

BY-LAWS OF
LLOYD COMMUNITY DEVELOPMENT CORPORATION

ARTICLE I
OFFICES

The principal office of the corporation shall be in the Town of Lloyd, County of Ulster, State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE II
PURPOSES

The purpose for which this corporation has be organized are as follows: The exclusively charitable —or public purposes of relieving and reducing adult unemployment, promoting and, providing for additional and maximum adult employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, for the purpose of aiding the Town of Lloyd by attracting new industry to said community or area or by encouraging the development of, or retention of, industry in the said community or area, and lessening the burdens of government and acting in the public interest,

In furtherance of the aforesaid purposes, the corporation shall have all the powers conferred by paragraph C of section 1411 of the Not-for-Profit Corporation Law.

The corporation may do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Articles 5 and 14 of the Not-for-Profit Corporation Law or section 460-a of the Public Authorities Law.

Nothing herein contained shall authorize or empower the corporation, directly or indirectly, to engage in or include among its purposes any activity prohibited by the New York General Business Law Sec.340 or any other New York anti-monopoly law, and the corporation is not authorized so to engage.

ARTICLE III

MEMBERSHIP

SECTION 1. Members: Number, Qualification, Appointment and Term.

There shall be seven (7) Members of the Corporation unless changed by amendment of the Certificate of Incorporation or the Bylaws. The Supervisor shall always be a member of the Corporation. The remaining six (6) members shall be appointed by the Town Board of the Town of Lloyd. All members shall also be members of the Board of directors of the Corporation and shall hereinafter be referred to as Members/Directors. The respective terms of members first appointed shall be as follows: two members shall be appointed for a term of four years, two members shall be appointed for a term of five years, from and after their appointment. Thereafter, their successor shall be appointed by the Town Board of the Town of Lloyd for a term of three years. The Town Board of the Town of Lloyd may appoint a member to a successive term or terms of office. Such appointments shall be made at the Town of Lloyd's reorganizational meeting. The membership shall include, but not be limited to, representatives from the local business community, the local banking community, the minority community, and such at-large representatives of the Highland Community as may be deemed appropriate by the Town Board of the Town of Lloyd.

SECTION 2. Resignation or Removal. Members may resign at any time by giving written notice to the Chairman or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon its receipt by such officer. Acceptance of the resignation shall not be necessary to make it effective. The Town Board of the Town of Lloyd may remove any member at their discretion, with or without cause, except as otherwise provided herein.

SECTION 3: Vacancies. Any vacancy in the membership arising at any time and from any cause, including an increase in the number of members by amendment of the Certificate of Incorporation or the Bylaws, shall be filled by appointment by the Town Board of the Town of Lloyd.

SECTION 4. Annual Meeting: Notice. The Annual Meeting of the Members/Directors of the Corporation shall be held in the month of January at the principal office of the Corporation or any such other time or place as the Board of Directors shall designate. At such meeting, the Members/Directors will review the Treasurer's books and statements of accounts for the previous year and direct that same be audited by an independent individual or entity qualified to do same. The Members/Directors shall also conduct other such business as is within their powers.

Notice of the time and place of such Annual Meeting shall be given by the Secretary by mailing a copy thereof or delivering the same to each Member not less than ten nor more

than twenty days before such meeting, or pursuant to waiver of notice signed before or after such meeting by all Members. Specific notice shall be given when the business or the proposals to be acted upon at such meeting includes one or more of the following:

- 1) A proposal to amend the Certificate of Incorporation
- 2) A proposal to merge or consolidate with another corporation, domestic or foreign.
- 3) A proposal to lease, sell, transfer, convey, exchange or otherwise dispose of all or substantially all of the assets of the Corporation.
- 4) A proposal to dissolve and wind-up the Corporation.

SECTION 5. Regular meetings: Notice. Regular meetings of the Members/Board or Directors shall be held monthly or as needed at the principal office of the Corporation or at such other place as may be designated in the notice of such meetings, upon the call of the Chairman or at the written request of a majority of the Members/Directors

Notice of the time, place and purpose of any meeting of Members shall be given by the Secretary by mailing a copy thereof or delivering the same to each member at least one week before such meeting or pursuant to waiver of notice signed before or after such meeting by all members. Notice of a meeting called for the purpose of considering one or more of the proposals in Section 4(a) - (d) herein shall be given as provided in Section 4.

SECTION 6. Special Meetings: Notice. Special Meetings of the Members/Board of Directors may be held at such place as may be designated in the notice of such meeting upon the call of the Chairman or a majority of the Members/Directors. Notice of the time, place and purpose of any special meeting of the Members/Directors shall be given by the Secretary by mailing a copy thereof or by delivering the same to each Director at least Seventy-two hours before such meeting or pursuant to waiver of notice signed before or after such meeting by all the Members/Directors.

SECTION 7. Quorum: Adjournment of Meetings. At all meetings of Members/Directors, a majority of all total membership, or the votes by proxy hereof, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Members so present or represented may, without giving notice earlier than by announcement at the meeting, adjourn the meeting from time to time for a period not greater than twenty days at any one time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. At all meetings of Members at which a quorum is present, except as otherwise provided herein, all matters shall be decided by the vote of a majority of the Members, in person or by proxy.

SECTION 8. Organization. The Chairman of the Corporation shall preside at all meetings of Members/Directors or, in the absence of the Chairman, the Vice-Chairman shall preside. In the absence of the Chairman and Vice-Chairman, the Members/Directors present shall elect a "Chairman of the Meeting" to preside at said meeting.

SECTION 9. Voting. At any meeting of Members, each member present, in person or by proxy, shall be entitled to one vote on each matter submitted to a vote of the membership. Upon demand of any Member before the voting begins, any vote upon any questions shall be by ballot.

SECTION 10. Proxies. At all meetings of Members, any Member entitled to vote thereat may vote by proxy. Every proxy must be appointed by an instrument in writing, executed and dated by such Member or by his duly authorized attorney and delivered to the Secretary of the Corporation. Any proxy shall be revocable at the will of the Member executing such proxy and shall become invalid after the expiration of three months from the date of its execution unless such Member shall have otherwise specified its duration therein.

SECTION 11. Annual Report. The Board of Directors shall present at the Annual Meeting an Annual Report, verified by the Chairman and Treasurer or by the majority of the Directors, showing the whole amount of real and personal property owned by the Corporation, where located, where and how invested, the amount and nature of the property acquired during the year immediately preceding such date and the manner of the acquisition, the amount applied, appropriated or expended during the year immediately preceding such date and the manner of the appropriation, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made. Said Annual Report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting. A copy of said Annual Report shall be filed in the Office of the Town Clerk, Town of Lloyd, prior to the Annual Meeting of Members. Said Annual Report shall be a public document.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. Powers and Duties. The Board of Directors shall have general power to control, manage the affairs and property of the Corporation and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors and shall have full and complete authority with respect to the payment and distribution of the moneys received by the Corporation from time to time. Provided, however, that the primary purposes of the Corporation, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed.

SECTION 2. Number, Qualification, and Term. The Board of Directors shall consist of all of the members of the Corporation. The terms of the Directors shall coincide with said members appointed term in the Corporation.

SECTION 3. Organization. The Chairman of the Corporation shall preside at all meetings of the Members/Directors or, in the absence of the Chairman, the Vice-Chairman will preside. The Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors. In the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

SECTION 4. Compensation. No Director or Officer of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom for his services as Director, Officer or in any other capacity, unless authorized by the concurring vote of two-thirds of all the Directors or notwithstanding any quorum requirement of these Bylaws by the concurring vote of all the disinterested Directors.

SECTION 5. Committee. Any committee which shall be authorized by the Board and which is delegated any of the management function of the corporation must conform with the same requirements as does the Board.

ARTICLE V **OFFICERS**

SECTION 1. Number and Qualifications. The Officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary and Treasurer. An officer must be a member of the Board of Directors.

SECTION 2. Election: Term of Office and Removal. The Officers of the Corporation shall be elected annually at the Annual Meeting. Any Officer of the Corporation may be removed, with or without cause, by the vote of a majority of the entire Board of Directors.

SECTION 3. Other Agents, etc. The Board of Directors may from time to time appoint such agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board of Directors. Such agents shall have authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may, from time to time, determine.

SECTION 4. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors at a special meeting for that purpose.

SECTION 5. Chairman; Powers and Duties. The Chairman shall be the Supervisor of the Town of Lloyd and act as Chief Executive Officer of the Corporation. They shall generally manage and supervise the affairs of the corporation. They shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Corporation. They shall have the power to sign in the name of the Corporation, all contracts authorized either generally or specifically, by the Board of Directors. They shall perform all duties incident to the office of the Chairman subject, however, to the control of the Board of Directors, and such other duties as shall from time to time be assigned to them by the Board of Directors.

SECTION 6. Vice-Chairman: Powers and Duties. The Vice-Chairman shall be a member of the Board of Directors and shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the Chairman, The Vice-Chairman shall in general have the powers to perform the duties of the Chairman.

SECTION 7. Secretary: Powers and Duties. The Secretary shall be a member of the Board of Directors and cause to be kept and approve the minutes of all such meetings in the books proper for that purpose. They shall attend to the giving and serving of all notices of the Corporation. They shall perform all duties incident to the office of the Secretary subject, however, to the control of the Board of Directors, and such other duties as shall from time to time be assigned to them by the Board of Directors.

SECTION 8. Treasurer: Powers and Duties. The Treasurer shall be a member of the Board of Directors and shall have custody of all funds and securities of the Corporation which may come into their hands. They shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the corporation, and shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The Treasurer shall rend to the Board of Directors a quarterly statement of accounts, and also shall annually make a report to the Board of the Corporation's financial condition prior to the Members/Directors annual meeting. They shall exhibit the books and accounts upon request to any officer or Director of the Corporation. They shall perform all duties incident to the office of the Treasurer subject, however, to the control of the Board of Directors. They shall perform such other duties as from time to time to be the control of the Board of Directors. The Treasurer shall give such security for the faithful performance of

their duties as the Board of Directors may require. The Corporation's Bookkeeper can fill in if the Treasurer is not available.

SECTION 9. Employees; Duties; Compensation. The Corporation shall employ employees such as the Bookkeeper, as the Board of Directors deems appropriate. Said employees may distribute and review loan applications and payments thereto; may make recommendations regarding loan applications to the Board, maintain records, report status of accounts to the Board, and perform any other duty that may be required to administer the loan funds available to the Corporation. Said employees shall attend meetings of the Board of Directors as directed thereby, and shall receive notice of meetings in accordance with the procedures set forth in Article III. Said employees shall receive such compensation as may be determined by the Board of Directors in accordance with the law.

ARTICLE VI

CONTRACTS. CHECKS. BANK ACCOUNTS. INVESTMENTS. ETC.

SECTION 1. Checks. Notes. Contracts. etc. The Board of Directors is authorized to select such banks or depositories as it Shall deem proper for the funds of the Corporation. Endorsements for deposit in any of its duly authorized banks or depositories may be made without countersignature by any Officer of the Corporation. The Board of Directors shall determine who, if anyone, in addition to the Chairman, shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for payment of money, acceptances, notes, or other evidences of indebtedness, enter into contracts, or execute and deliver other documents and instruments.

SECTION 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the board of Directors in its discretion may deem desirable, in accordance with the provisions of Article V of the Not-for-Profit Corporation Law and other applicable laws, rules or regulations.

ARTICLE VII

CORPORATE SEAL

The Seal of the Corporation shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated in the state of New York in the year 1996.

ARTICLE IX
LIABILITY AND INDEMNIFICATION

SECTION 1. Personal Liability. No Officer, Director or Member of the Corporation shall be personally liable to any person or party dealing with the Corporation for any amount arising out of any claim, charge, service, obligation or otherwise against the Corporation; and any such person or claimant shall be paid and reimbursed solely out of the funds of the Corporation. Nor shall any Officer, Director or Member of the corporation be liable for any of his acts, actions or omissions either to the corporation or to anyone else in the absence of bad faith or fraud. Such Officer, Director or Member shall be entitled to reimbursement for any and all expenses incurred by him in defense of any action as provided by the laws of the State of New York.

ARTICLE X
AMENDMENTS

SECTION 1. How Made. These By-Laws may be amended, altered or repealed at any meeting of the Members of the Corporation or of the Board of Directors by a vote of a majority of all Members or a majority of all Directors of the Corporation as the case may be, provided that the action to be considered and acted upon is inserted in the notice or the waiver of notice of said meeting.

Adopted by Lloyd Community Development Corporation May 6, 2023

Terms of Office:

Sean Murphy - January 1, 2022 – December 31, 2025

Jennifer Alnwick - January 1 2023 – December 31, 2025

Mark Elia - January 1 2023 – December 31, 2025

Charles Glasner - January 1, 2022 – December 31 2025

Nicki Anzivina - January 1 2023 – December 31 2025

Margaret O'Halloran - January 1 2023 – December 31, 2025

Officer: Chair: Supervisor Dave Plavchak
 Counsel: Sean Murphy
 Treasurer: Kendra Minard
 Deputy Secretary: Margaret O'Halloran

THE TOWN OF LLOYD REVOLVING LOAN FUND

The “Lloyd Community Development Corporation: through the Town of Lloyd Revolving Loan Fund” (LRLF) makes money available to help create new jobs in the Town of Lloyd, or keep jobs in the Town of Lloyd that might otherwise be lost.

To provide low-interest loans to small business for part of their total financial needs the LRLF will lend up to 75% of a project cost with loans of \$10,000.00 to \$100,000.00 (The Lloyd Community Development Corporation will review current interest rates periodically).

To Qualify for a Project Loan from the LRLF you must:

- Be unable to finance your entire project on reasonable terms through traditional lending sources.
- Be a sole proprietorship, partnership or corporation
- Possess good character and reputation. The money for future projects comes from today’s repayments. The LRLF Committee must be assured that the applicant will honor the terms of the loan.

Projects Eligible for LRLF Funds:

- Must create or maintain jobs in the Town of Lloyd.
- Acquire land for commercial, industrial or related use.
- Acquiring abandoned properties for redevelopment for commercial, industrial or related uses.
- Developing real estate, including rehabilitating historic buildings for industrial or commercial use.
- Investments which will speed up “Re-Use” of land and facilities to create job opportunities.
- Funds used to assist in the stability of small businesses. (Code compliance, facades, handicapped accesses, etc.).
- Other projects and activities which LRLF Committee believes meet the general intent and purpose of the fund.
- Start-Up Businesses – You must have an excellent background in the field, a firm market must exist for your service or product and there must be reason why other businesses are not already serving this marketing and be able to supply an in-depth marketing/financial plan

- Projects which may only increase your sales or efficiency without creating or retaining jobs.

Projects Which Are NOT Candidates for LRLF Money Include:

Speculative building or renovation, or real estate speculation.

- Paying off existing loans.
- Projects where reasonable alternative financing can be arranged.

Loans Made Under LRLF Programs May be Used to Finance a Wide Variety of Expenses Including:

- Land Costs: Including engineering, legal, grading, testing, site mapping, and related expenses you must pay to acquire and prepare the land.
- Building Costs: Including real estate, engineering, architectural, legal and related expenses you must pay to acquire, build or rehabilitate buildings.
- Machinery and Equipment Costs: Including delivery, installation, engineering, architectural, legal, insurance and related costs you must pay to acquire and install machinery.
- Working and Start-Up Capital: The LRLF Committee determines whether these costs are eligible and advisable.
- Infrastructure Costs: This includes the basic underlying framework required for your project. (Example: Plumbing, waste treatment, electrical, etc.).
- Relocation Costs: The expenses associated with moving your business into or within the Town of Lloyd.
- Other Costs: Contributing directly to the value of the project, as determined by the LRLF Committee.

Basic LRLF Committee Considerations before making a Decision

Priority is given to projects which require no more than \$15,000 in LRLF dollars for each new job created. Participation of Other Lending Sources: in addition to LRLF Loan Funds, your loan package must include financing from private and/or public sources. You must provide equity equaling at least 10% of the total loan package from your own resources.

Requirements of Pollution Control and Related Improvements: LRLF funds may be used for this purpose only if the project will be seriously affected by

environmental regulations and available funds will not be adequate to bring your project into full compliance.

Tax Payments: You must make full payment of all property and other taxes, where applicable, when due.

Priority Projects:

LRLF only purpose is to help the Town of Lloyd provide jobs and retain business viability for its residents and local Business.

The LRLF Committee gives priority to borrowers who will:

1. Encourage minority and women-owned business enterprises and provides opportunities for increased minority employment.
2. Employ low to moderate income people. All borrowers must pledge to maintain a workforce where at least 51% of all new employees as a result of the loan come from low to moderate income households.

Costs to Applicants

\$100.00 Application fee payable to Town of Lloyd Community Development Corporation.

1% of loan amount payable at time of closing to Town of Lloyd Community Development Corporation.

Closing costs, which may vary depending on size and type of loan.

BUSINESS PLAN OUTLINE

- I. Statement of Purpose.
- II. Description of Business
- III. Location of Business
- IV. Marketing Strategy
- V. Management of Business
- VI. Short- and Long-Term Goals
- VII. Business Financial Statements
 - a. Sources and uses of funds
 - b. Major equipment purchases
 - c. Initial inventory and renovations

- d. Notes to financial Statements
 - e. Tax statements for preceding three years
 - f. First year income projection (monthly)
 - g. First year cash flow projection (monthly)
 - h. Three-year income projection
 - i. Three-year cash flow projection
 - j. Contingency plans
- VIII. Appendix: any supporting documents and information

Town of Lloyd Community Development Corporation Members
Appointed May 6, 2023

Terms of Office:

Sean Murphy, DiStasi, Moriello & Murphy

Jennifer Alnwick, Sawyer Savings Bank

Mark Elia, GPA's Bike Shop

Charles Glasner, Glasner Design

Nicki Anzivina, XRoads Consulting

Margaret O'Halloran – Confidential Secretary to the Supervisor, Town of Lloyd

Officer: Chair: Supervisor Dave Plavchak, Town of Lloyd
 Counsel: Sean Murphy
 Treasurer: Kendra Minard, Town of Lloyd
 Deputy Secretary: Margaret O'Halloran, Town of Lloyd