

**Minutes of the  
Clinton County Capital Resource Corporation  
Annual Meeting  
Monday, September 14, 2020**

**Due to COVID-19, the meeting of the Clinton County Capital Resource Corporation held on Monday, September 14, 2020 was through teleconference.**

The meeting was called to order by Trent Trahan, Chairperson, at 12:36 p.m., at the office of the Clinton County Capital Resource Corporation, 137 Margaret Street, Suite 208, Plattsburgh, New York 12901.

**MEMBERS PRESENT:** Trent Trahan, Chairperson  
David Hoover, Vice Chairperson  
Keith Defayette, Treasurer and Chief Financial Officer  
Michael Zurlo, Secretary  
Kim Murray, Assistant Secretary  
John VanNatten, Member  
Mark Leta, Member

**STAFF PRESENT:** Renee McFarlin, Executive Director  
George W. Cregg, Esq., Agency Counsel  
Christopher Canada, Esq., Agency Counsel  
Toni Moffat, Executive Assistant

T. Trahan stated that there was a *quorum* present.

T. Trahan waived the reading of the notice of the meeting published in the *Press Republican* on December 22, 2018.

**Approval of the Minutes of the August 10, 2020 Meeting**

T. Trahan asked if there were any questions regarding the draft minutes of the August 10, 2020 meeting of the Clinton County Capital Resource Corporation (CCCRC). There were none.

On a motion by M. Zurlo, and seconded by K. Defayette, it was unanimously carried to approve the minutes of the August 10, 2020 meeting of the CCCRC.

**Public Comment**

There was no public comment.

**Reports**

**Treasurer's Report**

K. Defayette reviewed the Treasurer's Report. There were no questions or concerns.

On a motion by J. VanNatten, seconded by K. Murray, it was unanimously RESOLVED to approve the Treasurer's Report as presented by K. Defayette.

**Old Business**

R. McFarlin noted there were no changes to the current policies seeking approval with the exception of the Assessment of Internal Controls Policy, in which the internal control narrative was updated to demonstrate the changes that were made to the CCCRC's processes including but not limited to, a shift to Corell Tax and Accounting for bookkeeper services.

It is important to note that all members have had the opportunity to review the policies.

**Administrative Matters Resolution**

The following resolution was offered by J. VanNatten, seconded by K. Defayette, to wit:

Resolution No. 09-20-04

RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE CORPORATION.

WHEREAS, the Corporation is authorized and empowered by the provisions of Section 1411 of the New York State Not-For-Profit Corporation Law (the "NFPCL") to take steps to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, instruct or train individuals to improve or develop their capabilities for such jobs, carry on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, lessening the burdens of government and acting in the public interest; and

WHEREAS, the NFPCL and the Corporation's certificate of incorporation allow the Corporation to make certain appointments and approve certain administrative matters; and

WHEREAS, the Directors of the Corporation desire to make certain appointments and approve certain administrative matters;

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE CLINTON COUNTY CAPITAL RESOURCE CORPORATION, AS FOLLOWS:

Section 1. The Corporation hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves and confirms the policies described in Schedule A attached hereto.

Section 2. The Corporation hereby authorizes the Chairperson, Vice Chairperson and the Chief Executive Office to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

Trent Trahan	VOTING	YES
David Hoover	VOTING	YES
Michael Zurlo	VOTING	YES
Keith Defayette	VOTING	YES
Kim Murray	VOTING	YES
John VanNatten	VOTING	YES
Mark Leta	VOTING	YES

The resolution was thereupon declared duly adopted.

#### **SCHEDULE A**

##### Officers of the Board of Directors:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Kim Murray	Assistant Secretary
Keith Defayette	Treasurer

##### Determination of Regular Corporation Meeting Schedule:

Same as the County of Clinton Industrial Development Agency

##### Appointment of Chief Executive Officer and Staff to the Corporation:

Renee McFarlin – Chief Executive Officer

##### Appointment of Corporation Counsel:

Hodgson Russ LLP  
Christopher C. Canada, Esq.  
George W. Cregg, Jr., Esq.

##### Appointment of Bond Counsel to the Corporation:

Hodgson Russ LLP  
Christopher C. Canada, Esq.  
George W. Cregg, Jr., Esq.

##### Appointment of the Bank of the Corporation and Accounts

Glens Falls National Bank

Appointments to Governance Committee

Michael Zurlo – Chairperson  
John VanNatten – Vice Chairperson  
David Hoover – Member

Appointments to Audit Committee

Keith Defayette – Chairperson  
Mark Leta – Vice Chairperson  
Trent Trahan – Member  
David Hoover – Member  
John VanNatten – Member

Appointments to Finance Committee

Keith Defayette – Chairperson  
Kim Murray – Vice Chairperson  
Trent Trahan – Member

Approval and Confirmation of Corporation Policies

Assessment of Internal Controls Policy  
Bylaws  
Code of Ethics  
Compensation Policy  
Defense and Indemnification of Board Members Policy  
Fee Policy  
Finance Committee Charter  
Investment Policy  
Loan and Credit Policy (Prohibiting Extension of Credit to Board Members/Staff)  
Organization Chart  
Procurement Policy  
Real Property Acquisition Policy  
Real Property Disposition Policy  
Retaliatory Action (Whistleblower Protection) Policy  
Time and Attendance Policy  
Travel Policy

Approval of Agreements of the Corporation

Trent Trahan, Chairperson  
David Hoover, Vice Chairperson  
Keith Defayette, Treasurer and Chief Financial Officer  
Michael Zurlo, Secretary  
Kim Murray, Assistant Secretary  
John VanNatten, Member  
Mark Leta, Member

Appointment of Contract Officer

Renee McFarlin

Appointment of Investment Officer

Keith Defayette

Approval of Corporation Fee Schedule

The same fee schedule as the County of Clinton Industrial Development Agency

**Board Evaluations/Conflict of Interest Statements**

R. McFarlin asked the members to please complete the CCCRC board evaluation that was given to them and return it to staff.

**Other Business as Required**

**New Business**

**Martindale Keysor & Co., PLLC Invoice - Fee for 2019 Audit Services**

M. Zurlo inquired on the \$300 increase from the previous year. R. McFarlin stated she will inquire of Martindale, Keysor & Co., LLC. and report back to the Board.

**Other Business as Required**

**Executive Director's Report:**

There was no Executive Director's report.

There being no further business to discuss, on a motion by M. Zurlo, and seconded by K. Murray, the meeting adjourned at 12:41 p.m.



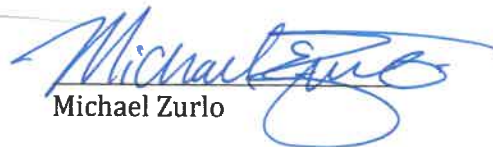
Trent Trahan



David Hoover



Keith Defayette



Michael Zurlo



Kim Murray



Mark Leta



John VanNatten



Renee McFarlin