

**RESOLUTION TO RECOMMEND BOND RESOLUTION
BEHAVIORAL HEALTH SERVICES NORTH, INC. PROJECT**

A regular meeting of the Finance Committee (the "Committee") of the Board of Directors of Clinton County Capital Resource Corporation (the "Issuer") was convened in public session in the offices of the Issuer located at 190 Banker Road, Suite 500 in the Town of Plattsburgh, Clinton County, New York on August 14, 2017 at 12:00 o'clock noon, local time.

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

PRESENT:

Keith Defayette	Vice Chairperson
Trent Trahan	Member

EXCUSED:

Kim Murray	Chairperson
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ISSUER STAFF PRESENT INCLUDED THE FOLLOWING:

Melissa McManus	Chief Executive Officer
Barbara Shute	Recording Secretary
George W. Cregg, Jr., Esq.	Issuer and Bond Counsel

The following resolution was offered by T. Trahan, seconded by K. Defayette, to wit:

Resolution No. 08-17-05

RESOLUTION RECOMMENDING THAT THE BOARD OF DIRECTORS OF CLINTON COUNTY CAPITAL RESOURCE CORPORATION CONSIDER ADOPTING A BOND RESOLUTION TO AUTHORIZE (A) THE ISSUANCE BY CLINTON COUNTY CAPITAL RESOURCE CORPORATION OF ITS REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT PRESENTLY ESTIMATED NOT TO EXCEED \$3,400,000 FOR THE BENEFIT OF BEHAVIORAL HEALTH SERVICES NORTH, INC. AND (B) THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, pursuant to a requirement under Chapter 506 of the 2009 Laws of the State of New York (the "Public Authorities Reform Act") the Committee was formed to review proposals for the issuance of debt by the Issuer and its subsidiaries and to make recommendations on such issuances; and

WHEREAS, Behavioral Health Services North, Inc., a New York not-for-profit corporation (the "Borrower") has submitted an application (the "Application") to the Issuer, a copy of which Application is on file at the office of the Issuer, which Application requested that the Issuer consider undertaking a project (the "Project") for the benefit of the Borrower, said Project consisting of the following:

(A) the financing of a portion of the costs of (1) the financing, in whole or in part, of the construction and equipping of an approximately 12,000 square foot addition (the "Addition") to the Borrower's existing approximately 22,000 square foot facility (the "Existing Facility" and, collectively with the Addition, the

“Facility”) located on an approximately 10 acre parcel of land (the “Land”) located at 2155 Route 22B in the Town of Plattsburgh (Morrisonville), Clinton County, New York, (2) the refinancing of certain existing debt incurred by the Borrower in connection with the Land and the Existing Facility, and (3) the acquisition and installation therein and thereon of certain machinery, equipment and other personal property (the “Equipment”) (the Land, Facility and the Equipment being collectively referred to as the “Project Facility”), all of the foregoing to be owned by the Borrower and operated as a mental health outpatient facility; (B) the financing of all or a portion of the costs of the foregoing by the issuance of revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, presently estimated to not exceed \$3,400,000 (the “Obligations”); (C) paying a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations; and (D) the making of a loan (the “Loan”) of the proceeds of the Obligations to the Borrower or such other person as may be designated by the Borrower and agreed upon by the Issuer; and

WHEREAS, Issuer staff and Bond Counsel have provided information to the Committee, including a commitment letter, respecting the Project and the Obligations and the expected structuring of the documents related thereto; and

WHEREAS, the members of the Committee have reviewed such further information and have discussed same with Issuer staff and Bond Counsel;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COMMITTEE AS FOLLOWS:

Section 1. The Committee hereby finds and determines that neither the members, directors or officers of the Issuer, nor any person executing the Obligations, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. The Obligations and the interest thereon are not and shall never be a debt of the Issuer, the State of New York, or Clinton County, New York or any political subdivision thereof, and neither the State of New York, or Clinton County, New York nor any political subdivision thereof shall be liable thereon.

Section 2. Based on the foregoing, the members of the Committee would like to recommend that the Board of Directors of the Issuer consider adopting a bond resolution that would authorize the issuance of the Obligations.

Section 3. This Resolution shall take effect immediately.

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

Kim Murray	VOTING	EXCUSED
Keith Defayette	VOTING	YES
Trent Trahan	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of Clinton County Capital Resource Corporation (the "Issuer"), DO HEREBY CERTIFY, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Finance Committee (the "Committee") of the Board of Directors of the Issuer, including the Resolution contained therein, held on August 14, 2017 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Committee and of such resolution set forth therein 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 Committee had due notice of said meeting; (B) said meeting was in all respect 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 given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Committee present through 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 Issuer this 14th day of August, 2017.




Michael E. Zurlo, Secretary