

**ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
ANNUAL HOUSEKEEPING RESOLUTION 2013**

A regular meeting of Ulster County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 5 Development Court in the City of Kingston, Ulster County, New York on February 13, 2013 at 8:00 o'clock a.m., local time.

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

**PRESENT:**

David O'Halloran	Chairperson
John Morrow	Secretary
Stephen Perfit	Treasurer
Paul Colucci	Assistant Chairperson/Assistant Secretary
Mike Horodyski	Assistant Chairperson/Assistant Secretary
Robert Kinnin	Assistant Chairperson/Assistant Secretary
James Malcolm	Assistant Chairperson/Assistant Secretary

**ABSENT:**

**THE FOLLOWING PERSONS WERE ALSO PRESENT:**

March Gallagher	Ulster County Director of Business Services
Burt Gulnick	Ulster County Finance Director
Linda Clark	Office of Business Services
A. Joseph Scott, III, Esq.	Agency and Bond Counsel

The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_,  
to wit:

**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 (Vice) Chairperson 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:

David O’Halloran	VOTING	_____
John Morrow	VOTING	_____
Stephen Perfit	VOTING	_____
Paul Colucci	VOTING	_____
Mike Horodyski	VOTING	_____
Robert Kinnin	VOTING	_____
James Malcolm	VOTING	_____

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 13, 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 February, 2013.

\_\_\_\_\_  
(Assistant) Secretary

(SEAL)

## SCHEDULE A

### Confirmation of Regular Agency Meeting Schedule

2<sup>nd</sup> Wednesday of each month at 8:00 a.m.

### Election of Officers of the Agency

David O'Halloran, Chairman  
John Morrow, Treasurer  
Stephen Perfit, Secretary  
Paul Colucci, Assistant Chairman/Assistant Secretary  
Mike Horodyski, Assistant Chairman/Assistant Secretary  
Robert Kinnin, Assistant Chairman/Assistant Secretary  
James Malcolm, Assistant Chairman/Assistant Secretary

### Appointment of Chief Executive Officer

David O'Halloran, CEO

### Appointment of Chief Financial Officer to the Agency

Burt Gulnick, CFO

### Staff of the Agency

Ulster County Office of Business Services

### Appointment of Accounting Firm of the Agency

Teal, Becker & Chiamonte, CPAs

### 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

Key Bank  
M&T 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  
Grant Funding Criteria and Application  
Investment and Deposit Policy  
Procurement Policy  
Property Disposition Policy  
Travel Policy and Reconciliation of Expense  
Uniform Tax Exemption Policy  
Uniform Tax Policy Matrix  
Whistleblower Policy

Appointment of Contract Officer

David O'Halloran

Appointment of Investment Officer

David O'Halloran

Appointment of Governance Committee Members

John Morrow, Chair  
Robert Kinnin  
James Malcolm

Appointment of Audit Committee Members

Stephen Perfit, Chair  
Paul Colucci  
Mike Horodyski

Appointment of Finance Committee Members

David O'Halloran  
John Morrow  
Stephen Perfit  
Paul Colucci  
Mike Horodyski  
Robert Kinnin  
James Malcolm