

**ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
ANNUAL HOUSEKEEPING RESOLUTION 2017**

A regular meeting of Ulster County Industrial Development Agency (the "Agency") was convened in public session at the Karen Binder Library, 6th Floor, Ulster County Office Building, 244 Fair Street, Kingston, New York on January 11, 2017 at 8:00 a.m., local time.

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

PRESENT:

Michael Horodyski	Chair
John Morrow	Vice Chair
Randall Leverette	Treasurer
John Livermore	Assistant Secretary
James Malcolm	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
Linda Clark	Office of Economic Development
Christopher Fury	Office of Economic Development
A. Joseph Scott, III, Esq.	Agency Counsel

The following resolution was offered by Randall Leverette, seconded by John Livermore, 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:

Michael Horodyski	VOTING	<u>Yes</u>
John Morrow	VOTING	<u>Yes</u>
Robert Kinnin	VOTING	<u>Absent</u>
Randall Leverette	VOTING	<u>Yes</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.

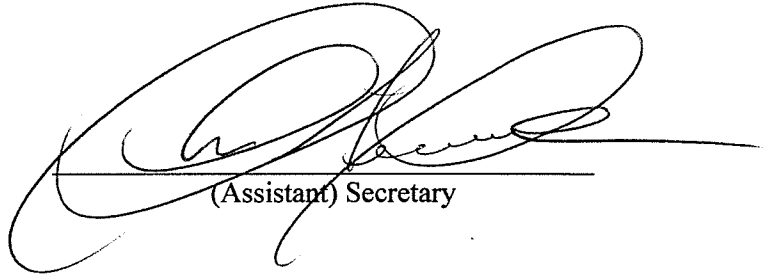
STATE OF NEW YORK)
) SS.:
COUNTY OF ULSTER)

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 January 11, 2017 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 11th day of January, 2017.



(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	Michael Horodyski, Chairman John Morrow, Vice Chairman Robert Kinnin, Secretary Randall Leverette, Treasurer John Livermore, Assistant Secretary James Malcolm, Member Michael Bernholz, Member
Appointment of Chief Executive Officer	Michael Horodyski
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	Catskill Hudson Bank
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	Michael Horodyski
Appointment of Investment Officer	Michael Horodyski
Appointment of Governance Committee Members	John Morrow, Chairman Robert Kinnin James Malcolm
Appointment of Audit Committee Members	Randall Leverette, Chairman John Livermore Michael Bernholz
Appointment of Finance Committee Members	Michael Horodyski, Chairman Michael Bernholz Robert Kinnin Randall Leverette John Livermore James Malcolm John Morrow