

collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, civic, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency shall elect the officers of the Agency; and

WHEREAS, the members of the Agency desire to make certain appointments and approve certain administrative matters; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves and confirms the existing policies and procedures of the Agency described on Schedule A attached hereto, as the same may have been amended previously to or at this meeting.

(C) In connection with the Agency’s appointment of the Agency’s Depository Banking Institutions, the Agency hereby authorizes its officers and/or members to execute any depository agreement, signature cards, and any related documents required to be executed before such officer and/or member will be authorized to make deposits and execute checks on behalf of the Agency.

Section 2. The Agency hereby authorizes the Chairperson, Vice Chairperson, Chief Executive Officer and the Chief Financial Officer of the Agency 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:

Gary Henry	VOTING	AYE
Bradley Walters	VOTING	AYE
Sagan Sheffield-Smith	VOTING	AYE
Dan Heitzenrater	VOTING	AYE
Jay Churchill	VOTING	_AYE
Steven Thorpe	VOTING	AYE
Kevin Muldowney	VOTING	___AYE___

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned Secretary of County of Chautauqua Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the directors of the Agency held on December 27, 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 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 27th day of December, 2022.

BY: 
Secretary

BY: 
Vice Chairperson

(SEAL)

SCHEDULE A

Officers of the Board and the Agency for Calendar Year 2023:

Officers of the Board:

Gary Henry	Chairman
Bradley Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer
Daniel Heitzenrater	Secretary
Carol Rasmussen	Assistant Secretary
Rosemarie Strandburg	Assistant Treasurer

Officers of the Agency:

Mark Geise	Administrative Director/Chief Executive Officer
Richard E. Dixon	Chief Financial Officer
Mark Geise	Contracting Officer

Confirmation of Regular Agency Meeting Schedule for Calendar Year 2023:

See attached tentative meeting schedule attached hereto as Schedule B.

Board Member Committee Appointments for Calendar Year 2023:

Audit Committee:	
Gary Henry	Chairman
Brad Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer
Governance Committee:	
Gary Henry	Chairman
Dan Heitzenrater	Secretary
Finance Committee:	
Gary Henry	Chairman
Brad Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer

Appointment of Agency Contract Staff for Calendar Year 2023:

Rosemarie Strandburg	Executive Assistant/Assistant Treasurer
Carol Rasmussen	Business Development Manager/Assistant Secretary
Kayla Strandburg	Controller
Kristine Morabito	Business Development Manager
Linda Burns	Business Development Manager
Jeanette Lo Bello	Administrative Assistant

Appointment of Agency Counsel and Bond Counsel to the Agency for Calendar Year 2023:

From Phillips Lytle LLP:

Gregory L. Peterson, Esq.	Agency Counsel
Milan K. Tyler, Esq.	Agency Counsel

From Hodgson Russ LLP:

Christopher C. Canada, Esq.	Bond Counsel
Shannon E. Wagner, Esq.	Bond Counsel

Appointment of Depository Banking Institutions for Calendar Year 2023:

Five Star Bank
Manufacturers and Traders Trust Company

Approval and Confirmation of Agency Policies and Procedures for Calendar Year 2023:

Bylaws
Code of Ethics
Fee Schedule
Industrial Revenue Bond Policy
Investment Policy
Mission Statement
Organizational Chart
Performance Measures
Procurement Policy
Property Disposition Policy
Recapture (including Suspension, Discontinuance or Modification of Financial Assistance) Policy
Standard Pilot Application Forms
Tourism Destination Policy
Travel Policy
Uniform Evaluation and Selection Policy
Uniform Tax Exemption Policy and Guidelines
Whistleblower Policy

SCHEDULE B
TENTATIVE MEETING SCHEDULE
- SEE ATTACHED -

**Ball Hill Wind -
Consent Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on December 27, 2022, at 10:00 A.M., local time, at (i) the offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York (the “IDA Office”), and (ii) the SUNY Fredonia Tech Incubator, 214 Central Avenue, Dunkirk, County of Chautauqua, New York (the “Incubator”), and was conducted by videoconferencing in compliance with Section 103-a of the New York State Public Officers Law.

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

PRESENT:

Gary Henry	Chairman	IDA Office
Brad Walters	Vice Chairman	IDA Office
Sagan Sheffield-Smith	Treasurer	IDA Office
Steven Thorpe	Member	IDA Office
Jay Churchill	Member	IDA Office
Kevin Muldowney	Member	Incubator
Rhonda Johnson	Member	IDA Office
Dan Heitzenrater	Secretary	IDA Office

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Rosie Strandburg	IDA Staff
Kayla Strandburg	IDA Staff
Carol Rasmussen	IDA Staff
Jason Toczydlowski	IDA Staff
Monica Simpson	CCPEG Staff
Paul Wendel	County Executive
Kevin Bacon	Post Journal

The attached resolution no. 12-27-22-02 was offered by Dan Heitzenrater, seconded by Jay Churchill:

Resolution No. 12-27-22-02

RESOLUTION OF THE COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH ITS STRAIGHT-LEASE TRANSACTION WITH BALL HILL WIND ENERGY, LLC

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Ball Hill Wind Energy, LLC, a limited liability company existing under the laws of the State of New York (the “Applicant” or “Company”), presented an application (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in approximately 9,715 acres of land located in the towns of Villenova and Hanover, County of Chautauqua, New York (collectively, the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) approximately 13.0 miles of gravel access roads, (ii) approximately 19.8 miles of underground medium voltage electrical collection lines, (iii) approximately 5.7 miles of overhead 115 kV electric transmission line on monopole transmission poles, (iv) an electrical collection substation on a site of up to 1.3 acres, (v) an electrical interconnection substation on a site of up to 4.0 acres, (vi) an approximately 5 acre operations and maintenance building site, (vii) an approximately 7,000 square foot operations and maintenance building, and (viii) approximately 20 acres of construction laydown area on the Land (collectively, the “Improvements”), and a system of gravel access roads, parking, landscaping and related improvements to the Land (together with the Improvements, collectively, the “Facility”), and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment, including approximately twenty-nine (29) wind energy turbines that will be up to 3.45 megawatts (“MW”) each (the “Equipment”), all of the foregoing for use by the Applicant as a wind-powered electric generating facility (collectively, the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or

partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility by the Applicant to the Agency and the sublease of the Project Facility by the Agency to the Applicant; and

WHEREAS, the Agency appointed the Company as agent of the Agency to undertake the construction, installation and equipping of the Project Facility, all pursuant to the terms and conditions set forth in the Agency Lease Agreement dated as of December 22, 2016 between the Company and the Agency (the “Lease Agreement”), and the other Transaction Documents (as defined in the Lease Agreement); and

WHEREAS, by letter dated November 21, 2022, the Company has requested that the Agency consent to the amendment of the Lease Agreement and the other Transaction Documents to extend expiration date of the Sales Tax Agency Agreement (as defined in the Lease Agreement) until December 31, 2023 to allow the Company to complete the acquisition, construction, installation and equipping of the Project Facility in the manner contemplated by the Lease Agreement and the other Transaction Documents; and

WHEREAS, the Agency is willing to consent to such request, subject to the terms of this Resolution;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Lease Agreement.

Section 2. The Agency determines that the Company’s request with respect to a previously approved and unchanged Project is a Type II Action pursuant to SEQRA involving “continuing agency administration” which does not involve “new programs or major reordering of priorities that may affect the environment” (6 NYCRR §617.5(c)(20)) and therefore no Findings or determination of significance are required under Article 8 of the New York Environmental Conservation Law.

Section 3. No additional “financial assistance” is being requested by the Company with respect to the transaction contemplated by this Resolution and therefore no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 4. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Administrative Director/CEO, Chief Financial Officer and the staff of the Agency with respect to the transaction contemplated by this Resolution, (a) those actions required to ensure full compliance with the requirements of the Act, SEQRA and all other Applicable Laws, and (b) the appointment of the law firm of Phillips Lytle LLP as Counsel to the Agency with respect to all matters in connection with the Project.

Section 5. The Agency has considered the request made by the Company and hereby finds and determines that the requested consent will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Chautauqua County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the transaction contemplated by this Resolution.

Section 7. The Agency hereby consents to the request made by the Company as set forth above. The execution and delivery of amendment documents and agreements required to effectuate the transaction contemplated by this Resolution (collectively, the “Amendment Documents”), being substantially in the forms utilized by the Agency for prior transactions, are hereby authorized and approved. The Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are each hereby authorized, acting individually or jointly, to execute, acknowledge and deliver the Amendment Documents. The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 8. The Agency recognizes that due to the complexities of the proposed transaction it may become necessary that certain of the terms approved hereby may require modifications from time to time which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency, acting individually or jointly, to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution. The approval of such modifications shall be evidenced by the certificate of determination of an Agency officer or the execution and delivery by some or all such Agency officers of relevant documents containing such modified terms.

Section 9. The authorizations set forth in this Resolution are subject to the condition that the Company shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, the reasonable attorneys’ fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Phillips Lytle LLP.

Section 10. The Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives (as defined in the Agency Lease) of the Agency.

Section 11. The Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 12. 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:

Gary Henry	AYE
Sagan Sheffield-Smith	AYE
Steven Thorpe	AYE
Brad Walters	AYE
Jay Churchill	AYE
Kevin Muldowney	AYE
Rhonda Johnson	AYE
Dan Heitzenrater	AYE

The foregoing Resolution was thereupon declared duly adopted.

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

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on December 27, 2022 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE 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 at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the meeting was duly held by videoconferencing in compliance with the requirements of Section 103-a of the Open Meetings Law, including, but not limited to, the notice provisions of such Section; (E) there was a quorum of the members of the Agency present throughout said meeting and the minimum number of members required for a quorum was physically present at one of the locations specified in the notice of the meeting; (F) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law; and (G) members of the public were permitted to view such meeting via video and to participate in the proceedings via videoconference in real time to the same extent that that public participation was permitted to members of the public present in person.

WE 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, we have hereunto set our hand this 27th day of December, 2022.



[Assistant] Secretary



[Vice] Chairman

PILOT Administrative Resolution

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on December 27, 2022, at 10:00 A.M., local time, at (i) the offices of the Agency located at 201 West 3rd Street, Jamestown, County of Chautauqua, New York (the “IDA Office”), and (ii) the SUNY Fredonia Tech Incubator, 214 Central Avenue, Dunkirk, County of Chautauqua, New York (the “Incubator”), and was conducted by videoconferencing in compliance with Section 103-a of the New York State Public Officers Law.

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

PRESENT:

Gary Henry	Chairman	IDA Office
Brad Walters	Vice Chairman	IDA Office
Sagan Sheffield-Smith	Treasurer	IDA Office
Steven Thorpe	Member	IDA Office
Jay Churchill	Member	IDA Office
Kevin Muldowney	Member	Incubator
Rhonda Johnson	Member	IDA Office
Dan Heitzenrater	Secretary	IDA Office

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Rosie Strandburg	IDA Staff
Kayla Strandburg	IDA Staff
Carol Rasmussen	IDA Staff
Jason Toczydlowski	IDA Staff
Monica Simpson	CCPEG Staff
Paul Wendel	County Executive
Kevin Bacon	Post Journal

The attached resolution no. 12-27-22-03 was offered by Jay Churchill, seconded by Steven Thorpe:

Resolution No. 12-27-22-03

RESOLUTION OF THE COUNTY OF CHAUTAUQUA
INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”)
AUTHORIZING CERTAIN ACTIONS REGARDING ITS
EXISTING PILOT AGREEMENTS

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, many such “projects” involve the granting by the Agency of a real estate tax exemption and the execution of certain Payment in Lieu of Taxes Agreement (“PILOTs”); and

WHEREAS, in reviewing certain PILOTs it has come to the attention of the Agency that a small number of PILOTs contain provisions that are unclear and/or that otherwise require amendment in order to conform to the terms approved by the Agency; and

WHEREAS, none of the contemplated amendments/clarifications will result in additional “financial assistance” or deviate from the transactions previously approved by the Agency;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Agency hereby determines that the proposed action is a Type II Action pursuant to Article 8 of the New York Environmental Conservation Law (including the regulations thereunder, “SEQRA”) involving “continuing agency administration” which does not involve “new programs or major reordering of priorities that may affect the environment” (6 NYCRR §617.5(c)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 2. The Administrative Director/CEO and the Chief Financial Officer of the Agency, acting individually or jointly, are hereby authorized to execute such PILOT amendment documents as are required to correct, amend or clarify the intent of such PILOTs, provided that such amendment documents do not increase the “financial assistance” applicable to such “project” and do not otherwise change the terms and provisions of such “project” as previously approved by the Agency.

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:

Gary Henry	AYE
Sagan Sheffield-Smith	AYE
Steven Thorpe	AYE
Brad Walters	AYE
Jay Churchill	AYE
Kevin Muldowney	AYE
Rhonda Johnson	AYE
Dan Heitzenrater	AYE

The foregoing Resolution was thereupon declared duly adopted.

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

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on December 27, 2022 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE 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 at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the meeting was duly held by videoconferencing in compliance with the requirements of Section 103-a of the Open Meetings Law, including, but not limited to, the notice provisions of such Section; (E) there was a quorum of the members of the Agency present throughout said meeting and the minimum number of members required for a quorum was physically present at one of the locations specified in the notice of the meeting; (F) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law; and (G) members of the public were permitted to view such meeting via video and to participate in the proceedings via videoconference in real time to the same extent that that public participation was permitted to members of the public present in person.

WE 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, we have hereunto set our hand this 27th day of December, 2022.



[Assistant] Secretary



[Vice] Chairman



County of Chautauqua Industrial Development Agency

RESOLUTION NUMBER 12-27-22-04

**COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY
BOARD OF DIRECTOR'S MEETING**

December 27, 2022


Authorizing a Contract for Mark R. Geise as Chief Executive Officer of County of Chautauqua Industrial Development Agency

WHEREAS, the County of Chautauqua Industrial Development Agency (CCIDA) wishes to contract with Mark R. Geise (hereafter contractor) to serve as Chief Executive Officer of the CCIDA at an annual amount of \$51,441.00 payable in equal monthly installments, and

WHEREAS, the CCIDA and Contractor are working together in an effort to promote economic development, and

WHEREAS, the CCIDA and Contractor agree that the services will be performed during the period of January 1, 2023, to December 31, 2023, and

NOW THEREFORE, BE IT RESOLVED, that the Chairman is hereby authorized by the Board of Directors to sign any and all other documents necessary in order to effectuate the above.

By  _____
Chairman

**CHAUTAUQUA REGION ECONOMIC DEVELOPMENT CORPORATION
ANNUAL HOUSEKEEPING RESOLUTION 2023**

A regular meeting of the Chautauqua Region Economic Development Corporation (the “Corporation”) was convened in public session in the offices of the Corporation located at 201 West Third Street, Suite 115, in the City of Jamestown, Chautauqua County, New York on December 27, 2022 at 10:00 o’clock a.m., local time.

The meeting was called to order by the (Vice) Chairperson of the Corporation and, upon roll being called, the following members of the Corporation were:

PRESENT:

Gary Henry	Chairman
Bradley Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Jay Churchill	Member
Steven Thorpe	Member
Kevin Muldowney	Member

ABSENT:

CORPORATION STAFF ATTENDING INCLUDED THE FOLLOWING:

Mark Geise	Administrative Director/Chief Executive Officer
Richard E. Dixon	Chief Financial Officer
Kayla Strandburg	Controller/Assistant Chief Financial Officer
Rosemarie Strandburg	Executive Assistant/Assistant Treasurer
Gregory L. Peterson, Esq.	Agency Counsel
Milan K. Tyler, Esq.	Agency Counsel
Christopher C. Canada, Esq.	Bond Counsel
Carol Rasmussen	Project Manager
Monica Simpson	CCIDA Staff
Jason Toczydlowski	CCIDA Staff
Mark Geise	Administrative Director/Chief Executive Officer

The following resolution was offered by Sagan Sheffield-Smith, seconded by Steven Thorpe, to wit:

Resolution No. 12-27-22-05

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE
MATTERS OF THE CHAUTAUQUA REGION ECONOMIC DEVELOPMENT
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 MEMBERS OF CHAUTAUQUA REGION ECONOMIC DEVELOPMENT 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 existing policies and procedures of the Corporation described on Schedule A, as the same may have been amended previously to or at this meeting.

(C) In connection with the Corporation's appointment of the Corporation's Depository Banking Institutions, the Corporation hereby authorizes its officers and/or members to execute any depository agreement, signature cards, and any related documents required to be executed before such officer and/or member will be authorized to make deposits and execute checks on behalf of the Corporation.

Section 2. The Corporation hereby authorizes the Chairperson, Vice Chairperson, Chief Executive Officer and the Chief Financial Officer 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 vote on roll call, which resulted as follows:

Gary Henry	VOTING	AYE
Bradley Walters	VOTING	AYE
Sagan Sheffield-Smith	VOTING	AYE
Dan Heitzenrater	VOTING	AYE
Jay Churchill	VOTING	AYE
Steven Thorpe	VOTING	AYE
Kevin Muldowney	VOTING	AYE
Gary Henry	VOTING	AYE

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned Secretary of Chautauqua Region Economic Development Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the board of directors of the Corporation (the "Board of Directors") held on December 27, 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 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 Board of Directors 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 Board of Directors 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 27th day of December, 2022.

BY: 
Secretary

BY: 
(Vice) Chairperson

(SEAL)

SCHEDULE A

Officers of the Board and the Corporation for Calendar Year 2022:

Officers of the Board:

Gary Henry	Chairman
Bradley Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer
Daniel Heitzenrater	Secretary
Carol Rasmussen	Assistant Secretary
Rosemarie Strandburg	Assistant Treasurer

Officers of the Corporation:

Mark Geise	Administrative Director/Chief Executive Officer
Richard E. Dixon	Chief Financial Officer
Mark Geise	Contracting Officer

Confirmation of Regular Corporation Meeting Schedule for Calendar Year 2023:

See attached tentative meeting schedule attached hereto as Schedule B.

Board Member Committee Appointments for Calendar Year 2022:

Audit Committee:	
Gary Henry	Chairman
Brad Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer
Governance Committee:	
Gary Henry	Chairman
Dan Heitzenrater	Secretary
Finance Committee:	
Gary Henry	Chairman
Brad Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer

Appointment of Corporation Contract Staff for Calendar Year 2023:

Rosemarie Strandburg	Executive Assistant/Assistant Treasurer
Carol Rasmussen	Business Development Manager/Assistant Secretary
Kayla Strandburg	Controller
Kristine Morabito	Business Development Manager
Linda Burns	Business Development Manager
Jeanette Lo Bello	Administrative Assistant

Appointment of Corporation Counsel and Bond Counsel to the Corporation for Calendar Year 2023:

From Phillips Lytle LLP:

Gregory L. Peterson, Esq.	Corporation Counsel
Milan K. Tyler, Esq.	Corporation Counsel

From Hodgson Russ LLP:

Christopher C. Canada, Esq.	Bond Counsel
Shannon E. Wagner, Esq.	Bond Counsel

Appointment of Depository Banking Institutions for Calendar Year 2023:

Five Star Bank
Manufacturers and Traders Trust Company

SCHEDULE B
TENTATIVE MEETING SCHEDULE
- SEE ATTACHED -

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

A regular meeting of Chautauqua County Capital Resource Corporation (the “Corporation”) was convened in public session in the offices of the Corporation located at 201 West Third Street, Suite 115, in the City of Jamestown, Chautauqua County, New York on December 27, 2022 at 10:00 o’clock a.m., local time.

The meeting was called to order by the (Vice) Chairperson of the Corporation and, upon roll being called, the following members of the Corporation were:

PRESENT:

Gary Henry	Chairman
Bradley Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Jay Churchill	Member
Steven Thorpe	Member
Kevin Muldowney	Member

ABSENT:

CORPORATION STAFF ATTENDING INCLUDED THE FOLLOWING:

Mark Geise	Administrative Director/Chief Executive Officer
Richard E. Dixon	Chief Financial Officer
Kayla Strandburg	Controller/Assistant Chief Financial Officer
Rosemarie Strandburg	Executive Assistant/Assistant Treasurer
Gregory L. Peterson, Esq.	Agency Counsel
Milan K. Tyler, Esq.	Agency Counsel
Christopher C. Canada, Esq.	Bond Counsel
Carol Rasmussen	Project Manager
Monica Simpson	CCIDA Staff
Jason Toczydlowski	CCIDA Staff

The following resolution was offered by Sagan Sheffield-Smith, seconded by Steven Thorpe, to wit:

Resolution No. 12-27-22-06

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE
MATTERS OF THE CHAUTAUQUA 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 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 MEMBERS OF CHAUTAUQUA 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) In connection with the Corporation's appointment of the Corporation's Depository Banking Institutions, the Corporation hereby authorizes its officers and/or members to execute any depository agreement, signature cards, and any related documents required to be executed before such officer and/or member will be authorized to make deposits and execute checks on behalf of the Corporation.

Section 2. The Corporation hereby authorizes the Chairperson, Vice Chairperson, Chief Executive Officer and the Chief Financial Officer 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:

Gary Henry	VOTING	AYE
Bradley Walters	VOTING	AYE
Sagan Sheffield-Smith	VOTING	AYE
Dan Heitzenrater	VOTING	AYE
Jay Churchill	VOTING	AYE
Steven Thorpe	VOTING	AYE
Kevin Muldowney	VOTING	AYE

The foregoing resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned Secretary of Chautauqua County Capital Resource Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the board of directors of the Corporation (the "Board of Directors") held on December 27, 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 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 Board of Directors 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 Board of Directors 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 27th day of December, 2022.



Secretary



(Vice) Chairperson

(SEAL)

SCHEDULE A

Officers of the Board and the Corporation for Calendar Year 2023:

Officers of the Board:

Gary Henry	Chairman
Bradley Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer
Daniel Heitzenrater	Secretary
Carol Rasmussen	Assistant Secretary
Rosemarie Strandburg	Assistant Treasurer

Officers of the Corporation:

Mark Geise	Administrative Director/Chief Executive Officer
Richard E. Dixon	Chief Financial Officer
Mark Geise	Contracting Officer

Confirmation of Regular Corporation Meeting Schedule for Calendar Year 2023:

See attached tentative meeting schedule attached hereto as Schedule B.

Board Member Committee Appointments for Calendar Year 2023:

Audit Committee:	
Gary Henry	Chairman
Brad Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer
Governance Committee:	
Gary Henry	Chairman
Dan Heitzenrater	Secretary
Finance Committee:	
Gary Henry	Chairman
Brad Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer

Appointment of Corporation Contract Staff for Calendar Year 2023:

Rosemarie Strandburg	Executive Assistant/Assistant Treasurer
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From Hodgson Russ LLP:

Christopher C. Canada, Esq.	Bond Counsel
Shannon E. Wagner, Esq.	Bond Counsel

Appointment of Depository Banking Institutions for Calendar Year 2023:

Five Star Bank
Manufacturers and Traders Trust Company

SCHEDULE B
TENTATIVE MEETING SCHEDULE
- SEE ATTACHED -