

**Schoharie County Capital Resource Corporation**

ANNUAL Board of Directors Meeting

February 5, 2015

1. **Meeting** called to order at 10:22 a.m. by Chairman Greenlees.
2. **Present:** Dr. Greenlees, Chester Burton, Joseph Trapani. Absent: James Brown, Wanda King. Also present: Ron Filmer, Elaine Diamond, Jeff Haslun, Chris Martell.
3. **Minutes** of the September 22, 2014 meeting were approved on **motion** by Joe Trapani and seconded by Chet Burton. All voted in favor.
4. **Bills, Communications** - none
5. **Balance Sheet** – approved as presented on **motion** by Chet Burton and seconded by Joe Trapani.
6. **Committee Reports: Finance Committee** presented the budget vs actual as reviewed and accepted. **Governance Committee** recommended approval of the policies. Committee reports were approved on motion by Joe Trapani and seconded by Chet Burton. The following Housekeeping Resolution was presented and approved:

**SCHOHARIE COUNTY CAPITAL RESOURCE CORPORATION  
HOUSEKEEPING RESOLUTION**

A meeting of the Schoharie County Capital Resource Corporation (the “Corporation”) was convened in public session at the offices of the Corporation located at 349 Mineral Springs Road in the Town of Cobleskill, Schoharie County, New York on February 5, 2015 at 10:30 a.m., local time.

The meeting was called to order and, upon roll being called, the following Directors of the Corporation were:

**PRESENT:**

Dr. Thomas Greenlees	Chairman
Chester Burton	Vice-Chairman
Joseph Trapani	Member

**ABSENT:**

Wanda King	Treasurer
James Brown	Member

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

Ronald S. Filmer, Jr.  
Elaine Diamond

The following resolution was offered by Joseph Trapani, seconded by Chester Burton, to wit:

Resolution No. \_\_\_\_\_

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**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

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE SCHOHARIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY, 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** attached hereto.

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

Dr. Thomas Greenlees	VOTING	<u>YES</u>
Wanda King	VOTING	<u>Absent</u>
James Brown	VOTING	<u>Absent</u>
Chester Burton	VOTING	<u>YES</u>
Joseph Trapani	VOTING	<u>YES</u>

The resolution was thereupon declared duly adopted.

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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 directors of the Corporation held on February 5, 2015 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 directors of the Corporation had due notice of said meeting; (B) said meeting was in all respect 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 directors of the Corporation present through 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 5th day of February 2015.

  
\_\_\_\_\_  
(Assistant) Secretary

(SEAL)

SCHOHARIE COUNTY CAPITAL RESOURCE CORPORATION  
Annual Board of Directors Meeting  
February 5, 2015  
**SCHEDULE A**

Determination of Regular Corporation Meeting Schedule

As needed

Appointment of Chief Executive Officer and Staff to the Corporation

Ronald S. Filmer, Jr., Chief Executive Officer  
Jeffrey Haslun, Chief Financial Officer

Appointment of Accounting Firm of the Corporation

Mostert, Manzanero & Scott, LLP, CPA's

Appointment of Corporation Counsel

HodgsonRuss LLP

Appointment of Bond Counsel to the Corporation

HodgsonRuss LLP

Appointment of the Bank of the Corporation and Accounts

NBT Bank  
Bank of Richmondville  
Community Bank  
Trustco Bank

Appointments to Governance Committee

Dr. Greenlees	- Chairman
Wanda King	- Member
Chester Burton	-- Member
James Brown	- Member
Joseph Trapani	- Member

Appointments to Audit Committee

Dr. Thomas Greenlees	- Chairman
Wanda King	- Member
Chester Burton	- Member

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## Appointments to Finance Committee

Dr. Thomas Greenlees	– Chairman
Wanda King	– Member
Joseph Trapani	- Member

## Approval and Confirmation of Corporation Policies

Access to Agency Records  
Agency Administrative Fees and Counsel Expenses  
Annual Budget  
Bond Counsel Disclosure  
Bond-Volume Allocation  
Code of Ethics  
Conduct and Notification of Public Hearings  
Conflicts of Interest  
Deposits and Investments of Agency Funds Policy  
Financial Records, Annual Financial Statements  
Equal Employment Opportunities  
Implementation of State Environmental Quality Review Act  
Interaction with Other Agencies  
Open Meetings Law  
Personnel Policy  
Procurement Policy  
Processing of Applications  
Real Property Acquisition Policy  
Real Property Disposition Policy  
Statement of Intent Regarding Debt  
Structure of Agency Board  
Travel  
Uniform Tax Exemption Policy

## Appointment of Contract Officer

Ronald S. Filmer, Jr.

## Appointment of Investment Officer

Ronald S. Filmer, Jr.

## Approval of Corporation Fee Schedule

7. **New Business** - none

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8. **Election of officers:** Officers will stay as is:
- |               |                |
|---------------|----------------|
| Chairman      | Dr. Greenlees  |
| Vice-Chairman | Chester Burton |
| Treasurer     | Wanda King     |
| Secretary     | Elaine Diamond |
9. On motion duly made and seconded, meeting adjourned at 10:23 a.m.