

CHAUTAUQUA COUNTY CAPITAL RESOURCE CORPORATION

RESOLUTION 02-27-24-06

A regular meeting of the Chautauqua County Capital Resource Corporation was convened on February 27, 2024, at 12:00 p.m.

The following resolution was duly offered and seconded, to wit:

RESOLUTION OF THE CHAUTAUQUA COUNTY CAPITAL RESOURCE CORPORATION (“CCCRC”) AUTHORIZING THE NEGOTIATION AND EXECUTION OF A MANAGEMENT AND SHARED SERVICES AGREEMENT BY AND BETWEEN CRC AND THE COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) FOR THE PROVISION OF CERTAIN MANAGEMENT AND ADMINISTRATIVE SERVICES BY THE AGENCY TO CCCRC, AS DESCRIBED HEREIN

WHEREAS, the Chautauqua County Capital Resource Corporation (the “CCCRC”) was incorporated in 2009 pursuant to the New York State Not-For-Profit Corporation Law (the “NFP Law”) with the mission to issue tax-exempt bonds for civic and other facilities to promote community and economic development and the creation jobs in the non-profit and for-profit sectors; and

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is experienced and skilled in the performance of general management, business advisory, program performance, real estate matters, lending, bonding, tax abatement matters, grant application submission, compliance matters, marketing and promotional activities supporting investment and job retention and creation initiatives, administrative, fiscal, and accounting and tax functions for economic development organizations (collectively, the “Management and Administrative Services”); and

WHEREAS, CCCRC is an affiliate of the Agency with interlocking members of their respective boards of directors and members, and provides economic development services for the benefit of the residents of Chautauqua County, New York, and each entity engages in its activities on a county-wide basis; and

WHEREAS, the CCCRC is in need of such Management and Administrative Services to be performed on its behalf; and

WHEREAS, the Agency desires to provide such Management and Administrative Services to CCCRC, and in furtherance thereof, CCCRC desires to enter into a shared services agreement, in the form attached hereto as **Exhibit A** (the “Shared Services Agreement”), with the Agency.

NOW, THEREFORE, BE IT RESOLVED BY CCCRC AS FOLLOWS:

Section 1. As required under Article 8 of the New York State Environmental Conservation Law, and the regulations promulgated therein at 6 N.Y.C.R.R. Part 617 (collectively referred to as “SEQR”), the CCCRC has reviewed the Shared Services Agreement and hereby determines that no further SEQR compliance is required pursuant to 6 N.Y.C.R.R. Section 617.5(c)(26) because the contemplated execution of the Shared Services Agreement and provision of Management and Administration Services thereunder is a Type II Action and is considered routine or continuing agency administration and management.

Section 2. CCCRC hereby approves of and authorizes the Shared Services Agreement in accordance with the forgoing resolutions and authorizes the Chief Executive Officer (the “Authorized Officer”), on behalf of CCCRC, to negotiate, execute and deliver the Shared Services Agreement and any other related documents, required to accomplish the purposes of this resolution, with such changes, variations, omissions and insertions as authorized by the Authorized Officer, in consultation with CCCRC’s general counsel, the execution thereof by the Authorized Officer to constitute conclusive evidence of such approval.

Section 3. The Authorized Officer, employees and agents of CCCRC are hereby authorized and directed for and in the name and on behalf of CCCRC to do all acts and things required and to execute and deliver all such 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 the foregoing resolutions and to cause compliance by CCCRC with all of the terms, covenants and provisions of the documents executed for and on behalf of CCCRC.

Section 4. Any and all actions heretofore taken or authorized by CCCRC and/or its officers, employees and agents with respect to the foregoing resolutions are hereby ratified, approved and confirmed in all aspects.

Section 5. These resolutions shall take effect immediately.

Dated: February 27, 2024

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By  _____
Chairman

Date 2/27/24 _____

EXHIBIT A

FORM OF SHARED SERVICES AGREEMENT

[Attached]