

RESOLUTION AUTHORIZING ADMINISTRATIVE SERVICES AGREEMENT

A regular meeting of the Board of Directors of Clinton County Capital Resource Corporation (the "Corporation") was convened in public session in the offices of the Corporation located at 190 Banker Road, Suite 500 in the Town of Plattsburgh, Clinton County, New York on April 17, 2017 at 12:00 o'clock noon, local time.

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

PRESENT:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael Zurlo	Secretary
Kim Murray	Assistant Secretary
John VanNatten	Director
Mark Leta	Director

EXCUSED:

Keith Defayette	Treasurer
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CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:

Melissa McManus	Chief Executive Officer/Executive Director
Barbara Shute	Recording Secretary
George W. Cregg, Jr., Esq.	Corporation General Counsel

The following resolution was offered by K. Murray, seconded by D. Hoover, to wit:

Resolution No. 04-17-02

RESOLUTION AUTHORIZING AN ADMINISTRATIVE SERVICES AGREEMENT WITH COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY.

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"), Revenue Ruling 57-187 and Private Letter Ruling 200936012, (A) the County Legislature of Clinton County, New York (the "County") adopted a resolution on November 10, 2010 (the "Sponsor Resolution") (1) authorizing the incorporation of Clinton County Capital Resource Corporation (the "Corporation") as a public instrumentality of the County and (2) appointing the initial members of the board of directors of the Corporation, who serve at the pleasure of the County, and (B) in December, 2010, 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 the Enabling Act to take action to accomplish the public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, and lessening the burdens of government and acting in the public interest; and

WHEREAS, the Corporation has requested that County of Clinton Industrial Development Agency (the "Agency") provide administrative support services to the Corporation to further the objectives, goals and purposes of the Corporation; and

WHEREAS, the Corporation proposes to undertake the following (collectively, the "Transaction"): to enter into an administrative services agreement (the "Agreement") by and between the Corporation and the Agency, under which the Agency will perform administrative services for the Corporation and the Corporation will, in consideration of such services, pay the Agency the sum of \$80,000 for the initial term of the Agreement (January 1, 2016 through December 31, 2017);

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF DIRECTORS OF THE CLINTON COUNTY CAPITAL RESOURCE CORPORATION, AS FOLLOWS:

Section 1. Based upon an examination of the Transaction, the Board of Directors of the Corporation hereby determines that the Transaction constitutes a routine administration and management activity that does not include a new program or a major reordering of priorities that may effect the environment, and accordingly constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(20), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Corporation has no further responsibilities under Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA") with respect to the Transaction.

Section 2. Based upon an examination of the Transaction, the Board of Directors of the Corporation hereby determines that no "financial assistance" (as defined in the Act) is being requested from the Corporation in connection with the Transaction, and accordingly that the Corporation is not required by its Certificate of Incorporation to hold a public hearing with respect to the Transaction.

Section 3. In consequence of the foregoing, the Board of Directors of the Corporation hereby determines that the provision of administrative support services by the Agency to the Corporation is consistent with the Corporation's mission and purposes and in the best interests of the Corporation.

Section 4. Subject to approval of the form and substance of the Agreement and any related documents (collectively, the "Transaction Documents") by Corporation counsel, the Chairman (or Vice Chairman) of the Corporation is hereby authorized, on behalf of the Corporation, to execute and deliver the Transaction Documents 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 forms thereof approved by the Chairman (or Vice Chairman) of the Corporation and by Corporation counsel, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 5. 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 Transaction Documents, 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 this Resolution and to cause compliance by the

Corporation with all of the terms, covenants and provisions of the Transaction Documents binding upon the Corporation.

Section 6. 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:

Trent Trahan	VOTING	YES
David Hoover	VOTING	YES _
Michael Zurlo	VOTING	YES _
Keith Defayette	VOTING	EXCUSED
Kim Murray	VOTING	YES
John VanNatten	VOTING	YES
Mark Leta	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

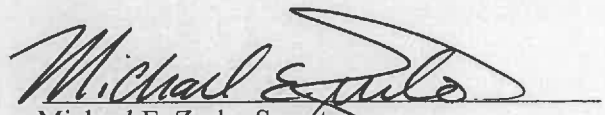
STATE OF NEW YORK)
) SS.:
COUNTY OF CLINTON)

I, the undersigned (Assistant) Secretary of Clinton County Capital Resource Corporation (the "Corporation"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Board of Directors of the Corporation, including the Bond Resolution contained therein, held on April 17, 2017 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained 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 Board of Directors 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 duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Board of Directors of the Corporation present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Bond 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 17th day of April, 2017.


Michael E. Zurlo, Secretary

