

UCCRC

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

July 26, 2023 - 10:00 AM
(or immediately following the IDA meeting)

Legislative Chambers
County Office Building, 6th Floor,
244 Fair Street, Kingston, NY 12401

SPECIAL MEETING **AGENDA**

- 1) Call to order
- 2) Roll call (Page 2)
- 3) Mission Statement
- 4) Public comment (Agenda items only)
- 5) Executive Session (if necessary)
- 6) Executive Director Search
- 7) Old Business
- 8) New Business
- 9) Adjournment

The next meeting of the Ulster County Capital Resource Corporation is scheduled for 10:00 a.m.,
August 16, 2023, or immediately following the IDA meeting

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

**ULSTER COUNTY CAPITAL RESOURCE CORPORATION
APPOINTMENT OF EXECUTIVE DIRECTOR
APPROVAL RESOLUTION 2023**

The special 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 July 26, 2023 at 9:15 o’clock a.m., local time, or immediately following the meeting of the Ulster County Industrial Development Agency.

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:

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

ABSENT:

CORPORATION STAFF PRESENT INCLUDED THE FOLLOWING:

Lisa Purcell	Corporation Administrative Assistant
A. Joseph Scott, III, Esq.	Corporation Counsel

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

Resolution No. 0723-

RESOLUTION APPROVING THE APPOINTMENT OF AN EXECUTIVE DIRECTOR OF THE ULSTER COUNTY CAPITAL RESOURCE CORPORATION, AND THE EXECUTION BY THE CORPORATION OF AN AGREEMENT AND VARIOUS RELATED DOCUMENTS WITH RESPECT THERETO.

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, pursuant to the bylaws of the Corporation (the “Bylaws”), as amended by resolution adopted by the Corporation on March 15, 2023, the Corporation is staffed by an executive director of the Corporation (the “Executive Director”); and

WHEREAS, the Corporation has previously solicited proposals from individuals for the purpose of hiring an executive director to the Corporation; and

WHEREAS, the Executive Director shall be an employee of the Ulster County Industrial Development Agency (the “Agency”), and the Agency and the Corporation shall enter into a shared services agreement to share the costs of the Executive Director; and

WHEREAS, the Agency has selected an Executive Director and is moving forward to finalize the terms of an agreement (the “Employment Agreement”) with the selected Executive Director; and

WHEREAS, the Corporation desires to join in the Employment Agreement, or in the alternative, to enter into a shared services agreement (the “Shared Services Agreement, and with the Employment Agreement, collectively, the “Agreement”) to provide for the hiring of an Executive Director;

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

Section 1. Subject to review of the Agreement, the Corporation hereby determines to (a) agree with the selection by the Agency of an Executive Director, and (b) enter into the Agreement and hereby authorizes the execution by the Corporation of the Agreement.

Section 2. All action taken by the Corporation with respect to the appointment of an Executive Director, including the solicitation of proposals, is hereby ratified and confirmed.

Section 3. Subject to approval by counsel to the Corporation of the terms of the Agreement, the Chair (or Vice Chair) of the Corporation is hereby authorized to execute and deliver the Agreement, and, where appropriate, the Secretary (or Assistant Secretary) of the Corporation is hereby authorized to affix the seal of the Corporation thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chair (or Vice Chair) shall approve, the execution thereof by the Chair (or Vice Chair) to constitute conclusive evidence of such approval.

Section 4. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required or provided for by the provisions of the Agreement, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Corporation with all of the terms, covenants and provisions of the Agreement binding upon the Corporation.

Section 5. 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:

Michael J. Ham	VOTING	_____
Lynn Archer	VOTING	_____
Steven Kelley	VOTING	_____
Diane Eynon, Ph.D.	VOTING	_____
Rachel Silverman, Esq.	VOTING	_____
Rashida Tyler	VOTING	_____
Kaustubh 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 July 26, 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 ___ day of July, 2023.

(Assistant) Secretary

(SEAL)