

Wayne County Industrial Development Agency
Minutes – Annual Meeting
January 13, 2012

The annual meeting of the Wayne County Industrial Development Agency was called to order by Chairman David Spickerman at 9:45 a.m. on Friday, January 13th, 2012, at 16 William Street, Lyons. Members present: David Spickerman, James Hoffman and Willard Milliman. Also present: John Morell, Esq., M. Churchill, D. Richards, J. VanDusen and M. Leisenring.

On motion of Mr. Milliman, second by Mr. Hoffman and carried the minutes of 12/16/2011 and 12/30/2011 were approved.

Next, the following resolution was considered.

**RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY IN CONNECTION WITH ITS 2012
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, it is proposed that the Whistleblower Protection Policy be amended to include a 1-800 Hotline to the Authorities Budget Office for employees of the Agency could use; 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. Motion Mr. Milliman, second Mr. Hoffman -the following were unanimously 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	Marie Leisenring
Assistant Secretary	Willard Milliman

Section 2. Motion Mr. Hoffman, second Mr. Milliman -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. Motion Mr. Milliman, second Mr. Hoffman -that Margaret Churchill is hereby elected Executive Director and Chief Executive Officer of the Agency.

Section 4. Motion Mr. Milliman, second Mr. Hoffman -that David Richards is hereby elected Deputy Executive Director and Chief Financial Officer of the Corporation.

Section 5. Motion Mr. Hoffman, second Mr. Milliman -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. Motion Mr. Milliman, second Mr. Hoffman -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. Motion Mr. Milliman, second Mr. Hoffman -that Marie Leisenring is hereby elected as the Records Management Officer.

Section 8. Motion Mr. Hoffman, second Mr. Milliman -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 9.1 Motion Mr. Milliman, second Mr. Hoffman –that the Wayne County Industrial Development Agency recommends to the Wayne County Board of Supervisors that Pamela Heald, President and CEO of Reliant Community Federal Credit Union, be appointed as a Board Member of the Wayne County Industrial Development Agency.

Section 9.2 Motion Mr. Hoffman, second Mr. Spickerman -that Willard Milliman, Robert Havrilla and Pamela Heald 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. Motion Mr. Hoffman, second Mr. Spickerman -that Willard Milliman, Robert Havrilla and Pamela Heald 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. Motion Mr. Hoffman, second Mr. Milliman -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:

January 27, 2012 at 9:30 a.m.
 February 24, 2012 at 9:30 a.m.
 March 23, 2012 at 9:30 a.m.
 April 27, 2012 at 9:30 a.m.
 May 25, 2012 at 9:30 a.m.
 June 22, 2012 at 9:30 a.m.
 July 27, 2012 at 9:30 a.m.
 August 24, 2012 at 9:30 a.m.
 September 28, 2012 at 9:30 a.m.
 October 26, 2012 at 9:30 a.m.
 November 16, 2012 at 9:30 a.m.
 December 28, 2012 at 9:30 a.m.
 January 11, 2013 at 9:30 a.m. (annual meeting)

Section 12. Motion Mr. Spickerman, second Mr. Hoffman -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. Motion Mr. Hoffman, second Mr. Milliman -the Agency hereby undertakes to comply with all other provisions of the PAAA applicable to the Agency as diligently as possible.

Section 14. Motion Mr. Hoffman, second Mr. Milliman -that all of the actions of the officers of the Agency during the preceding year are hereby ratified and confirmed.

Section 15. Motion Mr. Hoffman, second Mr. Milliman -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. Additionally, the Board members are signatories on bank resolutions.

Section 16. This resolution shall take effect immediately.

Other business: On motion of Mr. Milliman, second by Mr. Hoffman the Board authorizes increasing the limit on the Lyons National Bank Business VISA to \$5,000.00; and also authorizes a card to be issued to Margaret Churchill, David Richards and Jared VanDusen.

Next Ms. Churchill and Mr. Richards updated the board on the recent announcement that Paul T. Freund Co. in Palmyra was closing. A reorganization is occurring within its entities and a new company – Pulp Packaging Co. – will be opening.

Ms. Churchill invited the Board to tour the Silver Hill Technology Park site as a possible relocation space. The tentative date set was Friday, January 20th, 2012, with members of the Board of Supervisor's planning and economic development committee, along with the County Administrator and the WCIDA Board invited.

There being no further business, the meeting adjourned at 10:35 a.m.

Respectfully submitted,

Marie Leisenring

Secretary

