

ACT NO. 680-2014

by Mr. Edwards, Mr. Felton, Mr. Hale, Mr. Klancer, Mr. Marsh,
Mr. McElfresh, Mr. Murphy, Mr. Snyder, Jr., Mrs. Stockman,
Mr. Teachman, Mr. VanRensselaer, Ms. Vickman,
Mr. Boser, Mr. Koch, Mrs. Labuhn, Mr. Padlo and Mr. Sprague
who ask immediate consideration

**ESTABLISHING CATTARAUGUS COUNTY ECONOMIC SUSTAINABILITY AND
GROWTH CORPORATION (CCESGC)**

Pursuant to Section 102 of the Not-For-Profit Corporation Law.

I. WHEREAS, to address the needs of private sector businesses and to strengthen and revitalize local communities, Cattaraugus County desires to form a not-for-profit corporation, as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law, which is a Type C Corporation under Section 201 of the Not for Profit Corporation Law, and

II. WHEREAS, said Corporation is being formed for the public and quasi-public purposes of benefitting the citizens of Cattaraugus County, and

III. WHEREAS, said Corporation may undertake activities that may assist the private sector in the creation of employment opportunities, encourage remediation and reuse of contaminated property, promote the development of land use policies designed to encourage development and neighborhood preservation, support the operations of and collaborate with the Cattaraugus County Land Bank Corporation, encourage and support the development and maintenance of local municipal infrastructure and other public facilities, or undertake any other activities that effect the general purposes of the Corporation, and

IV. WHEREAS, it is necessary to adopt a resolution establishing the Cattaraugus County Economic Sustainability and Growth Corporation on behalf of the County, and

V. WHEREAS, the bylaws shall provide that any amendments to the bylaws regarding the number, term or qualifications of members of the Board, shall require the approval of the Cattaraugus County Legislature, now, therefore, be it

I. RESOLVED, that there is hereby created a not-for-profit corporation on behalf of the County of Cattaraugus, to be known as the "**CATTARAUGUS COUNTY ECONOMIC SUSTAINABILITY AND GROWTH CORPORATION (CCESGC)**", and be it further

II. RESOLVED, that the Board of Directors shall consist of nine (9) members and serve ex officio as follows:

1. Norman L. Marsh, as Chairperson of the County Legislature,
2. James J. Snyder, Sr., as Vice-Chairperson of the County Legislature,

3. Donna M. Vickman, as Majority Leader of the County Legislature,
4. James L. Boser, as Minority Leader of the County Legislature,
5. William E. Sprague, as Assistant Minority Leader of the County Legislature,
6. Crystal J. Abers, as County Director of Economic Development, Planning and Tourism,
7. Joseph G. Keller, as County Treasurer,
8. Daniel T. Martonis, as County Director of Real Property Services, and
9. John R. Searles, as County Administrator,

and be it further

III. RESOLVED, that the Certificate of Incorporation for the CCESGC shall include the name and address of the initial Board of Directors, as stated above, and shall be in substantially the same form as attached to this resolution and are hereby approved, and be it further

IV. RESOLVED, that the bylaws of the CCESGC shall be written by and adopted by the CCESGC Board of Directors following the CCESGC's organizational meeting, and be it further

V. RESOLVED, that implementation of all corporation activities and duties shall be under the direction of the Department of Economic Development, Planning and Tourism utilizing department resources, and be it further

VI. RESOLVED, that the Chair of the Legislature be, and hereby is, authorized to execute any and all documentation necessary for filing and incorporation with the State of New York to establish said corporation.

**CERTIFICATE OF INCORPORATION
OF
CATTARAUGUS COUNTY
ECONOMIC SUSTAINABILITY AND GROWTH CORPORATION**

Under Section 402 of the Not-For-Profit Corporation Law.

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York, hereby certifies:

1. The name of the Corporation is the Cattaraugus County Economic Sustainability and Growth Corporation (hereinafter "the Corporation").
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law ("N-PCL") and is a Type C Corporation under Section 201 of the N-PCL.
3. The Corporation is being formed and shall be operated exclusively for the lawful public and quasi-public purposes of benefiting and furthering the wellbeing of the citizens of Cattaraugus County (hereinafter "the County"). Through lessening the burdens of government and otherwise acting in the public interest, the public and quasi-public purposes shall be fulfilled:
 - (a) Assisting the private sector in the creation of employment opportunities for County residents, particularly those employment positions that pay a living wage, offer health, retirement, and other employee benefits, and provide skills training.
 - (b) Encouraging the environmental remediation and reuse of contaminated property;
 - (c) Promoting the development of land use policies designed to encourage development and preserve neighborhoods, including the operations of the Cattaraugus County Land Bank Corporation;
 - (d) Encouraging and supporting the development and maintenance of municipal infrastructure, recreational facilities, and other public facilities and services that support businesses and residential neighborhoods; and
 - (e) Undertaking any other activities that effect the general purposes of the Corporation.

In furtherance of the aforesaid purposes, the corporation shall have all the powers conferred by Section 202 of the N-PCL.

Notwithstanding any other provisions of this certificate of incorporation, the Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Internal Revenue Code") and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

4. (a) All income and earnings of such corporation shall be used exclusively for its corporate purposes. No part of the net earnings of the Corporation shall inure to the benefit of any director, or officer of the Corporation or any private individual, except that reasonable compensation may be paid, other than to a director, for services rendered to or for the Corporation. No director or officer of the

Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Internal Revenue Code. The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable and public purposes and is intended to qualify as an entity the income of which is exempt under Internal Revenue Code Section 501.

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed in furtherance of the purposes set forth above or as otherwise provided under Section 1001, et seq. of the N-PCL.

5. The office of the Corporation in the State of New York shall be located in Cattaraugus County.

6. The Corporation shall be operated by a board of directors, comprised of nine (9) members whom shall serve ex officio.

7. The name and address of the initial directors of the Corporation are as follows:

Norman L. Marsh, Chairman, Cattaraugus County Legislature
303 Court St., Little Valley, NY 14755

James J. Snyder, Sr., Vice-Chairman, Cattaraugus County Legislature
303 Court St., Little Valley, NY 14755

Donna M. Vickman, Majority Leader, Cattaraugus County Legislature
303 Court St., Little Valley, NY 14755

James L. Boser, Minority Leader, Cattaraugus County Legislature
303 Court St., Little Valley, NY 14755

William E. Sprague, Assistant Minority Leader, Cattaraugus County Legislature
303 Court St., Little Valley, NY 14755

Crystal J. Abers, Director of Economic Dev., Planning & Tourism, Cattaraugus County
303 Court St., Little Valley, NY 14755

Joseph G. Keller, Treasurer, Cattaraugus County
303 Court St., Little Valley, NY 14755

Daniel T. Martonis, Director of Real Property Services, Cattaraugus County
303 Court St., Little Valley, NY 14755

John R. Searles, Administrator, Cattaraugus County
303 Court St., Little Valley, NY 14755

8. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

Cattaraugus County Economic Sustainability and Growth Corporation
c/o County Attorney's Office
303 Court Street
Little Valley, NY 14755

IN WITNESS WHEREOF, the undersigned incorporator, being at least eighteen years of age, has signed this certificate this ____ day of December, 2014, and hereby affirms the truth of the statements contained herein under penalty of perjury.

Norman L. Marsh, Incorporator

MR. SNYDER, SR. moved, seconded by Mrs. Labuhn to waive Rule 12. Carried. Adopted December 10, 2014 by voice vote.