

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

August 6, 2020

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

(Live video stream available on YouTube via the OEDA website)

Members Present:

Paul Hendel, Chairman
Bill Eick
Jeffrey Martin
Fred Miller
Skip Draper
Mike Bonnewell
Tom Kuryla

Members Absent:

Kathy Blackburn,
Ed Urbanik, Treasurer
Laura Olinger

Also Present:

Jim Whipple, CEO/CFO OEDA
Diane Blanchard, OEDA Admin/MAP Manager
Nick Pusateri, Hurwitz & Fine, P.C., Legal Counsel
David Gabel, EFPR Group, CPAs, PLLC

Pursuant to Executive Order 220.1 suspending certain provisions of the Open Meetings Law, this meeting was held via telephonic conference call with a live video stream made available at the OEDA website to facilitate public access. The meeting was recorded, and a transcript of the meeting will be posted at the website at a later time. A roll call vote was conducted for each item for which a Board vote was taken to assure that Board member votes were correctly recorded.

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. Seven (7) Board Members were present constituting a quorum of the Board.

II. EFPR GROUP, CPAS, PLLC - Review of 2019 Financial Statements

David Gabel of EFPR Group, CPAs, PLLC reviewed with the Board the audited financial statements and the Independent Auditor's Report for the year ending December 31, 2019. Mr. Gabel reported that EFPR Group is issuing an unmodified (clean) opinion with respect to the financial statements. In accordance with government auditing standards, he also reviewed with the Board a report issued by EFPR Group regarding internal control over financial reporting and compliance. The report, which is required pursuant to government auditing standards, did not identify any material weaknesses in internal control. No compliance issues were identified during the audit. A brief question and answer session followed Mr. Gabel's presentation of the financial statements.

III. Approval of Previous Board Meeting Minutes April 2, 2020

The April 2, 2020 Board meeting minutes were reviewed by the Board. A motion was made to accept the meeting minutes as presented, by Skip Draper, seconded by Jeff Martin. Motion unanimously carried.

IV. Financials

A. Consideration of Acceptance of 2019 Annual Financial Statements

Motion to accept the 2019 Audited Financial Statements made by Jeff Martin, seconded by Skip Draper. Motion unanimously carried.

B. Consideration of Acceptance of Monthly Financial Statements---Jim reviewed the monthly financial statements with the Board and recommended that the Board approve the reports.

Motion to accept the financial statements made by Tom Kuryla, seconded by Fred Miller. Motion unanimously carried.

V. Legal---Nick Pusateri reported to the Board that the New York State Executive Order permitting local development corporations to hold their meetings virtually, issued in response to the COVID-19 pandemic, has been extended to September 4, 2020. The next Board meeting being scheduled for October, Bill Eick suggested that the Board use the Legislative Chamber for the next meeting if the Board is no longer permitted to meet virtually at that time. The Legislative Chamber provides a better opportunity for social distancing than the Board Room.

VI. Loans/Grants

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

VII. Operations Report

Diane reported the next Microenterprise Assistance Program (MAP) class will start on September 1st and end on November 10th. To date, 518 participants have completed the program. Diane has started the interview process and 12 candidates are interested in the upcoming classes.

Total funds in the RLF Account as of 07/31/20:

\$7,804.59---HUD Unrestricted Fund;
\$72,605.21---Unrestricted Money Market Account.

Alumni Updates---Diane reported a new Medina store recently opened at 335 North Main Street selling baby clothes and pet supplies. The owner, Jacquie Chinn, took the MAP class in the spring of 2019. She initially was going to open a credit repair and credit rebuilding business.

Diane also reported Lynn Palmer launched a new business on November 29th, Upscale Overstock, located at 339 North Main Street in Medina. She sells general merchandise, and as a result of the COVID-19 pandemic, she began to sell masks made by her daughter and hand sanitizer. Lynn took the Microenterprise class in the fall of 2019.

VIII. Projects--None

IX. Old Business

Discussion on the Future of the Board's Makeup (By-Laws) –Jim reopened 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 Nick Pusateri's draft of the proposed amendments to the OCLDC bylaws that would memorialize the Board restructuring. Proposed members of the OCLDC would consist of the following:

One (1) person contemporaneously serving as an active member of the County of Orleans Industrial Development Agency (COIDA), as appointed by the COIDA Board of Directors.

One (1) representative from the Orleans County Legislature, currently not serving on the COIDA Board of Directors, as appointed by the Legislature.

Three (3) representatives from businesses within Orleans County, one from the eastern part of the County, one from the central part of the County and one from the western part of the County, as appointed by the membership of the OCLDC.

Two (2) residents of Orleans County, as appointed by the membership of the OCLDC.

Tom Kuryla and Mike Bonnewell indicated that they will retire from the OCLDC Board upon its reorganization.

Chairman Hendel conducted a straw polling of the Board to determine whether the Board may support a formal resolution to restructure the OCLDC membership as proposed by amending the OCLDC bylaws. Nick will draft a formal Resolution to amend the bylaws to be considered by the Board for approval at the next meeting.

IX. New Business

- A. Consideration for Approval of an Agreement with Dorothy Daniels for Instruction Services**---Jim advised the Board that Sam Campanella retired from his position as main instructor for the MAP classes. Dorothy Daniels was highly recommended by Diane Blanchard to replace Mr. Campanella. Jim presented and recommended that the Board approve an Independent Contractor Agreement with Dorothy Daniels to be the main instructor for the MAP classes.

Motion to approve the independent contractor agreement for Dorothy Daniels made by Jeff Martin, seconded by Tom Kuryla. Motion unanimously carried.

- B. A Written Resolution was presented as follows:**

RESOLUTION OF THE ORLEANS COUNTY LOCAL DEVELOPMENT CORPORATION AUTHORIZING SUBORDINATION OF ITS LOAN TO BORROWER HEATHER COLELLA D/B/A DC HAULING.

Jim advised the Board that Heather Colella, d/b/a DC Hauling, a borrower under the MAP program, requested that the OCLDC subordinate its loan to a new loan to be made to Ms. Colella by Canandaigua National Bank (“CNB”). Such subordination was a condition to CNB approval of the new loan to Ms. Colella.

The Resolution was moved for adoption by Skip Draper, seconded by Bill Eick.

Roll Call:

Paul Hendel	Aye
Bill Eick	Aye
Skip Draper	Aye
Kathy Blackburn	Absent

Mike Bonnewell	Aye
Jeff Martin	Aye
Tom Kuryla	Aye
Fred Miller	Aye
Ed Urbanik	Absent
Laura Olinger	Absent

7 **Ayes**
0 **Nays**

Resolution Passed; Resolution attached.

X. Motion to Adjourn

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

Next meeting scheduled for October 1, 2020.

Respectfully Submitted,
Diane Blanchard