

**CITY OF RENSSELAER INDUSTRIAL DEVELOPMENT AGENCY  
ANNUAL HOUSEKEEPING RESOLUTION 2023**

A regular meeting of City of Rensselaer Industrial Development Agency (the “Agency”) was convened in public session at the offices of the Agency located at the Rensselaer City Hall at 62 Washington Street in the City of Rensselaer, Rensselaer County, New York on January 23, 2023 at 4:15 p.m., local time.

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

PRESENT:

Michael Stammel	Chairman
John DeFrancesco	Vice Chairman
Andrew Kretzschmar	Secretary
Ray Stevens	Member

ABSENT:

William Bulnes	Member
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

John J. Bonesteel	Chief Executive Officer/Treasurer
Madeline Rizzo	Executive Assistant to the CEO
A. Joseph Scott, III, Esq.	Special Agency Counsel
Shannon E. Wagner, Esq.	Special Agency Counsel

The following resolution was offered by Stammel seconded by DeFrancesco to wit:

Resolution No. 0123-1

**RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE  
MATTERS OF THE AGENCY.**

WHEREAS, City of Rensselaer Industrial Development Agency (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”) and Chapter 235 of the 1974 Laws of New York, as amended, constituting Section 903-c 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 commercial, manufacturing 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, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency shall elect the officers of the Agency; and

WHEREAS, the members of the Agency desire to make certain appointments and approve certain administrative matters;

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

Section 1. The Agency hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves and confirms the policies described in Schedule A.

Section 2. The Agency hereby authorizes the (Vice) Chairman and the Chief Executive Officer to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

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

Michael Stammel	VOTING	<u>AYE</u>
John DeFrancesco	VOTING	<u>AYE</u>
Andrew Kretzschmar	VOTING	<u>AYE</u>
William Bulnes	VOTING	<u>ABSENT</u>
Ray Stevens	VOTING	<u>AYE</u>

The foregoing resolution was thereupon declared duly adopted.

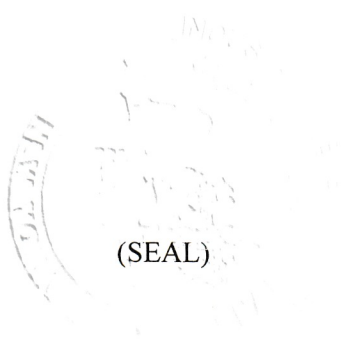
STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF RENSSELAER )

I, the undersigned Secretary of the City of Rensselaer Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency held on January 23, 2023 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters 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 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 and affixed the seal of the Agency this 23<sup>rd</sup> day of January, 2023.



(SEAL)

Andrew Kretzschmar  
Secretary

SCHEDULE A

Confirmation of Regular Agency Meeting Schedule

Fourth Monday of the Month at 4:00 o'clock p.m.

Election of Officers of the Agency

John DeFrancesco	Vice Chairman
Andrew Kretzschmar	Secretary
John J. Bonesteel	Treasurer

Appointment of Chief Executive Officer and Staff to the Agency

John J. Bonesteel	Chief Executive Officer
Madeline Rizzo	Executive Assistant to the CEO

Appointment of Accounting Firm of the Agency

Allen F. Maikels, CPA

Appointment of Auditing Firm Regarding Preparation of Financial Statements

Allen F. Maikels, CPA

Appointment of Agency Counsel

A. Joseph Scott, III, Esq., Hodgson Russ LLP

Appointment of Special/Bond Counsel

A. Joseph Scott, III, Esq., Hodgson Russ LLP

Appointment of Bank of the Agency and Accounts

T.D. Bank, N.A.

Approval and Confirmation of Agency Policies

- Compensation Reimbursement and Attendance Policy
- Defense and Indemnification Policy
- Disposition of Property Guidelines
- Investment Policy
- Procurement Policy
- Travel Policy
- Uniform Criteria For Project Evaluation
- Whistleblower Policy
- Code of Ethics
- Uniform Tax Exemption Policy

Appointment of Contract Officer

John J. Bonesteel, Chief Executive Officer

Appointment of Investment Officer

John J. Bonesteel, Chief Executive Officer

Finance Committee

Michael Stammel, Chairman  
John DeFrancesco, Member  
Andrew Kretzschmar, Member  
William Bulnes, Member  
Ray Stevens, Member

Governance and Compliance Committee

Michael Stammel, Chairman  
John DeFrancesco, Member  
Andrew Kretzschmar, Member  
William Bulnes, Member  
Ray Stevens, Member

Audit Committee

Michael Stammel, Chairman  
John DeFrancesco, Member  
Andrew Kretzschmar, Member  
William Bulnes, Member  
Ray Stevens, Member