

**ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
ANNUAL HOUSEKEEPING RESOLUTION 2018**

A regular meeting of Ulster County Industrial Development Agency (the “Agency”) was convened in public session at the Ulster County Legislative Chambers, 6th Floor, Ulster County Office Building, 244 Fair Street, Kingston, New York on February 14, 2018 at 8:00 a.m., local time.

The meeting was called to order by the Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

John R. Morrow	Chair
Randall Leverette	Vice Chair
Michael Bernholz	Treasurer
Michael Bernholz, James Malcolm, or John Livermore	Assistant Secretary
John Livermore	Assistant Treasurer
Michael Bernholz	Member

ABSENT:

Robert Kinnin	Secretary
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Suzanne Holt	Director, Office of Economic Development
Evelyn Heinbach	Office of Economic Development
Bernadette Andreassen	Office of Economic Development
A. Joseph Scott, III, Esq.	Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0117-____

RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE AGENCY.

WHEREAS, Ulster County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 787 of the 1976 Laws of New York, as amended, constituting Section 923 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency shall elect the officers of the Agency; and

WHEREAS, as provided in the Agency's by-laws and the Governance Committee Charter, the members of the Governance Committee have reviewed and made certain recommendations on the Agency policies; and

WHEREAS, the members of the Agency desire to make certain appointments and approve certain administrative matters;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves and confirms the policies described in Schedule A and contained in the Agency's Policy Manual.

(C) Approves that this meeting shall constitute the annual meeting of the Agency as provided in the By-Laws of the Agency.

Section 2. The Agency hereby authorizes the Chairman and the Agency Staff to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

John R. Morrow	VOTING	<u>Yes</u>
Randall Leverette	VOTING	<u>Yes</u>
Robert Kinnin	VOTING	<u>Absent</u>
John Livermore	VOTING	<u>Yes</u>
James Malcolm	VOTING	<u>Yes</u>
Michael Bernholz	VOTING	<u>Yes</u>

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the “Agency”), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency held on February 14, 2018 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 14th day of February, 2018

(Assistant) Secretary

(SEAL)

SCHEDULE A

- SEE ATTACHED -

Confirmation of Regular Agency Meeting Schedule	8:00 a.m. the second Wednesday of each month
Officers of the Agency	John R. Morrow, Chairman Randall Leverette, Vice Chairman Robert Kinnin, Secretary Michael Bernholz, James Malcolm or John Livermore, Assistant Secretary Michael Bernholz, Treasurer John Livermore, , Assistant Treasurer James Malcolm, Member
Appointment of Chief Executive Officer	John R. Morrow
Appointment of Chief Financial Officer to the Agency	Christopher Rioux, CFO
Staff of the Agency	Ulster County Office of Economic Development
Appointment of Accounting Firm of the Agency	Pattison, Koskey, Howe & Bucci CPAs PC
Appointment of Agency Counsel	Hodgson Russ LLP
Appointment of Bond Counsel to the Agency	Hodgson Russ LLP
Appointment of Bank of the Agency and Accounts	Bank of Greene County
Approval and Confirmation of Agency Policies	Mission Statement Code of Ethics Compensation Policy Defense and Indemnification Policy Enforcement of Agency Projects Policy Fee Schedule Policy Investment and Deposit Policy No Extension of Credit Policy PILOT Points Calculator Policy Respecting Uniform Criteria for the Evaluation of Projects Procurement Policy Property Disposition Policy Travel Policy and Discretionary Funds Policy Uniform Tax Exemption Policy Uniform Tax Policy Matrix Whistleblower Policy
Appointment of Contract Officer	John R. Morrow
Appointment of Investment Officer	John R. Morrow
Appointment of Governance Committee Members	James Malcolm, Chairman Robert Kinnin Randall Leverette
Appointment of Audit Committee Members	John Livermore, Chairman Randall Leverette Michael Bernholz
Appointment of Finance Committee Members	John R. Morrow, Chairman Randall Leverette Robert Kinnin John Livermore James Malcolm Michael Bernholz