



Cape Vincent Local Development Corporation

121 S Market Street, Cape Vincent, NY 13618

Board Resolution No. 2022-10-1

RESOLUTIONS ADOPTING CERTAIN POLICIES, STANDARDS, AND PROCEDURES PURSUANT TO THE APPLICABLE LAWS OF THE STATE OF NEW YORK

At the initial meeting of the Board of Directors of CAPE VINCENT DEVELOPMENT CORPORATION (the “Corporation”) on October 27, 2022, the following resolutions were proposed and approved by the Board:

WHEREAS, pursuant to the Not-For-Profit Corporation Law of the State of New York (the “State”), Article 14, Section 1411, as amended, the Corporation was created as a public benefit corporation of the State for the benefit of the Town and Village of Cape Vincent, NY; and

WHEREAS, the Corporation desires to ratify, reaffirm and reinstate certain policies, standards and procedures under the applicable laws of the State including the Public Authorities Accountability Act of 2005 which was signed into law on January 13, 2006 as Chapter 766 of the Laws of 2005 (the “PAAA”) and the Public Authorities Law (the “PAL”), and the Public Authority Reform Act of 2009 (the “PARA”) and the regulations promulgated pursuant to those laws (the “Laws”)

NOW THEREFORE be it RESOLVED by the Board of Directors of the Corporation as follows:

1. In furtherance of the requirements of the Laws, the Corporation hereby ratifies, reaffirms, reinstates, approves and adopts the following policies, procedures, guidelines and charters previously reviewed and approved by the Corporation in substantially the forms attached hereto as Exhibit A, to be effective for the remainder of the 2022 calendar year or until such time as successor policies, guidelines, procedures, and charters shall have been approved by the Corporation:
 - (a) Corporation Bylaws;
 - (b) Corporation Compensation and Attendance Policy;
 - (c) Corporation Code of Ethics;
 - (d) Corporation Whistleblower Policy;
 - (e) Corporation Investment Policy;
 - (f) Corporation Travel & Training Policy;
 - (g) Corporation Procurement & Lobbying Policy;
 - (h) Corporation Defense and Indemnification Policy;
 - (i) Corporation Extension of Credit Policy;



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- (j) Corporation Property Acquisition and Disposition Policy;
 - (k) Finance & Audit Committee Charter; and
 - (l) Governance Committee Charter.
2. In accordance with the Laws, the following Corporation Board members are appointed and shall serve on the following committees for remainder of the 2022 calendar year and or until such time as their successors shall have been nominated and appointed;
- (a) Finance & Audit Committee:
 - Joseph DeJoia (Chairperson)
 - Mary Farrell
 - Carol Thomas
 - Kathleen Karenko
 - (b) Governance Committee:
 - Sharon Sackie (Chairperson)
 - Amanda Mason
 - Nadirah Chestnut
 - Kathleen Karenko
3. The Corporation hereby appoints Carol Thomas, Treasurer as the Corporation Contracting Officer and MRB Group as the designated representative of the Corporation for reporting purposes in connection with the Public Authority Reporting System (“PARIS”) as administered by the Authority Budget Office of the State (“ABO”), each of whom shall serve for the remainder of the 2022 calendar year or until such time as their respective successors shall have been nominated and appointed.



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

	Yes	No	Abstain	Absent
Nadirah Chestnut				X
Joseph DeJoia	X			
Mary Farrell	X			
Kathleen Karenko	X			
Amanda Mason	X			
Sharon Sackie	X			
Carol Thomas	X			
Dan Wiley	X			
Pam Youngs	X			

The foregoing Resolutions were thereby adopted.

Mary Farrell
Board Chairperson