

**Minutes of the
Clinton Grant Facilitation Corporation
July 11, 2022**

The meeting was called to order by David Hoover, Vice Chairperson, at 12:00 p.m., at the office of the Clinton Grant Facilitation Corporation, 137 Margaret Street, Suite 208, Plattsburgh, New York 12901.

MEMBERS PRESENT: David Hoover, Vice Chairperson
Michael Zurlo, Secretary
Mark Leta, Assistant Secretary (via GoToMeeting)
Keith Defayette, Treasurer and Chief Financial Officer
John VanNatten, Member
Joey Trombley, Member

MEMBERS ABSENT: Trent Trahan, Chairperson

STAFF PRESENT: Molly Ryan, Executive Director
Christopher Canada, Esq., Agency Counsel (via GoToMeeting)
Toni Moffat, Executive Assistant
Dorothy Brunell, Administrative Assistant

D. Hoover stated there was a *quorum* present.

D. Hoover waived the reading of the notice of the meeting published in the *Press Republican* on December 16, 2021.

Reading and Consideration of the Draft Minutes of the meeting of the Clinton Grant Facilitation Corporation (CGFC) of May 9, 2022.

D. Hoover asked if there were any questions regarding the draft minutes of the May 9, 2022 meeting of the Clinton Grant Facilitation Corporation (CGFC) and there were none.

On a motion by J. VanNatten, seconded by K. Defayette, it was unanimously carried to approve the minutes of the May 9, 2022 meeting of the CGFC.

Public Comment

There was no public comment.

Old Business

There was no old business to report.

New Business

Department of Transportation (DOT) Grant Funding – So. Junction Enterprises, LLC

M. Ryan explained that the previously passed resolution (#04-21-02) approved applying for funding but did not name the CCIDA Executive Director as authorized to continue to facilitate the process. This resolution names the Executive Director as the one authorized to handle the paperwork.

Resolution to Accept Department of Transportation Grant Funding

The following resolution was offered by K. Defayette, seconded by M. Zurlo, to wit:

Resolution No. 07-22-04

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF CLINTON GRANT FACILITATION CORPORATION TO ACCEPT GRANT FUNDING FROM THE NEW YORK STATE DEPARTMENT OF TRANSPORTATION RELATING TO THE SOUTH JUNCTION ENTERPRISES, LLC PROJECT.

WHEREAS, pursuant to the provisions of Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "Enabling Act") and Revenue Ruling 57-187 and Private Letter Ruling 200936012, the members of the County of Clinton Industrial Development Agency adopted a resolution on July 17, 2017 (A) authorizing the incorporation of Clinton Grant Facilitation Corporation (the "Corporation") under the Enabling Act and (B) appointing the initial members of Corporation; and

WHEREAS, on March 29, 2019, a certificate of incorporation was filed with the New York Secretary of State's Office (the "Certificate of Incorporation") creating the Corporation; and

WHEREAS, 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 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 Corporation of either of them, any municipality, any public or private corporation or any other legal entity; and

WHEREAS, South Junction Enterprises, LLC (the "Company") is undertaking a project (the "Project") consisting of (i) the construction of third rail siding for transloading spanning approximately 1,750 feet of railroad track to accommodate additional railcars, (ii) the construction of a storage silo and pit system, (iii) the construction of an additional storage garage and (iv) the undertaking of paving and asphalt improvements to the upper transload roadway at the Company's existing bulk transfer facility located on South Junction Road in the City of Plattsburgh, Clinton County, New York to expand rail capacity in order to meet increased demand for rail shipments in Clinton County and surrounding regions; and

WHEREAS, in connection with the Project, the Company wished to submit an application (the "Application") to the New York State Department of Transportation ("NYSDOT") for grant funding related to the Project as set forth in the Application, a copy of which is attached hereto as Exhibit A;

WHEREAS, in furtherance of the Corporation's corporate purposes as set forth in the Certificate of Incorporation, on April 19, 2021, the members of the Corporation authorized the Application to the NYSDOT (the "Submission Resolution"); and

WHEREAS, on February 4, 2022, the NYSDOT approved a grant in the amount of \$1,406,070.89 for the Project (the "Grant"); and

WHEREAS, in connection with the Grant, the Corporation expects to receive certain agreements or other documents requiring action on behalf of the Corporation; and

WHEREAS, the Corporation wishes to designate the Executive Director of the Corporation to be responsible for performing the designated functions and required actions related to the Grant and any related documents;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CLINTON GRANT FACILITATION CORPORATION, AS FOLLOWS:

Section 1. Subject to review of the Grant and any related documents or required actions by the (Vice) Chairperson of the Corporation and approval of the Grant and any related documents by counsel to the Corporation, the Corporation hereby determines to accept the Grant and hereby authorizes the execution by the Corporation of any related or required documents by the Executive Director or the (Vice) Chairperson of the Corporation.

Section 2. Subject to approval by counsel to the Corporation of the terms of the Grant and any related documents the (Vice) Chairperson or Executive Director of the Corporation is hereby authorized to execute and deliver documents related to the Grant, and, where appropriate, the Secretary (or Assistant Secretary) of the Corporation is hereby authorized to affix the seal of the Corporation thereto and to attest the same, all in substantially the form thereof presented to the members of the Corporation, with such changes, variations, omissions and insertions as the (Vice) Chairperson or Executive Director shall approve, the execution thereof by the (Vice) Chairperson or Executive Director to constitute conclusive evidence of such approval.

Section 3. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required or provided for by the provisions of the Grant, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Corporation with all of the terms, covenants and provisions of the Grant and related documents binding upon the Corporation.

Section 4. 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	YES
Michael Zurlo	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	EXCUSED
John VanNatten	VOTING	YES
Joey Trombley	VOTING	YES

The resolution was thereupon declared duly adopted.

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EXHIBIT A
APPLICATION

See attached.

There being no further business to discuss, M. Zurlo motioned to adjourn the meeting at 12:06 p.m., seconded by J. VanNatten.



David Hoover, Vice Chairperson