

**CLINTON GRANT FACILITATION CORPORATION  
ADMINISTRATIVE MATTERS RESOLUTION**

A regular meeting of the Clinton Grant Facilitation Corporation (the "Corporation") was convened in public session in the offices of the Corporation located at 137 Margaret Street, Suite 209 in the City of Plattsburgh, Clinton County, New York on September 22, 2025 at 12:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairperson of the Corporation and, upon roll being called, the following members of the board of directors of the Corporation were:

**PRESENT:**

|                 |                  |
|-----------------|------------------|
| Trent Trahan    | Chairperson      |
| David Hoover    | Vice Chairperson |
| Keith Defayette | Treasurer        |
| John VanNatten  | Member           |

**ABSENT:**

|                  |                               |
|------------------|-------------------------------|
| Mark Leta        | Assistant Secretary/Treasurer |
| Michael E. Zurlo | Secretary                     |
| Joey Trombley    | Member                        |

**CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:**

|                             |                          |
|-----------------------------|--------------------------|
| Molly Ryan                  | Executive Director       |
| Toni Moffat                 | Executive Assistant      |
| Dorothy Brunell             | Administrative Assistant |
| Christopher C. Canada, Esq. | Corporation Counsel      |

The following resolution was offered by D. Hoover, seconded by K. Defayette, to wit:

Resolution No. 09-25-04

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE CORPORATION.**

WHEREAS, Clinton Grant Facilitation Corporation (the "Corporation") is authorized and empowered by the provisions of 402 and Section 1411 of the Not-For-Profit Corporation Law of the State of New York (the "NFPCL") to promote community and economic development and the creation of jobs for the citizens of Clinton County, New York (the "County") by, among other things, facilitating the economic development of the County and the adjoining counties of Essex and Franklin (collectively, the "Grant Area") through the receipt and administration of gifts, grants, loans, or contributions relating to any portion of the Grant Area from, and enter into contracts or other transactions with, the United States and the State of New York or any agency of either of them, any municipality, any public or private corporation or any other legal entity; 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 BOARD OF DIRECTORS OF THE CLINTON GRANT FACILITATION 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 Executive Director of the Corporation 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 E. Zurlo | VOTING | Excused |
| Keith Defayette  | VOTING | Yes     |
| Mark Leta        | VOTING | Excused |
| John VanNatten   | VOTING | Yes     |
| Joey Trombley    | VOTING | Excused |

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

STATE OF NEW YORK       )  
  ) SS.:  
COUNTY OF CLINTON       )

I, the undersigned (Assistant) Secretary of Clinton Grant Facilitation Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the board directors of the Corporation (the "Board of Directors") held on September 22, 2025 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Board of Directors had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Board of Directors present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this 22<sup>nd</sup> day of September, 2025.

BY:   
(Assistant) Secretary

(SEAL)

## **SCHEDULE A**

### Members of the Board of Directors:

Trent Trahan  
David Hoover  
Michael E. Zurlo  
Joey Trombley  
Mark Leta  
John VanNatten  
Christine Peters

### Officers of the Board of Directors:

|                  |                               |
|------------------|-------------------------------|
| Trent Trahan     | Chairperson                   |
| David Hoover     | Vice Chairperson              |
| Michael E. Zurlo | Secretary                     |
| Mark Leta        | Assistant Secretary/Treasurer |
| Joey Trombley    | Treasurer                     |

### Determination of Regular Corporation Meeting Schedule:

As necessary

### Appointment of Executive Director and Staff to the Corporation:

Molly Ryan – Executive Director

### Appointment of Corporation Counsel:

Hodgson Russ LLP

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

N/A

### Appointments to Governance Committee

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

### Appointments to Audit Committee

Joey Trombley – Chairperson  
Mark Leta – Vice Chairperson  
Trent Trahan – Member  
David Hoover – Member  
John VanNatten – Member

Appointments to Finance Committee

Joey Trombley – Chairperson  
Christine Peters – Vice Chairperson  
Trent Trahan – Member

Approval and Confirmation of Corporation Policies:

Attendance Policy  
Bylaws  
Code of Ethics  
Compensation Policy  
Defense and Indemnification of Board Members Policy  
Internal Control Procedure Policy  
Investment Policy  
Loan and Credit Policy (Prohibiting Extension of Credit to Board Members/Staff)  
Organizational Chart  
Procurement Policy  
Real Property Acquisition Policy  
Real Property Disposition Policy  
Travel Policy

Approval of Agreements of the Corporation:

Majority of the full board of the Corporation

Appointment of Contract Officer:

Molly Ryan – Executive Director

Appointment of Investment Officer:

Joey Trombley

Approval of Corporation Fee Schedule:

As adopted by the Corporation August 16, 2021.