

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

February 8, 2018

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

Draft

Members Present:

Paul Hendel, Chairman
Tom Kuryla, Member
Clark Godshall, Secretary
Kathy Blackburn, Member
Michael Bonnewell, Member
Bill Eick, Member
Karen Sawicz, Vice Chairman
Fred Miller, Member
Skip Draper, Member

Members Absent:

Ed Urbanik, Treasurer
Laura Bentley, Member

Also Present:

Jim Whipple, CEO/CFO OEDA
Diane Blanchard, OEDA Admin/MAP Manager
Kevin Zanner, 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 Members. A quorum of the Board was present.

Consideration of Jeff Martin to fill the vacant Board seat from business, east side, as appointed by the membership of the Corporation.

Motion to appoint Jeff Martin as an LDC Board member made by Karen Sawicz, seconded by Clark Godshall. Motion Passed.

II. Approval of Previous Board Meeting Minutes December 7, 2017.

The December 7, 2017 Board meeting minutes were reviewed. A motion was made to accept the meeting minutes as presented, by Kathy Blackburn, seconded by Fred Miller. Motion Passed.

III. Financials

LDC Account Balance & Financial Statements

Jim Whipple and Diane Blanchard reported on the LDC financials. The GOSC loan fund account as of 01/31/18 has a balance of \$187,133.88, the HUD unrestricted account has a balance of \$362.67, the LDC account has a balance of \$48,135.52 and the savings account has a balance of \$115,702.29. Jim discussed the Balance Sheet and Profit & Loss reports.

Motion to accept financials made by Clark Godshall, seconded by Kathy Blackburn. Motion Passed.

Consideration of an agreement with EFPR Group CPA's to Provide Auditing Services for the 2017 Fiscal Year Audit. -----Jim presented the November proposal from EFPR Group CPA's PLLC to provide auditing services for the 2017 fiscal year for the Agency and its affiliates. The cost is \$11,200 which is shared by the Agency and its affiliates.

Motion to approve the proposal of EFPR Group CPA's PLLC to provide auditing services for the 2017 Fiscal Year made by Clark Godshall, seconded by Skip Draper. Motion Passed.

IV. Legal---Nothing reported by Kevin Zanner.

V. Loans/Grants

Executive Session

Motion to go into Executive Session for the discussion of financial and credit matters of a person or corporation and to invite Diane Blanchard, Jim Whipple and Kevin Zanner to be present in Executive Session made by Kathy Blackburn, seconded by Skip Draper. Motion Passed.

Motion to exit Executive Session made by Fred Miller, seconded by Tom Kuryla. Motion Passed.

No action was taken during Executive Session or from the discussion in Executive Session.

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

VI. Operations Report

Board Report

Diane Blanchard reported the Spring MAP class starts on April 3 and ends on June 19. Ten possible participants are showing some interest in the next class. In response to a question from Clark Godshall, Diane stated that MAP program participants with incomes below a certain level are not charged a fee for participating. Diane then reported on a letter received from Marcell Taylor, owner of Absolute Xquisite Cutz Barber Shop, who expressed his gratitude for the MAP program and the program grant awarded to his business.

VII. Projects – No report.

VIII. Old Business - None.

IX. New Business

Annual Meeting---Jim reviewed the OCLDC By-Laws

Annual Report----Jim reviewed the 2017 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.

2018 Election of Officers

Motion to approve the 2018 Officers as listed, with Karen Sawicz continuing as Vice Chair, Ed Urbanik continuing as Treasurer, Clark Godshall continuing as Secretary and Paul Hendel continuing as Chairman made by Clark Godshall, seconded by Tom Kuryla. Motion Passed.

Appointment of James Whipple as CEO/CFO

Motion to appoint Jim Whipple as CEO/CFO made by Kathy Blackburn, seconded by Karen Sawicz. Motion Passed.

2018 Committee Appointments

Motion to continue existing committee appointments to the Finance/Loan Committee, the Audit Committee and the Governance Committee as listed on page 25 of the Board materials for 2018 made by Clark Godshall, seconded by Tom Kuryla. Motion Passed.

Property Value Report

Motion to approve the 2017 property value report made by Clark Godshall, seconded by Jeff Martin. Motion Passed.

Mission Statement & Mission Statement Measurement Report--Jim reviewed with the Board the OCLDC Mission Statement and the proposed 2018 performance measurements. He also reviewed with the Board the five questions

under the Governance Certification. The Board responded to each of the five questions.

Motion to approve the mission statement and the 2018 performance measurements made by Kathy Blackburn, seconded by Skip Draper. Motion Passed.

2018 Board Evaluations---Jim asked Board members to complete and return their 2018 Board Evaluation forms no later than 2/28/18.

Consideration of Guidelines and Policies

Jim reviewed with the Board the Investment Policy, Procurement Policy, Property Disposal Guidelines and Real Property Acquisition Policy, all of which are required by statute or the terms of the policy to be reviewed and approved by the Board on an annual basis.

Consider an Update to the Conflict of Interest Policy---Kevin reviewed proposed changes to the Conflict of Interest Policy, which have been made to conform with the most recent changes to the Not-for-Profit Corporation Law.

Motion to approve the amended Conflict of Interest Policy made by Clark Godshall, seconded by Jeff Martin. Motion Passed.

Discussion on Procurement Policy---Kevin and Jim presented proposed changes to the Procurement Policy as set forth in the Board meeting materials. The principal changes to the policy involve the establishment of approval thresholds. After some discussion, the Board deferred taking action on the procurement policy until the next Board meeting.

Investment Policy

Jim presented the Investment Policy. It was noted that Bank of America should no longer be listed as an authorized depository.

Motion to approve the Investment Policy as amended with the Bank of America being stricken from the list of authorized depositories made by Clark Godshall, seconded by Jeff Martin. Motion Passed.

Property Disposal Guidelines

Motion to approve the Property Disposal Guidelines as presented made by Kathy Blackburn, seconded by Karen Sawicz. Motion Passed.

Real Property Acquisition Policy

Motion to approve the Real Property Acquisition Policy as presented made by Skip Draper, seconded by Jeff Martin. Motion Passed

X. Motion to Adjourn

Motion to adjourn at 9:30 am subject to Chairman's recall made by Tom Kuryla, seconded by Fred Miller. Motion Passed.

Next meeting scheduled for April 5, 2018.

**Respectfully Submitted,
Diane Blanchard**