

The Town of Huntington
Local Development Corporation (TOH LDC)

100 Main Street

Huntington, New York

Combined Board of Directors / Member Annual Meeting

Tuesday, April 8, 2014

10:30 a.m. Huntington Town Hall Room 114

MINUTES

The TOH LDC Audit Committee, comprised of Mark A. Cuthbertson, Tracey A. Edwards and Frank P. Petrone convened at 10:31 a.m. to review the Corporation's Draft 2013 Financial Statements and Independent Auditors' Report for the purpose of recommending its acceptance by the Board of Directors.

The TOH LDC Governance Committee, comprised of 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 10:42 a.m., by Supervisor Frank P. Petrone.**
 - a. Present: Supervisor Frank P. Petrone, Councilman Mark A. Cuthbertson, Councilwoman Susan A. Berland, Councilman Eugene Cook, Councilwoman Tracey A. Edwards, Joan Cergol, Executive Director, Thomas Glascock, General Counsel.

- 2. Organizational Matters.**
 - a. Resolution 4-8-2014-1 ratifying and confirming the Corporation's Meeting minutes of October 15, 2013
 - b. Resolution 4-8-2014-2 to re-elect Frank P. Petrone as Chairperson of the Board of Directors for the Corporation
 - c. Resolution 4-8-2014-3 to re-elect Mark A. Cuthbertson as Vice Chairperson of the Board of Directors for the Corporation
 - d. Resolution 4-8-2014-4 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 4-8-2014-5 to ratify its adoption
- b. Annual required review of Corporation's Investment Policy, and, if acceptable, Resolution 4-8-2014-6 to ratify its adoption
- c. Annual required review the Corporation's Statement of Procurement Policy & Procedures, and, if acceptable, Resolution 4-8-2014-7 to ratify its adoption
- d. Annual required review of the Corporation's Property Disposition Policy, and, if acceptable, Resolution 4-8-2014-8 to ratify its adoption
- e. Review of Corporation's 2013 Operations & Accomplishments Report, and, if acceptable, Resolution 4-8-2014-9 to ratify its adoption
- f. Review Corporation's 2013 Draft Financial Statements and Independent Auditors' Report, and, if acceptable, Resolution 4-8-2014-10 to accept them
- g. Resolution 4-8-2014-11 to authorize and approve Thomas D. Glascock, Esq. as Contracting Officer for the Corporation
- h. Resolution 4-8-2014-12 to confirm Mark A. Cuthbertson, Frank P. Petrone and Tracey A. Edwards to serve on Corporation's Audit Committee
- i. Resolution 4-8-2014-13 to confirm Susan A. Berland, Frank P. Petrone and Tracey A. Edwards to serve on the Corporation's Finance Committee
- j. Resolution 4-8-2014-14 to confirm Mark A. Cuthbertson, Eugene Cook and Susan A. Berland to serve on the Corporation's Governance Committee
- k. Resolution 4-8-2014-15 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 mission of the Corporation, on behalf of the Corporation
- l. Resolution 4-8-2014-16 that, during the remainder of AYEr 2014, the Corporation shall notice and conduct combined Board of Directors/Member meetings at 100 Main Street, Huntington, New York, as needed
- m. Circulate Acknowledgment of Fiduciary Duties and Responsibilities Statements for completion by the Board of Directors, due to Executive Director by May 31, 2014
- n. Circulate Board Evaluations for completion by the Board of Directors, due to Executive Director by May 31, 2014

- o. Circulate Annual Financial Disclosure 2014 statements for completion by the Board of Directors, due to Executive Director by May 31, 2014
- p. 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 4-8-2014-1

BE IT RESOLVED:

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RATIFIES AND CONFIRMS THE OCTOBER 15, 2013 MEETING MINUTES.

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 – ABSTAIN

Resolution 4-8-2014-2

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

NOW, THEREFORE, BE IT RESOLVED

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RE-ELECTS FRANK P. PETRONE AS CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION.

OFFERED BY: MARK A. CUTHBERTSON

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 4-8-2014-3

BE IT FURTHER RESOLVED:

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RE-ELECTS MARK A. CUTHBERTSON AS VICE-CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION.

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 4-8-2014-4

BE IT FURTHER RESOLVED:

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RE-ELECTS SUSAN A. BERLAND AS SECRETARY AND TREASURER OF THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION.

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 4-8-2014-5

BE IT FURTHER RESOLVED:

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY ADOPTS ITS MISSION STATEMENT/MEASUREMENT REPORT, 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 4-8-2014-6

BE IT FURTHER RESOLVED:

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RE-ADOPTS ITS INVESTMENT POLICY, 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 4-8-2014-7

BE IT FURTHER RESOLVED:

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RE-ADOPTS ITS STATEMENT OF PROCUREMENT POLICY & PROCEDURES, 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 4-8-2014-8

BE IT FURTHER RESOLVED:

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY RE-ADOPTS ITS PROPERTY DISPOSITION POLICY 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 4-8-2014-9

BE IT FURTHER RESOLVED:

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY ADOPTS ITS 2013 OPERATIONS AND ACCOMPLISHMENTS REPORT, 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 4-8-201-10

BE IT FURTHER RESOLVED:

THAT THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION HEREBY ACCEPTS ITS 2013 DRAFT FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT, 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 4-8-2014-11

BE IT FURTHER RESOLVED:

THAT THE CORPORATION HEREBY CONFIRMS THOMAS D. GLASCOCK,
ESQ. AS CONTRACTING OFFICER FOR THE CORPORATION

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 4-8-2014-12

BE IT FURTHER RESOLVED:

THAT THE CORPORATION HEREBY CONFIRMS MARK A. CUTHBERTSON,
FRANK P. PETRONE AND TRACEY A. EDWARDS AS MEMBERS OF THE
CORPORATION'S AUDIT COMMITTEE

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 4-8-2014-13

BE IT FURTHER RESOLVED:

THAT THE CORPORATION HEREBY CONFIRMS SUSAN A. BERLAND,
FRANK P. PETRONE AND TRACEY A. EDWARDS AS MEMBERS OF THE
CORPORATION'S FINANCE COMMITTEE

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 4-8-2014-14

BE IT FURTHER RESOLVED:

THAT THE CORPORATION HEREBY CONFIRMS MARK A. CUTHBERTSON,
EUGENE COOK AND SUSAN A. BERLAND AS MEMBERS OF THE
CORPORATION'S GOVERNANCE COMMITTEE

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 4-8-2014-15

BE IT FURTHER RESOLVED:

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

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 4-8-2014-16

BE IT FURTHER RESOLVED:

THAT DURING THE REMAINDER OF AYER 2014, THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION SHALL NOTICE AND CONDUCT COMBINED BOARD OF DIRECTORS/MEMBER MEETINGS AT 100 MAIN STREET, HUNTINGTON, NEW YORK, AS NEEDED.

OFFERED BY: FRANK P. PETRONE

SECONDED BY: EUGENE COOK

VOTED:

FRANK P. PETRONE - AYE

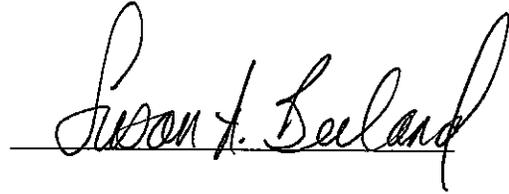
SUSAN A. BERLAND - AYE

MARK A. CUTHBERTSON- AYE

EUGENE COOK - AYE

TRACEY A. EDWARDS - AYE

THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE MEETING,
UPON MOTION DULY MADE BY FRANK P. PETRONE, SECONDED BY –
SUSAN A. BERLAND AND UNANIMOUSLY CARRIED, THE SAME WAS
ADJOURNED.



SUSAN A. BERLAND, SECRETARY

DATE: 4/23/14

The following are appended to this Agenda:

1. Copy of Corporation's October 15, 2013 meeting minutes.
2. Copy of Corporation's Mission Statement / Measurement Report
3. Copy of Corporation's Investment Policy
4. Copy of Corporation's Statement of Procurement Policy & Procedures
5. Copy of Corporation's Property Disposition Policy
6. Copy of Corporation's 2013 Operations & Accomplishments Report
7. Copy of 2013 Draft Financial Statements & Auditor's Report

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:

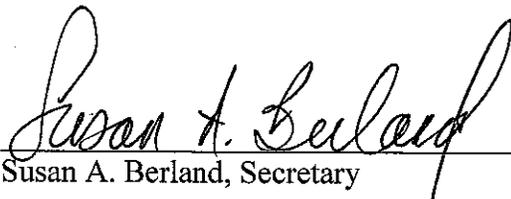
I have compared the foregoing extract of the minutes of the meeting of the Huntington Local Development (the "Corporation") including the resolutions contained therein, held on the 8th day of April, 2014, with the original thereof on file in my office, and that the same is a true and correct copy of 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 23rd day of April, 2014.



Susan A. Berland, Secretary