

RESOLUTION

An annual meeting of the Geneva Local Development Corporation was convened at 1 Franklin Street, Geneva, NY on January 4th, 2023 at 12:00pm.

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

Resolution No 1/2023-1

RESOLUTION OF THE GENEVA LOCAL DEVELOPMENT CORPORATION (THE “CORPORATION”) AMENDING, RATIFYING AND ADOPTING CERTAIN POLICIES, STANDARDS AND PROCEDURES IN CONNECTION WITH THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005 AND THE PUBLIC AUTHORITY REFORM ACT OF 2009.

WHEREAS, pursuant to the Not-For-Profit Corporation Law of the State of New York, Article 14, Section 1411, as amended, the Corporation was created as a public benefit corporation of the State for the benefit of the City of Geneva; 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 Corporation 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 Corporation; and

WHEREAS, the Corporation desires to ratify and adopt certain policies of the Corporation in furtherance of the PAAA and PARA.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE GENEVA LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Corporation hereby ratifies, reaffirms, reinstates, approves and adopts the following policies and procedures previously reviewed and approved by the Corporation, in substantially the forms attached hereto as **Exhibit A**, to be effective for the calendar year 2023, or until such time as successor policies and procedures shall have been approved by the Corporation:

- (a) Bylaws of the Corporation;
- (b) Mission and Goals;
- (c) Code of Ethics;
- (d) Compensation Policy;

- (e) Defense and Indemnification Policy;
- (f) Extension of Credit Policy;
- (g) Procurement Policy;
- (h) Property Acquisition Policy;
- (i) Public Meeting Video Conference Policy;
- (j) Real Property Disposition Guidelines; and
- (k) Travel Policy.

Section 2. The Corporation hereby amends, approves and adopts the following policies and procedures, in substantially the forms attached hereto as **Exhibit B**, to be effective for the calendar year 2023, or until such time as successor policies and procedures shall have been approved by the Corporation:

- (a) Conflict of Interest Policy;
- (b) Investment Policy; and
- (c) Whistleblower Policy.

Section 3. The Corporation hereby approves and adopts the following policies and procedures, in substantially the forms attached hereto as **Exhibit C**, to be effective for the calendar year 2023, or until such time as successor policies and procedures shall have been approved by the Corporation:

- (a) Governance Committee Charter;
- (b) Audit Committee Charter; and
- (c) Finance Committee Charter.

Section 4. The Corporation hereby appoints Tracy Verrier as the Corporation Contracting Officer and Authorized PARIS Representative, whom shall serve for the calendar year 2023 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 vote. All present voted in favor.

The Resolutions were thereupon duly adopted.

Exhibit A

Exhibit B

Exhibit C