

**ALLEGANY COUNTY CAPITAL RESOURCE CORPORATION  
HOUSEKEEPING RESOLUTION**

The first meeting of the Allegany County Capital Resource Corporation (the "Corporation") was convened in public session at the offices of the Corporation located at 6087 NYS Route 19N, Suite 100, Belmont, New York on June 16, 2011 at 11:00 a.m., local time.

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

**PRESENT:**

Charles Jessup  
Theodore Hopkins  
David H. Crowley  
Richard Ewell

**ABSENT:**

John Corneby

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

John E. Foels	Chief Executive Officer
Robert Iszard	Consultant, Strategic Project Management

The following resolution was offered by Theodore Hopkins, seconded by Richard Ewell, to wit:

**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 ALLEGANY COUNTY CAPITAL RESOURCE CORPORATION, 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:

Charles O. Jessup	VOTING	<u>Aye</u>
Theodore L. Hopkins	VOTING	<u>Aye</u>
David H. Crowley	VOTING	<u>Aye</u>
Richard L. Ewell	VOTING	<u>Aye</u>
John E. Corneby	VOTING	<u>Absent</u>

The resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Allegany 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 September 3, 2009 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 3rd day of September, 2009.

(SEAL)

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

## **SCHEDULE A**

### Officers of the Board of Directors for Calendar Year 2011:

Charles O. Jessup – Chairman  
Theodore L. Hopkins – Vice Chairman  
David H. Crowley – Treasurer  
Richard L. Ewell - Secretary

### Determination of Regular Corporation Meeting Schedule

The same Meeting Schedule as the Allegany County Industrial Development Agency;  
Third Thursday of each month following ACIDA Board Meetings at 10:00 AM

### Appointment of Chief Executive Officer and Staff to the Corporation

John E. Foels, Chief Executive Officer  
Cathleen L. Whitfield, Chief Financial Officer

### Appointment of Accounting Firm of the Corporation

Buffamante Whipple Buttararo, P.C.

### Appointment of Corporation Counsel

Daniel A. Spitzer, Esq.

### Appointment of Bond Counsel to the Corporation

Hodgson Russ LLP

### Appointment of the Bank of the Corporation and Accounts

Community Bank, N.A. – Checking/Savings  
First Citizen's National Bank – Checking

### Appointments to Governance Committee

Charles O. Jessup – Chairperson  
David Crowley – Member  
John Corneby - Member

### Appointments to Audit Committee

Richard Ewell – Chairperson  
Theodore Hopkins – Member  
John Corneby – Member

Approval and Confirmation of Corporation Policies

Investment Policy  
Procurement Policy  
Public Authority Accountability Act Policies

Appointment of Contract Officer

John E. Foels, Executive Director

Appointment of Investment Officer

John E. Foels, Executive Director

Approval of Corporation Fee Schedule

The same Fee Schedule as the Allegany County Industrial Development Agency