

**COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY  
ADMINISTRATIVE MATTERS RESOLUTION**

A regular meeting of County of Clinton Industrial Development Agency (the "Agency") was convened in public session in the offices of the Agency located at 137 Margaret Street, Suite 208 in the City of Plattsburgh, Clinton County, New York on September 14, 2020 at 12:00 o'clock p.m., local time.

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

**PRESENT:**

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

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

Renee McFarlin	Executive Director
Toni Moffat	Executive Assistant
Christopher C. Canada, Esq.	Agency Counsel
George W. Cregg, Jr., Esq.	Agency Counsel

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

Resolution No. 09-20-01

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE AGENCY.**

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency shall elect the officers of the Agency; and

WHEREAS, the members of the Agency desire to make certain appointments and approve certain administrative matters;

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency 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 Agency hereby authorizes the Chairperson, Vice Chairperson and the Executive Director 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 Zurlo	VOTING	YES
Keith Defayette	VOTING	YES
Kim Murray	VOTING	YES
John VanNatten	VOTING	YES
Mark Leta	VOTING	YES

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

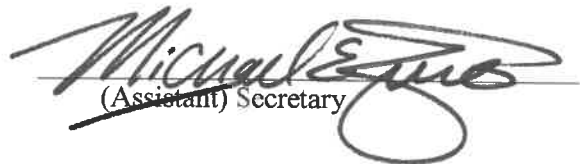
STATE OF NEW YORK        )  
  ) SS.:  
COUNTY OF CLINTON        )

I, the undersigned (Assistant) Secretary of County of Clinton Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the directors of the Agency held on September 14, 2020 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 Agency 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") except as modified by Executive Order 202.1, as supplemented, 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 Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, 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 Agency this 14th day of September, 2020.

  
(Assistant) Secretary

(SEAL)

## SCHEDULE A

### Officers of the Agency:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Kim Murray	Assistant Secretary
Keith Defayette	Treasurer

### Determination of Regular Agency Meeting Schedule:

Second Monday of each month

### Appointment of Executive Director and Staff to the Agency:

Renee McFarlin – Executive Director

### Appointment of Agency Counsel:

Hodgson Russ LLP  
Christopher C. Canada, Esq.  
George W. Cregg, Jr., Esq.

### Appointment of Bond Counsel to the Agency:

Hodgson Russ LLP  
Christopher C. Canada, Esq.  
George W. Cregg, Jr., Esq.

### Appointment of the Bank of the Agency and Accounts

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### 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  
Kim Murray – Vice Chairperson  
Trent Trahan – Member

Approval and Confirmation of Agency Policies

Access to Agency Records (FOIA) Policy  
Assessment of Internal Controls Policy  
Bylaws  
Code of Ethics  
Compensation Policy  
Defense and Indemnification of Board Members Policy  
Discretionary Funds Policy  
Eligible Project Policy  
Fee Policy  
Finance Committee Charter  
Investment Policy  
Loan and Credit Policy (Prohibiting Extension of Credit to Board Members/Staff)  
Local Labor Policy  
Open Meetings Policy  
Organization Chart  
Procurement Policy  
Real Property Acquisition Policy  
Real Property Disposition Policy  
Recapture Policy  
Retaliatory Action (Whistleblower Protection) Policy  
Time and Attendance Policy  
Travel Policy  
Uniform Tax Exemption Policy (UTEP)

Approval of Agreements of the Agency

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Appointment of Contract Officer

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Appointment of Investment Officer

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Approval of Agency Fee Schedule