

WAYNE COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION

INITIAL MEETING OF MEMBER

The initial meeting of the Member of the Wayne County Civic Facility Development Corporation was convened on June 3, 2011 at 1:15 p.m. at 16 William Street, Lyons, New York:

WHEREAS, pursuant to a resolution adopted May 17, 2011 (the “Authorizing Resolution”), the Wayne County Board of Supervisors (the “County”) authorized, among other things, the formation of the Wayne County Civic Facility Development Corporation (the “Corporation”) as a local development corporation pursuant to Section 1411 of the Not-for-Profit Corporation law (“N-PCL”) to (i) perform essential governmental functions including activities associated with job creation and the promotion of community and economic development activities within and around the County, and (ii) issue certain bonds on behalf of the County; and

WHEREAS, pursuant to the Authorizing Resolution and N-PCL Section 1411 (hereinafter referred to as the “Act”), a Certificate of Incorporation (the “Certificate”) for the Corporation was filed with the New York Secretary of State on the 20th day of May, 2011 (a copy of said Certificate being attached hereto as **Exhibit A**); and

WHEREAS, the undersigned, being sole Member of the Corporation (the “Member”) as the Chair of the Board of Supervisors of the County, *ex officio*, desires to (i) approve the form of proposed By-laws of the Corporation, such proposed By-laws being attached hereto as **Exhibit B**, (ii) appoint the Directors of the Corporation pursuant to the By-laws; and (iii) authorize other organizational matters of the Corporation.

NOW, THEREFORE, BE IT RESOLVED by the Member of the Corporation as follows:

Section 1. The following persons are appointed by the Member to serve as Directors of the Corporation until their respective successors are appointed and shall qualify or until their earlier resignations:

David Spickerman
William Hammond
Willard Milliman
[]
[]

Section 2. The Member of the Corporation hereby approves the By-laws of the Corporation, in the form attached hereto as **Exhibit B**.

Section 3. The Member hereby directs that the Corporation operate subject to the Open Meetings Law, the Freedom of Information Law, the State Environmental

Quality Review Act, and the Public Authorities Accountability Act of 2005, and Public Authority Reform Act of 2009.

Section 4. These resolutions shall take effect immediately.

Dated: June 3, 2011

WAYNE COUNTY CIVIC FACILITY
DEVELOPMENT CORPORATION

James Hoffman, Chair
Wayne County Board of Supervisors
Member, ex officio

EXHIBIT A

CERTIFICATE OF INCORPORATION

EXHIBIT B

BYLAWS