

UCCRC

Ulster County Capital Resource Corporation
P.O. Box 4265, Kingston, NY 12402-4265

January 18, 2023 - 10:15 AM (or immediately following the IDA meeting)

Ulster County Offices - 244 Fair Street, Kingston, New York 12401

ANNUAL MEETING AGENDA

- 1) Call to order
- 2) Roll call (Page 2)
- 3) Mission statement
- 4) Public comment (Agenda Items Only)
- 5) Organizational Resolutions
 - Election of Chair (Page 3)
 - Election of Balance of Officers (Page 7)
 - Annual Housekeeping Resolution (Page 11)
- 6) Old Business
- 7) New Business
- 8) Adjournment

The mission of the Ulster County Capital Resource Corporation (UCCRC) is to promote community and economic development in Ulster County in ways that complement the work of Ulster County, primarily through issuing and selling bonds for non-profit institutions.

Item 2.

Roll Call

	<u>Present</u>	<u>Absent</u>
Dr. Diane Eynon, Chair	_____	_____
Lynn Archer, Vice Chair	_____	_____
Michael J. Ham, Secretary	_____	_____
Steven L. Kelley, FACHE, Treasurer	_____	_____
Rashida Tyler, Asst. Secretary	_____	_____
Rachel Silverman, Esq., Asst. Treasurer	_____	_____
Kaustubh Wahal, Member	_____	_____

**ULSTER COUNTY CAPITAL RESOURCE CORPORATION
2023 ELECTION OF CHAIR**

The annual meeting of Ulster County Capital Resource Corporation (the “Corporation”) was convened in public session at the Ulster County Office Building, Legislative Chambers, 6th floor located at 244 Fair Street in the City of Kingston, Ulster County, New York on January 18, 2023 at 9:00 o’clock a.m., local time.

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

PRESENT:

Diane Eynon, Ph.D.	Chair
Lynn Archer	Vice Chair
Michael J. Ham	Secretary
Steven Kelley	Treasurer
Rachel Silverman	Assistant Treasurer
Rashida Tyler	Assistant Secretary
Kaustabh Wahal	Member

ABSENT:

CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:

A. Joseph Scott, III, Esq.	Corporation Counsel
Amber Feaster, CPA	Ulster County Administrative Staff

The following resolution was offered by _____, seconded by _____,
to wit:

Resolution No. 0123-

**RESOLUTION APPROVING THE ELECTION OF THE CHAIR 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

WHEREAS, the members of the Corporation desire to elect the Chair of the Corporation;

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

Section 1. The Corporation hereby takes the following actions:

(A) Approves the election of the Chair described in Schedule A attached hereto.

Section 2. The Corporation hereby authorizes the Chair of the Corporation 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 a vote on roll call, which resulted as follows:

Diane Eynon, Ph.D.	VOTING	_____
Michael J. Ham	VOTING	_____
Lynn Archer	VOTING	_____
Steven Kelley	VOTING	_____
Rachel Silverman	VOTING	_____
Rashida Tyler	VOTING	_____
Kaustabh Wahal	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Ulster County Capital Resource Corporation (the “Corporation”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Corporation, including the Resolution contained therein, held on January 18, 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 such Resolution contained therein 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 18th day of January, 2023.

(Assistant) Secretary

(SEAL)

SCHEDULE A

Chair of the Corporation	_____, Chair
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**ULSTER COUNTY CAPITAL RESOURCE CORPORATION
2023 ELECTION OF THE OFFICERS AND APPOINTMENT
OF COMMITTEES OF THE CORPORATION**

The annual meeting of Ulster County Capital Resource Corporation (the “Corporation”) was convened in public session at the Ulster County Office Building, Legislative Chambers, 6th floor located at 244 Fair Street in the City of Kingston, Ulster County, New York on January 18, 2023 at 9:00 o’clock a.m., local time.

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

PRESENT:

ABSENT:

CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:

A. Joseph Scott, III, Esq.	Corporation Counsel
Amber Feaster, CPA	Ulster County Administrative Staff

The following resolution was offered by _____, seconded by _____,
to wit:

Resolution No. 0123-

**RESOLUTION APPROVING THE ELECTION OF OFFICERS AND APPOINTMENT
OF COMMITTEES 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

WHEREAS, the members of the Corporation desire to elect the officers of the Corporation;

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

Section 1. The Corporation hereby takes the following actions:

(A) Approves the election of the officers and the appointment of the Committees described in Schedule A attached hereto.

Section 2. The Corporation hereby authorizes the Chair of the Corporation 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 a vote on roll call, which resulted as follows:

Diane Eynon, Ph.D.	VOTING	_____
Michael J. Ham	VOTING	_____
Lynn Archer	VOTING	_____
Steven Kelley	VOTING	_____
Rachel Silverman	VOTING	_____
Rashida Tyler	VOTING	_____
Kaustabh Wahal	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Ulster County Capital Resource Corporation (the “Corporation”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Corporation, including the Resolution contained therein, held on January 18, 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 such Resolution contained therein 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 18th day of January, 2023.

(Assistant) Secretary

(SEAL)

SCHEDULE A

Officers of the Corporation	_____, Vice Chair _____, Treasurer _____, Assistant Secretary _____, Assistant Treasurer
Governance Committee Members	_____, Chair _____ _____
Audit Committee Members	_____, Chair _____ _____
Finance Committee Members	_____, Chair _____ _____

**ULSTER COUNTY CAPITAL RESOURCE CORPORATION
ANNUAL HOUSEKEEPING RESOLUTION 2023**

The annual meeting of Ulster County Capital Resource Corporation (the “Corporation”) was convened in public session at the Ulster County Office Building, Legislative Chambers, 6th floor located at 244 Fair Street in the City of Kingston, Ulster County, New York on January 18, 2023 at 9:00 o’clock a.m., local time.

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

PRESENT:

ABSENT:

STAFF PRESENT INCLUDED THE FOLLOWING:

A. Joseph Scott, III, Esq.	Corporation Counsel
Amber Feaster, CPA	Ulster County Administrative Staff

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0123-

RESOLUTION APPROVING CERTAIN 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 approve certain administrative matters; and

WHEREAS, the members of the Corporation desire to approve certain administrative matters;

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

Section 1. The Corporation hereby takes the following actions:

(A) Approves and confirms the policies described in Schedule A and contained in the Corporation's Policy Manual.

(B) Approves that this meeting shall constitute the annual meeting of the Corporation as provided in the By-Laws of the Corporation.

Section 2. The Corporation hereby authorizes the Chair 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 a vote on roll call, which resulted as follows:

Diane Eynon, Ph.D.	VOTING	_____
Michael J. Ham	VOTING	_____
Lynn Archer	VOTING	_____
Steven Kelley	VOTING	_____
Rachel Silverman	VOTING	_____
Rashida Tyler	VOTING	_____
Kaustabh Wahal	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Ulster County Capital Resource Corporation (the “Corporation”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Corporation, including the Resolution contained therein, held on January 18, 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 such Resolution contained therein 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 18th day of January, 2023.

(Assistant) Secretary

(SEAL)

SCHEDULE A

Confirmation of Regular Corporation Meeting Schedule	9:00 a.m. the third Wednesday of each month (following the UCIDA Meeting)
Appointment of Executive Director	Pending Appointment
Appointment of Finance Officer to the Corporation	Pending Appointment
Staff of the Corporation	Lisa Purcell – Administrative Personnel
Appointment of Accounting Firm of the Corporation	Pending Appointment
Appointment of Corporation Counsel	Hodgson Russ LLP
Appointment of Bond Counsel to the Corporation	Hodgson Russ LLP
Appointment of Bank of the Corporation and Accounts	Bank of Greene County M&T Bank Authorized signatories shall be the Chair, the Vice Chair, the Treasurer and the Assistant Treasurer (and checks shall require two signatures of any of the four authorized signatories)
Approval and Confirmation of Corporation Policies	Mission Statement Audio Policy Audit Committee Charter Background Check Policy Code of Ethics Community Investment Policy Compensation & Attendance Policy Defense and Indemnification Policy Discrimination & Harassment Policy Enforcement of Corporation Projects Policy Fee Schedule Policy Finance Committee Charter Governance Committee Charter Housing Projects Policy Investment and Deposit Policy No Extension of Credit Policy Organizational Chart Policy for Retained Jobs Policy Regarding Public Comment at Corporation Meetings PILOT Points Calculator Policy Respecting Uniform Criteria for the Evaluation of Projects Procurement Policy Property Disposition Policy Public Access to Records Records Retention Revolving Door Policy Shared Services Agreement Travel Policy and Discretionary Funds Policy Uniform Tax Exemption Policy Uniform Tax Policy Matrix Whistleblower Policy
Appointment of Contract Officer	_____, Chair

Appointment of Investment Officer	[]
Appointment of FOIL Officer	See FOIL Policy