

## RESOLUTION

A special meeting of Auburn Industrial Development Authority was convened at Cayuga County Chamber of Commerce, 2 State Street, Auburn, New York 13021 on December 11, 2019 at 5:00 p.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. \_\_\_\_\_

RESOLUTION OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") (i) RATIFYING CERTAIN PRIOR-ADOPTED POLICIES, STANDARDS AND PROCEDURES IN CONNECTION WITH THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005; AND (ii) RATIFYING CERTAIN AUTHORITY POLICIES AND PROCEDURAL MATTERS IN FURTHERANCE OF THE PUBLIC AUTHORITY REFORM ACT OF 2009.

WHEREAS, by the provisions of the Auburn Industrial Development Authority Act, Chapter 915 of the 1969 Laws of New York constituting Title 15 of Article 8 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of New York, as amended (the "Act"), the Authority was created as a public benefit corporation of the State for the benefit of the City of Auburn (the "City"); and

WHEREAS, the Public Authorities Accountability Act of 2005 (the "PAAA"), which was signed into law on January 13, 2006 as Chapter 766 of the Laws of 2005, was enacted by the New York State Legislature to insure greater accountability and openness of public authorities throughout the State; and

WHEREAS, as a "local authority" as defined pursuant to Section 2 of the Public Authorities Law ("PAL") the Authority, by resolution adopted October 17, 2006, adopted requisite policies, standards and procedures in furtherance of PAAA, certain elements of which the Authority desires to reaffirm and ratify herewith; and

WHEREAS, by Chapter 506 of the Laws of 2009, the Public Authority Reform Act of 2009 ("PARA") imposed new requirements upon certain local authorities of the State, including the Authority; and

WHEREAS, the Authority desires to ratify, reaffirm and reinstate certain policies and committee charters of the Authority in furtherance of the PAAA and PARA.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

Section 1. The Authority hereby ratifies, reaffirms, reinstates, approves and adopts the following policies and procedures previously reviewed and approved by the Authority, in substantially the forms attached hereto as **Exhibit A**, to be effective for the calendar year 2018 or until such time as successor policies and procedures shall have been approved by the Authority:

- (a) Authority Bylaws;
- (b) Authority Salary, Compensation, and Reimbursement Policy;
- (c) Authority Code of Ethics;
- (d) Authority Whistleblower Policy;
- (e) Authority Investment Policy;
- (f) Authority Travel Policy;
- (g) Authority Procurement Policy; and
- (h) Authority Defense and Indemnification Policy.

Section 2. In furtherance of PARA, the Authority hereby ratifies, reaffirms, reinstates, approves, and adopts the following policies, guidelines, and charters previously reviewed and approved by the Authority in substantially the forms attached hereto as **Exhibit B**, to be effective for the calendar year 2019 or until such time as successor policies, guidelines, and charters shall have been approved by the Authority:

- (a) Authority Extension of Credit Policy;
- (b) Authority Property Disposition Guidelines;
- (c) Audit Committee Charter
- (d) Finance Committee Charter; and
- (e) Governance Committee Charter.

Section 3. In accordance with the PAAA and PARA, the following Authority Board members are appointed and shall serve on the following committees for the calendar year 2019 or until such time as their successors shall have been nominated and appointed:

- (a) Audit Committee:
  - a. Roger Beer
  - b. Ronald LaVarnway
  - c. Brandon Gravius
- (b) Finance Committee:
  - a. James Dacey
  - b. Jeff Gasper
  - c. Tricia Kerr
- (c) Governance Committee:
  - a. James Dacey
  - b. Terry Cuddy
  - c. Mike Quill

Section 4. The Authority hereby appoints Executive Director Tracy Verrier as the Authority Contracting Officer and Authority Treasurer Joseph Sheppard as the designated representative of the Authority for reporting purposes in connection with the Public Authority Reporting Information System (“PARIS”), as administered by the Authority Budget Office of the State of New York (“ABO”), each of whom shall serve for the calendar year 2019, or until such time as their respective successors shall have been nominated and appointed.

Section 5. These Resolutions shall take effect immediately.

The question of the adoption of the foregoing Resolutions was duly put to a voice vote, which resulted as follows:

*Yea*      *Nay*      *Absent*      *Abstain*

James A. Dacey, Chairman  
William Andre, Member  
Roger Beer, Member  
Terry Cuddy, Member  
Michael Quill, Member  
Tricia Kerr, Member  
Ronald LaVarnway, Member  
Jeff Gasper, Member  
Brandon Gravius, Member

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK                    )  
COUNTY OF CAYUGA                 ) SS:

I, the undersigned Secretary of the Auburn Industrial Development Authority, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Auburn Industrial Development Authority (the “Authority”), including the resolution contained therein, held on March 20, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Authority and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Authority had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Authority 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Authority this \_\_\_\_ day of December, 2019.

\_\_\_\_\_  
Samantha Frugé  
Assistant Secretary

[SEAL]

**Exhibit A**

**Exhibit B**