

**ULSTER COUNTY CAPITAL RESOURCE CORPORATION
ANNUAL HOUSEKEEPING RESOLUTION - 2018**

A regular meeting of Ulster County Capital Resource Corporation (the “Corporation”) was convened in public session at the Ulster County Legislative Chambers, 6th Floor, Ulster County Office Building, 244 Fair Street, Kingston, New York on February 14, 2018 at 9:00 a.m., local time.

The meeting was called to order by the Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

John R. Morrow	Chair
Randall Leverette	Vice Chair
Michael Bernholz	Treasurer
Michael Bernholz, James Malcolm or John Livermore	Assistant Secretary
John Livermore	Assistant Treasurer
James Malcolm	Member

ABSENT:

Robert Kinnin	Secretary
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Suzanne Holt	Director, Office of Economic Development
Evelyn Heinbach	Office of Economic Development
Bernadette Andreassen	Office of Economic Development
A. Joseph Scott, III, Esq.	Agency Counsel

The following resolution was offered by _____ seconded by _____, to wit:

Resolution No. 0117-_____

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 members of the Corporation desire to make certain appointments and approve certain administrative matters;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ULSTER 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.

(C) Approves that this meeting shall constitute the annual meeting of the Corporation as provided in the By-Laws of the Corporation.

Section 2. The Corporation hereby authorizes the Chairman and the staff 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

John R. Morrow	VOTING	<u>Yes</u>
Randall Leverette	VOTING	<u>Yes</u>
Robert Kinnin	VOTING	<u>Absent</u>
Michael Bernholz	VOTING	<u>Yes</u>
John Livermore	VOTING	<u>Yes</u>
James Malcolm	VOTING	<u>Yes</u>

The resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Ulster County Capital Resource 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 February 14 2018 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 14th day of February, 2018.

(Assistant) Secretary

(SEAL)

SCHEDULE A

- SEE ATTACHED -

Confirmation of Regular Corporation Meeting Schedule	9:00 a.m. the second Wednesday of each month (or immediately following the meeting of the Ulster County Industrial Development Agency)
Officers of the Corporation	John R. Morrow Chairman Randall Leverette, Vice Chairman Robert Kinnin, Secretary Michael Bernholz, Treasurer John Livermore, Assistant Treasurer Michael Bernholz, James Malcolm or John Livermore, Assistant Secretary James Malcolm, Member
Appointment of Chief Executive Officer	John R. Morrow
Appointment of Chief Financial Officer to the Corporation	Christopher Rioux, CFO
Staff of the Corporation	Ulster County Office of Economic Development
Appointment of Accounting Firm of the Corporation	Pattison, Koskey, Howe & Bucci CPAs PC
Appointment of Corporation Counsel	Hodgson Russ LLP
Appointment of Bond Counsel to the Corporation	Hodgson Russ LLP
Appointment of Bank of the Corporation and Accounts	Bank of Greene County
Approval and Confirmation of Corporation Policies ¹	Mission Statement Code of Ethics Compensation Policy Defense and Indemnification Policy Enforcement of Corporation Projects Policy Fee Schedule Policy Investment and Deposit Policy No Extension of Credit Policy Procurement Policy Property Disposition Policy Travel Policy Uniform Tax Exemption Policy Whistleblower Policy
Appointment of Contract Officer	John R. Morrow
Appointment of Investment Officer	John R. Morrow
Appointment of Governance Committee Members	James Malcolm, Chairman Robert Kinnin Randall Leverette
Appointment of Audit Committee Members	John Livermore, Chairman Randall Leverette Michael Bernholz
Appointment of Finance Committee Members	John R. Morrow, Chairman Randall Leverette Robert Kinnin John Livermore James Malcolm Michael Bernholz

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