

Cortland County Development Corporation

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

Roll Call

Mike McMahon	Chairman	
Stephen Compagni	Vice Chairman	
John O. Reagan	Treasurer	
Clint Brooks	Secretary	
Johanna Ames	Board Member	
Dr. Kathleen Burke	Board Member	
Donald Richards	Board Member	
Karen Niday	CFO	
Garry VanGorder	CEO	
Eric Mulvihill	Development Specialist	

Approval of Minutes – September 12, 2022

New Business –

- 1.) Nominate/Elect Officers
- 2.) Appoint Committees (Audit, Finance, Governance, Personnel)
- 3.) Authorize Signatories
- 4.) Adopt Corporation Policies

Adjourn

Cortland County Development Corporation

Minutes

Cortland County Development Corporation

Board of Directors Meeting
40-42 Main Street, Suite A, 2nd Floor Cortland New York, 13405

Minutes of September 12, 2022

Roll Call – Chairman McMahon called the meeting to order t 12:40 P.M.

Mike McMahon	Chairman	Present
Stephen Compagni	Vice Chairman	Absent
John O. Reagan	Treasurer	Present
Clint Brooks	Secretary	Excused
Johanna Ames	Director	Excused
Dr. Kathleen Burke	Director	Present
Donald Richards	Director	Present

Approval of Minutes - March 14th, 2022 – Mr. McMahon made a motion to adopt the minutes, Ms. Burke seconded the motion; all voting in favor, none opposed.

New Business – Consider Adoption of the CCDC 2023 Budget – Mr. Reagan made a motion to adopt the proposed 2023 CCDC budget as presented. Ms. Burke seconded the motion; all voting in favor, none opposed.

Adjourn – The meeting was adjourned at 12:41 P.M.

Cortland County Development Corporation

New Business

**CORTLAND COUNTY 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	
Vice Chairman	
Treasurer	
Secretary	
Chief Executive Officer	
Chief Financial Officer	

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 DEVELOPMENT CORPORATION RESOLUTION APPOINTING
STANDING COMMITTEES**

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	
Finance	
Governance	

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

**CORTLAND COUNTY DEVELOPMENT CORPORATION RESOLUTION APPOINTING
SIGNATORIES**

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

RESOLVED, that the CCDC Board of Directors is hereby authorized and approved to authorize and empower the following individual(s) to make, execute, endorse, and deliver in the name of and on behalf of the agency, written instruments, agreements, documents, execution of deeds, powers of attorney, transfers, assignments, contracts, obligations, certificates, and other instruments of whatever nature entered into by this Agency subject to Agency by-laws.

Name(s):	Position/Title:
Garry VanGorder	Chief Executive Officer
Karen Niday	Chief Financial Officer
	Chairman
	Treasurer

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 the CCDC 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

An Annual Meeting of the Board of Directors of the Cortland County Development Corporation 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 NY, 13045.

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

Garry VanGorder	Executive Director
Karen Niday	Chief Financial Officer
Eric Mulvihill	Economic Development Specialist
John P. Sidd, Esq.	LDC Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No.:

**RESOLUTION ADOPTING CERTAIN LDC POLICIES,
STATEMENTS AND PROCEDURES**

WHEREAS the CCDC are not-for-profit corporations duly organized and validly existing under the laws of the State of New York; and

WHEREAS the CCDC desires to adopt certain policies, statements, and procedures to assist it in the implementation of their 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 THE CCDC AS FOLLOWS:

The CCDC hereby adopt 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. Disposition of Real Property Guidelines
6. Investment Policy
7. Personnel and Whistleblower Policy
8. Procurement of Goods and Services Policy
9. Real Property Acquisition Policy
10. Sexual Harassment Prevention Policy
11. Travel 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:

Michael McMahon	VOTING	_____
Stephen Compagni	VOTING	_____
Clint Brooks	VOTING	_____
John O. Reagan	VOTING	_____
Johanna Ames	VOTING	_____
Donald Richards	VOTING	_____
Kathleen Burke	VOTING	_____

The foregoing Resolution was thereupon declared and duly adopted.

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

I, the undersigned Secretary of the CCDC, DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the directors of the CCDC, including the Resolution contained therein, held on December 12, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the CCDC 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 CCDC 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 CCDC 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 12th day of December 2022.

Clint Brooks, Secretary