

**ORGANIZATION RESOLUTION
CLINTON GRANT FACILITATION CORPORATION**

The first meeting of Clinton Grant Facilitation Corporation (the "Corporation") was convened in public session in the offices of the Corporation located at 137 Margaret Street in the City of Plattsburgh, Clinton County, New York on April 15, 2019 at 12:00 o'clock p.m., local time.

The meeting was called to order by the temporary Chairperson of the Corporation and, upon roll being called, the following members of the Corporation were:

PRESENT:

David Hoover
Kim Murray
Mark Leta
John VanNatten

ABSENT:

Trent Trahan
Michael E. Zurlo
Keith Defayette

CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:

Renee McFarlin
Toni Moffat
Christopher C. Canada, Esq.

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

Resolution No. 04-19-01

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE
MATTERS OF THE CLINTON GRANT FACILITATION 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 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 members 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 and procedures of the Corporation described on Schedule A, as the same may have been amended previously to or at this meeting.

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 | <u>EXCUSED</u> |
| David Hoover | VOTING | <u>YES</u> |
| Michael E. Zurlo | VOTING | <u>EXCUSED</u> |
| Keith Defayette | VOTING | <u>EXCUSED</u> |
| Kim Murray | VOTING | <u>YES</u> |
| Mark Leta | VOTING | <u>YES</u> |
| John VanNatten | VOTING | <u>YES</u> |

The foregoing resolution was thereupon declared duly adopted.

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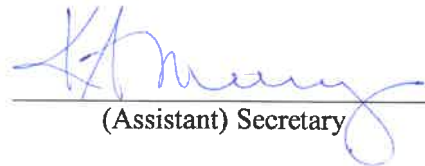
STATE OF NEW YORK)
) SS.:
COUNTY OF CLINTON)

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 members of the Corporation held on April 15, 2019 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 Corporation 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 given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Corporation 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 15th day of April, 2019.



(Assistant) Secretary

(SEAL)

SCHEDULE A

Confirmation of Regular Corporation Meeting Schedule

2nd Monday of each month at 12:00 p.m.

Election of Officers of the Corporation

Trent Trahan, Chairperson
David Hoover, Vice Chairperson
Michael E. Zurlo, Secretary
Kim Murray, Assistant Secretary
Keith DeFayette, Treasurer
John VanNatten, Member
Mark Leta, Member

Approval of the Corporation Bylaws

The bylaws of the Corporation are approved.

Appointment of Executive Director and Staff to the Corporation

Renee McFarlin, Executive Director
Toni Moffat, Executive Assistant

Appointment of Accounting Firm of the Corporation

Martindale Keysor & Co. PLLC, subject to agreement on satisfactory terms

Appointment of Corporation Counsel

Hodgson Russ LLP

Appointment of Bank of the Corporation and Accounts

Glens Falls National Bank

Approval and Confirmation of Corporation Policies¹

Code of Ethics
Mission Statement
Internal Control Procedure/Policy
Travel Policy
Investment Policy
Defense and Indemnification Policy
Compensation Policy
Attendance Policy
Property Acquisition Policy
Property Disposition Policy
Procurement Policy
Policy Prohibiting Loans and Credit to Officers, Directors and Employees

Appointment of Finance Committee Members

Keith Defayette – Chairperson
Kim Murray – Vice Chairperson
Trent Trahan – Member

Appointment of Governance Committee Members

Michael Zurlo – Chairperson
John VanNatten – Chairperson
Dave Hoover – Member

Appointment of Audit Committee Members

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

¹ Each such policy shall be in substantially similar form to the corresponding policy of the County of Clinton Industrial Development Agency.