Town of Evans Land Development Corporation

The meeting of the Board of Directors of the Town of Evans Local Development Corporation, a local development corporation organized pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, was convened in public session in the Town of Evans Town Hall, 8787 Erie Road, Angola, New York on May 6, 2026, at 5 p.m. local time.

The meeting was called to order by Chairman Ashton and the following members of the Corporation were:

MEMBERS PRESENT:	Raymond Ashton	Chairman
	John Wilson	Vice Chairman
	John Latimore	Treasurer
	Vincent Gugliuzza	Assistant Secretary
ALSO PRESENT:	Jeff Storch	Harris Beach - Council
	Brittanylee Penberthy	Town Attorney
	Lynn Krajacic	Town Clerk
ABSENT:	Karen Erickson	Secretary

RESOLUTION 2026 #4 Corporate Organization Resolution (Excluding Section 4 - Mission Statement)

Chairman Ashton moved and Vice Chairman Wilson seconded,

WHEREAS, pursuant to resolution adopted by the Town Board on March 20, 2026 (the "Town Resolution"), the Town of Evans (the "Town") authorized, among other things, the establishment of the Town of Evans Local Development Corporation (the "Corporation") as a local development corporation pursuant to Section 1411 of the Not-For-Profit Corporation Law ("N-PCL") of the State of New York (the "State"), hereinafter referred to as the "Act"; and

WHEREAS, pursuant to the Town Resolution and Section 1411 of the Act, the Certificate of Incorporation for the Corporation was filed with the Secretary of State on the 20th of March 2026; and

WHEREAS, pursuant to Section 2 of the Public Authorities Law ("PAL") of the State, the provisions of the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009 (collectively, "PAAA") and Public Officers Law Sections 2800 and 2824 ("POL") apply to certain defined "local authorities," including the Corporation; and

WHEREAS, pursuant to a resolution adopted by the Corporation on March 30, 2026, the Corporation appointed certain directors by way of the Town Resolution and the Certificate to manage the affairs of the Corporation (the "Directors"), and adopted additional policies, procedures, and guidelines (the "Formation Resolution"); and

WHEREAS, the Formation Resolution established a Governance Committee (the "Governance Committee" and a Finance and Audit Committee (the "Finance and Audit Committee); and

WHEREAS, the Corporation now desires to undertake certain additional organizational matters, including: (i) adoption of a Charter for the Governance Committee and appointing a chair thereto; (ii) adopting a Charter for the Finance and Audit Committee, and appointing a Chair thereto; (iii) engaging the services of a Banking Institution for the Corporation; and (iv) adopting a mission statement for the Corporation.

NOW, THEREFORE, BE IT RESOLVED by the Initial Directors of the Corporation as follows:

Section 1. The Directors of the Corporation hereby adopt the Governance Committee Charter, in the form attached hereto as **Exhibit A** and appoint Vincent Gugluizza to serve as the Chair thereto.

Section 2. The Directors of the Corporation hereby adopt the Finance and Audit Committee Charter, in the form attached hereto as **Exhibit B** and appoint John Latimore to serve as the Chair thereto.

Section 3. The Directors of the Corporation hereby engage the services of the professionals and institutions as set forth in **Exhibit C** attached hereto to serve as the Banking Institution of the Corporation.

Section 4. The Directors of the Corporation hereby adopt the Mission Statement as set forth in **Exhibit D** attached hereto.

Section 5. The Corporation and its officers, employees, or Directors are hereby authorized to do all things necessary or appropriate for the accomplishment of the purposes of this resolution, and all acts heretofore taken by the Corporation with respect to such activities are hereby approved, ratified and confirmed as amended.

This resolution shall take effect immediately.

VOTE RESULT: All in favor - carried

RESOLUTION 2026 #5 Table Adoption of Mission Statement

Chairman Ashton moved and Assistant Secretary Gugliuzza seconded to Table the adoption of the Mission Statement.

VOTE RESULT: All in favor - carried

RESOLUTION 2026 #6 Adjournment

Chairman Ashton moved and Vice Chairman Wilson seconded to adjourn to Wednesday, June 17, 2026 at 5:00pm.

VOTE RESULT: All in favor - carried

Respectfully Submitted,

Vincent Gugliuzza
Assistant Secretary

Exhibit A
Governance Committee Charter

[attached]

TOWN OF EVANS LOCAL DEVELOPMENT CORPORATION
GOVERNANCE COMMITTEE CHARTER

This Charter shall serve as the charter for the Governance Committee of the Town of Evans Local Development Corporation (the "Corporation), upon approval by the Board of the Corporation.

ARTICLE I
Core Functions

The Board of Directors of the Corporation authorized the establishment of the Governance Committee. The By-laws sets forth the composition and basic responsibilities of the Governance Committee.

The core responsibilities of the Governance Committee, as mandated under Section 2824(7) of the New York Public Authorities Law, are set forth in the Bylaws and include: (i) keeping the Board informed of current best governance practices; (ii) reviewing corporate governance trends; (iii) updating the Corporation's corporate governance principles; and (iv) advising those responsible for appointing members to the Board on the skills and experiences necessary required of potential Board members.

ARTICLE II
Composition

The Governance Committee shall be comprised of the Board of Directors of the Corporation and shall be appointed in accordance with the By-laws. Members of the Committee should be knowledgeable, or have expressed a willingness to become knowledgeable, in matters pertaining to governance. The Board shall designate one member of the Governance Committee to serve as chair of the Governance Committee. Each member of the Governance Committee shall serve for a term of one (1) year and until his or her successor shall be appointed and qualified.

At least a majority of the members of the Governance Committee must be an "independent member" within the meaning of, and to the extent required by, Section 2825 of the New York Public Authorities Law, as amended from time to time.

ARTICLE III
Committee Meetings

The Governance Committee will meet a minimum of once (1) each calendar year. Additional meetings may be necessary or appropriate to adequately fulfill the obligations and duties outlined in this Charter.

Meeting notices and agendas will be prepared for each meeting and provided to Governance Committee members by electronic or regular mail at least five (5) days in advance of the scheduled meeting. A quorum of the Governance Committee shall consist of a majority of the members serving on the Governance Committee irrespective of vacancies. The affirmative vote of a majority of the members serving on the Governance Committee shall constitute an act of the Governance Committee. Minutes of all meetings shall be recorded by the Secretary or any

Assistant Secretary of the Corporation. All meetings shall comply with the requirements of the Open Meetings Law.

ARTICLE IV
Committee Responsibilities

To accomplish the objectives of good governance and accountability, the Governance Committee has the following responsibilities as set forth below:

A. The Board of Directors has delegated to the Governance Committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the Governance Committee has specific expertise, as follows:

(i) Develop the Corporation's governance practices, which should address transparency, independence, accountability, fiduciary responsibilities and management oversight;

(ii) Develop a statement of the competencies and personal attributes required of Board members to assist those authorized to appoint members to the Board in identifying qualified individuals;

(iii) Develop and recommend to the Board any revisions to the number and/or structure of Board committees;

(iv) Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled Board member training to be obtained from state-approved trainers as required under Section 2824(2) of the New York Public Authorities Law;

(v) Examine ethical and conflicts of interest; and

(vi) Perform full Board self-evaluations.

B. The Governance Committee shall develop, review and recommend to the Board the adoption and/or revisions to the following:

(i) the Corporation's Code of Ethics;

(ii) written policies regarding conflicts of interest;

(iii) written policies regarding the protection of whistleblowers from retaliation;

(iv) written policies regarding procurement of goods and services;

(v) written policies regarding the disposition of real and personal property and the acquisition of property;

(vi) committee charters, including this Charter;

(vii) mission statement and annual goals and objectives; and

(viii) any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's Board, including the Corporation's Bylaws. The Governance Committee will oversee the implementation and effectiveness of the Bylaws and other governance documents and recommend modifications to the Board as necessary or appropriate.

ARTICLE V
Committee Reports

The Governance Committee shall:

A. report its actions and recommendations to the Board at each regular meeting of the Board following a meeting of the Governance Committee and when otherwise requested by the Board;

B. report to the Board, at least annually, regarding any proposed changes to this Charter; and

C. provide a self-evaluation of the Governance Committee's functions to the Board on an annual basis.

ARTICLE VI
Amendments

This Charter may be amended upon affirmative vote of a majority of the Board of the Corporation.

Adopted this 6th day of May 2026
by the Board of the Corporation.

Exhibit B

Finance and Audit Committee Charter

[attached]

EXHIBIT C

TOWN OF EVANS LOCAL DEVELOPMENT CORPORATION
PROFESSIONALS RETAINED AND APPROVED RELATIONSHIPS FOR BANKING INSTITUTIONS

Banking Institution:
NBT Bank
8599 Erie Rd
Angola NY 14006

TOWN OF EVANS LOCAL DEVELOPMENT CORPORATION
FINANCE AND AUDIT COMMITTEE CHARTER

This Charter shall serve as the charter for the Finance and Audit Committee of the Town of Evans Local Development Corporation (the "Corporation), upon approval by the Board of the Corporation.

ARTICLE I
Core Functions

The Board of Directors of the Corporation authorized the establishment of the Audit and Finance Committee. The core functions of the Finance and Audit Committee are set forth in the By-laws of the Corporation, and include: (i) providing assistance to members of the Corporation in fulfilling their fiduciary responsibilities relating to accounting, reporting and regulatory compliance practices; (ii) maintaining, by way of regularly scheduled meetings, a direct line of communication between the members of the Corporation and the Corporation's independent accountants and auditors to provide for exchanges of views and information; (iii) maintaining, as appropriate, a direct line of communication between the members of the Corporation and the governmental authorities having audit authority or fiscal oversight of the Corporation; (iv) approving the budget of the Corporation for submission to the Board; (v) approving and/or directing the transfers of moneys under the approved budget; and (vi) recommending to the Board the level of cash reserves and the level of fund balances of the Corporation.

ARTICLE II
Composition

The Finance and Audit Committee shall be comprised of at least three members. Members of the Committee should be familiar with corporate financial and accounting practices. The Board shall designate one member of the Finance and Audit Committee to serve as chair of the Finance and Audit Committee. Each member of the Finance and Audit Committee shall serve for a term of one (1) year and until his or her successor shall be appointed and qualified.

At least three members of the Finance and Audit Committee must be an "independent member" within the meaning of, and to the extent required by, Section 2825 of the New York Public Authorities Law, as amended from time to time. Finance and Audit Committee members shall be prohibited from being an employee of the Corporation or an immediate family member of an employee of the Corporation. Members of the Finance and Audit Committee shall not engage in any private business transactions with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation, or be an immediate family member of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

ARTICLE III
Committee Meetings

The Finance and Audit Committee will meet a minimum of once (1) each calendar year. Additional meetings may be necessary or appropriate to adequately fulfill the obligations and duties outlined in this

Charter. The Finance and Audit Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

Meeting notices and agendas will be prepared for each meeting and provided to Finance and Audit Committee members by electronic or regular mail at least five (5) days in advance of the scheduled meeting. A quorum of the Finance and Audit Committee shall consist of a majority of the members serving on the Finance and Audit Committee irrespective of vacancies. The affirmative vote of a majority of the members serving on the Finance and Audit Committee shall constitute an act of the Finance and Audit Committee. Minutes of all meetings shall be recorded by the Secretary or any Assistant Secretary of the Corporation. All meetings shall comply with the requirements of the Open Meetings Law.

ARTICLE IV
Committee Responsibilities

The Finance and Audit Committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) oversight of management's internal controls, compliance and risk assessment practices; (c) special investigations and whistleblower policies; (d) miscellaneous issues related to the financial practices of the Corporation; and (e) shall review proposals for the issuance of debt by the Corporation and make recommendations regarding such proposed debt issuance.

A. Independent Auditors and Financial Statements

The Finance and Audit Committee shall:

(i) Recommend to the Board the hiring of independent auditors, establish the compensation to be paid to the auditors retained by the Corporation and provide oversight of the audit services provided by the independent auditor.

(ii) Establish procedures for the engagement of the independent auditor to provide permitted audit services. The Corporation's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the Finance and Audit Committee. Non-audit services include tasks that directly support the Corporation's operations, such as (a) bookkeeping or other services related to the accounting records or financial statements of the Corporation; (b) financial information systems design and implementation; (c) appraisal or valuation services, fairness opinions, or contribution-in-kind reports; (d) actuarial services; (e) internal audit outsourcing services; (f) management functions or human resource services; (g) broker or dealer, investment advisor, or investment banking services; and (h) legal services and expert services unrelated to the audit function.

(iii) Review and approve the Corporation's audited financial statements, associated management letter and all other auditor communications.

(iv) Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements of the Corporation.

(v) Meet with the Corporation's independent auditor at least annually to discuss the financial statements of the Corporation, and on an as-needed basis to discuss any significant issues that may have surfaced during the course of the audit.

(vi) Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

B. Internal Controls, Compliance and Risk Assessment

The Finance and Audit Committee shall review management's assessment of the effectiveness of the Corporation's internal controls and review the actions taken by management on the independent accountants' and auditors' suggestions for correcting weaknesses, if any, in the Corporation's internal controls, regulatory compliance, organizational structure and operations, and if applicable, any weaknesses noted.

C. Debt Issuance

The Finance and Audit Committee shall review proposals for the issuance of debt and make recommendations regarding such proposed debt issuance.

ARTICLE V
Committee Reports

The Finance and Audit Committee shall:

A. report its actions and recommendations to the Board at each regular meeting of the Board following a meeting of the Finance and Audit Committee and when otherwise requested by the Board;

B. report to the Board, at least annually, regarding any proposed changes to this Charter; and

C. report to the Board on a periodic basis, at least annually, the findings of its independent auditors. These reports shall include careful consideration of the actions taken by management on the independent auditors' suggestions for correcting weaknesses, if any, in the Corporation's internal controls, regulatory compliance, organizational structure and operations. These reports may include the adequacy of the audit effort by the Corporation's independent auditors, the financial and regulatory compliance reporting decisions of management, the adequacy of disclosure of information essential to a fair presentation of the financial affairs and regulatory compliance efforts of the Corporation, and the organization and quality of the Corporation's system of management and internal accounting controls.

ARTICLE VI
Amendments

This Charter may be amended upon affirmative vote of a majority of the Board of the Corporation.

Adopted this 6th day of May 2026
by the Board of the Corporation.