Hamburg Industrial Development Agency

~ BY-LAWS ~

Re-adopted as written:

March 11, 2026
March 12, 2025
April 10, 2024
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April 21, 2021
April 7, 2020
September 7, 2012
March 28, 2008
November 14, 2006
November 22, 1994

ARTICLE I

THE AGENCY

Section 1. Name - The name of the Agency shall be "Town of Hamburg Industrial Development Agency".

Section 2. Seal of the Agency - The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of the Agency -The office of the Agency shall be at the Hamburg Town Hall, S-6100 South Park Avenue, Hamburg, New York 14075, but the Agency may have other offices at such other places as the Agency from time to time designates by resolution.

Section 4. Members of the Agency - The membership of the Agency, in accordance with Section 925 of the General Municipal law shall consist of nine members from among leaders in business, government and the community and shall be appointed by the governing body of the Town of Hamburg.

ARTICLE II

OFFICERS

Section 1. Officers - The Officers of the Agency shall be: a Chairman, a Vice Chairman, a Secretary, Assistant Secretary, a Treasurer, one or more Assistant Treasurers, a Chief Executive Officer (CEO) and a Chief Financial Officer (CFO). The officers of the Agency shall enjoy a term of office of one (1) year.

Section 2. Chairman - The Chairman shall be a member of the Agency and preside at all meetings of the Agency. The Chairman shall sign all agreements, contracts, deeds and any other instruments on behalf of the Agency, except as otherwise authorized or directed by resolution of the Agency. The Chairman shall submit his recommendation and such information as he shall deem pertinent concerning the business, affairs, and policies of the Agency at each meeting.

Section 3. Vice-Chairman - The Vice-Chairman shall be a member of the Agency and perform the duties of the Chairman on the absence or incapacity of the Chairman. In the event of the resignation or death of the Chairman, the Vice-Chairman shall become acting Chairman and perform the duties of the Chairman until such time as the Agency shall appoint a new Chairman.

Section 4. Secretary - The Secretary may or may not be a member of the Agency. He shall keep all records of the Agency, shall act as a Secretary at the meetings of the Agency, shall keep a record of all votes thereat. The Secretary shall record the

proceedings of the Agency in a journal of proceedings to be kept for such purpose. The Secretary shall perform all duties incident to this office. The Secretary shall have custody of the seal of the Agency, which seal shall be kept at the office of the Agency, and shall have the power to affix such seal to all contracts and other instruments authorized by the Agency to be executed.

Section 4(a), Assistant Secretary - The Assistant Secretary may or may not be a member of the Agency and shall be the General Counsel of the Agency. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary. In the event of the resignation or death of the Secretary, the Assistant Secretary shall become the Acting Secretary and perform the duties of the Secretary until such time as the Agency shall appoint a new secretary.

Section 5. Treasurer - The Treasurer shall be a member of the Agency and shall exercise supervision and control over the Chief Financial Officer of the Agency. The Treasurer shall receive and review financial reports prepared by the Chief Financial Officer and shall report to the board on such measures.

Section 5 (a). Assistant Treasurer - The Assistant Treasurer may or may not be a member of the Agency. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer. In the event of the resignation or death of the Treasurer the Assistant Treasurer shall become Acting Treasurer and perform the duties of the Treasurer until such a time as the Agency shall appoint a new Treasurer.

Section 6. Additional duties - The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by its by-laws, or by its rules and regulations.

Section 7. Appointment of Officers - All officers of the Agency shall be appointed at the annual meeting of the Agency. Officers shall hold office for one (1) year or until their successors are appointed. If the term of an agency member shall terminate, his term of office as an officer shall also terminate, his term of office as an officer shall also terminate.

Section 8. Vacancies - Should any office become vacant, the Agency shall appoint a successor at the next regular meeting, and such appointment shall be for the unexpired term of said office.

ARTICLE III

EXECUTIVE DIRECTOR (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

Section 1. Executive Director - The Executive Director may not be a member of the Agency. The Executive Director shall be the Chief Executive Officer of the Agency, and shall be hired by a majority of a quorum of the Agency for such term of employment

as such a majority of a quorum deems proper. The Executive Director shall exercise supervision and control of all administration functions of the Agency. The Executive Director shall be responsible for the implementation of all resolutions, orders, programs or projects of the Agency. The Executive Director shall have the power to sign and execute on behalf of the Agency all contracts, agreements, deeds, notes, bonds, or other evidence of indebtedness and to affix and attest to the seal of the Agency as follows: The Executive Director shall have full authority to execute contracts up to and including the amount of $5,000.00 for purchases on behalf of the Agency so long as said contracts are in accordance with the budget of the Agency or in accordance with any grants, Federal, State, County, local or otherwise received by the Agency and any such guidelines as may be promulgated thereunder. The Executive Director shall have full authority to execute contracts up to and including the amount of $10,000.00 for consultant's services so long as said contracts are in accordance with the budget of the Agency or in accordance with any grants, Federal, State, County, local or otherwise received by the Agency and any such guidelines as may be promulgated thereunder. The Executive Director shall have full authority to execute any other contracts on behalf of the Agency up to and including the amount of $5,000.00 so long as said contracts are in accordance with the budget of the Agency or in accordance with any grants, Federal, State, County, local or otherwise received by the Agency and any such guidelines as may be promulgated thereunder. The Executive Director shall attend all meetings of the Agency with the right to take part in discussions and to recommend such measures as he may deem necessary or expedient, in the event that he is not a member of the Agency, and he shall perform such other duties and have such other powers as may be prescribed for him by law or by the Agency. The Executive Director shall have all necessary incidental powers to perform and exercise any of the duties and functions as specified above or lawfully delegated to him.

Section 2. Chief Financial Officer - The Chief Financial Officer may not be a member of the Agency, and shall be hired by a majority of a quorum of the Agency for such term of employment as such a majority of a quorum deems proper. The Chief Financial Officer shall be the Chief Financial Officer shall have the care and custody of all funds of the Agency and shall have all such funds deposited in the name of the Agency in such banks as the Agency may designate. Except as otherwise provided by resolution of the Agency, the Chief Financial Officer shall sign all instruments of indebtedness, orders and checks for the payment of money by the Agency pursuant to the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments, orders and checks shall be countersigned by the Chairman. The Chief Financial Officer shall have regular books of account kept on an accrual basis showing all receipts and expenditures. The Chief Financial Officer shall report to the Treasurer of the Agency who shall exercise care and supervision over him. The Chief Financial Officer shall provide the information required by the Treasurer to allow the Treasurer to render to the Agency at each regular meeting, an account of the financial transactions and current financial condition of the Agency. The Chief Financial Officer shall give such bond for the faithful performance of his duties as the Agency may determine to be necessary or appropriate.

ARTICLE IV

COMMITTEES

Section 1. Executive Committee - There shall be an Executive Committee which shall consist of the Executive Director, the Chairman, the Vice-Chairman, and two other members of the Agency, designated by a majority of a quorum of the Agency. The Executive Committee shall function as a steering committee and shall advise and direct the membership of the Agency in said Agency's accomplishment of its purposes. Three (3) members shall constitute a quorum, of the Executive Committee. A majority of a quorum of the Agency shall elect a Chairman of the Executive Committee to preside over such committee's meetings. The term of office for members of the Executive Committee shall be for one (1) year.

Section 2. Nominating Committee - There shall be a nominating committee which shall consist of three members of the Agency selected by a majority of a quorum of the Agency to nominate such members of the Agency as they deem appropriate for the offices of Chairman, Vice-Chairman, Secretary, Treasurer, and the three members of the Agency to be selected by a majority of a quorum of the Agency to serve upon the Executive Committee. Members of the Nominating Committee shall serve a term of one (1) year.

Section 3. Governance Committee -There shall be a Governance Committee appointed by the Chairman with the consent of the entire membership of the Agency. The Governance Committee shall consist of the Chairman and two other members of the Agency and must be “independent members” of the Agency within the meaning of Section 2825 of the New York Public Authorities Law. The Governance Committee shall keep the Agency informed of current best governance practices, review corporate governance trends, suggest updates to the Agency’s corporate governance principles and shall advise those responsible for appointing members to the Agency of the skills and experience required of potential Agency members.

Section 4. Audit Committee - There shall be an Audit Committee consisting of three "independent members" within the meaning of Section 2825 of the New York Public Authorities Law which members shall be appointed by a majority of a quorum of the Agency. Such members shall, to the extent practicable, be familiar with corporate financial and accounting practices. The majority of a quorum of the Agency shall appoint one member of the Audit Committee as its Chairman. The Audit Committee shall provide assistance to the members of the Agency in fulfilling their fiduciary responsibilities relating to accounting, reporting and regulatory compliance practices. The Audit Committee shall review the Agency's audited financial statements, review significant accounting and reporting issues and make recommendations to the Board as to other auditing matters. The Audit Committee shall recommend the hiring of a certified independent accounting firm and shall provide direct oversight over the performance of the independent audit performed by the accounting firm hired for such purposes and

receive and review reports from such accounting firm. The Audit Committee shall also ensure that the proper submissions are made to the governmental authorities having audit authority and fiscal oversight of the Agency and undertake such other actions as are provided for in the Audit Committee Charter.

Section 5. Finance Committee - There shall be a Finance Committee consisting of three "independent members" within the meaning of Section 2825 of the New York Public Authorities Law which members shall be appointed by a majority of a quorum of the Agency. Such members shall, to the extent practicable, be familiar with corporate financial and accounting practices. The majority of a quorum of the Agency shall appoint one member of the Finance Committee as its Chairman. The Finance Committee shall review the proposed budget as presented by the Executive Director, recommend the budget for approval, monitor and report to the Board as to compliance with the adopted budget, review the Agency's investment policy and recommend allocation of assets, review the annual investment report, review the audit of investments by the Independent Auditor, monitor the Agency's capital needs and make recommendations and undertake such other actions as are set forth in the Finance Committee Charter.

ARTICLE V

MEETINGS

Section 1. Monthly Meeting - Monthly meetings of the Agency shall be held at such time and place directed by the Chairman. One such monthly meeting per year shall be designated by the Agency as its Annual Meeting.

Section 2. Privilege of the Floor - Input from the General Public during the Privilege of the Floor which may be offered at each meeting. Speakers must state their name, address and organization, if any. Speakers must be recognized by the presiding officer. Speakers will be limited to three (3) minutes per person per meeting, or less depending on the number of speakers and the time allotted, in which case proportionate time will be allotted to each speaker. Speakers may not yield any remaining time he or she may have to another speaker.

Some topics are not permitted to be discussed in the public forum; for example, any topic related to an employee or that can be implied to be related to an employee of the association. If the topic is inappropriate for the public forum, the presiding officer will instruct you not to speak, but rather, present your concerns in writing for the Board’s consideration in Executive Session. The board encourages positive communication and discourages volatile, hostile, or aggressive actions and seeks public cooperation with this endeavor. The public input shall be limited to the Privilege of the Floor period of the meeting.

Section 3. Special Meeting - The Chairman of the Agency may, when he deems it desirable, and shall, upon the written request of two members of the Agency, call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Agency or may be mailed to be business or home address of each member of the Agency at least two (2) days prior to the date of special meeting or may be sent via e-mail to members who have agreed to accept notice by e-mail. Waivers of notice may be signed by any members failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all members of the Agency are present at a special meeting, with or without notice thereof, and are all agreeable thereto, any and all business may be transacted at such special meeting.

Section 4. Executive Sessions - When determined by the Agency that any matter pending before it is confidential in nature, it may, upon its own motion, establish an executive session and exclude non-members from such session.

Section 5. Quorum - At all meetings of the Agency five (5) members shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time when a quorum is obtained. The non-voting members shall not be considered for the purpose of quorum requirements. Any one or more Directors may participate in a meeting of the Board or any committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Order of Business - At the regular meeting of the Agency, the following shall be the order of business:

a. Roll Call
b. Reading and approval of the minutes of the previous meeting.
c. Bills and communications
d. Reports of the Treasurer
e. Reports of Committees
f. Unfinished Business
g. Privilege of the Floor
h. New business
i. Executive Session
j. Adjournment

All resolutions shall be in writing and shall be recorded in the journal of the proceedings of the Agency.

Section 7. Manner of Voting - The voting on all questions coming before the Agency shall be by roll call, and yeas and nays shall be entered in the minutes of such

meeting, except as in the case of appointments when the vote may be by ballot. Any action of the Agency shall require the affirmative vote of five (5) members of the Agency.

Section 8. Public Hearings - The Chairman, Vice Chairman or Executive Director shall be authorized to call public hearings of the Agency as required by the General Municipal Law of the State of New York and the Internal Revenue Code and to specify the time and place of such public hearings. Public hearings shall customarily be held prior to regularly scheduled meetings or special meetings of the Agency, but may be held at other times in the discretion of the Chairman, Vice Chairman or Executive Director as may be required in the best interest of the Agency. Any Speakers in the public hearing shall be asked follow the requirements described in Section 2, above. Minutes shall be taken of the public hearing and presented to the Board of Directors of the Town of Hamburg Industrial Development Agency.

ARTICLE VI

PURPOSES

Section 1. Purposes - Purposes of the Agency are as follows:

a. To achieve the purposes of Section 858 of the General Municipal Law of the State of New York and utilize the powers of Section 858 as necessary.

b. To act as a central source available to stimulate re-investment in the commercial and industrial areas situated in the Town of Hamburg, Village of Hamburg and the Village of Blasdell.

c. To promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping, and furnishing of warehousing, commercial and research facilities, in addition to industrial or manufacturing plants.

d. To act as a source for centralized planning and development research into the needs of business and industry and prepare the necessary strategies to meet these needs.

ARTICLE VII

POLICIES AND PROCEDURES

Section 1. Projects to be considered by this Agency - It is the policy of this Agency that any project shall be considered by it which shall conform to the Laws of the State of New York, Chapter 1030, Article 18-A, and the policy statements of this Agency as enunciated from time to time by resolution of this Agency.

Section 2. Audit of Records and Accounts

a. The Agency shall annually secure an audit of its financial records and accounts by an independent certified public accounting firm and shall file a copy of such audit with the Town Board of the Town of Hamburg within sixty days after the close of the Agency's fiscal year for its proceedings and it activities during the preceding fiscal year. Such independent certified public accounting firm shall also prepare such other reports as are required by law to be prepared, including, but not limited to the annual report to the Department of Audit and Control and the report required under the Public Authorities Accountability Act. Such independent certified public accounting firm must meet the requirements of the Public Authorities Accountability Act.

b. The Agency may require any other operating statements which it shall determine, is required for daily operation.

Section 3. Conveyance of Property- The Agency may insert in a contract for a project that upon the payment in full of all notes bonds and indebtedness incurred in connection with a project that the Agency will convey the lands, buildings and equipment involved in said project and so paid for to the tenant or operator of the same upon terms set forth in such contract and that the additional consideration for such conveyance may be nominal.

Section 4. The Agency by resolution may adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation so long as the same shall not be contrary to these by-laws as they may be amended from time to time.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments to By-Laws - The by-laws of the Agency may be amended with the approval of a majority of all the members of the Agency at a regular meeting or at a special meeting called for that purpose; but no such amendment shall be adopted unless at least twenty (20) days written notice thereof has been previously given to all members of the Agency.