



RESOLUTION OF THE BOARD OF DIRECTORS OF THE ECONOMIC DEVELOPMENT CORPORATION (EDC)

RESOLUTION NO. 03192025-1 APPOINTING OFFICERS TO THE BOARD OF DIRECTORS OF THE ECONOMIC DEVELOPMENT CORPORATION, INCLUDING THE CHAIR, VICE CHAIR, TREASURER, AND SECRETARY.

Introduced by: _____ Seconded by: _____

WHEREAS, the Economic Development Corporation (EDC) is a non-profit organization; and

WHEREAS, it is the responsibility of the Board of Directors to select and appoint officers to provide leadership and ensure the effective management and governance of the Corporation, as recommended by the EDC Governance Committee; and

WHEREAS, the Governance Committee has reviewed the qualifications and expertise of the potential officers to be appointed to these positions.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Economic Development Corporation hereby appoints the following individuals to the officer positions:

1. **Interim Chair:** [Name of Appointee]
2. **Vice Chair:** [Name of Appointee]
3. **Treasurer:** [Name of Appointee]
4. **Secretary:** [Name of Appointee]

FURTHER RESOLVED that the Board of Directors acknowledges that the duties and responsibilities of each officer position include, but are not limited to, those as defined by the bylaws of the Economic Development Corporation.

FURTHER RESOLVED that these appointments shall be effective immediately and shall continue until the Annual Meeting of the Board of Directors in 2026, unless otherwise modified or terminated by the Board of Directors via Resolution.

NOW THEREFORE, BE IT RESOLVED, that the EDC Board has unanimously approved the recommendation of the Governance Committee to appoint the officers of the EDC Board of Directors as indicated above.

All voting members of the EDC Board of Directors as indicated below:

Dr. Kristine Duffy	Yes/No/Absent	Michael McLarty	Yes/No/Absent
Kathy Muncil	Yes/No/Absent	Mike Wild	Yes/No/Absent
Laura Ladu	Yes/No/Absent	Judy Calogero	Yes/No/Absent
Sue Corney	Yes/No/Absent	John Strough	Yes/No/Absent
Jim Marco	Yes/No/Absent	Melanie Weber	Yes/No/Absent
Ashley Walden	Yes/No/Absent	Paul Wersten	Yes/No/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 the Annual Meeting of the Board of Directors of the Economic Development Corporation, duly called, held in person on the 19th day of March 2025 at EDC Offices at 11 South Street, Suite 201, at which a quorum was present, approved recommendation of Governance Committee to appoint the EDC Officers as indicated above and entered into the official minutes of said meeting; unanimously adopted.

In witness where, I have hereunto set my hand on the 19th day of March 2025.

Laura Ladu, Secretary
Economic Development Corporation (EDC)



RESOLUTION OF THE BOARD OF DIRECTORS OF THE ECONOMIC DEVELOPMENT CORPORATION (EDC)

RESOLUTION NO. 20250319-2 – REAFFIRM APPOINTMENTS TO THE AUDIT & FINANCE COMMITTEE, GOVERNANCE COMMITTEE, AND EXECUTIVE COMMITTEE

Introduced by: _____ Seconded by: _____

WHEREAS, the Economic Development Corporation (EDC) is committed to effective governance and accountability through its various committees, including the Audit & Finance Committee, Governance Committee, and Executive Committee, and

WHEREAS, the Governance Committee has reviewed and recommended individuals for appointment to each of these committees, and

WHEREAS, the Board of Directors approved and appointed members to each committee via resolution, and

WHEREAS, the Board of Directors is authorized to make such appointments and confirm/reaffirm committee members in accordance with the bylaws of the Economic Development Corporation.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Economic Development Corporation hereby reaffirms appointments of the following individuals to serve on the specified committees, effective immediately and continuing until the next EDC Annual Board of Directors Meeting in 2026, or sooner by resolution of the Board, if required:

1. Audit & Finance Committee:

- Kathy Muncil, Chair
- Laura Ladu
- Judy Calogero
- James Marco

2. Governance Committee:

- Sue Corney, Chair
- Dr. Kris Duffy
- Michael McLarty

- Paul Wersten
- 3. **Executive Committee:**
 - Dr. Kris Duffy, Interim Chair
 - Kathy Muncil, Vice Chair
 - Melanie Weber

FURTHER RESOLVED that the Board of Directors acknowledges the importance of these committees in overseeing financial matters, governance practices, and executive operations, and commits to supporting their work in furthering the mission and goals of the Economic Development Corporation.

All voting members of the Board of Directors as indicated below:

Dr. Kristine Duffy	Yes/No/Absent	Michael McLarty	Yes/No/Absent
Kathy Muncil	Yes/No/Absent	Mike Wild	Yes/No/Absent
Laura Ladu	Yes/No/Absent	Judy Calogero	Yes/No/Absent
Sue Corney	Yes/No/Absent	John Strough	Yes/No/Absent
Jim Marco	Yes/No/Absent	Melanie Weber	Yes/No/Absent
Ashley Walden	Yes/No/Absent	Paul Wersten	Yes/No/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 the Annual Meeting of the Board of Directors of the Economic Development Corporation, duly called, held at 11 South Street, Suite 201 on the 19th day of March 2025, at which a quorum was present, approved the recommendation of Governance Committee to appoint the following as members indicated above to the Audit and Finance Committee; the Governance Committee and the Executive Committee, as recorded in the official minutes of this date.

In witness where, I have hereunto set my hand on the 19th day of March 2025.

Laura Ladu, Secretary
Economic Development Corporation (EDC)



RESOLUTION OF THE BOARD OF DIRECTORS OF THE ECONOMIC DEVELOPMENT CORPORATION (EDC)

**RESOLUTION No. 20250319-3
Approve Amended and Re-Affirm EDC Policies**

Introduced by: _____ Seconded by: _____

WHEREAS, the Economic Development Corporation (EDC) has established a set of policies (Policies 1-23) to guide the organization's operations, governance, and decision-making processes, and

WHEREAS, the Audit & Finance Committee and the Governance Committee have conducted a comprehensive review of the existing policies and has determined that certain amendments are necessary to ensure alignment with best practices, legal requirements, and the Corporation's current objectives, and

WHEREAS, the Board of Directors believes it is important to reaffirm the amended policies to maintain clarity, consistency, and effective governance.

NOW THEREFORE, BE IT RESOLVED, that the EDC Board has unanimously approved the recommendation by the EDC Governance Committee and the EDC Audit and Finance Committee to amend and re-affirm the following EDC Policies,

1. Conflict of Interest Policy - *amended*
2. Acknowledgement of Fiduciary Duties and Responsibilities
3. Compensation/Reimbursement and Attendance
4. Code of Ethics - *amended*
5. Whistleblower Policy
6. Investment Policy
7. Travel Policy - amended
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 Prevention Policy - *amended*
16. EDC Effectiveness of Internal Control
17. Debit Card Policy - *amended*
18. Videoconferencing Policy
19. Fraud Prevention Policy and Protocols - *amended*
20. Bank Reconciliation Policy - *amended*
21. Cash Disbursement - *amended*
22. EDC Membership Policy
23. FOIL Policy

All members voting of the Board of Directors as indicated below:

Dr. Kristine Duffy	Yes/No/Absent	Michael McLarty	Yes/No/Absent
Kathy Muncil	Yes/No/Absent	Mike Wild	Yes/No/Absent
Laura Ladu	Yes/No/Absent	Judy Calogero	Yes/No/Absent
Sue Corney	Yes/No/Absent	John Strough	Yes/No/Absent
Jim Marco	Yes/No/Absent	Melanie Weber	Yes/No/Absent
Ashley Walden	Yes/No/Absent	Paul Wersten	Yes/No/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 the Annual Meeting of the Board of Directors of the Economic Development Corporation, duly called, held at 11 South Street, Suite 201 on the 27th day of March 2025, at which a quorum was present, and as entered into the official meeting minutes, approved the recommendation by the EDC Governance Committee and EDC Audit & Finance Committee to amend and re-affirm EDC Policies 1-23 as indicated above.

In witness where, I have hereunto set my hand on the 27th day of March 2025.

Laura Ladu, Secretary
Economic Development Corporation (EDC)



RESOLUTION OF THE BOARD OF DIRECTORS OF THE ECONOMIC DEVELOPMENT CORPORATION (EDC)

RESOLUTION No. 20250319-4

Approval of Professionals / Relationships Retained

Introduced by: _____

Seconded by: _____

WHEREAS, the Economic Development Corporation (EDC) recognizes the need to retain qualified professionals and establish necessary relationships with external consultants, legal advisors, financial experts, and other service providers to support the operations, compliance, and strategic goals of the organization, and

WHEREAS, the Board of Directors deems it in the best interest of the EDC to approve the retention of these professionals and the establishment of these relationships for the ongoing success and governance of the EDC.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Economic Development Corporation hereby approves the retention of the following professionals and relationships, as presented and outlined below:

FURTHER RESOLVED that the Board of Directors authorizes the Chair of the Board and/or the President of the Economic Development Corporation to execute any necessary agreements or contracts with the above-mentioned professionals and service providers on behalf of the EDC, in accordance with the terms established in the resolution.

FURTHER RESOLVED that the Board of Directors acknowledges that any future retention of professionals or changes to these relationships will be subject to approval by the Board.

All voting members of the Board of Directors as indicated below:

Dr. Kristine Duffy	Yes/No/Absent	Michael McLarty	Yes/No/Absent
Kathy Muncil	Yes/No/Absent	Mike Wild	Yes/No/Absent
Laura Ladu	Yes/No/Absent	Judy Calogero	Yes/No/Absent
Sue Corney	Yes/No/Absent	John Strough	Yes/No/Absent
Jim Marco	Yes/No/Absent	Melanie Weber	Yes/No/Absent
Ashley Walden	Yes/No/Absent	Paul Wersten	Yes/No/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 19th day of March, 2025, at which a quorum was present, and was entered into the official minutes of said meeting, a resolution to approve Professionals/Relationships Retained.

In witness where, I have hereunto set my hand on the 19th day of March, 2025.

Laura Ladu, Secretary
Economic Development Corporation (EDC)

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

Re-affirmed March 19,2025



RESOLUTION OF THE BOARD OF DIRECTORS OF THE ECONOMIC DEVELOPMENT CORPORATION (EDC)

**RESOLUTION No. 20250319-5
Approval of the 2025 Re-Certification of the CEO and CFO**

Introduced by: _____

Seconded by: _____

WHEREAS, the Economic Development Corporation (EDC) has established leadership roles to ensure the effective management and operations of the Corporation, including the positions of the Chief Executive Officers (CEO) and the Chief Financial Officer (CFO), and

WHEREAS, the Board of Directors recognizes the importance of reaffirming the qualifications, responsibilities, and performance of the individuals serving in these key leadership roles to maintain effective governance and oversight, and

WHEREAS, the Board of Directors has reviewed the qualifications, performance, and continued suitability of Jim Siplon, CEO and Diane Dumouchel, CFO of the EDC, respectively, and

WHEREAS, the Board of Directors finds it in the best interest of the EDC to recertify the appointments of aforementioned, effective immediately.

NOW THEREFORE BE IT RESOLVED that the EDC Board has approved the 2025 Re-Certification of the CEO and CFO.

All voting members of the board indicated below:

Dr. Kristine Duffy	Yes/No/Absent	Michael McLarty	Yes/No/Absent
Kathy Muncil	Yes/No/Absent	Mike Wild	Yes/No/Absent
Laura Ladu	Yes/No/Absent	Judy Calogero	Yes/No/Absent
Sue Corney	Yes/No/Absent	John Strough	Yes/No/Absent
Jim Marco	Yes/No/Absent	Melanie Weber	Yes/No/Absent
Ashley Walden	Yes/No/Absent	Paul Wersten	Yes/No/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 19th day of March, 2025, at which a quorum was present, and that which was recorded in the official minutes of this date, a resolution to approve the 2025 Re-Certification of the CEO and CFO.

In witness where, I have hereunto set my hand on the 19th day of March, 2025.

Laura Ladu, Secretary
Economic Development Corporation (EDC)



**RESOLUTION OF THE BOARD OF DIRECTORS OF THE ECONOMIC DEVELOPMENT
CORPORATION OF WARREN COUNTY**

RESOLUTION No. 20250319-6- APPROVING THE 2024 Audited Financial Statements

Introduced by: _____

Seconded by: _____

WHEREAS, the Economic Development Corporation of Warren County (the "EDC") is committed to maintaining accurate and transparent financial records; and

WHEREAS, the independent auditors have completed their review of the EDC's financial statements for the year ended December 31, 2024, and have submitted the audited financial statements for review by the Board of Directors; and

WHEREAS, the Board of Directors has reviewed the audited financial statements and found them to be accurate and in accordance with generally accepted accounting principles (GAAP); and

WHEREAS, the Board of Directors believes that the audited financial statements fairly represent the financial position of the EDC as of December 31, 2024;

NOW THEREFORE BE IT RESOLVED that the EDC Board has approved the 2024 EDC Audited Financial Statements.

All voting members of the board indicated below:

Dr. Kristine Duffy	Yes/No/Absent	Michael McLarty	Yes/No/Absent
Kathy Muncil	Yes/No/Absent	Mike Wild	Yes/No/Absent
Laura Ladu	Yes/No/Absent	Judy Calogero	Yes/No/Absent
Sue Corney	Yes/No/Absent	John Strough	Yes/No/Absent
Jim Marco	Yes/No/Absent	Melanie Weber	Yes/No/Absent
Ashley Walden	Yes/No/Absent	Paul Wersten	Yes/No/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 19th day of March, 2025, at which a quorum was present, and that which was recorded in the official minutes

of this date, a resolution to approve the 2024 EDC Audited Financial Statements.

In witness where, I have hereunto set my hand on the 19th day of March, 2025.

Laura Ladu, Secretary
Economic Development Corporation (EDC)

Warren County LDC | 11 South Street, Suite 201, Glens Falls, NY 12801 | 518-744-3872 | www.warrencountyny.gov/LDC