

**ULSTER COUNTY CAPITAL RESOURCE CORPORATION
RESOLUTION APPROVING REVOLVING DOOR POLICY**

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 REVOLVING DOOR POLICY (THE
"POLICY") 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 a Revolving Door Policy (the "Policy"); and

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

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

WHEREAS, copies of a draft of the Policy have been presented to the members of the Corporation and the members of the Corporation have reviewed the drafts of the Policy 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 Policy, 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.

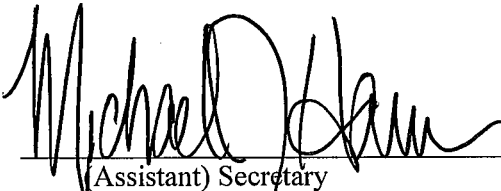
STATE OF NEW YORK)
) SS:
COUNTY OF ULSTER)

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
REVOLVING DOOR POLICY

- SEE ATTACHED -

ULSTER COUNTY INDUSTRIAL DEVELOPMENT CORPORATION

REVOLVING DOOR POLICY

Section 1. Purpose and Authority.

Pursuant to Section 858 of the General Municipal Law of the State of New York (the "GML"), and as further provided in the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), the Corporation has the power to adopt policies relating to the operations of the Corporation. The purpose of this policy (the "Policy") is to describe the policy of the Ulster County Capital Resource Corporation (the "Corporation") with respect to conflicts of interest which arise between the Corporation and former employees of the Corporation.

Section 2. Background.

It is the policy of the Corporation that employees, members, or other individuals who perform services for the Corporation are restricted in performing certain post-employment representational activities for private parties in front of or involving the Corporation. The Corporation desires to avoid a so-called "revolving door" to protect against the use of proprietary information by former employees of the Corporation to the potential detriment of the public interest. The Corporation also desires to avoid the potential influence of a former employee on the Corporation, and the appearance of unfair use of prior affiliation with the Corporation.

Section 3. Definitions.

The following definitions are set forth for purpose of this Policy:

"Active Projects" shall mean projects that are approved and are receiving financial assistance from the Corporation (as defined in Section 854(14) of the General Municipal Law of the State of New York).

"Agency" shall mean, collectively, the Ulster County Industrial Development Agency and the Ulster County Capital Resource Corporation.

"Agency Employee" shall mean any officer, employee, or independent contractor or firm hired by the Agency to perform certain services on behalf of the Agency.

"Compensation" shall mean any money, thing of value or financial benefit conferred in return for services rendered or to be rendered. With regard to matters undertaken by a firm, corporation or association, compensation shall mean net revenues, as defined in accordance with generally accepted accounting principles.

“Completed Projects” shall mean projects that were approved and received financial assistance from the Agency (as defined in Section 854(14) of the General Municipal Law of the State of New York), but whose project term has been completed.

“Project Applicant” shall mean any person, firm, organization or other entity which requests, prepares, or submits an application for financial assistance to the Agency.

Section 4. Prohibition on Representation by Former Agency Employees.

- A. No person or firm who has served as an Agency Employee shall, within a period of [one (1) year] after the termination of such service or employment, interact (in person, on the phone, or via written or electronic correspondence) with any current Agency Employee or member of the Agency in an attempt to influence such current Agency Employee’s or member’s decision on any matter, proceeding, application or transaction.
- B. (i) No person or firm who has served as an Agency Employee shall, within a period of two (2) years after the termination of such service or employment, appear before the Agency or receive Compensation for any services rendered by such former Agency Employee on behalf of any Project Applicant or other person, firm, corporation or association in relation to any proceeding or application or other matter before the Agency involving a new project seeking financial assistance from the Agency (and which is not otherwise covered by Section 4C below).
- (ii) Examples of such prohibited appearances or services include, but are not limited to:
- (a) Negotiating a contract with the Agency;
 - (b) Submitting a response to a Request for Proposal of the Agency;
 - (c) Assisting another person, firm, corporation, or association in preparing a Request for Proposal of the Agency;
 - (d) Assisting another person, firm, corporation, or association in preparing or submitting an application for financial assistance to the Agency;
 - (e) Requesting that the Agency take any action on behalf of a Project Applicant, Active Project, or Completed Project;
 - (f) Submitting reports or filings to the Agency; or
 - (g) Seeking information from the Agency that is not available to the public.
- C. (i) No person or firm who has served as an Agency Employee shall, after the termination of such service or employment appear, communicate or otherwise render services before the Agency or receive Compensation for any such services rendered by such former Agency Employee on behalf of:
- (a) Any Active Project, or other person, firm, corporation or other entity in relation to any matter, proceeding, or transaction with respect to which such former Agency Employee was concerned and in which he or she personally participated in during his or her service or employment, or which was under his or her active consideration;
 - (b) Any Project Applicant, or other person, firm, corporation or other entity, who is involved in another Active Project with the Agency, with respect to which such former Agency Employee was concerned with the Active Project and in which he or

she personally participated during his or her service or employment, or which was under his or her active consideration, in relation to any new matter, proceeding, application, or transaction;

(c) Any Project Applicant, or other person, firm, corporation or other entity, who was involved in a Completed Project with the Agency, with respect to which such former Agency Employee was concerned with the Completed Project and in which he or she personally participated during his or her service or employment, or which was under his or her active consideration, in relation to any new matter, proceeding, application, or transaction; and

(d) Any Project Applicant, or other person, firm, corporation or other entity, who previously applied for, and was denied, financial assistance from the Agency, with respect to which such former Agency Employee was concerned with the earlier application and in which he or she personally participated during his or her service or employment, or which was under his or her active consideration, in relation to any new matter, proceeding, application, or transaction.

(ii) Examples of such prohibited appearances or services include, but are not limited to, the examples enumerated in subparagraph (B)(ii) of this Section 4.

Section 5. Matters Against the Agency.

Nothing herein shall be deemed to bar or prevent the appearance of a present or former Agency Employee before the Agency on his or her own behalf, to express an opinion or comment on a matter before the Agency, nor prevent the appearance or timely filing of any claim, account, demand or suit against the Agency where the matter arises out of any personal injury or property damage or for any lawful benefit authorized or permitted by law.

Section 6. Implementation.

All Agency Employees shall be provided with this Policy upon their employment with the Agency and shall be required to acknowledge that they have read, understand and shall comply with the Policy upon termination of their position with the Agency.

Section 7. Compliance.

The Agency will ensure compliance with this Policy by any former Agency Employee, Project Applicant, or Active Project of the Agency. The Agency will reserve the ability to periodically check directly with any Active Projects to confirm that a former Agency Employee is not providing any services to the Active Project in violation of this Policy.

Section 8. Severability.

If any clause, sentence, paragraph, section, subdivision, item or other part of this Policy or the application thereof to any person or circumstance should be held by a court of competent jurisdiction to be invalid, void, or violative of a constitution or controlling law, such judgment, holding or determination shall be restricted to such clause, sentence, paragraph, section, subdivision, item or other part or the application thereof and shall not apply to the remaining parts of such local law. To this end, the provisions of each clause, sentence, paragraph, section subdivision, item or other part of this local law are hereby declared to be severable.

Section 9. Effective Date.

This Policy shall take effect immediately upon approval by a majority of the members at a regular Agency meeting at which a quorum of the membership is present.

Adopted: October 19th, 2022