

RESOLUTION OF THE BOARD OF DIRECTORS OF THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC DEVELOPMENT CORPORATION (“CDC”) ADOPTING CERTAIN POLICIES, STANDARDS AND PROCEDURES OF THE CDC IN CONNECTION WITH THE NEW YORK PUBLIC AUTHORITIES LAW

RESOLUTION NO. CDC-10-05-03

May 12, 2010

WHEREAS, the Public Authorities Accountability Act of 2005 and the Public Authority Reform Act of 2009 (collectively, the “PAAA”), were enacted by the New York State Legislature to insure greater accountability and openness of public authorities throughout the State; and

WHEREAS, pursuant to Section 2 of the Public Authorities Law (“PAL”) of the State, the provisions of the PAAA apply to certain defined “local authorities”, including the CDC; and

WHEREAS, the CDC desires to adopt certain policies, standards and procedures as necessary to comply with the provisions of the PAAA.

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the CDC (the “Board”) as follows:

Section 1. Pursuant to subdivision 3 of Section 2824 of the PAL, no Board member, including the Chairperson, shall serve as the CDC’s chief executive officer, executive director, chief financial officer, comptroller, or hold any other equivalent position while also serving as a member of the Board.

Section 2. Pursuant to subdivision 2 of Section 2824 of the PAL, members of the Board shall participate in State-approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors within one (1) year of their appointment to the CDC. Further, each Board member shall execute a certificate of independence pursuant to subdivision 2 of Section 2825 of the PAL. Such certificate shall be executed in substantially the form attached hereto as Exhibit A.

Section 3. Pursuant to subdivision 2 of Section 2824 of the PAL, all members of the Board shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.

Section 4. Pursuant to subdivision 3 of Section 2825 of the PAL, on or before May 15 of each year, all CDC Board members, officers and employees shall file annual financial disclosure statements with the Board of Ethics of the County of St. Lawrence (the “County”). The annual financial disclosure statements so filed shall be substantially in the form attached hereto as Exhibit B.

Section 5. Pursuant to subdivisions 4 and 8 of Section 2824 of the PAL, an Audit & Finance Committee is hereby formed, being comprised of:

Mark C. Hall
Andrew J. McMahon
R. Joseph Weekes, Jr.

for the purpose of recommending to the Board the hiring of a certified independent accounting firm, establishing the compensation to be paid to the accounting firm, providing direct oversight of the performance of the independent audit to be performed each fiscal year by the accounting firm hired for such purposes and reviewing proposals for the issuance of debt by the CDC and its subsidiaries and make recommendations.

Section 6. Pursuant to subdivision 7 of Section 2824 of the PAL, a Governance Committee is hereby formed, being comprised of:

Ernest LaBaff
Brian W. Staples
R. Joseph Weekes, Jr.

for the purpose of keeping the Board informed of current best governance practices, to review corporate governance trends; to update the CDC's corporate governance principles; and to advise appointing the CDC on skills and experiences required of potential Board members.

Section 7. Pursuant to Section 2824a of the PAL, the CDC shall submit to the Authorities Budget Office (the "ABO") on or before March 31, 2011, a proposed CDC mission statement (expressing the purpose and goals of the CDC, a description of the stakeholders of the CDC and their reasonable expectations from the CDC) and proposed measurements (whereby the performance of the CDC and the achievement of its goals may be evaluated) which the ABO shall post on its website, both of which the CDC shall review on an annual basis.

Section 8. Pursuant to subdivision 2(a) of Section 2800 of the PAL, the Board shall submit to the County Administrator, the County Treasurer and the Chair of the Board of Legislators of the County, and the ABO (hereinafter known as the "Supervising Authorities") within ninety (90) days after the end of the CDC's fiscal year, a complete and detailed report (the "Annual Report") that shall contain:

- (a) the CDC's operations and accomplishments;
- (b) the CDC 's financial reports, including (i) audited financials in accordance with all applicable regulations and following generally accepted accounting principles as defined in subdivision 10 of Section 2 of the State Finance Law; (ii) grant and subsidy programs; (iii) operating and financial risks; (iv) current ratings, if any , of its bonds issued by recognized municipal bond rating agencies and notice of changes in such ratings; and (v) long-term liabilities, including leases and employee benefit plans;
- (c) the CDC 's mission statement and measurements including its most recent measurement report;
- (d) a schedule of the CDC's bonds and notes outstanding at the end of its fiscal year, together with a statement of the amounts redeemed and incurred during such fiscal year as part of a schedule of debt issuance that includes the date of issuance,

term, amount, interest rate and means of repayment. Additionally, the debt schedule shall also include all refinancings, calls, refundings, defeasements and interest rate exchange or other such agreements, and for any debt issued during the reporting year, the schedule shall also include a detailed list of costs of issuance for such debt;

- (e) (i) a compensation schedule that shall include, by position, title and name of the person holding such position or title, the salary, compensation, allowance and/or benefits provided to any officer, director or employee in a decision making or managerial position of such authority whose salary is in excess of one hundred thousand dollars and (ii) biographical information, not including confidential personal information, for all directors and officers and employees for whom salary reporting is required under (i) of this subparagraph;
- (f) the projects undertaken by the CDC during the past year;
- (g) a listing and description of all real property of the CDC having an established fair market value in excess of \$15,000 that the CDC acquires or disposes of during such period. The report shall contain the price received or paid by the CDC and the name of the purchaser or seller for all such property sold or bought by the CDC during such period;
- (h) the CDC's code of ethics;
- (i) an assessment of the effectiveness of its internal control structure and procedures;
- (j) a copy of the legislation that forms the statutory basis of the CDC;
- (k) a description of the CDC and its board structure, including (i) the names of committee and committee members, (ii) lists of board meetings and attendance, (iii) descriptions of major CDC units, subsidiaries and (iv) number of employees;
- (l) its bylaws;
- (m) a listing of material changes in operations and programs during the reporting year;
- (n) at a minimum a four-year financial plan including (i) a current projected capital budget and (ii) an operating budget report, including an actual versus estimated budget, with an analysis and measurement of financial and operating performance;
- (o) CDC Board performance evaluations, provided however that such evaluations shall not be subject to disclosure under Article 6 of the Public Officers Law;
- (p) a description of the total amounts of assets, services or both assets and services bought or sold without competitive bidding including (i) the nature of those assets and services, (ii) the names of the counterparties, and (iii) where the contract price for assets purchased exceeds fair market value, or where the contract provide for assets sold is less than fair market value, a detailed explanation of the justification for making the purchase or sale without competitive bidding, and a certification by the Chief Executive Officer or Chief Financial Officer of the CDC they have reviewed the terms of such purchase or sale and determined that it complies with applicable law and procurement guidelines; and
- (q) a description of any material pending litigation in which the CDC is involved as a party during the reporting year, except that no hospital need disclose information about pending malpractice claims beyond the existence of such claims.

Once completed, and prior to submission, the chief executive officer and the chief fiscal officer of the CDC shall certify that the financial information contained in the Annual Report is accurate, correct and does not contain any untrue statements. The certification executed shall be in substantially the form attached hereto as Exhibit C.

Section 9. Pursuant to subdivision 2 of Section 2801 of PAL, the CDC will submit, not more than 90 days and not less than 60 days before the commencement of each fiscal year, to the Supervising Authorities the CDC's budget.

Section 10. The CDC will abide by the following rules relating to audit services:

(a) the certified independent public accounting firm performing the CDC's audit will be prohibited from providing audit services if the lead (or coordinating) audit partner responsible for reviewing the audit, has performed audit services for the CDC in each of the five previous fiscal years;

(b) the certified independent public accounting firm performing the audit shall be prohibited from performing any non-audit services to the CDC contemporaneously with the audit, unless receiving previous written approval by the audit committee including: (i) bookkeeping or other services related to the accounting records or financial statement of the CDC, (ii) financial information systems design and implementation, (iii) appraisal or valuation services, fairness opinions, or contribution-in-kind reports, (iv) actuarial services, (v) internal audit outsourcing services, (vi) management functions or human services, (vii) broker or dealer, investment advisor, or investment banking services and (viii) legal services and expert services unrelated to the audit; and

(c) it shall be prohibited for any certified independent public accounting firm to perform for such CDC any audit service if the chief executive officer, comptroller, chief financial officer, chief accounting officer, or any other person serving in an equivalent position for the CDC, was employed by that certified independent public accounting firm and participated in any capacity in the audit of the CDC during the one (1) year period preceding the date of the initiation of the audit.

Section 11. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

MEMBER	AYE	NAY	ABSTAIN	ABSENT
Lynn Blevins	X			
Mark C. Hall	X			
Ernest LaBaff	X			
Andrew J. McMahan	X			
Brian W. Staples	X			
R. Joseph Weekes, Jr.	X			

The resolution was thereupon declared duly adopted.

SECRETARY’S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF ST. LAWRENCE) ss.:

I, the undersigned Secretary of the St. Lawrence County Industrial Development Agency Civic Development Corporation (the “CDC”), DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the CDC, including the resolution contained therein, held on May 12, 2010 with the original thereof on file in my office, and that the same is a true and correct copy of the said original and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that (A) all Directors of said CDC had due notice of said meeting; (B) that the meeting was in all respects duly held; and (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with the Open Meetings Law.

I FURTHER CERTIFY, that there was a quorum of the Directors of the CDC present throughout 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, rescinded or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said CDC this 12th day of May, 2010.

/s/

[SEAL]

EXHIBIT A

Certificate of Independent Director

**CERTIFICATE OF INDEPENDENT DIRECTOR
OF
THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC
DEVELOPMENT CORPORATION**

The undersigned, as Independent Director of The St. Lawrence County Industrial Development Agency Civic Development Corporation (the "Corporation"), a local development corporation organized pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies that, as a director appointed on or after January 13, 2006 of the Corporation, pursuant to subdivision 2 of Section 2825 of the Public Authorities Law, as follows, that he or she:

Is not, and in the past two (2) years, has not been, employed by the Corporation, or an affiliate in an executive capacity or been employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Corporation or received any other form of financial assistance valued at more than \$15,000 from the Corporation; and

Is not a relative of an executive officer or employee in an executive position of the Corporation or an affiliate; and

In the past two (2) years, has not been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or an affiliate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date noted, below.

By:	Witness:
Printed Name of Corporation Member	Printed Name of Witness
Date of Appointment	
Signature	Signature
Date	Date

EXHIBIT B

Members' Annual Financial Disclosure Statement



ST. LAWRENCE COUNTY
 INDUSTRIAL DEVELOPMENT AGENCY
 CIVIC DEVELOPMENT CORPORATION

ANNUAL STATEMENT OF FINANCIAL DISCLOSURE
 FOR CALENDAR YEAR ENDED _____

Pursuant to Section 2825 of the Public Authorities Law, the St. Lawrence County Industrial Development Agency Board Civic Development Corporation members and Officers are required to file this statement on or before May 15 of each year for the preceding calendar year. Please answer all questions completely. Indicate not applicable (N/A) where appropriate. Attach additional pages, if necessary. The filing of this statement does not preclude you of your responsibility to comply with the reporting requirements of other entities.

1. Reporting Individual

Last Name (please print)	First Name	MI
Title/Current Office	Your Telephone Number	
Your Employer	Employer's Address and Telephone #	
Your Spouse	Your Spouse's Employer and Telephone #	

2. I have read the Code of Ethics of the St. Lawrence County Industrial Development Agency Civic Development Corporation and am familiar with its contents..... *initial* [_____]

3. To the best of my knowledge, I have had no interest nor taken any action which would contravene the Code of Ethics..... *initial* [_____]

4. To the best of my knowledge, I have had no interest nor taken any action which would contravene the Code of Ethics, except the interest or action fully disclosed below. *initial* [_____]

5. To the best of my knowledge, the only business interest I have with the St. Lawrence County Industrial Development Agency Civic Development Corporation is as follows:

6. At this time, I am seeking a determination of whether the contemplated course of action described below may constitute a conflict of interest in contravention of the Code of Ethics of the St. Lawrence County Industrial Development Agency Civic Development Corporation.

Date: _____

Signature: _____

EXHIBIT C

Certificate regarding Annual Report

**CERTIFICATE OF THE CHIEF EXECUTIVE OFFICER
AND THE CHIEF FISCAL OFFICER OF THE
THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC
DEVELOPMENT CORPORATION**

The undersigned, being the duly appointed chief executive officer and chief fiscal officer of The St. Lawrence County Industrial Development Agency Civic Development Corporation (the "Corporation"), hereby certify, pursuant to subdivision 3 of Section 2800 of the Public Authorities Law, as follows:

The financial information provided within the Annual Report of the Corporation, dated as of [date], 2008, is accurate, correct, and does not contain any untrue statement of material fact. The Annual Report does not omit any material fact which, if omitted, would cause the report to be misleading in light of the circumstances under which the report and any such statements made therein are made. The Annual Report fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presents in said report.

The Annual Report is hereby approved.

IN WITNESS WHEREOF, the undersigned chief executive officer and chief fiscal officer have executed this Certificate as of _____ (date).

By _____
(Printed Name)

CHIEF EXECUTIVE OFFICER

Signature

Date

By _____
(Printed Name)

CHIEF FINANCIAL OFFICER

Signature

Date