

**The Orleans County Local Development Corporation
Board of Directors Meeting**

February 6, 2020

**121 N Main St., 2nd Floor, Albion, New York
Board Room
8:30 a.m.**

Members Present:

Paul Hendel, Chairman
Bill Eick
Jeffrey Martin
Fred Miller
Skip Draper
Mike Bonnewell
Kathy Blackburn, Secretary

Members Absent:

Tom Kuryla
Laura Olinger
Ed Urbanik, Treasurer

Also Present:

Jim Whipple, CEO/CFO OEDA
Diane Blanchard, OEDA Admin/MAP Manager
Nick Pusateri, Hurwitz & Fine, P.C., Legal Counsel

The meeting was called to order by Chairman Paul Hendel at 8:30 a.m.

I. Roll Call

Diane Blanchard called the roll of Board Members. A quorum of the Board was present.

II. Reorder Agenda

Chairman Hendel asked the Board to consider reordering the Meeting Agenda, to address New Business at the start of the meeting, because one or more Board members may be required to leave the meeting before it closes. A motion was made by Skip Draper to reorder the Meeting Agenda as proposed by Chairman Hendel, seconded by Kathy Blackburn. Motion unanimously carried.

III. New Business

Annual Meeting---Jim reviewed the provisions of the OCLDC By-Laws relating to annual meeting requirements.

- **Annual Report**----Jim reviewed the 2019 highlights of the OCLDC Microenterprise training, loans and the OCLDC’s mission to work with Orleans County residents to promote additional employment and to maintain and encourage job opportunities and business development.

- **2020 Election of Officers**

Jim reported the position of Vice Chairman was currently vacant. Kathy Blackburn made a motion to approve the 2020 proposed slate of officers, with Paul Hendel continuing as Chairman, Ed Urbanik continuing as Treasurer, Kathy Blackburn continuing as Secretary, and Jeffrey Martin appointed as Vice Chairman. The motion was seconded by Skip Draper and unanimously carried.

- **2020 Committee Appointments**

Jim reported that a position on the Finance/Loan Committee was currently vacant. Skip Draper made a motion to approve for 2020 the appointments to the Finance/Loan Committee, the Audit Committee and the Governance Committee as listed on page 21 of the Board materials. The proposed appointments would temporarily leave a position on the Finance/Loan Committee vacant—it being the Board’s intention that the vacant committee seat be filled by vote of the OCLDC Board subsequent to its pending reorganization. The motion was seconded by Fred Miller and unanimously carried.

- **Consideration of Guidelines and Policies**

- **Investment Policy**
- **Property Disposal Guidelines**
- **Procurement Policy**

Skip Draper made a motion to accept the Investment Policy, Property Disposal Guidelines and Procurement Policy as proposed on pages 22, 26, and 32 of the Board materials, respectively. The motion was seconded by Bill Eick and unanimously carried.

- **Property Value Report**

Jeff Martin made a motion to approve the 2020 property value report. The motion was seconded by Mike Bonnewell and unanimously carried.

- **Mission Statement & Mission Statement Measurement Report**--Jim reviewed with the Board the OCLDC Mission Statement and the proposed 2020 performance measurements. He also reviewed with the Board the five questions under the Governance Certification. The Board responded to each of the five questions.

Kathy Blackburn made a motion to approve the OCLDC Mission Statement and the 2020 performance measurements. The motion was seconded by Skip Draper and unanimously carried.

Consider the Authorization of a New Line of Credit with Key Bank Resolution

Jim recommended that the OCLDC obtain a line of credit from Key Bank in the amount of \$45,000 to assist with the administration of grant funds under the OCLDC Microenterprise Assistance Program. The Board discussed the matter in detail, including the rationale for the line of credit, the proposed interest rate and annual fee, and the OCLDC’s relationship with the lender. A motion to adopt the Resolution of the OCLDC authorizing the establishment of the line of credit as proposed on page 39 of the Board materials was made by Fred Miller and seconded by Jeff Martin:

RESOLUTION OF THE ORLEANS COUNTY LOCAL DEVELOPMENT CORPORATION AUTHORIZING THE ESTABLISHMENT OF A LINE OF CREDIT WITH KEY BANK NATIONAL ASSOCIATION.

Roll Call:

Paul Hendel	Aye
Bill Eick	Aye
Skip Draper	Aye
Kathy Blackburn	Aye
Mike Bonewell	Aye
Jeff Martin	Aye
Tom Kuryla	Absent
Fred Miller	Aye
Ed Urbanik	Absent
Laura Olinger	Absent

7 Ayes
0 Nays

Resolution Passed; Resolution attached.

Board Evaluations---Jim asked the Board members to complete and return the Board self-evaluation forms by February 28th.

IV. Approval of Previous Board Meeting Minutes December 19, 2019

The December 19, 2019 Board meeting minutes were reviewed. A motion was made to accept the meeting minutes as presented, by Skip Draper, seconded by Kathy Blackburn. Motion unanimously carried.

V. LDC Account Balance & Financial Statements

Jim Whipple and Diane Blanchard reported on the OCLDC financials. The HUD unrestricted account has a balance of \$12,202.93, and the money market account has a balance of \$112,740.07. Jim noted that all of the funds are unrestricted. Jim also reviewed the OCLDC Balance Sheet and Profit & Loss reports.

Motion to accept financial report made by Jeff Martin, seconded by Skip Draper. Motion unanimously carried.

VI. Legal---Audit of LDCs by the State Comptroller's Office.

Nick Pusateri reported to the Board that a bill was signed into law by Governor Andrew Cuomo which subjects Local Development Corporations (LDCs) across the state to oversight by the Office of the State Comptroller (OSC). Effective immediately, the law permits OSC to audit the financial affairs of LDCs.

VII. Loans/Grants

Loan Aging Report----Diane Blanchard reviewed the loan report with the Board.

Consideration of a Mortgage Subordination Agreement with Wildwood Lake---Jim reported that the Bank of Castile and Rachel & Rob's Wildwood Lake Family Campgrounds, Inc. ("Wildwood Lake") requested that the OCLDC execute a Mortgage Subordination Agreement as a condition precedent to the proposed Bank of Castile loan of \$1,600,000.00 to Wildwood Lake.

Motion to authorize the OCLDC to enter into a mortgage subordination agreement as proposed on pages 12-13 of the Board materials made by Kathy Blackburn, seconded by Jeff Martin. Motion unanimously carried.

VIII. Operations Report

Diane reported the Spring class of the Microenterprise Assistance Program starts on April 14th and ends on June 23rd.

IX. Projects

CFA Grant Application Update—Jim reported the OCLDC was not awarded a Consolidated Funding Application (CFA) grant in 2019 but will apply again for it in July of this year.

USDA Funding Option—Jim and Diane discussed a USDA grant funding option that, after looking into it further, they decided was not a workable grant for the Microenterprise Assistance Program.

Orleans Canal Corridor LWRP—Jim reported on the potential project types for the Orleans Canal Corridor Local Waterfront Revitalization Program (LWRP), which include, among other things, expanding and complementing the OCLDC's Microenterprise Assistance Program (MAP). Jim discussed with the Board that the LWRP may provide alternative grant funding sources for the MAP.

X. Old Business

Discussion on the Future of the Board's Makeup (By-Laws)—Jim re-opened for discussion the possible restructuring of the OCLDC Board. Jim recommended a possible restructuring scenario involving a seven (7)-member Board. The Board discussed in detail the potential benefits and burdens of the proposed re-composition of the Board. Subsequent to the discussion, the Board requested that Nick Pusateri draft and circulate for discussion and consideration at the next Board meeting a proposed amendment to the OCLDC bylaws that would effectuate Jim's recommendation for re-composition of the Board.

XI. Motion to Adjourn

Motion to adjourn subject to Chairman's recall made by Skip Draper, seconded by Fred Miller. Motion unanimously carried.

Next meeting scheduled for April 2, 2020.

Respectfully Submitted,
Diane Blanchard