

**Meeting minutes of the Hilton Local Development Corp  
July 5, 2016**

Board members present: Joe Lee, Jim Gates, Shannon Zabelny, Larry Speer

Others in attendance: Shari Pearce, Secretary, Maryalice Edwards, Treasurer, Mike McHenry, Mike Lissow

Mr. Lee called the meeting to order at 7:20 p.m.

Resolution with regrets to approve the plan for Dissolution. Motion made by Shannon Zabelny, seconded by Jim Gates, approved 4-0.

PLAN OF DISSOLUTION  
AND DISTRIBUTION OF ASSETS

OF

HILTON LOCAL DEVELOPMENT CORPORATION

The Board of Directors ("Directors") of Hilton Local Development Corporation (the "Corporation") does hereby resolve that the Corporation be dissolved by unanimous written consent. All of the Directors have determined that dissolution was advisable and in the best interest of the Corporation. They adopted the following plan:

1. There being no members of the corporation, no vote of membership is required to approve this dissolution, and action of the Board of Directors is sufficient.
2. No approval of the dissolution of the Corporation by any governmental body or officer is required, other than the New York State Attorney General.
3. The Corporation has approximately \$50,000 in assets that are not legally required to be used for any particular purpose.
4. Subject to any unpaid liabilities, the assets of the corporation shall be distributed to the following organization with purposes substantially similar to those of Hilton Local Development Corporation:

The Village of Hilton, New York will receive all remaining assets of the Corporation after the Corporation's debts have been paid.

5. The Corporation has liabilities of \$31,808.19 and a description of those liabilities is as follows:

Repayment of a loan made by the Village of Hilton, New York to the Corporation

in the original principal amount of \$41,183.00 for the purpose of repairing land owned by the Corporation.

6. Within two hundred seventy (270) days after the date on which the Attorney General approved the Plan of Dissolution and Distribution of Assets, the Corporation shall carry out the Plan.

Certification

I, Sharianne Pearce, Secretary of Hilton Local Development Corporation, hereby certify under penalties of perjury that a special meeting of the Board of Directors of the Corporation was duly held at \_\_\_\_\_ on \_\_\_\_\_ at \_\_\_\_\_ and the within Plan of Dissolution and Distribution of Assets was authorized by all of the directors by unanimous written consent.

\_\_\_\_\_  
Sharianne Pearce, Secretary

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2016.

**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
HILTON LOCAL DEVELOPMENT CORPORATION**

The undersigned, being all of the Directors of Hilton Local Development Corporation (the "Corporation"), a New York not-for-profit corporation, hereby make and adopt the following resolutions pursuant to Section 708(b) of the New York Not-For-Profit Corporation Law effective as of \_\_\_\_\_, 2016:

**RESOLVED**, that the Corporation wishes to dissolve pursuant to Article 10 of the New York Not-For-Profit Corporation Law; and be it

**FURTHER RESOLVED**, that the Corporation has reviewed and adopted a certain Plan of Dissolution and Distribution of Assets (the "Plan") that will carry out the dissolution of the Corporation; and be it

**FURTHER RESOLVED**, that Joseph Lee, as President of the Corporation, is hereby authorized to execute the Plan, the Petition for Dissolution and Distribution of Assets (the "Petition"), the Certificate of Dissolution (the "Certificate"), and any other documents necessary to accomplish the dissolution of the Corporation; and be it

**FURTHER RESOLVED**, that all prior actions taken by the Directors on behalf of the Corporation up to the signing of this Consent are hereby ratified and approved in all respects.

\_\_\_\_\_  
Joseph Lee, Director

\_\_\_\_\_  
Jim Gates, Director

\_\_\_\_\_  
Larry Speer, Director

\_\_\_\_\_  
Shannon Zabelny, Director

\_\_\_\_\_  
Andrew Fowler, Director

\_\_\_\_\_  
Sharianne Pearce, Director

\_\_\_\_\_  
Maryalice Edwards, Director

### **Vouchers**

**Resolution** to approve the vouchers for Lacy Katzen \$451.50.

### **Minutes**

**Resolution** to approve the minutes from April – June 2016. These were only approval of the vouchers via email. Carried unanimously.

There being no further business, the meeting was adjourned at 7:30 p.m.

Shari Pearce, Recording Secretary