

The Town of Huntington
Local Development Corporation (TOH LDC)

100 Main Street

Huntington, New York

Combined Board of Directors / Member Annual Meeting

Tuesday, April 4, 2017

9:30 a.m. Huntington Town Hall Room 114

MINUTES

Meeting of the TOH LDC Audit Committee, Mark A. Cuthbertson, Tracey A. Edwards and Frank P. Petrone met to review the Corporation's Draft 2016 Financial Statements and Independent Auditors' Report for the purpose of recommending its acceptance by the Board of Directors.

Meeting of the TOH LDC Governance Committee, Mark A. Cuthbertson, Eugene Cook and Susan A. Berland met to discuss instructions for completing Board Evaluations as required annually pursuant to the Public Authorities Accountability Act of 2005, as amended

- 1. Call Annual meeting to order at 9:45 a.m., by Chairperson Frank P. Petrone.**
 - a. Present: Chairperson Frank P. Petrone, Vice Chairperson Mark A. Cuthbertson, Secretary/Treasurer Susan A. Berland, Director Eugene Cook, Director Tracey A. Edwards, Joan Cergol, Executive Director, Thomas D. Glascock, Esq.
- 2. Organizational Matters.**
 - a. Resolution LDC-2017-1 ratifying and confirming the Corporation's Meeting minutes of December 7, 2016
 - b. Resolution LDC-2017-2 to re-elect Frank P. Petrone as Chairperson of the Board of Directors for the Corporation
 - c. Resolution LDC-2017-3 to re-elect Mark A. Cuthbertson as Vice Chairperson of the Board of Directors for the Corporation
 - d. Resolution LDC-2017-4 to re-elect Susan A. Berland as Secretary and Treasurer of the Board of Directors for the Corporation

3. Operational matters.

- a. Annual Review of Corporation's Mission Statement/Measurement Report, and if acceptable, Resolution LDC-2017-5 to approve its adoption
- b. Annual required review of Corporation's Investment Policy, and, if acceptable, Resolution LDC-2017-6 to approve its re-adoption
- c. Annual required review the Corporation's Statement of Procurement Policy & Procedures, and, if acceptable, Resolution LDC-2017-7 to approve its re-adoption
- d. Annual required review of the Corporation's Property Disposition Policy, and, if acceptable, Resolution LDC-2017-8 to approve its re-adoption
- e. Review of Corporation's 2016 Operations & Accomplishments Report, and, if acceptable, Resolution LDC-2017-9 to approve its adoption
- f. Review Corporation's 2016 Draft Financial Statements and Independent Auditors' Report, and, if acceptable, Resolution LDC-2017-10 to accept
- g. Resolution LDC-2017-11 to authorize and approve Thomas D. Glascock, Esq. as Contracting Officer for the Corporation
- h. Resolution LDC-2017-12 to confirm Mark A. Cuthbertson, Frank P. Petrone and Tracey A. Edwards to serve on Corporation's Audit Committee
- i. Resolution LDC-2017-13 to confirm Susan A. Berland, Frank P. Petrone and Tracey A. Edwards to serve on the Corporation's Finance Committee
- j. Resolution LDC-2017-14 to confirm Mark A. Cuthbertson, Eugene Cook and Susan A. Berland to serve on the Corporation's Governance Committee
- k. Resolution LDC-2017-15 that the Executive Director be authorized, until the next combined Board of Directors/Member meeting, to take all such actions as necessary to further the operations and mission of the Corporation, on behalf of the Corporation
- l. Resolution LDC-2017-16 that, during the remainder of year 2017, the Corporation shall notice and may conduct combined Board of Directors/Member meetings in conjunction with regularly scheduled Town Board meetings at 100 Main Street, Huntington, New York, as needed
- m. Circulate Acknowledgment of Fiduciary Duties and Responsibilities Statements for completion by the Directors, due to Executive Director at board members' earliest convenience

- n. Circulate Board Evaluations for completion by the Directors, due to Executive Director at board members' earliest convenience
- o. Reminder that all of the Corporation's Policies, Reports, Budget, Agendas, Minutes, Application for Financial Assistance and Committees are posted at the Town's website

Other Matters.

Adjourn meeting.

Resolution LDC-2017-1

BE IT RESOLVED:

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RATIFIES AND CONFIRMS THE DECEMBER 7, 2016 MEETING MINUTES.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: TRACEY A. EDWARDS

VOTED:

FRANK P. PETRONE Aye

SUSAN A. BERLAND Aye

MARK A. CUTHBERTSON Aye

EUGENE COOK Aye

TRACEY A. EDWARDS Aye

Resolution LDC-2017-2

WHEREAS, the Chairperson discussed the need to re-elect the Officers of The Town of Huntington Local Development Corporation, and stated that said re-election was now in order;

NOW, THEREFORE, BE IT RESOLVED

THAT FRANK P. PETRONE BE, AND HEREBY IS, REELECTED AS CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION UNTIL THE NEXT COMBINED ANNUAL MEETING OF THE DIRECTORS/MEMBERS AND THEREAFTER UNTIL HIS SUCCESSOR IS ELECTED AND QUALIFIED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: TRACEY A. EDWARDS

VOTED:

FRANK P. PETRONE	Aye
SUSAN A. BERLAND	Aye
MARK A. CUTHBERTSON	Aye
EUGENE COOK	Aye
TRACEY A. EDWARDS	Aye

Resolution LDC-2017-3:

BE IT FURTHER RESOLVED:

THAT MARK A. CUTHBERTSON BE, AND HEREBY IS, REELECTED AS VICE CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION UNTIL THE NEXT COMBINED ANNUAL MEETING OF THE DIRECTORS/MEMBERS AND THEREAFTER UNTIL HIS SUCCESSOR IS ELECTED AND QUALIFIED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: TRACEY A. EDWARDS

VOTED:

FRANK P. PETRONE Aye

SUSAN A. BERLAND Aye

MARK A. CUTHBERTSON Aye

EUGENE COOK Aye

TRACEY A. EDWARDS Aye

Resolution LDC-2017-4:

BE IT FURTHER RESOLVED:

THAT SUSAN A. BERLAND BE, AND HEREBY IS, REELECTED AS SECRETARY/TREASURER OF THE BOARD OF DIRECTORS OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION UNTIL THE NEXT COMBINED ANNUAL MEETING OF THE DIRECTORS/MEMBERS AND THEREAFTER UNTIL HER SUCCESSOR IS ELECTED AND QUALIFIED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: TRACEY A. EDWARDS

VOTED:

FRANK P. PETRONE	Aye
SUSAN A. BERLAND	Aye
MARK A. CUTHBERTSON	Aye
EUGENE COOK	Aye
TRACEY A. EDWARDS	Aye

Resolution LDC-2017-5:

BE IT FURTHER RESOLVED:

THAT THE MISSION STATEMENT/MEASUREMENT REPORT, ATTACHED HERETO AS "EXHIBIT A" IS HEREBY AUTHORIZED, APPROVED AND ADOPTED AS THE MISSION STATEMENT/MEASUREMENT REPORT OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: EUGENE COOK

VOTED:

FRANK P. PETRONE	Aye
SUSAN A. BERLAND	Aye
MARK A. CUTHBERTSON	Aye
EUGENE COOK	Aye
TRACEY A. EDWARDS	Aye

Resolution LDC-2017-6:

BE IT FURTHER RESOLVED:

THAT THE INVESTMENT POLICY ATTACHED HERETO AS “EXHIBIT B” IS HEREBY READOPTED AS THE INVESTMENT POLICY OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: EUGENE COOK

VOTED:

FRANK P. PETRONE	Aye
SUSAN A. BERLAND	Aye
MARK A. CUTHBERTSON	Aye
EUGENE COOK	Aye
TRACEY A. EDWARDS	Aye

Resolution LDC-2017-7:

BE IT FURTHER RESOLVED:

THAT THE STATEMENT OF PROCUREMENT POLICY & PROCEDURES, ATTACHED HERETO AS "EXHIBIT C" IS HEREBY READOPTED AS THE STATEMENT OF PROCUREMENT POLICY & PROCEDURES POLICY OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: EUGENE COOK

VOTED:

FRANK P. PETRONE	Aye
SUSAN A. BERLAND	Aye
MARK A. CUTHBERTSON	Aye
EUGENE COOK	Aye
TRACEY A. EDWARDS	Aye

Resolution LDC-2017-8:

BE IT FURTHER RESOLVED:

THAT THE PROPERTY DISPOSITION POLICY ATTACHED HERETO AS “EXHIBIT D” IS HEREBY READOPTED AS THE PROPERTY DISPOSITION POLICY OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: EUGENE COOK

VOTED:

FRANK P. PETRONE Aye

SUSAN A. BERLAND Aye

MARK A. CUTHBERTSON Aye

EUGENE COOK Aye

TRACEY A. EDWARDS Aye

Resolution LDC-2017-9:

BE IT FURTHER RESOLVED:

THAT THE OPERATION AND ACCOMPLISHMENTS REPORT ATTACHED HERETO AS "EXHIBIT E" IS HEREBY AUTHORIZED, APPROVED AND ADOPTED AS THE 2016 OPERATIONS AND ACCOMPLISHMENTS REPORT OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: EUGENE COOK

VOTED:

FRANK P. PETRONE Aye

SUSAN A. BERLAND Aye

MARK A. CUTHBERTSON Aye

EUGENE COOK Aye

TRACEY A. EDWARDS Aye

Resolution LDC-2017-10:

BE IT FURTHER RESOLVED:

THAT THE FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT ATTACHED HERETO AS "EXHIBIT F" IS HEREBY AUTHORIZED, APPROVED AND ADOPTED AS THE 2016 FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT BY THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION, PURSUANT TO THE REQUIREMENTS OF THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: EUGENE COOK

VOTED:

FRANK P. PETRONE Aye

SUSAN A. BERLAND Aye

MARK A. CUTHBERTSON Aye

EUGENE COOK Aye

TRACEY A. EDWARDS Aye

Resolution LDC-2017-11:

BE IT FURTHER RESOLVED:

THAT THOMAS D. GLASCOCK BE, AND HEREBY IS, REAPPOINTED AS CONTRACTING OFFICER OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION UNTIL THE NEXT COMBINED ANNUAL MEETING OF THE BOARD OF DIRECTORS/MEMBERS AND THEREAFTER UNTIL HIS SUCCESSOR IS APPOINTED AND QUALIFIED.

OFFERED BY: EUGENE COOK

SECONDED BY: TRACEY A. EDWARDS

VOTED:

FRANK P. PETRONE Aye

SUSAN A. BERLAND Aye

MARK A. CUTHBERTSON Aye

EUGENE COOK Aye

TRACEY A. EDWARDS Aye

Resolution LDC-2017-12:

BE IT FURTHER RESOLVED:

THAT MARK A. CUTHBERTSON, FRANK P. PETRONE AND TRACEY A. EDWARDS BE, AND HEREBY ARE, REAPPOINTED AS MEMBERS OF THE CORPORATION'S AUDIT COMMITTEE UNTIL THE NEXT COMBINED ANNUAL MEETING OF THE BOARD OF DIRECTORS/MEMBERS AND THEREAFTER UNTIL THEIR SUCCESSORS ARE APPOINTED AND QUALIFIED.

OFFERED BY: EUGENE COOK

SECONDED BY: TRACEY A. EDWARDS

VOTED:

FRANK P. PETRONE Aye

SUSAN A. BERLAND Aye

MARK A. CUTHBERTSON Aye

EUGENE COOK Aye

TRACEY A. EDWARDS Aye

Resolution LDC- 2017-13:

BE IT FURTHER RESOLVED:

THAT SUSAN A. BERLAND, FRANK P. PETRONE AND TRACEY A. EDWARDS BE, AND HEREBY ARE, REAPPOINTED AS MEMBERS OF THE CORPORATION'S FINANCE COMMITTEE UNTIL THE NEXT COMBINED ANNUAL MEETING OF THE BOARD OF DIRECTORS/MEMBERS AND THEREAFTER UNTIL THEIR SUCCESSORS ARE APPOINTED AND QUALIFIED.

OFFERED BY: EUGENE COOK

SECONDED BY: TRACEY A. EDWARDS

VOTED:

FRANK P. PETRONE Aye

SUSAN A. BERLAND Aye

MARK A. CUTHBERTSON Aye

EUGENE COOK Aye

TRACEY A. EDWARDS Aye

Resolution LDC-2017-14:

BE IT FURTHER RESOLVED:

THAT MARK A. CUTHBERTSON, EUGENE COOK AND SUSAN A. BERLAND BE, AND HEREBY ARE, REAPPOINTED AS MEMBERS OF THE CORPORATION'S GOVERNANCE COMMITTEE UNTIL THE NEXT COMBINED ANNUAL MEETING OF THE BOARD OF DIRECTORS/MEMBERS AND THEREAFTER UNTIL THEIR SUCCESSORS ARE APPOINTED AND QUALIFIED.

OFFERED BY: EUGENE COOK

SECONDED BY: TRACEY A. EDWARDS

VOTED:

FRANK P. PETRONE	Aye
SUSAN A. BERLAND	Aye
MARK A. CUTHBERTSON	Aye
EUGENE COOK	Aye
TRACEY A. EDWARDS	Aye

Resolution LDC-2017-15:

BE IT FURTHER RESOLVED:

THAT THE EXECUTIVE DIRECTOR BE AUTHORIZED, UNTIL THE NEXT COMBINED BOARD OF DIRECTORS/MEMBER ANNUAL MEETING, TO TAKE ALL SUCH ACTIONS AS SHALL BE NECESSARY TO FURTHER THE OPERATIONS AND MISSION OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION, ON THE CORPORATION'S BEHALF.

OFFERED BY: TRACEY A. EDWARDS

SECONDED BY: EUGENE COOK

VOTED:

FRANK P. PETRONE	Aye
SUSAN A. BERLAND	Aye
MARK A. CUTHBERTSON	Aye
EUGENE COOK	Aye
TRACEY A. EDWARDS	Aye

Resolution LDC-2017-16:

BE IT FURTHER RESOLVED:

THAT DURING THE REMAINDER OF YEAR 2017, THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION SHALL NOTICE AND MAY CONDUCT COMBINED BOARD OF DIRECTORS/MEMBER MEETINGS IN CONJUNCTION WITH REGULARLY SCHEDULED TOWN BOARD MEETINGS AT 100 MAIN STREET, HUNTINGTON, NEW YORK, AS NEEDED.

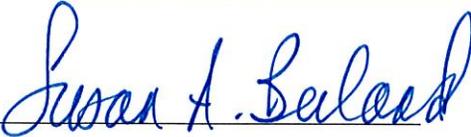
OFFERED BY: TRACEY A. EDWARDS

SECONDED BY: EUGENE COOK

VOTED:

FRANK P. PETRONE	Aye
SUSAN A. BERLAND	Aye
MARK A. CUTHBERTSON	Aye
EUGENE COOK	Aye
TRACEY A. EDWARDS	Aye

THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE MEETING,
UPON MOTION DULY MADE BY TRACEY A. EDWARDS, SECONDED BY –
EUGENE COOK AND UNANIMOUSLY CARRIED, THE SAME WAS
ADJOURNED.



SUSAN A. BERLAND, SECRETARY

DATE: 4/4/17

The following are appended to this Agenda:

1. Corporation's December 7, 2016 meeting minutes.
2. Corporation's 2016 Mission Statement / Measurement Report, "Exhibit A"
3. Corporation's Investment Policy, "Exhibit B"
4. Corporation's Statement of Procurement Policy & Procedures, "Exhibit C"
5. Corporation's Property Disposition Policy, "Exhibit D"
6. Corporation's 2016 Operations & Accomplishments Report, "Exhibit E"
7. 2016 Draft Financial Statements & Auditors' Report, "Exhibit F"

STATE OF NEW YORK)
COUNTY OF SUFFOLK) SS.:

The undersigned, being the Secretary of the Town of Huntington Local Development Corporation, DOES HEREBY CERTIFY THAT:

I have compared the foregoing extract of the minutes of the meeting of the Huntington Local Development (the "Corporation") including the resolutions contained therein, held on the 5th day of April, 2016, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject in matters therein referred to.

I FURTHER CERTIFY that all board members of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (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 such Article 7.

I FURTHER CERTIFY that there was a quorum of the board members of the Corporation 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 or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Corporation this 4th day of April, 2017.



Susan A. Berland, Secretary