

ST. LAWRENCE RIVER VALLEY REDEVELOPMENT AGENCY

AGENDA

*-Agenda Subject to Change-*

**January 17, 2017 at 6:00 PM  
Town of Louisville Municipal Building**

**ANNUAL MEETING**

Call to Order	<ul style="list-style-type: none"> <li>▪ Robert McNeil, Chair</li> </ul>
Roll Call and Determination of Quorum	
Public Notice	<ul style="list-style-type: none"> <li>▪ January 9, 2017</li> </ul>
Presentations	
Approval of Minutes	<ul style="list-style-type: none"> <li>▪ December 6, 2016..... 1-2</li> </ul>
Financial Reports	<ul style="list-style-type: none"> <li>▪ November 2016..... 3-6</li> </ul>
Committee Reports	<ul style="list-style-type: none"> <li>▪ Nominating Committee (Murphy/Strait)</li> </ul>
Old Business	
New Business	<ul style="list-style-type: none"> <li>▪ Resolution: Procurement Policy (Annual Review) ..... 7-9</li> <li>▪ Resolution: Authorizing a loan of \$1,000,000 to the Ogdensburg Bridge and Port Authority (Tabled) ..... 10</li> <li>▪ 2017 Community Development &amp; Environmental Improvement Fund Program</li> </ul>
Staff Report	
Public Comment	
Executive Session	
Adjournment	

St. Lawrence River Valley Redevelopment Agency  
Minutes of December 6, 2016 Meeting ~ Town of Louisville Municipal Offices, Massena, NY

Call to Order: The meeting was called to order at 6:00 PM by Chairman McNeil.

Roll Call/Determination of Quorum: Messrs. McNeil, Carroll, Murphy, and Strait attend. Mr. McNeil announces there is a quorum. Ms. Wilson from NYPA is also in attendance.

Public Notice: Public notifications were sent on November 29, 2016 to, at a minimum: St. Lawrence County's newspapers designated for the publication of local laws and other matters required by law to be published. Notification also sent to other local media sources and websites.

Presentations: None

Approval of Minutes: Carroll/Murphy motion/second to approve minutes of the November 8, 2016 meeting. Motion passes unanimously.

Financial Report: M. Kelly reported that North Country Dairy had paid off its loan (as planned) on 12/1, that the RVRDA audit would start on 1/23/17 and that there were no unusual financial events in October, 2016. Carroll/Murphy motion/second to accept the financial report. Motion passes unanimously.

Committee Reports: Mc. McNeil appointed Messrs. Murphy and Strait to constitute a nominating committee to report a slate of proposed officers at the January, 2017 meeting.

Executive Session:

At 6:03 PM, Carroll/Murphy motion to go into executive session to discuss the financial/credit history and affairs of several specific companies. Motion passes unanimously. Chief Financial Officer (Fred Morrill) and Chairman of the Board (Sam Burns) of the Ogdensburg Bridge and Port Authority are asked to join a portion of the session.

At 7:10 PM Carroll/Murphy motion a return to open session. Motion passes unanimously.

Public Comment: Mr. Matt Bullwinkel introduces the newly developing Energy Circuit Rider Program at Adirondack North Country Association "ANCA". Mr. Bullwinkel shares a brief amount of information concerning the program and suggests that he return after the New Year to offer a more thorough discussion about the particulars of the new program, as well as other energy programs available through ANCA.

Old Business: Mr. McNeil reports that the RVRDA had a resolution on the table authorizing a \$1,000,000 loan to the Ogdensburg Bridge and Port Authority and that it would stay on the table until the next meeting. This was acceptable to all present.

New Business:

- Mr. Kelly draws attention to the proposed 2017 meeting schedule in the members' packet. No one objected to the proposed schedule.
- Annual Review of Investment Policies: Carroll/Strait motion a resolution titled "RVRDA Annual Review of Investment Policies & Authorization of Depositories". Mr. Kelly notes that First Niagara will be dropped from the list of depositories, as they have been acquired by Key Bank. Motion passes unanimously.
- Atlantic Testing Laboratories: Strait/Murphy motion a resolution "Authorizing a Loan of up to \$218,160 to Atlantic Testing Laboratories, LTD". Mr. Kelly reports that the new equipment to be purchased with the loan (a drilling rig) will help retain 20 jobs in the company's drilling unit and create two new jobs. He explains that retaining ATL's headquarters in St. Lawrence Co. is part of

the reason to make such a loan, aside from the company's sterling payment history on previous loans and the high quality of the jobs in the drilling unit. Motion passes unanimously.

Staff Reports:

- Mr. Kelly comments on the "RVRDA Loan Status" report included in the members' meeting packets. He draws attention to the fact that the loans to the 14 enterprises listed had witnessed an increase in jobs from 291 before the projects had started to 463 currently.
- Lot 18 Building: Mr. Kelly reports that Kingston Pharma is using about 5,000 sq. ft. of the Lot 18 building in the Massena Industrial Park. Curran Renewable Energy continues to occupy most of the other 15,000 sq. ft. but, as the heating season ratchets up, they should vacate the rest of the premises in the near future.
- Marketing: Mr. Kelly notes that staff attended the PackEx trade show in Montreal last week and were at SelectUSA-Canada in Montreal today.
- ABO Review: Mr. Kelly reports that, even though the Authority Budget Office had modified some of its findings regarding the conduct of the IDA-LDC, he still disagreed with much of the revised report.
- Alcoa: Mr. Kelly reports that Arconic had split from its parent in November 1 and that he and Mr. McMahon had met that day with Alcoa personnel to map future relationships with them.

Public Comment: Ms. Schneider mentions a 60 Minute report about a Mississippi developer's operations and his focus on infrastructure. Mr. McNeil notes that the Sherman Inn in Ogdensburg was an example of a successful business whose operations are based on a novel business model.

Executive Session:

At 7:30 PM, Strait/Carroll motion to go into a second executive session to discuss the financial/credit history and affairs of several specific companies. Motion passes unanimously.

At 7:40 PM Carroll/Murphy motion a return to open session. Motion passes unanimously.

The meeting is adjourned at 7:40 PM, upon the motion by Strait/Murphy. Motion passes unanimously.

# St. Lawrence County IDALDC-RVRDA

## Balance Sheet

January through November 2016

	RVRA
<b>ASSETS</b>	
<b>Current Assets</b>	
202 - Cash - RVRA	
202E - Cash - RVRA - Community Bank	4,500,083.29
202A - Cash - RVRA - NBT	69,289.89
202B - Cash - RVRA - NBT_MoneyMkt	1.00
202C - Cash - RVRA - Key	2,435,210.43
202F - Cash - RVRA - NBT CDRS	1,000,053.38
<b>Total 202 - Cash - RVRA</b>	<b>8,004,637.99</b>
209 - Rental Security Deposits	531.41
<b>Total Checking/Savings</b>	<b>8,005,169.40</b>
<b>Total Current Assets</b>	<b>8,005,169.40</b>
<b>Fixed Assets</b>	
100 - Massena Lot 18 (MIB18) RVRA	
100A - MIB 18 - Building [RVRA]	359,800.00
100B - MIB 18 - Bldg Deprec [RVRA]	-33,373.78
100C - MIB 18 - Improvements	58,122.00
<b>Total 100 - Massena Lot 18 (MIB18) RVRA</b>	<b>384,548.22</b>
101 - Massena Lot 19 (MIB19) RVRA	
101A - MIB 19 - Building [RVRA]	340,200.00
101B - MIB 19 - Bldg Deprec [RVRA]	-33,748.17
101C - MIB 19 - Improvements	92,540.01
<b>Total 101 - Massena Lot 19 (MIB19) RVRA</b>	<b>398,991.84</b>
<b>Total Fixed Assets</b>	<b>783,540.06</b>
<b>Other Assets</b>	
555-B - Bad Debt Allowance[RVRDA]	-80,000.00
<b>Total Bad Debt Allowance</b>	<b>-80,000.00</b>
<b>Mortgage Receivables [RVRA]</b>	
414 - M/R - High Peaks Winery [RVRA]	31,968.82
415 - M/R - FirstClassAire [RVRA]	45,222.08
500 - M/R - SLCIDACIB [RVRA]	638,767.48
<b>Total Mortgage Receivables [RVRA]</b>	<b>715,958.38</b>
<b>Notes Receivable - [RVRA]</b>	
511 - N/R - Swift Labs [RVRA]	29,364.70
510 - N/R - SLCIDA Rail Loan [RVRA]	750,000.00
507 - N/R - Curran LOC [RVRA]	1,354,410.75
506 - N/R - Ansen 2015 [RVRA]	227,820.32
485R - N/R - NoCoDairy [RVRA]	7,184.27
487 - N/R - StructuralWood - [RVRA]	82,262.55
495 - N/R - City of Ogdensburg [RVRA]	15,427.59
497 - N/R - BlastBoss [RVRA]	20,498.85
498 - N/R - Riverside Iron [RVRA]	78,937.99
503 - N/R - Town of Louisville [RVRA]	2,082.58
504 - N/R - Hozmerica [RVRA]	12,740.46

# St. Lawrence County IDALDC-RVRDA

## Balance Sheet

January through November 2016

	<u>RVRA</u>
505 · N/R - Hoosier [RVRA]	79,845.20
Total Notes Receivable - [RVRA]	<u>2,660,575.26</u>
220 · Due from Affiliate	
220-Ins · Due From Tenant for Insurance	2,556.32
220 · Due from Affiliate - Other	250.64
Total 220 · Due from Affiliate	<u>2,806.96</u>
Total Other Assets	<u>3,299,340.60</u>
<b>TOTAL ASSETS</b>	<b><u><u>12,088,050.06</u></u></b>
<b>LIABILITIES &amp; EQUITY</b>	
Liabilities	
Current Liabilities	
Other Current Liabilities	
2101 · Rental Deposit	531.41
Total Other Current Liabilities	<u>531.41</u>
Total Current Liabilities	531.41
Long Term Liabilities	
524 · Due to Affiliates	1,867.95
Total Long Term Liabilities	<u>1,867.95</u>
Total Liabilities	2,399.36
Equity	
3800 · Net Assets - Unrestricted	-1,906,575.28
3900 · Net Assets - Temp Restricted	14,315,639.92
Net Income	-323,413.94
Total Equity	<u>12,085,650.70</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u><u>12,088,050.06</u></u></b>

## St. Lawrence River Valley Redevelopment Agency

Income	2016 Budget	November-16	YTD	Balance
<b>OPERATING REVENUE- Other</b>				
2400 · Late Fees Received	50.00	0.00	60.00	(10.00)
2409B · Interest Income - Banks	6,500.00	141.29	4,854.20	1,645.80
2409L · Interest Income - Loans	40,000.00	5,724.24	47,360.14	(7,360.14)
2412 · Miscellaneous Income (App Fees)	2,500.00	0.00	2,200.00	300.00
2424 · National Grid Marketing Revenue	0.00	0.00	25,000.00	(25,000.00)
	<u>49,050.00</u>	<u>5,865.53</u>	<u>79,474.34</u>	<u>(30,424.34)</u>
<b>MASSENA INDUSTRIAL BUILDING LOT18</b>				
2422 - MIB18 - Rent	1,500.00	4,375.00	31,125.00	(29,625.00)
	<u>1,500.00</u>	<u>4,375.00</u>	<u>31,125.00</u>	<u>(29,625.00)</u>
6486408 · MIB18 - Maintenance Expense	2,500.00	0.00	160.00	2,340.00
6486411 · MIB18 - Insurance Expense	3,725.00	0.00	3,932.00	(207.00)
6486416 · MIB18 - Utility Expense	6,000.00	0.00	1,929.16	4,070.84
6486499 · MIB18 - Miscellaneous Expense	500.00	0.00	0.00	500.00
6486500 · MIB18 - Depreciation Expense	7,196.00	0.00	0.00	7,196.00
	<u>19,921.00</u>	<u>0.00</u>	<u>6,021.16</u>	<u>13,899.84</u>
<b>Total MASSENA INDUSTRIAL BUILDING LOT</b>	<u>(18,421.00)</u>	<u>4,375.00</u>	<u>25,103.84</u>	<u>(43,524.84)</u>
<b>MASSENA INDUSTRIAL BUILDING LOT19</b>				
2423 · Rental - MIB LOT19 (Fockler)	49,630.00	1,062.50	46,705.45	2,924.55
	<u>49,630.00</u>	<u>1,062.50</u>	<u>46,705.45</u>	<u>2,924.55</u>
6487408 · MIB19 - Maintenance Expense	100.00	0.00	160.00	(60.00)
6487411 · MIB19 - Insurance Expense	4,500.00	0.00	2,999.42	1,500.58
6487416 · MIB19 - Utility Expense	500.00	0.00	0.00	500.00
6487499 · MIB19 - Miscellaneous Expense	500.00	0.00	0.00	500.00
6487500 · MIB19 - Depreciation Expense	6,804.00	0.00	0.00	6,804.00
	<u>12,404.00</u>	<u>0.00</u>	<u>3,159.42</u>	<u>9,244.58</u>
<b>Total MASSENA INDUSTRIAL BUILDING LOT</b>	<u>37,226.00</u>	<u>1,062.50</u>	<u>43,546.03</u>	<u>(6,320.03)</u>
<b>Community Development Projects</b>				
6460450-11 - CDEIP 2011	53,606.00	36,150.51	36,150.51	17,455.49
6460450-12 - CDEIP 2012	18,626.00	0.00	4,268.59	14,357.41
6460450-13 - CDEIP 2013	28,848.00	0.00	0.00	28,848.00
6460450-14 - CDEIP 2014	249,942.00	42,800.00	42,800.00	207,142.00
6460450-15 - CDEIP 2015	331,202.00	36,101.65	36,167.00	295,035.00
6460450-16 - CDEIP 2016	445,000.00	0.00	2,250.00	442,750.00
	<u>1,127,224.00</u>	<u>115,052.16</u>	<u>121,636.10</u>	<u>1,005,587.90</u>
<b>Total COMMUNITY DEVELOPMENT PROJEC</b>	<u>(1,127,224.00)</u>	<u>(115,052.16)</u>	<u>(121,636.10)</u>	<u>(1,005,587.90)</u>
<b>Operating Expenditures</b>				
6460411 · Insurance Expense	500.00	0.00	570.80	(70.80)
6460418 · Underwriting/Credit Report Expense	1,000.00	0.00	0.00	1,000.00
6460420 · Office Supplies Expense	50.00	0.00	0.00	50.00
6460430 · Contractual Expenses to MED	48,600.00	10,000.00	44,300.00	4,300.00
6460431 · Contractual Expenses to IDALDC	300,000.00	0.00	300,000.00	0.00
6460433 · Legal Expense	15,000.00	525.00	1,822.50	13,177.50
6460434 · Accounting Expense	3,200.00	0.00	2,968.75	231.25
6460436 · Marketing Expense	50,000.00	0.00	225.00	49,775.00
6460440 · Meeting Expense	0.00	0.00	0.00	0.00
6460443 · Other Travel Expense	1,000.00	0.00	0.00	1,000.00
6460499 · Miscellaneous Expense	1,000.00	0.00	15.00	985.00
6460555 · Bad Debt Allowance Expense	0.00	0.00	0.00	0.00
<b>Total RVRA Operating Expenditures</b>	<u>420,350.00</u>	<u>10,525.00</u>	<u>349,902.05</u>	<u>70,447.95</u>
<b>Total Revenue</b>	\$ 100,180.00	\$ 11,303.03	\$ 157,304.79	\$ (57,124.79)
<b>Total Expenditures</b>	\$ 1,579,899.00	\$ 125,577.16	\$ 480,718.73	\$ 1,099,180.27
<b>Net Income</b>	\$ (1,479,719.00)	\$ (114,274.13)	\$ (323,413.94)	\$ (1,156,305.06)

## St. Lawrence River Valley Redevelopment Agency Check Register

Type	Date	Ck Num	Name	Memo	Amount
<b>Beginning Balance for Nov 2016</b>					<b>\$ 8,114,102.20</b>
Check	11/01/2016	1654	SLCIDALDC	North Country Dairy Payment Nov 16	-7,120.80
Check	11/01/2016	1655	Pease and Gustafson, LLP	Legal Costs	-525.00
Check	11/01/2016	1656	Massena Electric Dept	Nov & Dec Contractual Costs	-10,000.00
Deposit	11/01/2016		NBT Bank	Interest	2.08
Sales Receipt	11/04/2016	340	Ansen Corp	Nov Payment	3,738.99
Sales Receipt	11/08/2016	343	GMEDF	Nov Payment	1,294.82
Sales Receipt	11/10/2016	347	Trade Warehouse	Nov Payment	1,062.50
Sales Receipt	11/10/2016	348	James Besaw	Nov Payment	125.00
Check	11/14/2016	1657	Ogdensburg Growth Fund Dev Corp	50% of payments	-1,430.90
Check	11/14/2016	1658	St. Lawrence Gas	MIB Utility Costs	-25.25
Check	11/14/2016	1659	Town of Louisville.	CDEIP	-42,800.00
Check	11/14/2016	1660	Town of Louisville.	CDEIP	-36,101.65
Check	11/21/2016	1661	Massena Electric Dept	MIB Utility Costs	-217.63
Check	11/21/2016	1662	Village of Massena, Water Dept	MIB Utility Costs	-33.01
Check	11/21/2016	1663	Business Development Corp	CDEIP	-36,150.51
Sales Receipt	11/21/2016	356	SLCIDA	Nov Payment	4,154.20
Sales Receipt	11/21/2016	357	GMEDF	Nov Payment	2,127.34
Sales Receipt	11/29/2016	368	Curran Renewable Energy, LLC	Dec Payment	7,598.98
Sales Receipt	11/29/2016	369	Hoosier Magnetics, Inc.	Dec Payment	3,735.90
Sales Receipt	11/29/2016	370	Hozmerica, LLC	Dec Payment	311.61
Sales Receipt	11/29/2016	371	Swift Labs LLC	Dec Payment	786.58
Deposit	11/30/2016		NBT Bank	Interest	2.54
<b>Ending Balance for Nov 2016</b>					<b>\$ 8,004,637.99</b>

ST. LAWRENCE RIVER VALLEY REDEVELOPMENT AGENCY  
 Resolution No. RVR 17-01-XX  
 January 17, 2017

**ANNUAL REVIEW OF PROCUREMENT POLICY**

**WHEREAS**, written procedures (the “Procurement Policy”) have been put into place which guide the [St. Lawrence River Valley Redevelopment Agency] to procure goods and services in a manner which assures (i) compliance with all applicable provisions of law governing procurements by the [SLRVRA], (ii) the acquisition of quality goods and services which meets the [SLRVRA]’s needs, (iii) fairness and open competition, (iv) the wise and prudent use of the [SLRVRA]’s resources and (v) the avoidance of favoritism, extravagance, fraud and corruption,

**NOW, THEREFORE BE IT RESOLVED** the [St. Lawrence River Valley Redevelopment Agency] hereby approves its Procurement Policy (attached).

Move:				
Second:				
<b>VOTE</b>	<b>AYE</b>	<b>NAY</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
McNeil				
Strait				
Murphy				
Carroll				
Forsythe				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

\_\_\_\_\_  
 Lori Sibley

\_\_\_\_\_  
 01/17/17



**ST. LAWRENCE RIVER VALLEY REDEVELOPMENT AGENCY**  
**PROCUREMENT POLICY**  
**RESOLUTION NO. RVR-17-01-XX (JANUARY 17, 2017)**

A. Introduction

1. Scope: In accordance with Article 18-A of the General Municipal Law (the “IDA Act”), Section 104b of the General Municipal Law, and the Public Authorities Accountability Act of 2005, the St. Lawrence River Valley Redevelopment Agency, hereinafter [the Agency], is required to adopt procurement policies which will apply to the procurement of goods and services not subject to the competitive bidding requirements of Section 103 of the GML and paid for by [the Agency] for its own use and account.
2. Purpose: Pursuant to Section 104b of the GML, the primary objectives of this policy are to assure the prudent and economical use of public monies in the best interests of the taxpayers of a political subdivision or district, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.
3. Any and all previously-approved Procurement policies of [the Agency] are hereby rescinded.

B. Procurement Policy

1. Items purchased in conjunction with St. Lawrence County purchasing procedures, including New York State contract pricing, shall meet [the Agency]’s requirements.
2. Goods and services purchased from any unit of Local, State or Federal government may also meet [the Agency]’s requirements.
3. [The Agency] shall adhere to the following methods of competition for non-bid procurements:

	Verbal Quotes		Written Quotes	Reference Notes
	0	3	3	
Purchase Contracts Below \$10,000				
Under \$1,000	X			
\$1,000 - \$2,499		X		
\$2,500 - \$9,999			X	
Purchase Contracts of \$10,000 or more				A, B
Emergencies				C
Insurance				D
Professional Services				E

Reference Notes:

- A: All purchases of over \$10,000 require advertised request for proposals.
- B: All expenditures over \$10,000 require [the Agency]'s approval even if a budget line item has been previously adopted for such expenditure.
- C: Even in the case of an emergency, public interest dictates that purchases are made at the lowest possible costs, seeking competition by informal solicitation of quotes or otherwise to the extent practicable under the circumstance. Documentation must be made showing the method and extent of competition.

Emergency provisions (goods and services) can be an exception to the RFP and competitive process if they must be purchased immediately and a delay in order to seek alternate proposals may threaten the life, health, safety, property or welfare of the [the Agency].

- D: Insurance coverage is not subject to formal competitive bidding. Requests for Proposals, written or verbal quotations can serve as documentation of the process.
- E: Professional Services involve specialized expertise, use of professional judgment, and/or a high degree of creativity. They are not purchase contracts or contracts for public work, as those phrases are used in the bidding statutes, and therefore are not subject to the competitive bidding procedures. The individual or company may be chosen based on qualifications to include, but not limited to, reliability, skill, education and training, experience, demonstrated effectiveness, judgment and integrity. These qualifications are not necessarily found in the individual or company that offers the lowest price.

Professional or technical services shall include but not be limited to the following:

- Accounting (CPA)
- Architectural / Design Services
- Customized Software Programming Services
- Consultants
- Engineering
- Instructors / Teachers / Training
- Insurance Coverage and/or Insurance Broker
- Investment Management Services
- Laboratory Testing
- Legal
- Medical / Dental Services

Contracts for professional services are made in the best interest of the [the Agency], utilizing Requests for Quotations (RFQ), Requests for Proposals (RFP) or other competitive process. The process may consider inclusive factors such as price, staffing and suitability for needs, reliability, skill, education and training, experience, demonstrated effectiveness, judgment and integrity, and must include negotiations on a fair and equal basis.

- 3. [The Agency} shall capitalize all purchases in excess of \$2,500

ST. LAWRENCE RIVER VALLEY REDEVELOPMENT AGENCY  
 Resolution No. RVR-16-09-10 (Tabled)  
 September 13, 2016

**AUTHORIZING A LOAN OF \$1,000,000 TO  
 OGDENSBURG BRIDGE AND PORT AUTHORITY**

**WHEREAS**, the St. Lawrence County River Valley Redevelopment Agency seeks to actively participate in economic development projects which result in the creation of jobs and improvements to regional infrastructure, and

**WHEREAS**, the Ogdensburg Bridge and Port Authority (the “OBPA”) has received a variety of grants and loans of \$26,557,066 for improvements at the expansion of their Airport facilities, and

**WHEREAS**, the OBPA is also undertaking efforts to expand their Port facilities, and

**WHEREAS**, OBPA has requested the St. Lawrence River Valley Redevelopment Agency provide \$1,000,000 in working capital funding to assist with the completion of these projects, and

**WHEREAS**, the OBPA has an unencumbered property (OBPA Building #11) they will offer as collateral for the requested loan, and

**NOW, THEREFORE, BE IT RESOLVED** the St. Lawrence River Valley Redevelopment Agency agrees to authorize the St. Lawrence County Industrial Development Agency Local Development Corporation to lend \$1,000,000 from the St. Lawrence River Valley Economic Development Fund to the OBPA, and

**BE IT FURTHER RESOLVED** that said loan of \$1,000,000 shall be subject to the following terms and conditions:

1. Interest Rate: [Tabled]
2. Term: [Tabled]

To Table:

Move:	Paquin			
Second:	Murphy			
<b>VOTE</b>	<b>AYE</b>	<b>NAY</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Carroll				X
McNeil	X			
Murphy	X			
Paquin	X			
Strait	X			

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley

September 13, 2016