

**WESTMORELAND COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY**

**MINUTES OF THE REORGANIZATION MEETING
Tuesday, January 17, 2023**

1. The meeting opened with role call and those attending were:

Bruce J. Corna (by phone)	Tony Pauly
Daniel Howard (by phone)	Vicki Ridenour
John Kline	Edward Sobota
Terry Painter	Tom Sochacki

Also in attendance were the Solicitor, James J. Conte, and Rebecca S. Lewis.

2. **Election of Officers.**

The Solicitor, James J. Conte, at the request of the Board, presided as Chairman, pro tem, for the sole and exclusive purpose of accepting nominations for and election of officers.

a. Mr. Conte invited nominations for the office of Chairman. Upon motion by Ed Sobota, second by Tom Sochacki, the nomination of Bruce J. Corna for Chairman was unanimously approved.

b. Mr. Conte invited nominations for the office of Vice Chairman. Upon motion by Tom Sochacki, second by Vikki Ridenour, the nomination of Daniel Howard for Vice Chairman was unanimously approved.

c. Mr. Conte invited nominations for the office of Secretary. Upon motion by Vikki Ridenour, second by Tom Sochacki, the nomination of Anton Pauly for Secretary was unanimously approved.

d. Mr. Conte invited nominations for the office of Treasurer. Upon motion by Tom Sochacki, second by John Kline, the nomination of Victoria Ridenour for Treasurer was unanimously approved.

e. Mr. Conte invited nominations for the office of Assistant Treasurer. Upon motion by Tony Pauly, second by Tom Sochacki, the nomination of Edward Sobota for Assistant Treasurer was unanimously approved.

There were no other nominations for any of the officers to be elected. Each of the nominees was unanimously elected to the offices indicated with an 8-0 vote.

f. Mr. Conte asked for a motion for the appointment of Rebecca Lewis as Assistant Secretary. The motion made by Vikki Ridenour, second by Tom Sochacki, to appoint Rebecca Lewis as Assistant Secretary was unanimously approved.

Immediately thereafter, Mr. Corna assumed the Chair and presided over the balance of the Reorganizational Meeting.

3. **Schedule of Meetings for 2023.** Today's meeting and all other meetings for the year 2023 were advertised in the Tribune Review on December 12, 2022. A copy of the proof of advertising was attached to the Agenda as Exhibit A. Tony Pauly moved for approval of the meeting dates for 2023 as advertised in the Tribune Review on December 12, 2022, second by Ed Sobota; approved unanimously by 8-0 vote.

4. **Minutes.** The minutes of the meeting held September 19, 2022, were reviewed by all members in attendance. Ed Sobota moved for approval of the minutes and waiving formal reading, second by Tony Pauly; approved unanimously by 8-0 vote.

5. **Report of Treasurer.** An outline of the balance in the checking account was attached to the Agenda indicating that there was a balance on hand on September 15, 2022, of \$3,570.83; no deposits; and five (5) disbursements, being checks payable to Trib Total Media (\$475.00) for advertising the audit report; Economic Growth Connection (\$3.75) for cost of GoToMeeting; The Cincinnati Insurance Company (\$1,500.00); Hempfield Mini Storage (\$908.21) for file storage for 2022; and Trib Total Media (\$195.00) for advertising 2023 meeting schedule; and that the current balance as of January 11, 2023, and the date of this meeting is \$488.87. Tom Sochacki moved for acceptance of the Report of Treasurer, second by Ed Sobota; approved unanimously by 8-0 vote.

During the Report of the Treasurer, discussion was had among the Board for a spring clean-up of the files located at Hempfield Mini Storage. It was discussed that this item could be placed on the agenda for the next meeting to decide the dates and parameters for the clean-up. Mr. Conte explained that there is a continuing discount for the storage at Hempfield Mini Storage because of the relationship of Costello and Berk when the facility was first leased and to reduce the size of the storage location would eliminate the discounted rate and WCIDA could incur higher costs for a smaller storage location.

6. **Report of Solicitor.**

a. **Reappointment/appointment.** Mr. Conte reported that Terry Painter and Anton Pauly have been reappointed by the Westmoreland County Commissioners to a five (5) year term.

b. **Elections and Appointments.**

i. Mr. Corna called for a motion to appoint the bank depository. A motion was made by Vikki Ridenour to appoint Commercial Bank & Trust of PA; second by Tom Sochacki. There being no other recommendations, the appointment of Commercial Bank & Trust of PA, designation of signatories and required forms of resolutions, was unanimously approved by 8-0 vote.

ii. Mr. Corna called for a motion to approve corporate authorization resolution designating the Chairman, Treasurer, Assistant Treasurer, and Assistant Secretary as authorized signatories for the powers described [(1),(2),(3),(4),(5)] with 2 signatures required. If a new signature card is required by Commercial Bank & Trust of PA, Mr. Conte will circulate it

among the corporate officers. A motion was made by Vikki Ridenour; second by Tom Sochacki; and was approved unanimously by 8-0 vote.

iii. Mr. Corna called for a motion to appoint the auditor. A motion was made by Tony Pauly to appoint Horner, Wible & Terek, P.C.; second by Ed Sobota. There being no other recommendations, the appointment of Horner, Wible & Terek, P.C., was approved unanimously by 8-0 vote.

iv. Mr. Corna called for confirmation of the appointment of James J. Conte, Esquire, as Solicitor. A motion was made by Tom Sochacki to confirm; second by Tony Pauly; and was approved unanimously by 8-0 vote.

v. Mr. Corna asked for a motion to appoint bond counsel and Vikki Ridenour made a motion to appoint James H. Webster of Clark Hill, PLC; second by Tony Pauly. The appointment of James H. Webster was unanimously approved by 8-0 vote.

vi. Insurance and/or Bond carrier. Mr. Corna advised that the current carrier is The Cincinnati Insurance Company. Upon motion of Terry Painter and second by Tom Sochacki, The Cincinnati Insurance Company was unanimously approved by 8-0 vote to continue as the insurer and bond carrier for Westmoreland County Industrial Development Authority.

c. **Yearly Conflict of Interest Resolution** – A copy of the Yearly Conflict of Interest Resolution was circulated with the packet of information provided to all Authority members. Upon motion of Tony Pauly, second by Ed Sobota, the Yearly Conflict of Interest Resolution was unanimously approved by 8-0 vote. Each of the Authority members in attendance signed off on the Yearly Conflict of Interest Resolution. The Solicitor will forward the Yearly Conflict of Interest Resolution to members who were absent or attending by phone.

d. **Yearly Suspected Misconduct and Dishonesty Resolution** – A copy of the Yearly Suspected Misconduct and Dishonesty Resolution was circulated with the packet of information provided to all the Authority members. Upon motion of Tom Sochacki, second by Vikki Ridenour, the Yearly Suspected Misconduct and Dishonesty Resolution was unanimously approved by 8-0 vote. Each of the Authority members in attendance executed the Yearly Suspected Misconduct and Dishonesty Resolution. The Solicitor will forward the Yearly Suspected Misconduct and Dishonesty Resolution to members who were absent or attending by phone.

e. **Ratification Motion** – Upon motion of Ed Sobota, second by John Kline, a motion to approve and ratify all decision and actions of the Board, Solicitor, Bond Counsel and Auditors for the year 2022, was unanimously approved, vote 8-0.

7. **Report of Assistant Secretary.**

a. A Statement of Financial Interest/Ethics Statement was circulated to each of the Authority members with the Agenda and packet of information. It was requested that each of the

Authority members complete the Statement of Financial Interest/Ethics Statement. The Statement is required to be submitted to the Westmoreland County Commissioners' Office by May 1, 2022. Statement of Financial Interest/Ethics Statements were completed and received at the meeting from James Conte, Rebecca Lewis, John Kline, Terry Painter, Victoria Ridenour, Edward Sobota, and Thomas Sochacki. Bruce Corna, Dan Howard, Dennis Kennedy and Tony Pauly will forward by mail or email.

b. Annual Post-Issuance Compliance Fee statements for the year 2022 were sent to the following: Adelphoi USA, Inc.; CSE Corporation/Chattan Highland Group, LLC; EA Fischione; Excela Health; Redstone Presbyterian SeniorCare; and Westmoreland Cultural Trust for a total of \$1,500.00.

c. Annual Post-Issuance Certificates for the year ending 2022 were sent to the following: Adelphoi USA, Inc.; CSE Corporation/Chattan Highland Group, LLC; EA Fischione; Excela Health; Redstone Presbyterian SeniorCare; and Westmoreland Cultural Trust.

8. **New Business.**

James Conte reviewed information concerning Noble Environmental, Inc., and its inability to move forward. The matter of adding funds from resources other than annual fees was also discussed. Mr. Conte will approach Westmoreland County for funding of a minimum of \$5,000 and asked for a motion; a motion was made by Terry Painter, second by Ed Sobota; motion carried unanimously, and James Conte will draft a letter requesting funds from Westmoreland County. Bruce Corna raised the question of asking for money from Economic Growth Connection and Mr. Conte explained the possibility of funding from ARPA. James Conte asked for a motion to pursue funding from ARPA; a motion was made by Ed Sobota, second by Terry Painter; motion passed unanimously, and Mr. Conte will draft a letter requesting funds from Economic Growth Connection through the ARPA programs.

9. **Adjournment.**

Upon motion by Tom Sochacki, seconded by Terry Painter, a motion to adjourn was unanimously approved. Adjournment occurred at 3:50 pm.

Respectfully submitted,




Rebecca S. Lewis
Assistant Secretary

CERTIFICATION OF AUTHORITY

I hereby certify that the attached is a true and correct copy of the Minutes of the Westmoreland County Industrial Development Authority for its regular meeting held on Tuesday, January 17, 2023.

WESTMORELAND COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY

By: 

Rebecca S. Lewis, Assistant Secretary