

Wayne County IDA  
Minutes – January 14, 2011  
Annual/Organizational Meeting

The annual/organizational meeting of the Wayne County IDA was called to order at 9:30 a.m. on January 14<sup>th</sup>, 2011, by Chairman David Spickerman. The meeting was held at 16 William Street, Lyons. Members present: David Spickerman, Willard Milliman, James Hoffman, and Marvin Decker. Also present: Rick Nudd, Macedon; John Morell, Esq., and P. Churchill, D. Richards, and M. Leisenring.

On motion of Mr. Decker, seconded by Mr. Milliman and carried the minutes of the previous annual meeting, held 1/15/2010, were approved.

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY IN CONNECTION WITH 2011 ANNUAL  
MEETING

**WHEREAS**, by Title 1 of Article 18-A of the General Municipal Law (“GML”) of the State of New York (the “State”), as amended, and Chapter 916 of the Laws of 1969 of the State, (hereinafter collectively called the “Act”), the **WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the “Agency”) was created as a public benefit corporation of the State; and

**WHEREAS**, pursuant to the Agency’s By-Laws the Agency is holding its annual meeting to address various organizational matters.

**WHEREAS**, the New York State Legislature adopted the Public Authorities Accountability Act of 2005, as amended by Public Authority Reform Act of 2009, Chapter 506 of the Laws of 2009 (the “PAAA”), designed to ensure that New York’s public authorities operate more efficiently, more openly, and with greater accountability; and

**WHEREAS**, the PAAA requires that the Agency to annually review and approve its policies with regard to its Property Disposition Policy (the “Property Disposition Policy”), Whistleblower Protection Policy (the “Whistleblower Protection Policy”), a Code of Ethics (the “Code of Ethics”), a Travel Policy (the “Travel Policy”), a Procurement Policy (the “Procurement Policy”), a Defense and Indemnification Policy (the “Defense and Indemnification Policy”) and an Investment Policy (the “Investment Policy”; and together with the Property Disposition Policy, the Whistleblower Protection Policy, the Code of Ethics, the Travel Policy and the Procurement Policy (the “Related Policies”) to comply with the provisions of the PAAA; and

**WHEREAS**, to carry out the aforesaid purposes, the Agency has the power under the Act to do all things necessary to fulfill its obligations imposed by the Act and the PAAA; and

**WHEREAS**, the Agency originally adopted a Credit Card Policy (the “Credit Card Policy”) at its Meeting on February 27, 2009.

**NOW, THEREFORE, BE IT RESOLVED** by the members of the Board of the Agency (the “Board”) as follows:

Section 1. The following are elected among the membership of the Board to serve for the ensuing year and until their successors are elected and qualify:

|                     |                  |
|---------------------|------------------|
| Chairman            | David Spickerman |
| Vice Chairman       | James Hoffman    |
| Treasurer           | Willard Milliman |
| Assistant Treasurer | Robert Havrilla  |
| Secretary           | Marvin Decker    |
| Assistant Secretary | Marie Leisenring |

Section 2. That Converse & Morell shall act as General Counsel to the Agency. Further, Harris Beach, PLLC and Nixon Peabody, LLP shall act as Special Counsel to the Agency.

Section 3. That Margaret Churchill is hereby elected Executive Director and Chief Executive Officer of the Agency.

Section 4. That David Richards is hereby elected Deputy Executive Director and Chief Financial Officer of the Corporation.

Section 5. That Jared VanDusen is hereby elected the Compliance Officer of the Corporation to serve for the ensuing year and until his successor is elected, and shall be responsible for insuring that the Corporation complies with all financial and other reporting requirements imposed by structure, including those requirements in the General Municipal Law and the Public Authorities Law of New York State.

Section 6. That Jared VanDusen is hereby elected the Contracting Officer of the Corporation to serve for the ensuing year and until his successor is elected, as defined in Section 2895 of the Public Authorities Law, who shall be responsible for the disposition of property pursuant to PAAA.

Section 7. That Marie Leisenring is hereby elected as the Records Management Officer.

Section 8. That the accounting firm of EFP Rotenberg, LLP is hereby appointed as the Auditor for the Agency until such time as the Board appoints a new Auditor.

Section 9. That Robert Havrilla, Willard Milliman and Marvin Decker are elected to the Audit/Finance Committee of the Corporation to serve for the ensuing year and until their successors are elected and qualify are hereby ratified and approved.

Section 10. That Robert Havrilla, Willard Milliman and Marvin Decker are hereby elected to the Governance Committee of the Corporation to serve for the ensuing year and until their successors are elected and qualify are hereby ratified and approved.

Section 11. That the schedule of the regularly scheduled Meetings of the Agency for the next year to be held at 16 William Street, Lyons, New York is as followings:

- February 25, 2011 at 9:30 a.m.
- March 25, 2011 at 9:30 a.m.
- April 22, 2011 at 9:30 a.m.
- May 24, 2011 at 9:30 a.m.
- June 24, 2011 at 9:30 a.m.
- July 22, 2011 at 9:30 a.m.
- August 26, 2011 at 9:30 a.m.
- September 23, 2011 at 9:30 a.m.
- October 28, 2011 at 9:30 a.m.
- November 18, 2011 at 9:30 a.m.
- December 16, 2011 at 9:30 a.m.
- January 13, 2012 at 9:30 a.m. (annual meeting)

Section 12. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) Reviewing, approving and re-adopting the Related Policies and the Credit Card Policy will allow the Agency to continue to operate in compliance with the Act and in compliance with the PAAA, and cause the Agency to operate more efficiently, openly and with greater accountability to the residents of Wayne County.

In consequence of the foregoing, the Agency hereby determines to approve and re-adopt:

- (a) The Compensation, Reimbursement and Attendance Policy attached hereto as **Exhibit A**;
- (b) The Code of Ethics attached hereto as **Exhibit B**;
- (c) The Whistleblower Policy attached hereto as **Exhibit C**;
- (d) the Investment Policy attached hereto as **Exhibit D**;
- (e) The Travel Policy attached hereto as **Exhibit E**;

- (f) The Disposition of Property Guidelines, attached hereto as **Exhibit F**, is hereby ratified and approved along with the appointment of the Executive Director as the “Contracting Officer” of the Agency.
- (g) The Procurement Policy attached hereto as **Exhibit G**;
- (h) The Defense and Indemnification Policy attached hereto as **Exhibit H**; and
- (i) The Credit Card Policy attached hereto as **Exhibit I**.

Section 13. The Agency hereby undertakes to comply with all other provisions of the PAAA applicable to the Agency as diligently as possible.

Section 14. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the purposes of this resolution, and all acts heretofore taken by the Agency with respect to such activities are hereby approved, ratified and confirmed.

Section 15. This resolution shall take effect immediately.

Moved: Mr. Decker Ayes: Messrs. Decker, Milliman, Hoffman, Spickerman

Second: Mr. Milliman Nays: None

Adjournment at 9:40 a.m. to Regular Board Meeting

Respectfully submitted,

Marvin Decker  
Secretary