



**EDC WARREN COUNTY RESOLUTION No. 20240320-1
Appoint EDC 2024 Officers**

Introduced by: Sue Corney Seconded by: Kathy Muncil

WHEREAS EDC’s Governance Committee made recommendations to appoint the following as EDC Officers Chair Mitch Amado, Vice Chair Kathy Muncil, Treasurer Mitch Amado, and Secretary Laura Ladu.

WHEREAS a motion was made to approve recommendation of the EDC Governance Committee to appoint the following EDC Officers Chair Mitch Amado, Vice Chair Kathy Muncil, Treasurer Mitch Amado, and Secretary Laura Ladu.

NOW THEREFORE, BE IT RESOLVED, that the EDC Board has unanimously approved the recommendation of the Governance Committee to appoint the following as EDC Officers Chair Mitch Amado, Vice Chair Kathy Muncil, Treasurer Mitch Amado, and Secretary Laura Ladu.

All members voting of the Board of Directors in the affirmative.

Mitch Amado	<u>Yes</u>	Michael McLarty	<u>Yes</u>
Kathy Muncil	<u>Yes</u>	Mike Wild	<u>Absent</u>
Laura Ladu	<u>Absent</u>	Judy Calogero	<u>Yes</u>
Sue Corney	<u>Yes</u>	John Strough	<u>Absent</u>
Dr. Kristine Duffy	<u>Yes</u>	Melanie Weber	<u>Yes</u>
Ashley Walden	<u>Absent</u>		

I, Laura Ladu, Secretary of the Economic Development Corporation (EDC) authorized under the laws of the State of New York, do hereby certify that at the Annual Meeting of the Board of Directors of the Economic Development Corporation, duly called, held in person on the 20th day of March 2024 at EDC Offices at 11 South Street, Suite 201, at which a quorum was present, as recorded in the approved official minutes, the Board approved the recommendation by the EDC Governance Committee to appoint the following as EDC Officers: Chair Mitch Amado, Vice Chair Kathy Muncil, Treasurer Mitch Amado, and Secretary Laura Ladu unanimously adopted.

In witness where, I have hereunto set my hand on the 17th day of April 2024.



Laura Ladu, Secretary
Economic Development Corporation (EDC)



**EDC WARREN COUNTY RESOLUTION No. 20240320-2
To Reappoint Mitch Amado the Chair and Member of the Board of Directors
effective April 1, 2024**

Introduced by: Sue Corney **Seconded by:** Kathy Muncil _____

WHEREAS EDC’s Governance Committee made a recommendation to reappoint Mitch Amado as the Chair and Member of the Board of Directors, effective April 1, 2024 for an ‘extraordinary’ one-year term to expire April 1, 2025; and

WHEREAS, a motion was made to reappoint Mitch Amado as the Chair and Member of the Board of Directors, effective April 1, 2024 for an “extraordinary” one year term to expire April 1, 2025; and

NOW THEREFORE, BE IT RESOLVED, that the EDC Board has unanimously approved the Governance Committee recommendation to reappoint Mitch Amado as the Chair and Member of the Board of Directors, effective April 1, 2024 for an “extraordinary” one year term to expire April 1, 2025.

All members voting of the Board of Directors in the affirmative:

Mitch Amado	<u>Yes</u>	Michael McLarty	<u>Yes</u>
Kathy Muncil	<u>Yes</u>	Mike Wild	<u>Absent</u>
Laura Ladu	<u>Absent</u>	Judy Calogero	<u>Yes</u>
Sue Corney	<u>Yes</u>	John Strough	<u>Absent</u>
Dr. Kristine Duffy	<u>Yes</u>	Melanie Weber	<u>Yes</u>
Ashley Walden	<u>Absent</u>		

I, Laura Ladu, Secretary of the Economic Development Corporation (EDC) authorized under the laws of the State of New York, do hereby certify that at the Annual Meeting of the Board of Directors of the Economic Development Corporation, duly called, held at the premises of EDC Offices 11 South Street, Suite 201 on the 20th day of March 2024, at which a quorum was present, as recorded in the approved official minutes, the Board approved the recommendation by the EDC Governance Committee to reappoint Mitch Amado as the Chair and Member of the Board of Directors effective April 1, 2024 for an ‘extraordinary’ one year term to expire April 1, 2025 unanimously adopted.

In witness where, I have hereunto set my hand on the 17th day of April 2024.



Laura Ladu, Secretary
Economic Development Corporation (EDC)



EDC WARREN COUNTY RESOLUTION No. 20240320-3
Appoint Members of the 2024
Audit & Finance and Governance Committees

Introduced by: Sue Corney Seconded by: Kathy Muncil

WHEREAS, EDC's Governance Committee made recommendations to appoint the following as members of the Audit and Finance: Kathy Muncil – Chair, Mitch Amado, Laura Ladu and Judy Calogero and Governance Committee: Susan Corney – Chair, Dr. Kris Duffy, and Michael McLarty; and

WHEREAS, a motion was made to approve recommendation of the Governance Committee to appoint the following as members of the Audit and Finance: Kathy Muncil – Chair, Mitch Amado, Laura Ladu and Judy Calogero and Governance Committee: Susan Corney – Chair, Dr. Kris Duffy, and Michael McLarty; and Melanie Weber.

NOW THEREFORE, BE IT RESOLVED, that the EDC Board has unanimously approved recommendation of the Governance Committee to appoint the following as members of the Audit and Finance: Kathy Muncil – Chair, Mitch Amado, Laura Ladu and Judy Calogero and Governance Committee: Susan Corney – Chair, Dr. Kris Duffy, Michael McLarty, Melanie Weber; and

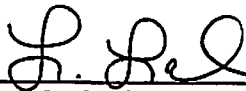
All members voting of the Board of Directors in the affirmative.

Mitch Amado	<u>Yes</u>	Michael McLarty	<u>Yes</u>
Kathy Muncil	<u>Yes</u>	Mike Wild	<u>Absent</u>
Laura Ladu	<u>Absent</u>	Judy Calogero	<u>Yes</u>
Sue Corney	<u>Yes</u>	John Strough	<u>Absent</u>
Dr. Kristine Duffy	<u>Yes</u>	Melanie Weber	<u>Yes</u>
Ashley Walden	<u>Absent</u>		

I, Laura Ladu, Secretary of the Economic Development Corporation (EDC) authorized under the laws of the State of New York, do hereby certify that at the Annual Meeting of the Board of Directors of the Economic Development Corporation, duly called, held at 11 South Street, Suite 201 on the 20th day of March 2024, at which a quorum was present, as recorded in the approved official minutes, the Board approved the recommendation by the EDC Governance Committee to appoint the following as members of the Audit and Finance Committee:

Kathy Muncil – Chair, Mitch Amado, Laura Ladu and Judy Calogero and the Governance Committee: Susan Corney – Chair, Dr. Kris Duffy, and Michael McLarty, and Melanie Weber.

In witness where, I have hereunto set my hand on the 17th day of April 2024.

A handwritten signature in cursive script, appearing to read 'L. Ladu', written over a horizontal line.

Laura Ladu, Secretary
Economic Development Corporation (EDC)



WARREN COUNTY EDC RESOLUTION No. 20240320 – 4
Approval of the 2024 Re-Certification of the CEO and CFO

Introduced by: Sue Corney Seconded by: Kathy Muncil

NOW THEREFORE BE IT RESOLVED, that the EDC Board has approved the 2024 Re-Certification of the CEO and CFO. Members voting of the Board of Directors in the affirmative

All members voting of the Board of Directors in the affirmative.

Table with 4 columns: Name, Vote, Name, Vote. Rows include Mitch Amado (Yes), Michael McLarty (Yes), Kathy Muncil (Yes), Mike Wild (Absent), Laura Ladu (Absent), Judy Calogero (Yes), Sue Corney (Yes), John Strough (Absent), Dr. Kristine Duffy (Yes), Melanie Weber (Yes), Ashley Walden (Absent).

I, Laura Ladu, Secretary of the Economic Development Corporation (EDC) authorized under the laws of the State of New York, do hereby certify that at an Annual Meeting of the Board of Directors of the Economic Development Corporation, duly called at the EDC offices located at 11 South Street, Suite 201, Glens Falls, NY on the 20th day of March, 2024, at which a quorum was present, as recorded in the approved official minutes, a resolution to approve the 2024 Re-Certification of the CEO and CFO.

In witness where, I have hereunto set my hand on the 17th day of April 2024.

Handwritten signature of Laura Ladu

Laura Ladu, Secretary
Economic Development Corporation (EDC)



**EDC WARREN COUNTY RESOLUTION No. 20240320-5
Re-Affirm EDC Policies 1-23**

Introduced by: Sue Corney Seconded by: Kathy Muncil

WHEREAS, EDC's Governance Committee made recommendations to re-affirm EDC Policies 1-23 as outlined below; and

WHEREAS, a motion was made to approve recommendation of the Governance Committee to re-affirm the following EDC Policies # 1-23; and

NOW THEREFORE, BE IT RESOLVED, that the EDC Board has unanimously approved recommendation of the Governance Committee to re-affirm the following EDC Policies,

1. Conflict of Interest Policy
2. Acknowledgement of Fiduciary Duties and Responsibilities
3. Compensation/Reimbursement and Attendance
4. Code of Ethics
5. Whistleblower Policy
6. Investment Policy
7. Travel Policy
8. Disposition of Property Guidelines
9. Procurement Policy
10. Defense and Indemnification Policy
11. Bill Payment Process
12. Discretionary Policy
13. Record Retention Policy
14. Capitalization
15. EDCWC Sexual Harassment Policy & Complaint form
16. EDC Effectiveness of Internal Control
17. Debit Card Policy
18. Videoconferencing Policy
19. Fraud Prevention Policy and Protocols
20. Bank Reconciliation Policy
21. Cash Disbursement
22. EDC Membership Policy
23. FOIL Policy

All members voting of the Board of Directors in the affirmative.

Mitch Amado	<u>Yes</u>	Michael McLarty	<u>Yes</u>
Kathy Muncil	<u>Yes</u>	Mike Wild	<u>Absent</u>
Laura Ladu	<u>Absent</u>	Judy Calogero	<u>Yes</u>
Sue Corney	<u>Yes</u>	John Strough	<u>Absent</u>
Dr. Kristine Duffy	<u>Yes</u>	Melanie Weber	<u>Yes</u>
Ashley Walden	<u>Absent</u>		

I, Laura Ladu, Secretary of the Economic Development Corporation (EDC) authorized under the laws of the State of New York, do hereby certify that at the Annual Meeting of the Board of Directors of the Economic Development Corporation, duly called, held at 11 South Street, Suite 201 on the 20th day of March 2024, at which a quorum was present, as recorded in the approved official minutes, the Board approved the recommendation by the EDC Governance Committee to re-affirm EDC Policies 1-23, and

In witness where, I have hereunto set my hand on the 17th day of April 2024.



Laura Ladu, Secretary
Economic Development Corporation (EDC)



WARREN COUNTY EDC RESOLUTION No. 20240320 - 6
Approval of Professionals / Relationships Retained

Introduced by: Sue Corney Seconded by: Kathy Muncil

NOW THEREFORE BE IT RESOLVED that the EDC Board has approved the attached list of 2024 Professionals / Relationships Retained. Members voting of the Board of Directors in the affirmative:

Table with 2 columns: Name and Vote. Rows include Mitch Amado (Yes), Michael McLarty (Yes), Kathy Muncil (Yes), Mike Wild (Absent), Laura Ladu (Absent), Judy Calogero (Yes), Sue Corney (Yes), John Strough (Absent), Dr. Kristine Duffy (Yes), Melanie Weber (Yes), Ashley Walden (Absent).

I, Laura Ladu, Secretary of the Economic Development Corporation (EDC) authorized under the laws of the State of New York, do hereby certify that at an Annual Meeting of the Board of Directors of the Economic Development Corporation, duly called at the EDC offices located at 11 South Street, Suite 201, Glens Falls, NY on the 20th day of March, 2024, at which a quorum was present, as recorded in the approved official minutes, a resolution was passed to approve Professionals/Relationships Retained.

In witness where, I have hereunto set my hand on the 17th day of April, 2024.

Handwritten signature of Laura Ladu

Laura Ladu, Secretary
Economic Development Corporation (EDC)

PROFESSIONALS RETAINED AND APPROVED RELATIONSHIPS

Auditor

Mengel, Metzger, Barr & Co. LLP
11 British American Blvd.
Latham, NY 12110
Jennifer A. Menard
Assurance Manager
518/785-0134
jmenard@mmb-co.com

Counsel

Harris Beach PLLC
677 Broadway # 1101
Albany, NY 12207
Robert J Ryan Partner
(518) 701-2715
rryan@harrisbeach.com

Re-affirmed March 20, 2024



WARREN COUNTY EDC RESOLUTION No. 20240320 - 7
Approval of the 2023 WCEDC Audited Financial Statements

Introduced by: Sue Corney Seconded by: Kathy Muncil

NOW THEREFORE BE IT RESOLVED, that the WCEDC Board has approved the 2023 WCEDC Audited Financial Statements. Members voting of the Board of Directors in the affirmative:

Table with 4 columns: Name, Yes/No/Absent, Name, Yes/No/Absent. Rows include Mitch Amado, Kathy Muncil, Laura Ladu, Sue Corney, Dr. Kristine Duffy, Ashley Walden, Michael McLarty, Mike Wild, Judy Calogero, John Strough, and Melanie Weber.

I, Laura Ladu, Secretary of the Economic Development Corporation (EDC) authorized under the laws of the State of New York, do hereby certify that at an Annual Meeting of the Board of Directors of the Economic Development Corporation, duly called at the EDC offices located at 11 South Street, Suite 201, Glens Falls, NY on the 20th day of March, 2024, at which a quorum was present, as recorded in the approved official minutes, a resolution to approve the 2023 EDC Audited Financial Statements.

In witness where, I have hereunto set my hand on the 17th day of April 2024.

Handwritten signature of Laura Ladu

Laura Ladu, Secretary
Economic Development Corporation (EDC)