

**Minutes of the Annual Meeting
of the
Board of Directors
of
Buffalo Lakeside Commerce Park
Property Owners Association, Inc.**

Via Video Conference Call & Live Stream Audio

**January 18, 2022
12:00 p.m.**

Directors Present:

Janique S. Curry
Thomas A. Kucharski
Michael Montante
Dennis M. Penman, Chair

Directors Absent:

Maria R. Whyte

Officers Present:

Brandye Merriweather, President
Rebecca Gandour, Executive Vice President
Mollie Profic, Treasurer
Kevin J. Zanner, Secretary

Guests Present: Atiqa Abidi, BUDC Assistant Treasurer; Alexis M. Florczak, Hurwitz & Fine, P.C.; Laurie Hendrix, BUDC Administrative Coordinator; Thomas Mancuso, Mancuso Business Development Group; Antonio Parker, BUDC Project Manager; Phil Riggs, Project Inspector, ECIDA; and Paul Tronolone, Empire State Development.

- 1.0 Call to Order/Roll Call:** The meeting was called to order at 12:10 p.m. A quorum of the Board of Directors was determined to be present.

The meeting was held via Zoom in accordance with the provisions of Article 7 of the Public Officers Law, as amended effective January 14, 2022, which authorizes public bodies to conduct meetings and take such action authorized by law without permitting in public in-person access to meetings and to authorize such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.

- 2.0 Organizational Resolutions of the Board of Directors** – Mr. Zanner presented proposed resolutions relating to the appointment of POA officers, adoption of BUDC policies, establishment of Audit and Governance committees, and the approval of a depository bank to establish a bank account for the POA. Ms. Curry made a motion to approve the resolution as presented. The motion was seconded by Mr. Montante and unanimously carried (4-0-0). A copy of the Board of Directors resolution is attached hereto as Exhibit A to these minutes.

3.0 Adjournment – There being no further business to come before the Committee, the January 18, 2022 meeting of the Board of Directors was adjourned at 12:16 p.m.

Respectfully submitted,

Kevin J. Zanner
Secretary

Exhibit A

Board of Directors Resolutions

See attached.

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
BUFFALO LAKESIDE COMMERCE PARK
PROPERTY OWNERS ASSOCIATION, INC.**

WHEREAS, Buffalo Lakeside Commerce Park Property Owners Association, Inc. (the “Corporation” or “POA”) is an affiliated corporation of Buffalo Urban Development Corporation (“BUDC”); and

WHEREAS, pursuant to Section 2 of the Public Authorities Law (“PAL”) of the State of New York, the provisions of the Public Authorities Accountability Act of 2005, as amended by Chapter 506 of the Laws of 2009 of the State of New York (the “PAA Act”) apply to certain “local authorities”; and

WHEREAS, BUDC as a local authority is subject to the requirements of the PAA Act, compliance with which is administered by the New York State Authorities Budget Office (the “ABO”); and

WHEREAS, the BUDC Board of Directors has adopted the following policies, procedures and guidelines in accordance with the PAA Act, linked here <https://www.buffalourbandevelopment.com/budc-corporate-policies> (the “PAA Act Policies”):

Code of Ethics
Investment & Deposit Policy
Procurement Policy
Property Disposition Policy
Property Acquisition Policy
Travel, Conference, Meals & Entertainment Policy
Whistleblower Policy

WHEREAS, the ABO has indicated that independent compliance with the PAA Act is not required by an organization that relies upon the staff of another entity that is required to comply with the PAA Act, has common membership with regard to their respective boards of directors, or otherwise functions in a practical sense as a division, unit or office of an entity that is required to comply with the PAA Act; and

WHEREAS, the Corporation relies upon BUDC staff to carry out its functions, the members of the Real Estate Committee of the BUDC Board of Directors serve as members of the Corporation’s Board of Directors, and the Corporation currently operates in a practical sense as a division or unit of BUDC; and

WHEREAS, Article VII, Section 1 of the POA Bylaws provides for the election of officers by a majority vote of the Board of Directors; and

WHEREAS, Article V, Section 1 of the Bylaws provides that the Corporation’s Board of Directors is empowered to manage the property, business, and affairs of the Corporation and to

exercise such powers and take such actions as are permitted, directed or required to be exercised by the Corporation; and

WHEREAS, the Board of Directors has determined it to be in the best interest of the Corporation to establish a banking account with KeyBank, N.A., BUDC’s current depository bank; and

WHEREAS, the Corporation’s Board of Directors desire to adopt PAA Act Policies, elect officers of the Corporation, authorize committees and appoint committee members, open a bank account on behalf of the Corporation, and take such other actions as set forth herein.

NOW, THEREFORE, IT IS RESOLVED, that all PAA Act Policies previously adopted by the BUDC Board of Directors (as the same may be amended, modified or repealed by the BUDC Board of Directors from time to time) and all PAA Act Policies which are hereafter adopted by the BUDC Board of Directors (as the same may be amended, modified or repealed by the BUDC Board of Directors from time to time), shall be applicable to the operations of the Corporation; and it is further

RESOLVED, that where applicable, the Corporation is authorized to include information regarding its activities, practices and operations as part of the reports required to be submitted by BUDC under the PAA Act; and it is further

RESOLVED, that the Board hereby establishes an Audit Committee and a Governance Committee, and the membership of such committees shall consist of all members of the Board of Directors; and

RESOLVED, that the following persons are elected as officers of the Corporation, and shall hold such office for a term of two (2) years and until their successors are duly elected:

President:	Brandye Merriweather
Vice President:	Rebecca Gandour
Treasurer:	Mollie Profic
Secretary:	Kevin Zanner, Esq.
Assistant Treasurer:	Atiqa Abidi

and it is further

RESOLVED, that KeyBank, N.A (the “Bank”) is hereby designated a depository of the Corporation; and it is further

RESOLVED, that any one of the following officers (“Authorized Officers”) are hereby authorized, empowered, and directed to do all things and acts and to execute all documents as may be necessary, or advisable and proper, to carry on the business of the Corporation for and on behalf of the Corporation, including but not limited to, open and close accounts with the Bank and deposit and/or withdraw funds of the Corporation with the Bank for the transaction of the Corporation’s business:

Brandye Merriweather - President

Rebecca Gandour –Vice President
Mollie Profic – Treasurer
Atiqa Abidi – Assistant Treasurer

and it is further

RESOLVED, that all acts and proceedings of the officers of the Corporation since the last annual meeting of the Board of Directors are hereby ratified, confirmed and approved in all respects; and it is further

RESOLVED, that these resolutions shall take effect immediately.

Adopted: January ____, 2022