

ULSTER COUNTY ECONOMIC DEVELOPMENT ALLIANCE, INC.

ANNUAL HOUSEKEEPING RESOLUTION – 2025

The annual meeting of the Board of Directors of the Ulster County Economic Development Alliance, Inc. (the “Corporation”) was convened on May 19, 2025 at 4:30 p.m.,

The following resolution was duly offered and seconded, to wit:

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

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

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AS FOLLOWS:

Section 1. The Corporation 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” and contained in the Corporation’s Policy Manual.

(C) Approves that this meeting shall constitute the annual meeting of the Corporation as provided in the By-Laws of the Corporation.

(D) Waives written notice of the annual meeting as set forth in the By-Laws of the Corporation.

Section 2. The Corporation hereby authorizes the Chair 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:

	YEA	NAY	ABSENT	ABSTAIN
Gregory Simpson	[]	[]	[]	[]
Christopher Cerone	[]	[]	[]	[]
Ward Todd	[]	[]	[]	[]
Brian Cahill	[]	[]	[]	[]
Leslie Wellington	[]	[]	[]	[]
Megan Sperry	[]	[]	[]	[]
Herb Litts	[]	[]	[]	[]

The resolution was thereupon declared duly adopted.

SECRETARY'S CERTIFICATION

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

I, the undersigned Secretary of Ulster County Economic Development Alliance Inc., DO
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Ulster County Economic Development Alliance Inc. (the "Corporation"), including the resolution contained therein, held on May 19, 2025, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Corporation had, or waived, 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 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 affixed the seal of said Corporation this _____ day of _____, 2025.

Secretary

[SEAL]

SCHEDULE “A”

Election of Officers of the Corporation	Gregory Simpson – Chair Herb Litts – Vice Chair Ward Todd – Treasurer Megan Sperry – Secretary
Appointment of President/CEO	Kevin Lynch
Appointment of Vice President	Amanda LaValle
Appointment of Chief Financial Officer	Christopher Jaros
Staff of the Corporation	Ulster County Office of Economic Development
Appointment of Bank of the Board	M&T Bank
Approval and Confirmation of Policies	Mission Statement and Goals Code of Ethics Compensation, Reimbursement and Attendance Policy Defense and Indemnification Policy Discriminatory Harassment Prevention Policy Investment and Deposit Policy No Extension of Credit Policy Procurement Policy Property Disposition Policy Travel Policy Whistleblower Policy
Appointment of Contract Officer	Megan Sperry
Appointment of Investment Officer	Christopher Jaros
Appointment of Audit Committee Members	Herb Litts Brian Cahill Gregory Simpson

Appointment of Governance Committee	Megan Sperry Brian Cahill Herb Litts
Appointment of Finance Committee Members	Gregory Simpson Herb Litts Megan Sperry Ward Todd Christopher Cerrone Brian Cahill Leslie Wellington
Appointment of Revolving Loan Fund Special Committee Members	Gregory Simpson Christopher Cerrone Brian Cahill Christopher Jaros