

## CHAUTAUQUA COUNTY CAPITAL RESOURCE CORPORATION

### ANNUAL HOUSEKEEPING RESOLUTION 2024

A regular meeting of the Chautauqua County Capital Resource Corporation (the "CCCRC") was convened in public session at the Fredonia Technology Incubator located at 214 Central Avenue, in the City of Dunkirk, Chautauqua County, New York on March 26, 2024 at 10:30 a.m., local time.

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

#### RESOLUTION 03-26-24-06 APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS AND THE ANNUAL REPORT OF THE CHAUTAUQUA COUNTY CAPITAL RESOURCE CORPORATION IN ACCORDANCE WITH THE NEW YORK PUBLIC AUTHORITIES LAW

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

WHEREAS, the New York State Legislature adopted the Public Authorities Accountability Act of 2005, as amended by the Public Authorities Reform Act of 2009 (collectively, and as each may be further amended, the "PAAA"), designed to ensure that New York's public authorities operate more efficiently, more openly, and with greater accountability; and

WHEREAS, PAAA requires that CCCRC prepare and submit an annual report in the form, substance and manner as prescribed in PAAA and as included herein as Attachment A (the "Annual Report"); and

WHEREAS, to carry out the aforesaid purposes, CCCRC has the power under the Act to do all things necessary to fulfill its obligations imposed by the Act and PAAA; and

WHEREAS, the PAAA requires, and as recommended best practice, CCCRC desires, to adopt or re-adopt certain polices to comply with the PAAA and to ensure the effective and efficient operation of CCCRC, said policies identified within Attachment B attached hereto; and

WHEREAS, CCCRC desires to approve of its regular CCCRC schedule for calendar year 2024 as contained within Attachment C attached hereto.

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

Section 1. CCCRC hereby takes the following actions:

(A) CCCRC hereby accepts and approves the PAAA Annual Report for the fiscal year 2023 as contained within Attachment A. The CEO is hereby authorized and directed to submit and distribute the Annual Report in accordance with the requirements of the PAAA. CCCRC further authorizes and directs the CEO to comply with all other provisions of PAAA applicable to the Annual Report as

diligently as possible, including making such changes thereto as the CEO determines to be appropriate or necessary in order to comply with the PAAA.

(B) CCCRC hereby approves the appointments and the administrative matters, and readopts the policies and procedures of CCCRC all as identified and described within Attachment B attached hereto.

(C) In connection with CCCRC's appointment of CCCRC's Depository Banking Institutions, CCCRC hereby authorizes its officers and/or members to execute any depository agreement, signature cards, and any related documents required to be executed before such officer and/or member will be authorized to make deposits and execute checks on behalf of CCCRC.

Section 2. CCCRC hereby authorizes the Chairperson, Vice Chairperson, Chief Executive Officer and the Chief Financial Officer of CCCRC to take all steps necessary to implement any matters or actions related to the materials contained within Attachment A and Attachment B attached hereto.

Section 3. The CCCRC approves of the meeting schedule contained within Attachment C.

Section 4. CCCRC is hereby authorized to do all things necessary or appropriate for the accomplishment of the purposes of this resolution, and all acts heretofore taken by CCCRC with respect to same are hereby approved, ratified and confirmed.

Section 5. 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:

Gary Henry	AYE
Bradley Walters	ABSENT
Sagan Sheffield-Smith	ABSENT
Dan Heitzenrater	AYE
Tom Harmon	AYE
Steven Thorpe	AYE
Daniel DeMarte	ABSENT
Amy Harding	AYE
Kevin Muldowney	ABSENT

The foregoing resolution was thereupon declared duly adopted.

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


I, the undersigned Secretary of County of Chautauqua 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 CREDC held on March 26, 2024 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 CREDC 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 CREDC 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 CREDC this 26th day of March, 2024.

BY:   
Secretary

BY:   
(Vice) Chairperson

(SEAL)

**Attachment A**

PAAA 2023 Annual Report

**Attachment B<sup>1</sup>**

**Officers of the Board and CCCRC/Authority for Calendar Year 2024:**

**Officers of the Board:**

Gary Henry	Chairperson
Bradley Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Daniel Heitzenrater	Secretary
Carol Rasmussen	Assistant Secretary
Rosemarie Strandburg	Assistant Treasurer

**Officers of CCCRC/Authority:**

Mark Geise	Administrative Director/Chief Executive Officer
Richard E. Dixon	Chief Financial Officer
Mark Geise	Contracting Officer
Mark Geise	FOIL Officer
Gary Henry	FOIL Appeals Officer

**Confirmation of Regular CCCRC/Authority Meeting Schedule for Calendar Year 2024:** See attached tentative meeting schedule attached hereto as **Schedule B.**

**CCCRC/Authority Board Member Committee Appointments for Calendar Year 2024:**

Audit & Finance Committee	
Gary Henry	Chairperson
Brad Walters	Vice Chairperson
Sagan Sheffield-Smith	Treasurer
Governance Committee	
Gary Henry	Chairperson
Dan Heitzenrater	Secretary
Kevin Muldowney	Member
Transactions Committee	
Gary Henry	Chairperson
Mark Geis	Administrative Director/CEO
Richard Dixon	Chief Financial Officer
	Project Specific Business Development Manager as designated by the CFO for each Project

<sup>1</sup> Attachment B shall apply to the County of Chautauqua Industrial Development Agency (“Agency”) and its affiliates being the Chautauqua Region Economic Development Corporation (“CREDC”) and the Chautauqua County Capital Resource Corporation (“CCRC”), each being defined as an “Authority” as so referenced herein.

**Appointment of CCCRC/Authority Counsel and Bond Counsel for Calendar Year 2024:**

From Phillips Lytle LLP:  
Gregory L. Peterson, Esq. CCCRC Counsel  
Milan K. Tyler, Esq. CCCRC Counsel

From Harris Beach PLLC  
Robert G. Murray, Esq. CCCRC Counsel

From Hodgson Russ LLP:  
Christopher C. Canada, Esq. Bond Counsel  
Shannon E. Wagner, Esq. Bond Counsel

**Appointment of CCCRC/Authority Depository Banking Institutions for Calendar Year 2024:**

Cattaraugus County Bank  
Manufacturers and Traders Trust Company

**Approval and Confirmation of CCCRC/Authority Policies and Procedures for Calendar Year 2024:**

Bylaws  
Audit & Finance Committee Charter  
Governance Committee Charter  
Code of Ethics and Conflict of Interest Policy  
Investment Policy  
Mission Statement  
Procurement Policy  
Real Property Disposition Policy  
Travel, Conferences, Meals and Entertainment Policy  
Whistleblower Policy  
Board Member Compensation, Reimbursement and Attendance Policy  
Credit Card Policy  
Investment and Deposit Policy  
Accounting Policy  
Internal Controls  
Anti-Nepotism Policy  
Defense and Indemnification Policy  
Diversity Policy  
Project Recapture and Termination Policy  
Real Property Acquisition Policy  
Remote Meeting Policy  
Sexual Harassment Prevention Policy  
Supervision Performance Evaluation Policy  
Uniform Project Evaluation Policy  
Freedom of Information Law Policy  
Whistleblower Policy

## **Approval and Confirmation of CCCRC/Authority Mission Statements and Performance Measurements for Calendar Year 2024:**

### County of Chautauqua Industrial Development Agency (“CCIDA”) Mission Statement:

The CCIDA is an economic development organization authorized and empowered by the State of New York to make Chautauqua County a better place to work, live, and visit. We facilitate development by attracting new businesses, while promoting the retention and expansion of existing businesses. Assistance in the forms of incentives – tax abatements, low interest loans, and bond financing – enhances the opportunities for job creation and retention by our businesses.

CCRC Mission Statement: The mission is to promote community and economic development and the creation of jobs in the non-profit and for-profit sectors for the citizens of the County by developing and providing programs for not-for-profit institutions, manufacturing and industrial businesses and other entities to access low interest tax-exempt and non-tax-exempt financing for their eligible projects; and undertaking projects and activities within the County for the purpose of relieving and reducing unemployment, bettering and maintaining job opportunities, carrying on scientific research for the purpose of aiding the County by attracting new industry to the County or by encouraging the development of, or retention of, an industry in the County, and lessening the burdens of government and acting in the public interest.

CREDC Mission Statement: The mission is to relieve and reduce unemployment, to promote and provide for additional and maximum employment, to maintain job opportunities and to better said job opportunities, to instruct or train individuals to improve or to develop their capabilities for jobs, to carry on scientific research for the purpose of aiding the community or geographical area by attracting industry to the community or area, or by encouraging the development of or retention of an industry in the community or area and to lessen the burden of government and to act in the public interest. The public objective of each and every one of the purposes enumerated above is to stimulate employment opportunities, job training and industrial development in the Chautauqua region.

### List of Performance Goals:

1. Business Attraction - Attract businesses, visitors and new residents by maintaining a skilled workforce, developing infrastructure, and creating a dynamic environment in which to work, live, and visit.
2. Business Retention - Proactive outreach (reach out) to identify potential business retention and expansion opportunities and continue support after closing.
3. Capacity - We will build capacity through staff development/education, educational outreach to the business community, continued membership on local, regional, and

national economic development organizations, and maintain appropriate staffing levels to deliver quality services.

**Governance Certification:**

**1. Have the board members acknowledged that they have read and understood the mission of the public authority? Yes.**

**2. Who has the power to appoint the management of the public authority? The Board of Directors of CCCRC/Authority.**

**3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?**

The Board of Directors has not adopted a written policy. However, the Board of Directors follow prudent and reasonable practices to appoint responsible individuals.

**4. Briefly describe the role of the Board and the role of management in the implementation of the mission.**

The Board of Directors provides strategic guidance, oversight, policy setting and validation of CCCRC's/Authority's mission, performance, and results. Management collaborates with the Board of Directors in strategy development and to implement Agency/Authority programs, processes, activities, and policies to achieve CCCRC/Authority mission.

**5. Has the Board acknowledged that they have read and understood the responses to each of these questions? Yes.**



**Attachment C**

TENTATIVE 2024 MEETING SCHEDULE