

**MINUTES**  
**OSWEGO COUNTY CIVIC FACILITIES CORPORATION**  
**ANNUAL MEETING**  
**December 16, 2010**  
**44 West Bridge Street, Oswego, New York**

PRESENT: John W. Kruk, Donald H. Kunzwiler, Carolyn A. Rush, H. Leonard Schick and Gary T. Toth

Absent: Jonathan Daniels and Philip R. Church

Also Present: Kevin C. Caraccioli, David S. Dano, Arthur W. Ospelt and L. Michael Treadwell

The meeting of the Board of Directors (the "Board") of the Oswego County Civic Facilities Corporation (the "Corporation"), a local development corporation organized pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, was duly called to order at 2:00 p.m. at 44 West Bridge Street, Oswego, NY. On a motion by Mr. Kunzwiler, seconded by Mr. Toth, Ms. Rush was chosen to preside over the meeting and Mr. Treadwell was chosen to act as Secretary of the Meeting.

**INTRODUCTION OF MEMBERS**

An introduction of all attending members and others that were present was made.

**NOTICE OF MEETING**

Meeting notices were posted at the Oswego County Building, the Oswego County IDA/Operation Oswego County Office Building, and published in The Palladium Times on December 10, 2010.

**OSWEGO COUNTY LEGISLATURE RESOLUTION NO. 210 OF 2010**

A copy of the Resolution adopted October 14, 2010, authorizing the creation of the Oswego County Civic Facilities Corporation was distributed. A copy of [Resolution No. 210](#) is attached and made an official part of the minutes.

**CERTIFICATE OF INCORPORATION FOR THE OSWEGO COUNTY CIVIC FACILITIES CORPORATION**

A copy of the Certificate of Incorporation was distributed. A copy of the [Certificate of Incorporation](#) is attached and made an official part of the minutes.

**BY-LAWS OF THE OSWEGO COUNTY CIVIC FACILITIES CORPORATION**

Following a review of the BY-LAWS, on a motion by Mr. Schick, seconded by Mr. Kunzwiler, the BY-LAWS were approved. A copy of the BY-LAWS is attached and made an official part of the minutes.

**ELECTION OF OFFICERS**

On a motion by Mr. Kunzwiler, seconded by Mr. Kruk, the following slate of officers were elected to serve in the offices set forth next to their names until their respective successors are elected and shall qualify or until their earlier resignations:

#### NAME TITLE

Carolyn A. Rush President  
Jonathan Daniels Vice President  
H. Leonard Schick Treasurer  
Gary T. Toth Secretary

#### APPOINTING THE CEO AND CFO

On a motion by Mr. Toth, seconded by Mr. Schick, the following persons were appointed to serve in the offices set forth next to their names until their respective successors are appointed and shall qualify or until their earlier resignations:

#### NAME TITLE

L. Michael Treadwell Chief Executive Officer  
David S. Dano Chief Financial Officer

#### APPOINTING LEGAL COUNSEL

On a motion by Mr. Schick, seconded by Mr. Kunzwiler, a resolution was adopted approving the engagement of the services of Kevin C. Caraccioli, Esq. as Counsel to the Corporation, and directed Counsel to work with the Chief Executive Officer to develop and present to the directors for approval policies required to be adopted by the Corporation under the Public Authorities Law and such other policies as they deem appropriate.

#### AUTHORIZATION TO ESTABLISH A BANK ACCOUNT

On a motion by Mr. Kruk, seconded by Mr. Kunzwiler, authorization was approved for the CEO and CFO to evaluate proposals from at least two local banks to establish a bank account.

A discussion was held on sources of funds to be used to establish the bank account. Authorization to obtain a FEIN was approved for purposes of establishing a bank account.

#### ADMINISTRATIVE SERVICES AGREEMENT (ASA)

A discussion was held on establishing an Administrative Services Agreement with Operation Oswego County, Inc., counsel was authorized to draft the ASA.

#### RATIFICATION RESOLUTION

Upon a motion duly made and seconded, the directors unanimously adopted the following resolution:

RESOLVED, that all acts and transactions of any director or the persons named herein as officers of the Corporation that were taken or made prior to and including the date of the creation of the Corporation and all acts and transactions (if any) of any director, and the persons named herein as officers of the Corporation that were taken or made from the date of creation of the Corporation to the date of this Resolution are ratified and approved.

#### ADJOURNMENT

There being no further business, on a motion by Mr. Kunzwiler, seconded by Mr. Schick and unanimously adopted, the meeting was adjourned at 2:30 p.m.

L. Michael Treadwell  
Secretary of the Meeting