

Wayne County Industrial Development Agency
Minutes – Annual Meeting
January 29, 2016

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 29th, 2016, at 16 William Street, Lyons. Members present: David Spickerman, James Hoffman, Pamela Heald and Steven LeRoy. Also present: Bob McNary, Director of County Planning & Economic Development; John Morell, Esq., M. Churchill, D. Richards, and M. Leisenring.

On motion of Ms. Heald, seconded by Mr. Hoffman and carried the minutes of 12/18/2015 were approved.

On motion of Mr. Hoffman, seconded by Ms. Heald and carried the following resolution was unanimously approved:

**RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY IN CONNECTION WITH ITS 2016
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	Pamela Heald
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 3. That Robert McNary is hereby elected Chief Executive Officer of the Agency.

Section 4. That Margaret Churchill is hereby elected Executive Director of the Agency.

Section 5. That David Richards is hereby elected Deputy Executive Director and Chief Financial 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 her 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 7. That Margaret Churchill is hereby elected the Contracting Officer of the Corporation to serve for the ensuing year and until her 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 Marie Leisenring is hereby elected as the Records Management Officer.

Section 9. That the accounting firm of EFPR Group CPAs PLLC is hereby appointed as the Auditor for the Agency until such time as the Board appoints a new Auditor.

Section 10. That James Hoffman 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 11. That James Hoffman 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 12. 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:

- February 26, 2016 at 9:30 a.m.
- March 25, 2016 at 9:30 a.m.
- April 22, 2016 at 9:30 a.m.
- May 20, 2016 at 9:30 a.m.
- June 24, 2016 at 9:30 a.m.
- July 22, 2016 at 9:30 a.m.
- August 26, 2016 at 9:30 a.m.
- September 23, 2016 at 9:30 a.m.
- October 28, 2016 at 9:30 a.m.
- November 18, 2016 at 9:30 a.m.
- December 16, 2016 at 9:30 a.m.
- January 6, 2017 at 9:30 a.m. (annual meeting)

Section 13. 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 14. The Agency hereby undertakes to comply with all other provisions of the PAAA applicable to the Agency as diligently as possible.

Section 15. That all of the actions of the officers of the Agency during the preceding year are hereby ratified and confirmed.

Section 16. 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 17. This resolution shall take effect immediately.

Resolution A – Authorizing Support Letters for Upstate Revitalization Initiative Proposals

Whereas, the Finger Lakes Region was one of the designated recipients of the Upstate Revitalization Initiative funds from NYS, providing \$500,000,000 for regional endeavors in specific categories over the next five years; and

Whereas the portal for submitting both pre-application notices and applications for URI applications and consolidated funding applications (CFA) is open; and

Whereas, Wayne County businesses, municipalities and organizations are and will be interested in submitting proposals; be it hereby

Resolved, that, with approval from the CEO and Executive Director, members of staff, including the CEO and Executive Director, are authorized to provide support letters for projects.

Move: Ms. Heald

Second: Mr. LeRoy

Ayes: Ms. Heald and Messrs. LeRoy, Hoffman and Spickerman Nays: None

Ms. Churchill next asked the board to e-mail her their suggestions for potential board members as well as audit and governance committee members. With the resignation of Willard Milliman due to illness, there is now a vacancy on the board as well as on both the audit and governance committees. Ms. Churchill noted that the board member cannot be anyone that has had a project with the WCIDA in the past two years.

Ms. Churchill also extended to the Board membership in NYS-EDC. The IDA can include its board members as associate members.

Ms. Churchill mentioned the letter she sent regarding the Ginna nuclear plant. Steve LeRoy also sent a letter on behalf of the county.

Mr. McNary mentioned that the broadband steering committee will be meeting. Also the branding group steering committee has met.

Mr. Richards gave a brief update on the EZ BAR reports. To date, 31 of the 44 companies have sent in their reports.

There being no further business, the meeting adjourned at 10:42 a.m.

Respectfully submitted,

Marie Leisenring, Assistant Secretary

