

**SCHOHARIE COUNTY
CAPITAL RESOURCE CORPORATION**

349 Mineral Spring Road, Cobleskill, NY 12043
(518) 234-7604

Fonda Chronis
CEO / Executive Director

Chester Burton
Chairperson

CAPITAL RESOURCE CORPORATION BOARD OF DIRECTORS MEETING

ANNUAL MEETING

FEBRUARY 22, 2024 -- MEETING Minutes

Chairperson called meeting to order at 10:32am.

1. Roll Call

Burton: Present
Johnson: Present
McAllister: Present
Oevering: Present
Trapani: Present

OTHERS PRESENT: Fonda Chronis (IDA CEO/Executive Director), Patsy Nicosia.

2. Reading & Approval of Minutes from September 27, 2023

Motion to approve the minutes from the September 27, 2023 meeting made by Oevering, seconded by McAllister (Approved).

3. Report of the Treasurer -- None

4. Bills & Communications -- None

5. Reports of Committees

- a. Governance Committee – Did not meet
- b. Audit Committee – Did not meet
- c. Finance Committee – Did not meet

6. Resolutions & Motions – Annual Housekeeping Resolution #02-24-01

Motion to appoint the follow as officers of the Capital Resource Corporation Board of Directors made by Johnson, seconded by Oevering (Approved):

Chair – Chester Burton
Vice Chair – Joseph Trapani
Secretary – Peter Johnson
Treasurer – Leo McAllister

Motion to appoint Benjamin Oevering a member of the Capital Resource Corporation Board of Directors Audit Committee and Leo McAllister a member of the Capital Resource Corporation Board of Directors Finance Committee made by Johnson, seconded by Trapani (Approved):

Motion to approve Resolution #0124 as amended by McAllister, seconded by Trapani. Vote by roll call, approved unanimously.

7. Unfinished Business -- None

8. New Business – None

Motion to adjourn made at 10:36am made by Johnson, seconded by McAllister (Approved).

**SCHOHARIE COUNTY CAPITAL RESOURCE CORPORATION
ANNUAL HOUSEKEEPING RESOLUTION 2024**

A regular meeting of Schoharie County Capital Resource Corporation (the "Corporation") was convened in public session at Prentice Hall Room 104, 152 Albany Avenue in the Town of Cobleskill, Schoharie County, New York on February 22, 2024 commencing after the annual meeting of the Schoharie County Industrial Development Agency, which began at 9:00 o'clock am, local time.

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

PRESENT:

Chester Burton	Chairman
Joseph Trapani	Vice Chairman
Leo McAllister	Member
Peter Johnson	Member
Benjamin Oevering	Member

ABSENT:

CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:

Fonda Chronis	Chief Executive Officer
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The following resolution was offered by McAllister, seconded by Trapani, to wit:

Resolution No. 02-24-01

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 Directors of the Corporation desire 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 SCHOHARIE 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 and contained in the Corporation's Policy Manual.

Section 2. The Corporation hereby authorizes the Chairman and Chief Executive Officer 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:

Chester Burton	VOTING	<u>Yes</u>
Joseph Trapani	VOTING	<u>Yes</u>
Leo McAllister	VOTING	<u>Yes</u>
Peter Johnson	VOTING	<u>Yes</u>
Benjamin Oevering	VOTING	<u>Yes</u>

The foregoing resolution was thereupon declared duly adopted.

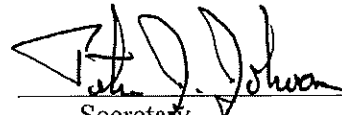
STATE OF NEW YORK)
) SS.:
COUNTY OF SCHOHARIE)

I, the undersigned (Assistant) Secretary of Schoharie 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 ~~January 12~~^{February 1}, 2023 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 22 day of February, 2024.


Secretary

(SEAL)

SCHEDULE A

Confirmation of Regular Corporation Meeting Schedule

As Needed

Election of Officers of the Corporation

<i>Chester Burton</i>	Chairperson
<i>Joseph Trappari</i>	Vice Chairperson
<i>Leo McAlister</i>	Treasurer
<i>Peter Johnson</i>	Secretary

Appointment of Chief Executive Officer and Staff to the Corporation

Fonda Chronis

Appointment of Chief Financial Officer to the Corporation

Fonda Chronis

Appointment of Accountant of the Corporation

Lyn Lawyer, CPA

Appointment of Auditing Firm of the Corporation

Mostert, Manzanero & Scott, LLP

Appointment of Corporation Counsel

Hodgson Russ

Appointment of Bond Counsel to the Corporation

To Be Determined When Needed

Appointment of Bank of the Corporation and Accounts

NBT Bank

Appointment of Bank Signatories/Check Signers

All Members of Board of Directors and CEO

Approval and Confirmation of Corporation Policies

Extension of Credit Policy
Corporation Property Disposition and Acquisition Policy
Compensation Policy
Investment Policy
Corporation Procurement Policy
Retaliatory Action Policy

Appointment of Contract Officer

_____ Fonda Chronis _____

Appointment of Investment Officer

_____ Fonda Chronis _____

Appointment of Governance Committee Members

Chester Burton	Chairperson
Joseph Trapani	Vice Chairperson
Peter Johnson	Secretary
Benjamin Oevering	Member
Leo McAllister	Member

Appointment of Audit Committee Members

Chester Burton	Chairperson
Peter Johnson	Secretary
Vacant Benjamin Oevering	Member

Appointment of Finance Committee Members

Joseph Trapani	Vice Chairperson
Benjamin Oevering	Member
Vacant Leo McAllister	Treasurer