

Wayne County Industrial Development Agency
Minutes – Annual Meeting
January 11, 2013

The annual meeting of the Wayne County Industrial Development Agency was called to order by Chairman David Spickerman at 9:30 a.m. on Friday, January 11th, 2013, at 16 William Street, Lyons. Members present: David Spickerman, James Hoffman, Pamela Heald and Willard Milliman. Also present: Lori Spalding of Wayne County Dialysis Properties; Bill Hammond, Macedon Town Supervisor; Bob McNary, Director of County Planning & Economic Development; John Morell, Esq., M. Churchill, D. Richards, and M. Leisenring.

On motion of Mr. Milliman, seconded by Mr. Hoffman and carried the minutes of 12/7/2012 were approved.

Next Lori Spalding of Wayne County Dialysis Properties gave an overview of the project they are proposing for the Village of Newark. The public hearing for this project was held on 1/8/2013. After a question/answer period, Ms. Spalding thanked the board for their consideration and left the meeting.

Next, the following resolution was considered.

RESOLUTION
(2013 Annual Meeting)

A regular meeting of the Wayne County Industrial Development Agency was convened on January 11, 2013, at 9:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 1/2013 - _____

**RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY IN CONNECTION WITH ITS 2013
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 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. 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 Margaret Churchill 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 Margaret Churchill 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 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. 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. 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 31, 2013 at 9:30 a.m.
- February 22, 2013 at 9:30 a.m.
- March 22, 2013 at 9:30 a.m.
- April 26, 2013 at 9:30 a.m.
- May 31, 2013 at 9:30 a.m.
- June 28, 2013 at 9:30 a.m.
- July 26, 2013 at 9:30 a.m.
- August 23, 2013 at 9:30 a.m.
- September 27, 2013 at 9:30 a.m.
- October 25, 2013 at 9:30 a.m.
- November 22, 2013 at 9:30 a.m.
- December 20, 2013 at 9:30 a.m.
- January 10, 2014 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. That all of the actions of the officers of the Agency during the preceding year are hereby ratified and confirmed.

Section 15. 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 16. This resolution shall take effect immediately.

On motion of Ms. Heald, seconded by Mr. Milliman and carried this resolution was unanimously approved.

Resolution A- Authorizing resolution for Payment-in-lieu-of Taxes agreement and associated agreements with Wayne County Dialysis Properties, as prepared by Justin Miller, copy attached. It was noted that Mr. Hoffman abstained as he is a member of the Newark-Wayne Community Hospital Board. Ms. Churchill also wanted it noted in the minutes that she is a member of the Newark-Wayne Community Hospital Board.

Resolution A: Attorney's resolution copy attached.

Moved: Ms. Heald Second: Mr. Milliman

Ayes: Ms. Heald, Mr. Milliman, Mr. Spickerman

Nays: None

Abstain: Mr. Hoffman

Resolution B- Authorizing loan for Wayne County Dialysis Properties

Whereas, Wayne County Dialysis Properties, LLC has requested \$200,000 from the Revolving Loan Fund to assist them in the establishment of a renal dialysis clinic located at 305 West Shore Boulevard, Newark, NY; and

Whereas, FMC – New York Dialysis, Inc. will be the tenant and operator of the clinic and has projected the creation of 16 new full-time jobs; and

Whereas the Loan Review Committee has recommended approval of their request; be it therefore

Resolved, that WCIDA approves the recommendation of the Loan Review Committee per the attached Credit Memorandum.

Moved: Ms. Heald Second: Mr. Milliman

Ayes: Ms. Heald, Mr. Milliman, Mr. Spickerman

Nays: None

Abstain: Mr. Hoffman

Resolution C- Authorizing agreement for services with Linda Wiener

Whereas, Ms. Wiener has provided accounting assistance to the agency and corporations through the firm Martin and Wiener and has recently left such firm and joined Francis M. Celona, CPA,PA; be it hereby

Resolved that continuation of services by Ms. Wiener through the new firm is hereby approved using the same cost parameters as have existed in the past.

Moved: Mr. Milliman Second: Ms. Heald

Ayes: Ms. Heald and Messrs. Milliman, Spickerman and Hoffman

Nays: None

Resolution D- Authorizing professional services agreements

Whereas the IDA has previously established a formal Business Retention and Expansion program and, as part of the program, uses professional contracted representatives; and

Whereas the IDA is desirous of continuing and expanding the program, be it hereby

Resolved that contracts with John Strait and Joan Delaro are approved at amounts not to exceed \$20,000 and \$8,000 respectively, for the next twelve month period, using existing hourly rate of \$20 and reimbursement of mileage and other pre-approved expenses. It was requested that activity reports for these contracted professionals be provided to the Board.

Moved: Mr. Milliman Second: Ms. Heald
Ayes: Ms. Heald and Messrs. Milliman, Hoffman, Spickerman
Nays: None

Ms. Churchill next discussed Ontario Midland Railroad and an on-going situation with one of their crossings. On motion of Mr. Milliman, seconded by Ms. Heald the Board recommends contacting the county sheriff's department to investigate the complaint; and contacting the Town of Ontario regarding an access road to the property in question.

There being no further business, the meeting was adjourned at 11:18 a.m.

Respectfully submitted,

Marie Leisenring
Secretary

