

# Buffalo Lakeside Commerce Park Property Owners Association, Inc.

## ANNUAL MEETINGS OF THE MEMBERS AND BOARD OF DIRECTORS

Tuesday, January 18, 2022

12:00 p.m.

*Via Video Conference Call & Live Stream Audio*

### *Annual Members Meeting Agenda*

- 1) Call Meeting to Order/Roll Call
- 2) Appointment of Board of Directors - Resolution (*Approval*) (*Enclosure*)
- 3) Adjournment (*Approval*)

### *Annual Board of Directors Meeting Agenda*

- 1) Call Meeting to Order/Roll Call
- 2) Organizational Resolutions of the Board of Directors (*Approval*) (*Enclosure*)
  - appointment of POA officers
  - adoption of BUDC policies
  - approval of depository bank to establish bank account
- 3) Adjournment (*Approval*)

**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:	Atiq 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

**RESOLUTIONS OF THE  
MEMBERS 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**, the present Members of the POA include Buffalo Urban Development Corporation, Buffalo Lakeside Commerce Park-I, LLC, and BLD X, LLC; and

**WHEREAS**, Article V of the Corporation’s Bylaws provides for the management of the POA by a Board of Directors (the “Board”), to be elected by the Members at the annual meeting; and

**WHEREAS**, the following persons presently serve on the Board of Directors of the Corporation: Brandy Merriweather, Rebecca Gandour and Mollie Profic; and

**WHEREAS**, Article V, Section 2 of the Bylaws requires the POA Board of Directors to be comprised of no less than three (3) and no more than seven (7) persons at any time, and may be increased or decreased by action by the Board so long as the number of directors not be decreased to less than three; and

**WHEREAS**, the Members of the POA desire to increase the size of the Board to five members and appoint a new Board of Directors.

**NOW, THEREFORE, IT IS RESOLVED**, that all acts and proceedings of the Board of Directors of the Corporation since the last annual meeting of the Board of Directors are hereby ratified, confirmed and approved; and it is further

**RESOLVED**, that the Board of Directors shall consist of five Directors; and it is further

**RESOLVED**, that the following persons are elected to the Board of Directors, to hold such office for a term of two (2) years and until their successors are duly elected:

Janique S. Curry  
Thomas A. Kucharski  
Michael J. Montante  
Dennis M. Penman  
Maria R. Whyte

Adopted: January \_\_\_\_, 2022