

## **RESOLUTION**

A regular meeting of the Onondaga County Industrial Development Agency (the "Agency") was convened in public session on January 9, 2025, at 8:30 a.m., local time, at 335 Montgomery Street, 2nd Floor, Syracuse, New York.

The meeting was called to order by the (Vice) Chairperson of the Agency and, upon roll being called, the following members of the Agency were:

**PRESENT:**

Patrick Hogan  
Janice Herzog  
Sue Stanczyk  
Kevin Ryan  
Cydney Johnson

**ABSENT:**

Elizabeth Dreyfuss  
Fanny Villareal

**ALSO PRESENT:** Robert M. Petrovich, Executive Director  
Jeffrey W. Davis, Esq., Agency Counsel (via Zoom)  
Amanda M. Fitzgerald, Esq., Agency Counsel

The following resolution was offered by Janice Herzog, seconded by Cydney Johnson, to wit:

### **RESOLUTION REGARDING ADOPTION OF REVISED AND RESTATED BYLAWS AND POLICIES.**

WHEREAS, the Agency is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act"), Chapter 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975 of the State of New York, as amended, constituting Section 895 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York (the "State"), to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the Act requires that the Agency develop bylaws and policies which shall be used by the Agency to manage and regulate its affairs; and

WHEREAS, the Agency desires to revise Article II, Section 7A of its bylaws to change the following portion of the second sentence from “the Executive Director shall be the Onondaga County Director of Economic Development, a position that is appointed by the Onondaga County Executive and confirmed by affirmative vote of the Onondaga County Legislature”, to state “the Executive Director shall be appointed by the Onondaga County Executive” (the “Article II Revision”; the existing bylaws of the Agency as so amended by the Article II Revision, the “Restated Bylaws”); and

WHEREAS, the Agency desires to update and restate its policies to best reflect its practices, processes and standards (the existing policies of the Agency as restated, the “Restated Policies”); and

WHEREAS, the proposed changes and policies have been reviewed by the members of the Agency’s Governance Committee and the Governance Committee has recommended that the Agency adopt the Restated Bylaws and the Restated Policies; and

WHEREAS, copies of the Restated Bylaws and the Restated Policies have been distributed to the members of the Agency and are available at this meeting;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The members of the Agency hereby approve the Restated Bylaws and the Restated Policies. The Executive Director of the Agency is hereby directed to post the Restated Bylaws and the Restated Policies on the Agency’s website.

Section 2. This Resolution shall take effect immediately.

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

|                    | <u>AYE</u> | <u>NAY</u> | <u>ABSENT</u> |
|--------------------|------------|------------|---------------|
| Patrick Hogan      | X          |            |               |
| Janice Herzog      | X          |            |               |
| Cydney Johnson     | X          |            |               |
| Elizabeth Dreyfuss |            |            | X             |
| Susan Stanczyk     | X          |            |               |
| Kevin Ryan         | X          |            |               |
| Fanny Villarreal   |            |            | X             |

The Resolution was thereupon declared duly adopted.

STATE OF NEW YORK                    )  
                                                  ) ss.:  
COUNTY OF ONONDAGA                )

I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 9, 2025, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting, (B) said meeting was in all respects duly held, (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law, and (D) there was a quorum of the members of the Agency 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this 9<sup>th</sup> day of January, 2025.

(SEAL)

Alejo Rodriguez  
Secretary