

**GREATER GLENS FALLS LOCAL DEVELOPMENT CORPORATION**  
**Resolutions for Annual Meeting of Directors**

**March 14, 2013**

Attendance: Vice-Chairman Todd Feigenbaum, Board members: Judith Calogero, Dan Hall, Roy Thomas and Dan Girard

ABSENT: Hon. John Diamond, Lois Robinson

ALSO PRESENT: Edward Bartholomew, CEO, Attorney Matthew Fuller, Jacqueline Squadere of Community Development, Leo Rigby, CFO, ROSS RIGBY & PATTEN LLP, Robert Murray of Shelter Planning, and Maury Thompson, The Post-Star,

All Directors being present waived prior notice of the meeting. Chairman Diamond brought the meeting to order.

**1. Election of Officers**

**DIRECTORS ANNUAL MEETING RESOLUTION NO. 1-2013,**

ON THE MOTION OF DAN GIRARD, SECONDED BY JUDITH CALOGERO, ALL BEING IN FAVOR, IT IS RESOLVED that the following are elected officers of the Corporation:

Chair: Hon. John Diamond

Vice Chair: Todd Feigenbaum

Treasurer: Lois Robinson

Secretary: Judith Calogero

Executive Director/CEO: Edward Bartholomew

Chief Financial Officer/CFO: Leo Rigby

**2. Appointment of Audit Committee**

**DIRECTORS ANNUAL MEETING RESOLUTION NO. 2-2013,**

ON THE MOTION OF JUDITH CALOGERO, SECONDED BY DAN HALL, ALL BEING IN FAVOR, IT IS RESOLVED that the following members of the Board of Directors are hereby appointed to the Audit Committee to serve until the next annual meeting of the Corporation:

**GREATER GLENS FALLS LOCAL DEVELOPMENT CORPORATION**  
**Resolutions for Annual Meeting of Members**

**March 14, 2013**

Attendance: Vice-Chairman Todd Feigenbaum, Board members: Judith Calogero, Dan Hall, Roy Thomas, and Dan Girard

ABSENT: Hon. John Diamond, Lois Robinson

ALSO PRESENT: Edward Bartholomew, CEO, Attorney Matthew Fuller, Jacqueline Squadere of Community Development, Leo Rigby, CFO, ROSS RIGBY & PATTEN LLP, Robert Murray of Shelter Planning, and Maury Thompson, The Post-Star,

All members being present waived prior notice of the meeting.

The members noted the reappointment of LDC members Roy Thomas, Dan Girard and Dan Hall.

**1. Authorization of Policies of the Corporation**

The Members reviewed the following policies of the Corporation.

- Mission Statement and Performance Standards
- Bylaws
- Whistleblower Policy
- Defense and Indemnification Policy
- Travel Policy
- Procurement Policy
- Investment Policy
- Compensation, Reimbursement & Attendance Policy
- Organizational Chart, dated March 8, 2012
- Statement on Lobbying
- Financial Disclosure
- Form of orientation letter
- Statement on Bonuses
- Audit Committee Charter
- Governance Committee Charter
- Code of Ethics
- Conflicts of Interest
- Freedom of Information Law Policy
- Acknowledgment of Fiduciary Duties & Responsibilities

**MEMBERS ANNUAL MEETING RESOLUTION NO. 1-2013,**

**ON THE MOTION OF ROY THOMAS, SECONDED BY DAN GIRARD, ALL BEING**

IN FAVOR, IT IS RESOLVED that all the foregoing policies of the Corporation are hereby re-approved and ratified.

**2. Review and Adoption of the Property Disposition Policy**

The Members have reviewed the Property Disposition Policy, as presented at this meeting, and offer no amendments.

**MEMBERS ANNUAL MEETING RESOLUTION NO. 2-2013,**

ON THE MOTION OF DAN HALL, SECONDED BY DAN GIRARD, ALL BEING IN FAVOR, IT IS RESOLVED that the Property Disposition Policy of the Corporation is hereby re-approved and ratified.

**3. Review and Adoption of the Discretionary Funds Policy**

The Members have reviewed the proposed Discretionary Funds Policy, as presented at this meeting.

**MEMBERS ANNUAL MEETING RESOLUTION NO. 3-2013,**

ON THE MOTION OF JUDITH CALOGERO, SECONDED BY DAN HALL, ALL BEING IN FAVOR, IT IS RESOLVED that the Discretionary Funds Policy of the Corporation is hereby approved.

**4. Appointment of Directors**

**MEMBERS ANNUAL MEETING RESOLUTION NO. 4-2013,**

ON THE MOTION OF JUDITH CALOGERO, SECONDED BY DAN GIRARD, ALL BEING IN FAVOR, IT IS RESOLVED, that Roy Thomas and Dan Hall are appointed to the Board of Directors for a term as per the bylaws.

**5. Approval of Acts of the Directors**

**MEMBERS ANNUAL MEETING RESOLUTION NO. 5-2013,**

ON THE MOTION OF DAN GIRARD, SECONDED BY TODD FEIGENBAUM, ALL BEING IN FAVOR, IT IS RESOLVED that all actions taken by the Board of Directors for the past year is hereby approved and ratified.

**6. Adjournment**

**MEMBERS ANNUAL MEETING RESOLUTION NO. 6-2013,**

ON THE MOTION OF DAN HALL, SECONDED BY DAN GIRARD, ALL BEING IN FAVOR, IT IS RESOLVED, that the Annual Meeting of the Members of the Corporation is hereby adjourned.

Lois Robinson  
Judith Calogero  
Dan Hall  
Leo Rigby, CFO

**3. Appointment of Nominating Committee**

**DIRECTORS ANNUAL MEETING RESOLUTION NO. 3-2013,**

ON THE MOTION OF DAN HALL, SECONDED BY JUDITH CALOGERO, ALL BEING IN FAVOR, IT IS RESOLVED that the following members of the Board of Directors are hereby appointed to the Nominating Committee to serve until the next annual meeting of the Corporation:

Dan Hall  
Lois Robinson  
Dan Girard

**4. Appointment of Governance Committee**

**DIRECTORS ANNUAL MEETING RESOLUTION NO. 4-2013,**

ON THE MOTION OF DAN HALL, SECONDED BY JUDITH CALOGERO, ALL BEING IN FAVOR, IT IS RESOLVED that the following members of the Board of Directors are hereby appointed to the Governance Committee to serve until the next annual meeting of the Corporation:

Hon. John Diamond  
Roy Thomas  
Dan Girard

**5. Authorization of Policies of the Corporation**

The Members of the Board of Directors reviewed the following policies of the Corporation.

Mission Statement and Performance Standards  
Bylaws  
Whistleblower Policy  
Defense and Indemnification Policy  
Travel Policy  
Procurement Policy  
Investment Policy

Compensation, Reimbursement & Attendance Policy  
Organizational Chart, dated March 8, 2012  
Statement on Lobbying  
Financial Disclosure  
Form of orientation letter  
Statement on Bonuses  
Audit Committee Charter  
Governance Committee Charter  
Code of Ethics  
Conflicts of Interest  
Freedom of Information Law Policy  
Acknowledgment of Fiduciary Duties & Responsibilities

**DIRECTORS ANNUAL MEETING RESOLUTION NO. 5-2013,**

ON THE MOTION OF DAN GIRARD, SECONDED BY DAN HALL, ALL BEING IN FAVOR, IT IS RESOLVED that all the foregoing policies of the Corporation are hereby approved and ratified.

**6. Review and Adoption of the Property Disposition Policy**

The members of the Board of Directors have reviewed the Property Disposition Policy, as presented at this meeting, and offer no amendments.

**DIRECTORS ANNUAL MEETING RESOLUTION NO. 6-2013,**

ON THE MOTION OF JUDITH CALOGERO, SECONDED BY DAN GIRARD, ALL BEING IN FAVOR, IT IS RESOLVED that the Property Disposition Policy of the Corporation is hereby re-approved and ratified.

**7. Review and of the Discretionary Funds Policy**

The members of the Board of Directors have reviewed the proposed Discretionary Funds Policy, as presented at this meeting.

**DIRECTORS ANNUAL MEETING RESOLUTION NO. 7-2013,**

ON THE MOTION OF JUDITH COLOGERO, SECONDED BY DAN HALL, ALL BEING IN FAVOR, IT IS RESOLVED that the Discretionary Funds Policy of the Corporation is hereby approved.

**8. Adjournment**

**DIRECTORS ANNUAL MEETING RESOLUTION NO. 8-2013,**

ON THE MOTION OF UDITH CALOGERO, SECONDED BY DAN GIRARD, ALL BEING IN FAVOR, IT IS RESOLVED, that the Annual Meeting of the Board of Directors of the Corporation is hereby adjourned.