

**ULSTER COUNTY CAPITAL RESOURCE CORPORATION
RESOLUTION APPROVING ORGANIZATION DESIGN PLAN**

A regular 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 October 19, 2022 at 9:00 o'clock a.m., local time.

The meeting was called to order by the (Vice) 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
Steven Kelley	Treasurer
Michael J. Ham	Secretary
Rachel Silverman, Esq.	Assistant Treasurer
Rashida Tyler	Assistant Secretary
Kaustabh Wahal	Member

ABSENT:

CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:

A. Joseph Scott, III, Esq. Corporation Counsel

The following resolution was offered by Michael J. Ham, seconded by Rashida Tyler, to wit:

Resolution No. 1022-__

RESOLUTION APPROVING A CERTAIN ORGANIZATION DESIGN PLAN (THE
"ORGANIZATION CHART") OF THE ULSTER COUNTY CAPITAL RESOURCE
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 Corporation desires to consider an Organization Design Plan (the "Organization Chart"); and

WHEREAS, as provided in the Corporation's Governance Committee Charter, the members of the Governance Committee have reviewed the Organization Chart and made certain recommendations to the full board regarding adopting the Organization Chart; and

WHEREAS, the members of the Corporation desire to approve and adopt the Organization Chart; and

WHEREAS, copies of a draft of the Organization Chart have been presented to the members of the Corporation and the members of the Corporation have reviewed the drafts of the Organization Chart at this meeting; and

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

Section 1. The Corporation hereby approves the Organization Chart, presented and reviewed by the members of the Corporation, a copy of which is attached hereto as Schedule A.

Section 2. The Corporation hereby authorizes the Chair or Vice Chair of the Corporation to take all steps necessary to implement the matters described in Schedule A attached hereto.

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:

Diane Eynon, Ph.D.	VOTING	<u>YES</u>
Lynn Archer	VOTING	<u>YES</u>
Steven Kelley	VOTING	<u>YES</u>
Michael J. Ham	VOTING	<u>YES</u>
Rachel Silverman, Esq.	VOTING	<u>YES</u>
Rashida Tyler	VOTING	<u>YES</u>
Kaustabh Wahal	VOTING	<u>YES</u>

The resolution was thereupon declared duly adopted.

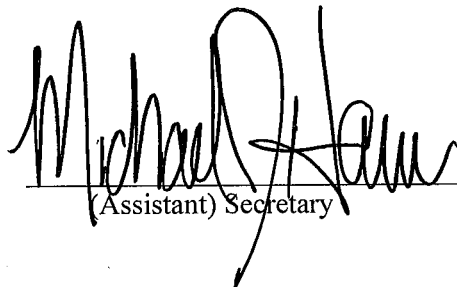
STATE OF NEW YORK)
) SS:
COUNTY OF ULSTER)

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 19, 2022 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 Agency 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 the Agency 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 Agency this 19th day of October, 2022.

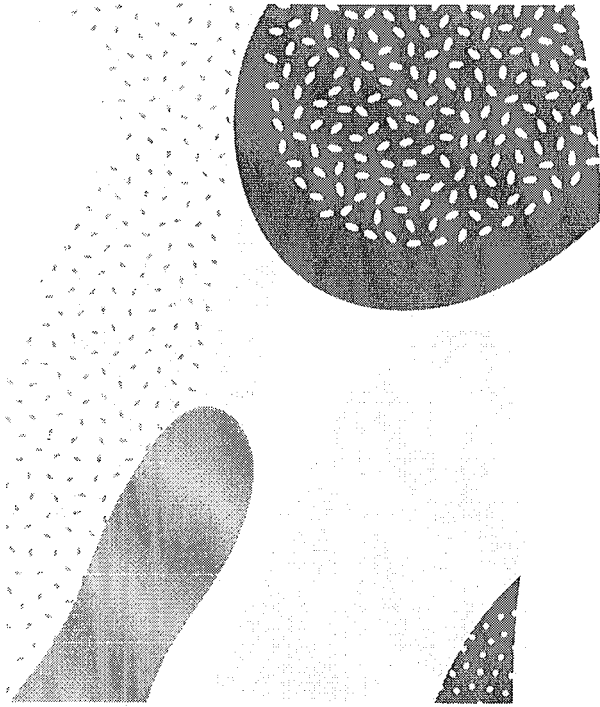


(Assistant) Secretary

(SEAL)

SCHEDULE A
ORGANIZATION DESIGN PLAN

- SEE ATTACHED -



UCIDA and UCCRC Illustrative Organization Design Plan [DRAFT - WIP]

September 2022

Governance Committee

Michael Ham

Lynn Archer

Kaustubh Wahal

Subject to review by legal counsel

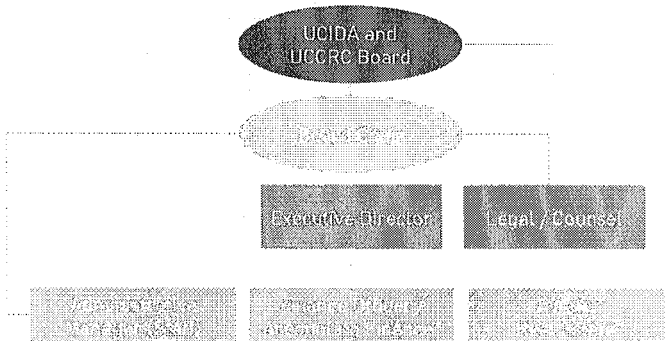
Subject to review by legal counsel

[DRAFT / WIP]

Organization Structure

Ulster County IDA and UCCRC's Board is appointed by Ulster County Legislature as an independent Body (and functions at the Legislature's discretion), for the community

Reporting structure and Communication



Notes:

- Administrative staff / Manager to be hired initially on a temporary (3-6 months) basis, and subsequently confirmed or re-hired on a full-time basis
- Accounting and Finance vendor RFP to be initiated and released as soon as actionable possible.
- Considerations for an office location to be discussed and determined.
- * Potential outside consultant / vendor / contracted employees

Key Objectives

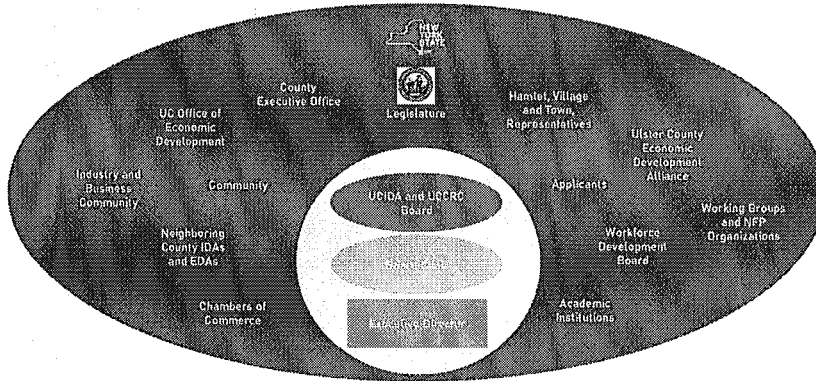
- Independence
- Continuity
- Transparency
- Accountability
- Constructive (communication)
- Structural redundancy
- Management team to be staggered relative to the Board term
 - Standard non-competes for management and administration

Benefits

- Long-term, uninterrupted longevity of IDA operations to provide continued benefits to the community
- Complete dissemination of information to the public and governmental bodies
- Remain impactful, sustainable and independent
- Structural redundancies protect against systemic issues
- Separation of Vision and Execution to provide strength in governance

Key Partner Ecosystem & Communication

- Active Communication as a tool of Transparency will allow UCIDA's recognition in the community and further help build credibility and empower its mission
- Healthy level of proactive interaction between all stake holders and the community is one of the most effective ways to collaborate and flourish



- Proactive interaction within the community to "listen"
- Inter-agency seamless communication to develop effective solutions
- Directed communication with leaders and decision makers to effect change and develop sustainable job opportunities and continued investment in Ulster County
- Improved communication between all stakeholders for opportunity development and timely outcomes

[Visuals and notes to be added]



Resource and Staffing Considerations

Full-time Management and Administration

Pros

- Allows for complete independence
- Potentially structurally burdensome
- Could be cost ineffective
- Greater control

Considerations

- Payroll
- Benefits
- Healthcare
- 401-K / Retirement
- Pension
- Office space and storage

Full-time Management and Outsourced Services

Pros

- Allows for independence, structural strength and continuity
- Potential for improved accountability
- Optimal and effective control

Considerations

- Payroll
- Benefits
- Healthcare
- 401-K / Retirement
- Pension
- Office space and storage
- Potential RFP for services

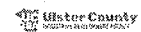
Contracted Management and Outsourced Staff Services

Pros

- Distributed execution team
- Reduced vested interest
- Less effective execution and control
- Potentially less attractive for high-caliber, civic minded talent

Considerations

- Payroll
- Benefits
- Healthcare
- 401-K / Retirement
- Pension
- RFP for services would be needed



Positions, Responsibilities, Role Descriptions

▪ Executive Director

Summary:

- Responsible for the successful leadership and management of the UCIDA according to the strategic direction set by the members of the Board
- Liaison between Board, applicants, vendors and potentially legislature and other appointed county officials & government Bodies and the community
- Works closely with the Board Chair

Skills:

- Leadership and General Management
- Operational Planning and Management
- Program Planning and Management
- Representative of UCIDA
 - Community Relations/Advocacy
- Risk Management
- Community (individual and business interactions)
- Interaction with local town officials
- Connectivity with other IDAs in NYS and potential investors
- Strong and effective communication skills

▪ Administrative Manager

Summary:

- Provide administrative and office support to UCIDA Board and management
- Coordination with vendors and project applicants
- Provide assistance in organizing and scheduling Board and committee meetings
- Work closely with the ED and the Chair, receive direction, proactively plan and prepare and distribute agendas, minutes and meeting packets
- Schedule and coordinate meeting set-up and location, file and post all required public notices and documentation
- Maintain and update the agency's website including but not limited to assembling and posting documents to the website including ensuring compliance with NYS law and Authorities Budget Office
- Clerical tasks, office support and ensure that meetings are live streamed

Skills:

- Strong organizational skills, good follow-through, problem solving skills, attention to detail
- Proficient in Microsoft Office, [other software?]

▪ Vendors

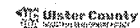
- Finance Officer (Finance, Accounting, Reporting and Risk)
- Legal - External Counsel
- Audio Visual
- Real Estate

▪ Work Location and Other

- Executive Director:** Virtual, physical, some local and inter-county travel involved, including site-visits

Administrative Assistant: On-site and virtual with potential for off-site meeting attendance

- Vendors:** Virtual and physical attendance, [office location separate from IDA]



Detailed Role Descriptions

Executive Director

Leadership

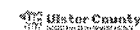
- Participates with the Board in developing a vision and strategic plan for the Agency
- Identify, assess, and inform the Board of internal and external issues that affect the Agency
- Work with Board Committee's to address Agency needs and compliance with state laws
- Act as a professional advisor to the Board on all aspects of the Agency's activities
- Foster effective teamwork between the Board and other Agency staff
- In addition to the Chair of the Board, act as a spokesperson for the Agency
- Conduct official correspondence on behalf of, or with, the Board as appropriate
- Represent the Agency at community activities to enhance the Agency's community profile

Operational Planning and Management

- Manage and direct the activities of the Agency, including industrial, commercial, retail, office, tourism and not-for-profit development
- Develop an operational plan which incorporates goals and objectives that work towards the strategic direction of the Board
- Ensure that the operation of the Agency meets the expectations of its Board and clients
- Oversee the efficient and effective day-to-day operation of the Agency
- Draft policies for the approval of the Board and prepare procedures to implement the Agency's policies; review existing policies on an annual basis and recommend changes to the Board as appropriate
- Ensure that personnel, client, financial assistance and administrative files are securely stored, and privacy/confidentiality is maintained
- Provide support to the Board by preparing meeting agenda and supporting materials

Notes:

- Specific Job Qualifications and working conditions to be finalized and shared with the Governance Committee and the Board.
- HR Responsibilities to be determined



Detailed Role Descriptions (contd.)

Executive Director (contd.)

Program Planning and Management

- Oversee the planning, implementation and evaluation of the Agency's programs and services
- Ensure that the programs and services offered by the Agency contribute to the Agency's mission and reflect the priorities of the Board
- Oversee the planning, implementation, execution and evaluation of special projects
- Works closely with the Board, Board Chair, Board members, committees and the team, such that information fluidity and consistency exists across the team

Risk Management

- Identify and evaluate the risks to the Agency's people (clients, staff, management) property, finances, goodwill, and image and implement measures to control risks
- Ensure that the Board and the Agency carries appropriate and adequate insurance coverage
- Ensure that the Board and staff understand the terms, conditions and limitations of the insurance coverage

Financial Planning and Management

- Work with Accounting Firm / Finance Officer and the Board (Finance Committee) to prepare a comprehensive annual budget

Via the Accounting Firm and/or Finance Officer:

- Approve authorized expenditures within the authority delegated by the Board
- Ensure that sound bookkeeping, accounting and reporting procedures are followed
- Administer the funds of the Agency according to the approved budget and monitor the monthly cash flows
- Provide the Board with comprehensive, regular reports on the revenues and expenditure of the Agency
- Ensure that the Agency is compliant
- Responsible for all annual filings and timely submissions



Detailed Role Descriptions (contd.)

[VP?] Finance Manager / Accounting and Finance Firm [Title to be determined]

Financial Planning and Management (via the accounting firm and/or Finance Officer):

- Manage accounting, finance and timely reporting operations of the UCIDA
- Create and maintain financial records, tax filings, reconciliation accounts, general ledger and furnish respective accounting and reporting
- Create and help develop historical analysis, budgets and forecasts along with other analyses
- Excellent record keeping and communication skills required
- Ensure that adopted internal control policies and procedures are sound; bookkeeping, accounting, and reporting is accurate and procedures are followed; any concerns are raised in a timely and accurate fashion
- Administer the funds of the Agency under the supervision of the Executive Director, the Board and their approval
- Follow procurement policy as outlined and as directed, utilizing Board approved budget
- Monitor monthly cash flows; including the completion of monthly bank reconciliations for Executive Director's and Board's review and approval

Provide the Board with comprehensive and accurate, regular monthly reports on the Revenues and Expenditures of the UCIDA, along with other financial information

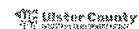
Ensure that the UCIDA is compliant with the submission of the financial filings including the annual budget report, the procurement report, the investment report, and the annual certified audit filing

Act as a liaison between the Board and the annual external auditor, including providing the external auditor with access to the books and records as engaged by the Board

Be responsible to advise the Board on compliance with all annual filings and timely submissions

Be responsible to provide necessary and required information to external parties including government bodies, applicants and vendors

Manage accounts payables, approve record, and issue payment checks for authorized expenditures within the authority as delegated by the Board



Detailed Role Descriptions (*contd.*)

Administrative Manager

Essential Duties and Responsibilities

- Answers phones assists callers with inquires; responsible for follow-ups
- Schedule appointments, meetings, both virtual and in-person
- Makes Photocopies and fax documents as necessary
- Ensures all printing deadlines are met
- Distributes application materials via mail and email in advance of board meetings
- Maintains and organizes client information files ensuring compliance with required documentation and for future reporting purposes
- Orders supplies as needed
- Attends board meetings and takes minutes, follows up with tasks assigned
- Reports to the Executive Director and the Chair; provides assistance to all Board members

Required Knowledge, Skills, and Abilities:

- Exhibits strong organizational skills good follow through and follow up on tasks as required, pays close attention to detail
- Is proficient in Microsoft Office and [other software]
- Has familiarity with other software as needed
- Demonstrates strong interpersonal skills - friendly, courteous, helpful, engaged, flexible and interested
- Excellent phone etiquette
- Communicates clearly and effectively both orally and in writing
- Exhibits ability to handle confidential client information in a responsible manner
- Uses good judgement and when in doubt seeks answer from the Executive Director, Chair or other team members
- Proficient in using office technology and equipment, such as fax machines and printers

End of Document

Thank you