

Cortland County Development Corporation

Minutes of the Meeting of the Board of Directors

December 11, 2023 – Noon

40-42 Main Street, Suite A, 2nd Floor Cortland New York, 13405

Roll Call – Chairman McMahon called the meeting to order at 12:04 P.M.

Mike McMahon	Chairman	Present
Stephen Compagni	Vice Chairman	Present
John O. Reagan	Treasurer	Absent
Clint Brooks	Secretary	Present
Johanna Ames	Board Member	Present
Dr. Kathleen Burke	Board Member	Present
Donald Richards	Board Member	Absent
Brendan O'Bryan	CEO	Present
Karen Niday	CFO	Present
Eric Mulvihill	Economic Development Specialist	Present
John Sidd	Corporation Counsel	Present

Approval of Minutes – September 11, 2023 - Chairman McMahon made a motion to adopt the minutes as presented, Mr. Compagni seconded the motion; all voting in favor, none opposed.

New Business –

- 1.) Nominate/Elect Officers - Chairman McMahon made a motion to adopt the slate of officers as presented, Mr. Brooks seconded the motion; all voting in favor, none opposed.
- 2.) Appoint Committees (Audit, Finance, Governance, Personnel) - Chairman McMahon made a motion to appoint the committee members as presented, Mr. Brooks seconded the motion; all voting in favor, none opposed.
- 3.) Authorize Signatories - Chairman McMahon made a motion to authorize the corporation signatories as presented, Mr. Brooks seconded the motion; all voting in favor, none opposed.
- 4.) Adopt Corporation Policies - Chairman McMahon made a motion to adopt the corporation policies as presented, Mr. Brooks seconded the motion; all voting in favor, none opposed.

Adjourn - The meeting as adjourned at 12:14 P.M.

**CORTLAND COUNTY DEVELOPMENT CORPORATION RESOLUTION APPOINTING
OFFICERS**

Resolution No. 2023-12-11-01

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 Reagan
Secretary	Clint Brooks
Chief Executive Officer	Brendan O'Bryan
Chief Financial Officer	Karen Niday

RESOLVED, that 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 Development Corp. on December 11, 2023.

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



Clint Brooks

Clint Brooks
Secretary

**CORTLAND COUNTY DEVELOPMENT CORPORATION RESOLUTION APPOINTING
STANDING COMMITTEES**

Resolution No. 2023-12-11-02

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, Clint Brooks, Kathleen Burke
Finance	John Reagan, Johanna Ames, Stephen Compagni
Governance	Mike McMahon, Don Richards, Kathleen Burke

AND BE IT FURTHER RESOLVED that these officers shall serve on the standing committees until December 31, 2024

RESOLVED, that 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 Development Corp. on December 11, 2023.

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



Clint Brooks
Secretary

**CORTLAND COUNTY DEVELOPMENT CORPORATION RESOLUTION APPOINTING
SIGNATORIES**

Resolution No. 2023-12-11-03

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

Name(s):	Position/Title:
Brendan O'Bryan	Chief Executive Officer
Karen Niday	Chief Financial Officer
Michael McMahon	Chairman
John O. Reagan	Treasurer

RESOLVED, that the IDA 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 Development Corporation on December 11, 2024.

I, as authorized by the agency, hereby certify and attest that 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 11, 2023, 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:

Michael McMahon
Stephen Compagni
Clint Brooks
Johanna Ames
Kathleen Burke

ABSENT:

John Reagan
Donald Richards

FOLLOWING PERSONS WERE ALSO PRESENT:

Brendan O'Bryan
Karen Niday
Eric Mulvihill
John Sidd

The following resolution was moved by Chairman McMahon, seconded by Mr. Brooks, to wit:

Resolution No. 2023-12-11-04

**RESOLUTION ADOPTING CERTAIN CCDC
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. Credit Card
5. Defense and Indemnification Policy

6. Disposition of Real Property Guidelines
7. Investment Policy
8. Personnel and Whistleblower Policy
9. Procurement of Goods and Services Policy
10. Real Property Acquisition Policy
11. Sexual Harassment Prevention Policy
12. 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	Aye
Stephen Compagni	VOTING	Aye
Clint Brooks	VOTING	Aye
John O. Reagan	VOTING	Absent
Johanna Ames	VOTING	Aye
Donald Richards	VOTING	Absent
Kathleen Burke	VOTING	Aye

The foregoing Resolution was upon 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 11, 2023, 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 matter 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 11th day of December 2023.



Clint Brooks, Secretary