

Wayne County Industrial Development Agency
Minutes – Annual Meeting
January 5, 2018

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 5th, 2018, at 9 Pearl Street, Lyons. Members present: David Spickerman, Robert Havrilla, and Steven LeRoy. Also present: Ken VanFleet, WCCFDC Board; Macedon Town Supervisor Sandy Pagano; John Morell, Esq., Brian Pincelli, Director of Planning and Economic Dev.; and M. Churchill and M. Leisenring.

On motion of Mr. LeRoy, seconded by Mr. Havrilla and carried the minutes of 12/15/2017 were unanimously approved. It is noted that the board praised the new pictures in the conference room. Kudos were given to Tracy Lambie, Planning Secretary, as she not only took most of the photos but was responsible for their framing and placement. Truly a wonderful addition to the newly renovated conference room.

On motion of Mr. LeRoy, seconded by Mr. Havrilla and carried the following resolution was unanimously approved:

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT
AGENCY IN CONNECTION WITH ITS 2018 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

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	Steven LeRoy
Treasurer	Robert Havrilla
Assistant Treasurer	James Hoffman
Secretary	James Hoffman
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 4. That Brian Pincelli is hereby elected Chief Executive Officer of the Agency.

Section 5. That Margaret Churchill is hereby elected Executive Director of the Agency.

Section 4. That Brian Pincelli is hereby elected 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 **EFPR Group, LLP** is hereby appointed as the Auditor for the Agency until such time as the Board appoints a new Auditor.

Section 9. That Pamela Heald, Robert Havrilla, James Hoffman and Kenneth VanFleet 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 Pamela Heald, Robert Havrilla, James Hoffman and Kenneth VanFleet 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 9 Pearl Street, Lyons, New York is as followings:

January 26, 2018 at 9:30 a.m.
February 23, 2018 at 9:30 a.m.
March 23, 2018 at 9:30 a.m.
April 27, 2018 at 9:30 a.m.
May 25, 2018 at 9:30 a.m.
June 22, 2018 at 9:30 a.m.
July 27, 2018 at 9:30 a.m.
August 24, 2018 at 9:30 a.m.
September 28, 2018 at 9:30 a.m.
October 26, 2018 at 9:30 a.m.
November 16, 2018 at 9:30 a.m.
December 14, 2018 at 9:30 a.m.
January 4, 2019 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.

