

ANNUAL HOUSEKEEPING RESOLUTION 2013

A regular meeting of Town of Guilderland Industrial Development Agency (the “Agency”) was convened in public session at the Mezza Notte Ristorante, 2026 Western Avenue, in the Town of Guilderland, Albany County, New York on March 27, 2013 at 6:00 o’clock p.m., local time.

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

PRESENT:

William Young	Chairman
James Shahda	Vice Chairman
Michael Bopp	Treasurer
Anthony Carrow	Secretary
Christopher Bombardier	Assistant Secretary/Assistant Treasurer

ABSENT:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Donald Csaposs	Chief Executive Officer
William Adams	Chief Financial Officer
Linda Cure	Administrative Assistant
A. Joseph Scott, III, Esq.	Agency Counsel

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

RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE AGENCY.

WHEREAS, Town of Guilderland 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 146 of the 1973 Laws of New York, as amended, constituting Section 909-a 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 TOWN OF GUILDERLAND 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.

Section 2. The Agency hereby authorizes the Chairman and the Chief Executive Officer 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:

William Young	VOTING	_____
James Shahda	VOTING	_____
Michael Bopp	VOTING	_____
Anthony Carrow	VOTING	_____
Christopher Bombardier	VOTING	_____

The resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Town of Guilderland 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 March 27, 2013 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 _____ day of March, 2013.

(Assistant) Secretary

(SEAL)

SCHEDULE A

Confirmation of Regular Agency Meeting Schedule

8:00 a.m. on an as needed basis

Election of Officers of the Agency

William Young	Chairman
James Shahda	Vice Chairman
Michael Bopp	Treasurer
Anthony Carrow	Secretary
Christopher Bombardier	Assistant Secretary/Assistant Treasurer

Appointment of Chief Executive Officer and Staff to the Agency

Donald Csaposs, Chief Executive Officer
William Adams, Chief Financial Officer
Linda Cure, Administrative Assistant

Appointment of Accounting Firm of the Agency

Marvin & Company, CPAs, P.C.

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

Berkshire Bank

Approval and Confirmation of Agency Policies

Uniform Tax Exemption Policy
Investment Policy
Procurement Policy
PAAA Policies

Appointment of Contract Officer

Donald Csaposs

Appointment of Investment Officer

Donald Csaposs

Appointment of Governance Committee Members

Christopher Bombardier	Chairman
James Shahda	
William Young	

Appointment of Audit Committee Members

William Young	Chairman
Anthony Carrow	
James Shahda	

Appointment of Finance Committee Members

Michael Bopp	Chairman
Christopher Bombardier	
Anthony Carrow	
William Young	
Donald Csaposs	(ex officio)