

Board Meeting Minutes

Orleans Land Restoration Corporation

June 12, 2020

**121 N Main St 2nd Floor Albion NY
Board Room
9:52 a.m.**

Draft

Directors Present:

Paul Hendel, Chairman
John Misiti, Vice Chairman
Ken DeRoller, Secretary
John DeFilipps, Director
Skip Draper, Treasurer
Ed Urbanik, Director

Directors Absent:

Carol D'Agostino, Director

Also Present:

Jim Whipple, CEO/CFO
Gabrielle Barone, Vice President Business Development/Empire Zone Coordinator
Diane Blanchard, Micro-enterprise Business Coordinator
Kevin Zanner, OEDA Legal Counsel

Pursuant to Executive Order 220.1 suspending certain provisions of the Open Meetings Law, this meeting was held via telephonic conference call with a live video stream made available at the OEDA website to facilitate public access. The meeting was recorded, and a transcript of the meeting will be posted at the website at a later time. A roll vote was conducted for each item for which a Board vote was taken in order to assure that Board member votes were correctly recorded.

The meeting was called to order by Chairman Paul Hendel at 9:52 a.m.

- I. Roll Call-** The meeting was called to order by Chairman Paul Hendel at 9:52 a.m. Diane called the roll. Board members Paul Hendel, John Misiti, Ken DeRoller, John DeFilipps, Skip Draper and Ed Urbanik were present, constituting a quorum of the Board. Carol D'Agostino was absent.
- II. Approval of Previous Board Minutes May 8, 2020---**The May 8, 2020 Board meeting minutes were reviewed. A motion was made by Ed Urbanik to accept the

meeting minutes as presented, seconded by John Misiti. Motion unanimously carried (6-0-0).

III. OLRC Financials

OLRC Monthly Financial Report--- Jim reported that the Finance Committee reviewed the monthly Financial Report for the month ending May 31, 2020 and is recommending that the Board approve the Financial Report.

Motion to accept the OLRC monthly Financial Report made by John DeFilipps, seconded by John Misiti. Motion unanimously carried (6-0-0). M0620-001.

Presentation of the 2019 Audited Financial Statements—Jim presented the audited financial statements of the corporation for the year ending December 31, 2019. Jim noted that the Audit Committee is recommending that the Board approve the audited financial statements as presented.

Motion to accept the audited financial statements made by Ed Urbanik, seconded by Ken DeRoller. Motion unanimously carried (6-0-0). M0620-002.

IV. Legal—No report.

V. Operations Report—Facilities/Sites—No report.

VI. Old Business----None.

VII. New Business

Consider an Amendment to the WNYE Rail Spur Lease Agreement

Jim presented the following resolution regarding a proposed amendment to the WNY Energy Rail Spur Lease Agreement:

RESOLUTION OF THE BOARD OF DIRECTORS OF ORLEANS LAND RESTORATION CORPORATION AUTHORIZING THE EXECUTION AND DELIVERY OF A FIFTH AMENDMENT TO RAIL SPUR LEASE AGREEMENT IN CONNECTION WITH THE 2006 WESTERN NEW YORK ENERGY, LLC PROJECT.

Ken DeRoller made a motion to approve the resolution, which was seconded by John Misiti. A roll call vote was taken with all members present voting in favor of the resolution (6-0-0). Resolution attached. M0620-003.

Consider Legal Representation Agreement—Jim presented the Hurwitz & Fine P.C. letter of engagement to serve as general counsel for OLRC. A motion was needed to approve.

Motion to approve the Hurwitz & Fine P.C. legal representation agreement made by Ed Urbanik, seconded by John Misiti. Motion unanimously carried (6-0-0). M0620-004.

VII. Executive Session----None.

IX. Adjournment

Ed Urbanik made a motion to adjourn the meeting subject to the Chairman's recall, seconded by Ken DeRoller. Motion Passed.

Respectfully Submitted,

Diane Blanchard