

**CHAUTAUQUA COUNTY CAPITAL RESOURCE  
CORPORATION**

**RESOLUTION 09-26-23-05**

A regular meeting of the Chautauqua County Capital Resource Corporation was convened on Tuesday, September 26, 2023, at 10:00 a.m.

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

**RESOLUTION OF THE CHAUTAUQUA COUNTY CAPITAL RESOURCE  
CORPORATION ADOPTING OR RE-ADOPTING CERTAIN CHARTERS,  
POLICIES AND PROCEDURES AND ADDRESSING OTHER MATTERS  
IN CONNECTION THEREWITH**

WHEREAS, the Chautauqua County Capital Resource Corporation (the "Corporation") 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 with the mission to promote community and economic development and the creation jobs in the non-profit and for-profit sectors; 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, including the Corporation, operate more efficiently, more openly, and with greater accountability; and

WHEREAS, the PAAA requires that the Corporation adopt policies to comply with the provisions of the PAAA and, in addition, the New York State Authorities Budget Office recommends that the Corporation adopt certain other polices for purposes of meeting best practice guidelines; and

WHEREAS, the Corporation desires to approve of the following policies: a Procurement Policy (the "Procurement Policy"); a Code of Ethics and Conflict of Interest Policy (the "Code of Ethics"); an Investment and Deposit Policy (the "Investment Policy"); a Real Property Acquisition Policy (the "Real Property Acquisition Policy"); a Defense and Indemnification Policy (the "Defense and Indemnification Policy"); a Travel, Conferences, Meals and Entertainment Policy (the "Travel Policy"); a Property Disposition Policy (the "Property Disposition Policy"); a Diversity Policy (the "Diversity Policy"); an Anti-Nepotism Policy (the "Anti-Nepotism Policy"); a Minority and Women's Business Enterprise Policy (the "MWBE Policy"); a Sexual Harassment Prevention Policy (the "Sexual Harassment Policy"); a Board Member Compensation, Reimbursement and Attendance Policy (the "Board Member Compensation Policy"); a Credit Card Policy (the "Credit Card Policy"); a Remote Meetings Policy (the "Remote Meetings Policy"); a Uniform Evaluation and Selection Policy (the "Uniform Evaluation and Selection

Policy”); a Recapture and Termination Policy (the “Recapture Policy”); a Freedom of Information Law Policy (the FOIL Policy”); a Whistleblower Policy (the “Whistleblower Policy”); an Accounting Policy; and a Fiscal Internal Controls; all the foregoing policies are collectively referred to herein as the "Related Policies"; and

WHEREAS, the PAAA requires that the Corporation adopt and/or re-adopt its Related Policies annually; and

WHEREAS, the Corporation further desires to adopt an Anti-Nepotism Policy, a Diversity Policy, and a Supervision Performance Evaluation Policy (collectively, the “Grantee Policies”), said Grantee Policies being required for purpose of and receipt of certain grant application awards; and

WHEREAS, the Corporation also desires to adopt the amended and restated charter of the Audit and Finance Committee and Governance Committee, annexed hereto as Exhibit U (collectively, the “Charters”), which Charters shall hereby replace any and all charters previously adopted by the Corporation.

WHEREAS, to carry out the aforesaid purposes, the Corporation has the power under the NFP Law to do all things necessary to fulfill its obligations imposed by the PAAA.

NOW, THEREFORE, BE IT RESOLVED by the Corporation as follows:

Section 1. By virtue of the NFP Law, the Corporation has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the NFP Law and to exercise all powers granted to it under the NFP Law; and

Section 2. The Corporation adopts and/or readopts the Related Policies and Grantee Policies thus allowing the Corporation to continue to operate in compliance with the Act and in compliance with the PAAA, and cause the Corporation to operate more efficiently, openly and with greater accountability to the residents of the County of Chautauqua. In consequence of the foregoing, the Corporation hereby determines to re-adopt (i) the Procurement Policy, a copy of which is attached hereto as Exhibit A and made a part hereof; (ii) the Code of Ethics and Conflict of Interest Policy, a copy of which is attached hereto as Exhibit B and made a part hereof; (iii) the Investment and Deposit Policy, a copy of which is attached hereto as Exhibit C and made a part hereof; (iv) the Real Property Acquisition Policy, a copy of which is attached hereto as Exhibit D and made a part hereof; (v) the Defense and Indemnification Policy, a copy of which is attached hereto as Exhibit E and made a part hereof; (vi) the Travel, Conference, Meals and Entertainment Policy, a copy of which is attached hereto as Exhibit F and made a part hereof; (vii) the Property Disposition Policy, a copy of which is attached hereto as Exhibit G and made a part hereof; (viii) the Diversity Policy, a copy of which is attached hereto as Exhibit H and made a part hereof; (ix) the Anti-Nepotism Policy, a copy of which is attached hereto as Exhibit I and made a part hereof; (x) the Minority and Women’s Business Enterprise Policy, a copy of which is attached hereto as Exhibit J and made a part hereof; (xi) the Sexual Harassment Prevention Policy, a copy of which is attached hereto as Exhibit K and made a part hereof; (xii) the Board Member Compensation, Reimbursement and Attendance, a copy of which is attached hereto as Exhibit L and made a part

hereof; (xiii) the Credit Card Policy, a copy of which is attached hereto as Exhibit M and made a part hereof; (xiv) the Remote Meetings Policy, a copy of which is attached hereto as Exhibit N and made a part hereof; (xv) the Uniform Evaluation and Selection Policy, a copy of which is attached hereto as Exhibit O and made a part hereof; (xvi) the Recapture and Termination Policy, a copy of which is attached hereto as Exhibit P and made a part hereof; (xvii) the Freedom of Information Law Policy, a copy of which is attached hereto as Exhibit Q and made a part hereof; (xiv) a Whistleblower Policy, a copy of which is attached hereto as Exhibit R, an Accounting Policy, a copy of which is attached hereto as Exhibit S, and a Fiscal Internal Controls Policy, a copy of which is attached hereto as Exhibit T.

Section 3. The Corporation adopts the Charters, as enclosed within Exhibit U.

Section 4. The Corporation hereby designates the Chief Financial Officer of the Corporation as the Corporation's FOIL Records Access Officer and Contracting Officer. The Chief Executive Officer shall serve as the FOIL Appeals Officer of the Corporation.

Section 5. The Corporation 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 the Corporation with respect to such activities are hereby approved, ratified and confirmed.

This resolution shall take effect immediately.

STATE OF NEW YORK )

: SS.

COUNTY OF CHAUTAUQUA )

I, the undersigned Secretary of the Chautauqua County Capital Resource Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Chautauqua County Capital Resource Corporation (the "Corporation"), including the resolutions contained therein, held on September 23, 2023, with the original thereof on file in the Corporation's office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law ("Open Meetings Law") and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that 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 resolutions are in full force and effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 26<sup>th</sup> day of September, 2023.

By:   
Secretary

Exhibit A

Procurement Policy

Exhibit B

Code of Ethics and Conflict of Interest Policy

Exhibit C

Investment Policy

Exhibit D

Real Property Acquisition Policy



Exhibit E

Defense and Indemnification Policy

Exhibit F

Travel Conferences, Meals and Entertainment Policy

Exhibit G

Property Disposition Policy

Exhibit H

Diversity Policy

Exhibit I  
Anti-Nepotism Policy

Exhibit J

Minority and Women's Business Enterprise Policy

Exhibit K

Sexual Harassment Prevention Policy

Exhibit L

Board Member Compensation, Reimbursement and Attendance Policy



Exhibit M

Credit Card Policy

Exhibit N

Remote Meetings Policy

Exhibit O

Uniform Evaluation and Selection Policy

Exhibit P

Recapture and Termination Policy

Exhibit Q

Freedom of Information Law Policy

Exhibit R

Whistleblower Policy

Exhibit S

Accounting Policy

Exhibit T

Fisal Internal Controls Policy



Exhibit U

Audit and Finance Committee Charter

Governance Committee Charter