

Wayne County Industrial Development Agency
Minutes – Annual Meeting
January 6, 2017

The annual meeting of the Wayne County Industrial Development Agency was called to order by Chairman David Spickerman at 9:40 a.m. on Friday, January 6th, 2017, at 9 Pearl Street, Lyons. Members present: David Spickerman, James Hoffman, Pamela Heald and Steven LeRoy. Also present: John Morell, Esq., M. Churchill and M. Leisenring.

On motion of Mr. Hoffman, seconded by Mr. LeRoy and carried the minutes of 12/16/2016 were unanimously approved.

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

**RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY IN CONNECTION WITH ITS 2017
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 _____ 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 _____ is hereby elected Deputy Executive Director and Chief Financial Officer of the Corporation.

Section 6. That Tanya Hasseler 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, Robert Havrilla, Kenneth VanFleet 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, Robert Havrilla, Kenneth VanFleet 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 9 Pearl Street, Lyons, New York is as followings:

- January 27, 2017 at 9:30 a.m.
- February 24, 2017 at 9:30 a.m.
- March 24, 2017 at 9:30 a.m.
- April 28, 2017 at 9:30 a.m.
- May 19, 2017 at 9:30 a.m.
- June 23, 2017 at 9:30 a.m.
- July 28, 2017 at 9:30 a.m.
- August 25, 2017 at 9:30 a.m.
- September 22, 2017 at 9:30 a.m.
- October 27, 2017 at 9:30 a.m.
- November 17, 2017 at 9:30 a.m.
- December 15, 2017 at 9:30 a.m.
- January 5, 2018 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 for annual FAME Event

Whereas, Finger Lakes Advanced Manufacturing Enterprises (FAME) has aggressively connected with educators at every level to understand manufacturing companies’ need for students to explore and develop skills necessary for manufacturing, in order to help address the current crisis in the market; and

Whereas, FAME holds an annual event each year and the WCIDA has been an advocate and sponsor; be it hereby

Resolved, that the WCIDA board of Directors hereby authorizes sponsorship of the event in the amount of \$5,000.00.

Moved: Ms. Heald

Second: Mr. Hoffman

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

Nays: None

Resolutions B – was pulled – not necessary

Resolution C – Authorize Purchase of Office Furniture for the ED/Planning Director’s Office

Whereas, the current furniture in the director’s office is mismatched, dated and unsuitable for the atmosphere the Agency and County are developing in order to attract and grow industry, create a welcoming and work-conducive space and enhance the brand; be it hereby

Resolved, that the WCIDA Board of Directors hereby authorizes the purchase of office furniture for the director’s two room suite at a cost not to exceed \$7,000; to be purchased after the new director has begun working here.

Moved: Ms. Heald

Second: Mr. Hoffman

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

Nays: None

There being no further business, the meeting adjourned at 10:30 a.m. to the annual meeting of WEDC.

Respectfully submitted,

Marie Leisenring, Assistant Secretary