

**Minutes of the
Clinton County Capital Resource Corporation
Annual Meeting
Monday, September 12, 2022**

The meeting was called to order by Trent Trahan, Chairperson, at 12:33 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
Mike Zurlo, Secretary
John VanNatten, Member
Joey Trombley, Member

ABSENT: Mark Leta, Assistant Secretary

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

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 16, 2021.

Approval of the Minutes of the May 9, 2022 Meeting

T. Trahan asked if there were any questions regarding the draft minutes of the May 9, 2022 meeting of the Clinton County Capital Resource Corporation (CCCRC). There were none.

On a motion by J. Trombley, and seconded by D. Hoover, it was unanimously carried to approve the minutes of the May 9, 2022 meeting of the CCCRC.

Public Comment

There was no public comment.

Reports

Treasurer's Report

K. Defayette reviewed the August 2022 Treasurer's Report. There were no questions or concerns.

On a motion by M. Zurlo, and seconded by J. VanNatten, it was unanimously RESOLVED to approve the August 2022 Treasurer's Report as presented by K. Defayette.

Old Business

T. Trahan noted there were no changes to the current policies seeking approval.

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 J. Trombley, to wit:

Resolution No. 09-22-02

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 E. 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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SCHEDULE A

Officers of the Board of Directors:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael Zurlo	Secretary
Mark Leta	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:

Molly F. Ryan – Chief Executive Officer

Appointment of Corporation Counsel:

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

Appointment of Bond Counsel to the Corporation:

Hodgson Russ LLP
Christopher C. Canada, Esq.
Nadene E. Zeigler, 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
Joey Trombley – 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
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
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

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

Board Evaluations

T. Trahan 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

Bond Financing Roundtable

M. Ryan advised that she had met with Bill Owens, Esq. who suggested the CCCRC hold a roundtable discussion with the local banking community to educate them on the benefits available for bond financing. M. Ryan also advised that she would also contact Victoria Duley, Executive Director at the Adirondack Economic Development Corporation, to request her participation as well.

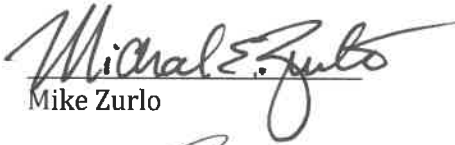
There being no further business to discuss, on a motion by J. VanNatten, and seconded by D. Hoover, the meeting adjourned at 12:40 p.m.



Trent Trahan



David Hoover



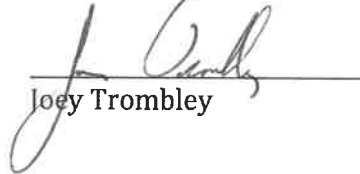
Mike Zurlo



Keith Defayette



John VanNatten



Joey Trombley