

AUTHORIZING RESOLUTION Attachment One – 5/19/17
(WISDC Merger)

A regular meeting of the Directors of the Wayne Economic Development Corporation was convened on May 19, 2017 at 11:00 a.m.

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

Resolution No. ___

RESOLUTION OF THE DIRECTORS OF THE WAYNE ECONOMIC DEVELOPMENT CORPORATION (“WEDC”) AUTHORIZING THE MERGER OF WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION (“WISDC”) INTO WEDC IN ACCORDANCE WITH THE NOT-FOR-PROFIT CORPORATION LAW

WHEREAS, the Wayne County Industrial Development Agency (the “Agency”) previously facilitated the incorporation of the Wayne Economic Development Corporation (“WEDC”) as a not-for-profit local development corporation under Article 19 of the former Membership Corporation Law to support and further the activities of the Agency pursuant to a Certificate of Incorporation filed on October 1, 1968, as amended pursuant to a Certificates of Reincorporation filed on June 28, 2007, a Certificate of Merger filed on June 16, 2009 and a Certificate of Amendment filed on January 29, 2010 (collectively, the “Certificate of Incorporation”, copies of which are attached hereto as **Exhibit A**, and as may be amended); and

WHEREAS, the Agency previously facilitated the incorporation of the Wayne Industrial Sustainability Development Corporation (“WISDC”) as a not-for-profit local development corporation pursuant to Sections 201 and 1411 of the Not-for-Profit Corporations Law (“N-PCL”) to support and further the activities of the Agency pursuant to a Certificate of Incorporation filed on October 5, 2005, as amended pursuant to Certificates of Amendment filed on August 29, 2006 and January 28, 2010 (collectively, the “WISDC Certificate of Incorporation”, copies of which are attached hereto as **Exhibit B**, and as may be amended); and

WHEREAS, in the interests of efficiency and consolidation of operations, WEDC and WISDC desire to undertake a merger in accordance with the N-PCL with WEDC serving as the surviving corporate entity (collectively, the “Merger”); and

WHEREAS, in furtherance of the Merger, WEDC and WISDC have prepared a Plan of Merger pursuant to and in accordance with N-PCL Section 902 (the “Plan of Merger”, a copy of which is attached hereto as **Exhibit C**); and

WHEREAS, WEDC desires to (i) approve the Plan of Merger and submit same to the Members of the Corporation for approval in accordance with N-PCL Section 903(a); and (ii) authorize all actions necessary to undertake the Merger.

NOW, THEREFORE, BE IT RESOLVED by the Directors of the WEDC as follows:

Section 1. The Directors of WEDC hereby approve and adopt the proposed Plan of Merger and hereby authorizes and directs the scheduling, notice and conduct of a special meeting of the Members of WEDC to be held pursuant to N-PCL Section 903 at which the Plan of Merger will be presented and submitted to a vote of the Members for their approval.

Section 2. The Directors hereby authorize the officers of WEDC to execute the Plan of Merger and, upon receipt of necessary approvals, to file or cause to be filed a Certificate of Merger in the Office of the Secretary of State of New York together with such other documents as may be required by law.

Section 3. The officers, employees and agents of WEDC are hereby authorized and directed for and in the name and on behalf of WEDC to do all acts and things required and to execute and deliver all such checks, certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by WEDC with all of the terms, covenants and provisions of the documents executed for and on behalf of WEDC.

Section 4. This resolution shall take effect immediately.

On motion duly made by Director Heald and seconded by Director Havrilla, the foregoing resolutions were placed before the Board of Directors of the Corporation:

	Aye	Nay	Abstain	Absent
David Spickerman, Chair				XX
Steven LeRoy, Vice Chair	XX			
Pamela Heald, Treasurer	XX			
James Hoffman, Secretary/Asst Treas.	XX			
Robert Havrilla, Member	XX			

STATE OF NEW YORK)
COUNTY OF WAYNE) SS:

I, the undersigned Assistant Secretary of Wayne Economic Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of Wayne Economic Development Corporation (“WEDC”), including the resolution contained therein, held on May 19, 2017, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of WEDC and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all Directors of said WEDC had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the Directors of WEDC present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 19th day of May, 2017.

Marie Leisenring, Assistant Secretary

[SEAL]