

**MINUTES OF THE  
CLINTON GRANT FACILITATION CORPORATION  
ANNUAL MEETING  
MONDAY, SEPTEMBER 16, 2024**

The meeting was called to order by Michael Zurlo, Secretary, at 12:41 p.m. at the office of the Clinton Grant Facilitation Corporation (CGFC), 137 Margaret Street, Suite 208, Plattsburgh, New York 12901.

**MEMBERS PRESENT:** Michael Zurlo, Secretary  
Mark Leta, Assistant Secretary  
Keith Defayette, Treasurer and Chief Financial Officer  
John VanNatten, Member  
Joey Trombley, Member

**MEMBERS ABSENT:** Trent Trahan, Chairperson  
David Hoover, Vice Chairperson

**STAFF PRESENT:** Molly Ryan, Executive Director  
Dorothy Brunell, Administrative Assistant  
Christopher Canada, Esq., Agency Counsel (via Teleconference)  
Shannon Wagner, Esq., Agency Counsel (via Teleconference)

**OTHERS PRESENT:** Marie Agan, Local Representative, Bull Run Energy, LLC

On a motion by K. Defayette, and seconded by J. Trombley, it was unanimously carried to appoint Michael Zurlo Chairman Pro Tem for the September 16, 2024 CGFC Meeting.

M. Zurlo stated there was a *quorum* present.

M. Zurlo waived the reading of the notice of the meeting published in the *Press Republican* on December 13, 2023.

**Approval of the Minutes of the June 17, 2024 Meeting**

M. Zurlo asked if there were any questions regarding the draft minutes of the June 17, 2024 meeting of the Clinton Grant Facilitation Corporation (CGFC). There were none.

On a motion by K. Defayette, and seconded by M. Leta, it was unanimously carried to approve the minutes of the June 17, 2024 meeting of the CGFC.

**Public Comment**

There was no public comment.

**Reports**

There were no reports.

## Old Business

It was noted there have been no changes to any of the current policies seeking approval and all members have had the opportunity to review the policies.

## **Administrative Matters Resolution**

C. Canada advised that there have been no changes to the contents of the Administrative Matters Resolution and it remains the same as last year's resolution. This includes no changes to any of the CGFC policies which were provided to all members for their review prior to the meeting.

The following resolution was offered by J. VanNatten, seconded by M. Leta, to wit:

Resolution No. 09-24-05

### 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	EXCUSED
David Hoover	VOTING	EXCUSED
Michael E. Zurlo	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES
Joey Trombley	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
Mark Leta	Assistant Secretary
Keith Defayette	Treasurer

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

As necessary

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

Molly F. Ryan – Executive Director

##### Appointment of Corporation Counsel:

Hodgson Russ LLP  
Christopher C. Canada, Esq.  
Nadene E. Zeigler, Esq.  
Shannon E. Wagner, Esq.

##### 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

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

Appointments to Finance Committee

Keith Defayette – Chairperson  
Joey Trombley – 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  
Fee Schedule  
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

Trent Trahan – Chairperson  
David Hoover – Vice Chairperson  
Keith Defayette – Treasurer and Chief Financial Officer  
Michael E. Zurlo – Secretary  
Mark Leta – Assistant Secretary  
John VanNatten – Member  
Joey Trombley – Member

Appointment of Contract Officer

Molly F. Ryan – Executive Director

Appointment of Investment Officer

Keith Defayette

Approval of Corporation Fee Schedule

As adopted by the Corporation August 16, 2021.

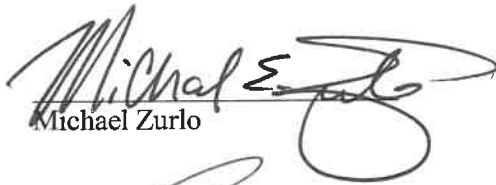
**Board Evaluations**

M. Zurlo asked the members to please complete the CGFC Board Evaluation and return it to staff.

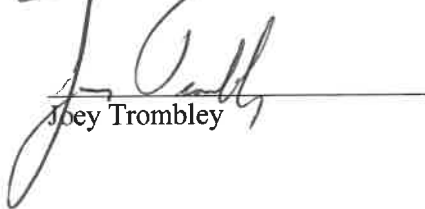
**New Business**

There was no new business.

There being no further business to discuss, on a motion by J. VanNatten, and seconded by J. Trombley, the meeting adjourned at 12:44 p.m.

  
Michael Zurlo

  
John VanNatten

  
Joey Trombley

  
Mark Leta

  
Keith Defayette