Wayne Industrial Sustainability Development Corp.
Annual Meeting – Minutes
1/10/2014

The annual meeting of the Wayne Industrial Sustainability Development Corporation was convened by Chairman David Spickerman at 9:51 a.m. on Friday, January 10, 2014, at 16 William Street, Lyons. Members Present: James Hoffman, Willard Milliman, Pamela Heald, Robert Havrilla and David Spickerman. Also present: Bill Hammond, Macedon Town Supervisor; Bob McNary, Director County Planning/Econ.Dev.; John Morell, Esq., M. Churchill, D. Richards, and M. Leisenring.

On motion of Mr. Milliman, seconded by Mr. Hoffman and carried the minutes of the meeting held 12/13/2013 were approved.

On motion of Mr. Havrilla, seconded by Mr. Milliman, the following resolution was approved:

RESOLUTION OF THE WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION IN CONNECTION WITH ITS 2014 ANNUAL MEETING

WHEREAS, the **WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION** (hereinafter called the "Corporation") is a not-for-profit local development corporation under Section 1411 of the Not-For-Profit Corporation Law of the State of New York; and

WHEREAS, pursuant to the Corporation's By-Laws the Corporation is holding its annual meeting to address various organizational matters.

WHEREAS, the New York State Legislature adopted the Public Authorities Accountability Act of 2005 (the "PAAA"), as amended by the Public Authority Reform Act of 2009, Chapter 506 of 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 Corporation to annually review and approve it 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 and the "Related Policies") to comply with the provisions of the PAAA; and

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the Corporation (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	Pamela Heald
Secretary	Willard Milliman
Assistant Secretary	Marie Leisenring

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

Section 3. That Margaret Churchill is hereby elected Executive Director of the Corporation.

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

Section 5. That Marie Leisenring is hereby elected Records Management Officer of the Corporation.

Section 6. 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 Not-For-Profit Corporation Law and the Public Authorities Law of New York State.

Section 7. 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 8. That the accounting firm of EFP Rotenberg, LLP is hereby appointed as the Auditor for the Corporation until such time as the Board appoints a new Auditor.

Section 9. That Willard Milliman, Robert Havrilla and Pamela Heald are hereby 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 Corporation for the next year to be held at 16 William Street, Lyons, New York is as followings:

March 21, 2014 at 10:30 a.m.
October 24, 2014 at 10:30 a.m.
November 21, 2014 at 10:30 a.m.
January 9, 2015 at 10:30 a.m. (annual meeting)

Section 12. The Corporation hereby finds and determines:

(a) By virtue of the Act, the Corporation 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 will allow the Corporation to continue to operate in compliance with the Act and in compliance with the PAAA, and cause the Corporation to operate more efficiently, openly and with greater accountability to the residents of Wayne County.

In consequence of the foregoing, the Corporation 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 Corporation.
(g) The Procurement Policy attached hereto as **Exhibit G**; and
(h) The Defense and Indemnification Policy attached hereto as **Exhibit H**.

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

Section 14. That all of the actions of the officers of the Corporation during the preceding year are hereby ratified and confirmed.

Section 15. The Corporation 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 Corporation with respect to such activities are hereby approved, ratified and confirmed.

Section 16. This resolution shall take effect immediately.

There being no further business, the meeting adjourned at 9:54 a.m.

Respectfully submitted,

Marie Leisenring, Assistant Secretary