



**ANNUAL MEETING MINUTES**  
**January 4, 2023 at 12pm**

**Board Members in Attendance**

David Linger\*  
Rob Sollenne  
Chevanne Devaney\*  
Dana Hollenbeck  
Paula Bucklin  
Peter Gillotte  
Craig Talmage  
*\*remote attendance*

**Others in Attendance**

Tracy Verrier, Executive Director, MRB Group  
Amie Hendrix, City Manager  
Bo Wright, Geneva School District

**Agenda Items**

**Call to Order:** Dave Linger called the meeting to order at 12:06pm with a quorum present.

**Financial Report:**

Tracy Verrier reviewed the financial report, noting that the prior accounts payable was cleared up by year end, and a new account payable was created for the BID contract.

- Motion to approve the 2022 Annual Financial Report by Rob Sollenne, second by Peter Gillotte. Motion carried unanimously.

**Committee Appointments:**

Tracy explained that there was a miscommunication about the terms for some board members, and it turns out that Rob Sollenne and Rob Koczent are terming off the board now, not at the end of the 2023. Further, Dana Hollenbeck's term is up, but she is open to being reappointed for an additional term. Those appointments will occur during the regular meeting, but do have impacts on the officer and committee appointments. The board will need a new vice chair and treasurer. The new Finance Committee also needs to be populated, referencing the committee sheet in the packet. The board was not ready to fill these positions yet, and agreed to revisit later in the meeting.

**Self Evaluations, Fiduciary & Conflict Forms:**

Tracy explained that all three are included in the packet and asked the board to return them to her as soon as possible.

**Committee Appointments (continued):**

Tracy asked if there were any volunteers. Craig was willing to step onto the finance committee. Dana suggested that the new board members may be a good fit for the finance committee since they are the two financial institution seats. The board agreed to revisit these appointment in February.

**Adjournment:**

Motion to adjourn by Dave Linger. The meeting adjourned by acclamation at 12:15pm.

**GENEVA LOCAL DEVELOPMENT CORPORATION**

CITY HALL- 47 CASTLE STREET- GENEVA, NEW YORK 14456

(315) 781-6104 – [tverrier@mrbgroup.com](mailto:tverrier@mrbgroup.com) - [www.cityofgenevany.com](http://www.cityofgenevany.com)

**BOARD OF DIRECTORS**

ROBERT SOLLENNE ('23) ~ CHEVANNE DEVANEY ('24) ~ DANA HOLLENBECK ('23)

PAULA BUCKLIN ('24) ~ ROBERT KOCZENT ('23) ~ DAVID LINGER ('23) ~ MARC RODRIGUEZ ('23) ~ PETER GILLOTTE ('23)

## RESOLUTION

An annual meeting of the Geneva Local Development Corporation was convened at 1 Franklin Street, Geneva, NY on January 4<sup>th</sup>, 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.

STATE OF NEW YORK )  
COUNTY OF ONTARIO ) SS:

I, the undersigned Secretary of the Geneva Local Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of Geneva Local Development Corporation (the "Corporation"), including the resolution contained therein, held on January 4, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation 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 Corporation 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 Corporation 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 this 9 day of JAN., 2023



Secretary

**Exhibit A**

**Exhibit B**

**Exhibit C**