



Cortland County

Business Development Corporation

**Minutes of the Board of Directors Meeting
December 12, 2022 – Noon
40-42 Main Street, Suite A, 2nd Floor Cortland New York, 13405**

Roll Call – Chairman McMahon called the meeting to order at 12:28 P.M.

Michael McMahon	<u>Chairman</u>	<u>Present</u>
Clint Brooks	<u>Board Member</u>	<u>Present</u>
Donald Richards	<u>Board Member</u>	<u>Present</u>
Jason Hage	<u>Board Member</u>	<u>Present</u>
Jerry Contento Jr.	<u>Board Member</u>	<u>Excused</u>
Johanna Ames	<u>Board Member</u>	<u>Excused</u>
John O. Reagan	<u>Board Member</u>	<u>Present</u>
Dr. Kathleen Burke	<u>Board Member</u>	<u>Present</u>
Lori Law	<u>Board Member</u>	<u>Excused</u>
Paul Dries	<u>Board Member</u>	<u>Present</u>
Stephen Compagni	<u>Board Member</u>	<u>Excused</u>
Robert Edwards	<u>Board Member</u>	<u>Present</u>
Garry VanGorder	Executive Director	<u>Present</u>
John Sidd	Counsel-Hancock Estabrook LLP	<u>Remote</u>
Karen Niday	Chief Financial Officer	<u>Present</u>
Eric Mulvihill	Economic Development Specialist	<u>Present</u>



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Kevin Fitch	Chair, Cortland County Legislature	<u>Remote</u>
Savannah Hempstead	Clerk, Cortland County Legislature	<u>Present</u>
Marie Weiss	Carpenters Local 277	<u>Present</u>

AGENDA

Approval of Minutes – November 14, 2022 – Chairman McMahan made a motion to approve the minutes, Mr. Brooks seconded the motion; all voting in favor, none opposed.

New Business –

- Nominate/Elect Officers - Chairman McMahan made a motion to reappoint the current corporation officers, Mr. Richards seconded the motion; all voting in favor, none opposed.
- Appoint Committees (Audit, Finance, Governance, Personnel) Chairman McMahan made a motion to reappoint the current members to the standing committees, Mr. Richards seconded the motion; all voting in favor, none opposed.
- Authorize Signatories – Chairman McMahan made a motion to authorize the corporation signatories, Mr. Richards seconded the motion; all voting in favor, none opposed.
- Adopt Corporation Policies – Chairman McMahan made a motion to adopt the corporation policies, Mr. Hage seconded the motion; all voting in favor, none opposed.
- Review Cortland Housing Assistance Council Conditional Grant Agreement – Ms. Niday reviewed the CHAC conditional grant agreement with the board.

Monthly Reports

- Finance Report
- Revolving Loan Fund
- Director’s Report/Project Updates

Adjourn- The meeting was adjourned at 12:46 P.M.

**CORTLAND COUNTY BUSINESS DEVELOPMENT CORPORATION RESOLUTION
APPOINTING OFFICERS**

APPOINTMENT OF OFFICERS.

RESOLVED, that the following persons are elected to the office(s) indicated next to their names to serve until their successor(s) shall be duly elected, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of this corporation, to take their respective office(s) immediately upon such appointment:

Office	Name
Chairman	Michael McMahon
Vice Chairman	Stephen Compagni
Treasurer	John O. Reagan
Secretary	Clint Brooks
Chief Executive Officer	Garry VanGorder
Chief Financial Officer	Karen Niday

RESOLVED, that the officers of this corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions, AND BE IT FURTHER

RESOLVED, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this corporation.

**CORTLAND COUNTY BUSINESS DEVELOPMENT CORPORATION RESOLUTION
APPOINTING SIGNATORIES**

WHEREAS, the Cortland County Business Development Corporation (BDC) Board of Directors is determined to grant signing and authority to certain person(s) described hereunder.


Name(s):	Position/Title:
Garry VanGorder	Chief Executive Officer
Karen Niday	Chief Financial Officer
Michael McMahon	Chairman
John O. Regan	Treasurer

RESOLVED, that the BDC Board of Directors is hereby authorized and approved to authorize and empower the above-named individual(s) to serve as signatories for this agency subject to agency by-laws.

The undersigned certifies that he is the properly elected and qualified Secretary of the agency which duly conforms pursuant to the laws of the state of New York, and that said meeting was held in accordance with state law and with the Bylaws of the above-named agency.

This resolution has been approved by the Board of Directors of Cortland County BDC on December 12, 2022.

I, as authorized by the agency, hereby certify and attest that all the information above is true and correct.



Clint Brooks
Secretary

**CORTLAND COUNTY BUSINESS DEVELOPMENT CORPORATION RESOLUTION
APPOINTING STANDING COMMITTEES FOR 2023**

RESOLVED, that the following persons are elected to the Agency Standing Committees which include Audit, Finance, Governance, and Personnel. These officers shall serve until their successor(s) shall be duly elected, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of this corporation.

Committee	Name(s)
Audit	John Reagan, Gerald Contento, Paul Dries, and Clint Brooks
Finance	John Reagan, Lori Law, Johanna Ames, and Jason Hage
Governance	Kathleen Burke, Don Richards, Gerald Contento, Amy Kremenek
Personnel	Stephen Compagni, Don Richards, Robert Edwards, Paul Dries
Revolving Loan	Johanna Ames, Jason Hage, Kathleen Burke, Amy Kremenek

AND BE IT FURTHER RESOLVED that these officers shall serve on the standing committees until December 31, 2023

The Annual Meeting of the Cortland County Business Development Corp was convened in public session on December 12, 2022, at 12:00 o'clock p.m., local time at the Corporation Offices located at 40-42 Main Street, Suite A, Cortland New York.

The meeting was called to order by the Chairman and, upon roll being called, the following directors of the BDC were:

PRESENT:

Michael McMahon	<u>Chairman</u>	<u>Present</u>
Clint Brooks	<u>Board Member</u>	<u>Present</u>
Donald Richards	<u>Board Member</u>	<u>Present</u>
Jason Hage	<u>Board Member</u>	<u>Present</u>
John O. Reagan	<u>Board Member</u>	<u>Present</u>
Dr. Kathleen Burke	<u>Board Member</u>	<u>Present</u>
Paul Dries	<u>Board Member</u>	<u>Present</u>
Robert Edwards	<u>Board Member</u>	<u>Present</u>

ABSENT:

Jerry Contento Jr.	<u>Board Member</u>	<u>Excused</u>
Johanna Ames	<u>Board Member</u>	<u>Excused</u>
Lori Law	<u>Board Member</u>	<u>Excused</u>
Stephen Compagni	<u>Board Member</u>	<u>Excused</u>

FOLLOWING PERSONS WERE ALSO PRESENT:

Garry VanGorder	Executive Director	<u>Present</u>
John Sidd	Counsel-Hancock Estabrook LLP	<u>Remote</u>
Karen Niday	Chief Financial Officer	<u>Present</u>
Eric Mulvihill	Economic Development Specialist	<u>Present</u>
Kevin Fitch	Chair, Cortland County Legislature	<u>Remote</u>
Savannah Hempstead	Clerk, Cortland County Legislature	<u>Present</u>
Marie Weiss	Carpenters Local 277	<u>Present</u>

The following resolution was offered by Chairman McMahon, seconded by Mr. Hage, to wit:

Resolution No.: 2022-12-12-01

RESOLUTION ADOPTING CERTAIN BDC POLICIES,
STATEMENTS AND PROCEDURES

WHEREAS Cortland County Business Development Corp. is a not-for-profit corporation duly organized and validly existing under the laws of the State of New York; and

WHEREAS the BDC desires to adopt certain policies, statements, and procedures to assist it in the implementation of its stated purposes and in compliance with the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009, as amended.

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF CORTLAND COUNTY BUSINESS DEVELOPMENT CORPORATION AS FOLLOWS:

The BDC hereby adopts the following policies and guidelines in the form presented at this meeting:

1. Code of Ethics
2. Compensation, Reimbursement and Attendance Policy
3. Conflict of Interest Policy
4. Defense and Indemnification Policy
5. Director Attendance Policy
6. Discretionary Funds Policy
7. Disposition of Real Property Guidelines
8. Fixed Asset Capitalization Policy
9. Investment Policy
10. Mission Statement and Performance Measures
11. Organizational Chart
12. Personnel Policy
13. Procurement of Goods and Services Policy
14. Real Property Acquisition Policy
15. Records Retention and Disaster Plan
16. Revolving Loan Fund Program
17. Revolving Loan Watch List Policy
18. Sexual Harassment Prevention Policy
19. Travel Policy
20. Web Usage Policy
21. Whistleblower Policy

This Resolution shall take effect immediately.

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

The foregoing Resolution was thereupon declared and duly adopted.

STATE OF NEW YORK)
COUNTY OF CORTLAND) ss.:

I, the undersigned Secretary of Cortland County Business Development Corporation (the "BDC"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the directors of the BDC, including the Resolution contained therein, held on December 13, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the BDC and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all directors of the BDC had due notice of said meeting; (B) said meeting was in all respect 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 directors of the BDC present through 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 this 13th day of December 2021.



Clint Brooks, Secretary