

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

April 4, 2019

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

Draft

Members Present:

Paul Hendel, Chairman
Karen Sawicz, Vice Chairman
Tom Kuryla, Member
Bill Eick, Member
Jeffrey Martin, Member
Fred Miller, Member
Skip Draper, Member
Mike Bonnewell, Member
Laura Olinger, Member

Members Absent:

Ed Urbanik, Treasurer
Kathy Blackburn, Member

Also Present:

Jim Whipple, CEO/CFO OEDA
Diane Blanchard, OEDA Admin/MAP Manager
Kevin Zanner, Legal Counsel
Dave Gabel, EFPR Group, LLP

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.

8:30 am—EFPR Group, LLP-Review of Audited Financial Statements

EFPR Group, LLP - Review of 2018 Financial Statements--- Dave Gabel of EFPR Group, LLP reviewed with the Board the audited financial statements and the Independent Auditor's Report for the year ending December 31, 2018. 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.

II. Approval of Previous Board Meeting Minutes February 7, 2019

The February 7, 2019 Board meeting minutes were reviewed. A motion was made to accept the meeting minutes as presented, by Tom Kuryla, seconded by Karen Sawicz. Motion unanimously carried.

III. Financials

LDC Account Balance & Financial Statements

Jim Whipple and Diane Blanchard reported on the LDC financials. The GOSC loan fund account as of 03/31/19 has a balance of \$115,917.83, the HUD unrestricted account has a balance of \$350.56, the LDC account has a balance of \$2664.94 and the savings account has a balance of \$113,796.80. Jim noted that the funds in the GOSC and LDC accounts will be returned to the County in accordance with the NYS OCR directive to return program income. Jim also reviewed the Balance Sheet and Profit & Loss reports.

Motion to accept financial report made by Skip Draper, seconded by Mike Bonnewell. Motion Passed.

Consideration of the Acceptance of the 2018 Audited Financial Statements

Motion to accept the 2018 Audited Financial Statements made by Jeff Martin, seconded by Bill Eick. Motion Passed.

IV. Legal---Nothing reported.

V. Loans/Grants

Executive Session

Motion to enter Executive Session for the discussion of financial and credit matters of a person or corporation and to invite Diane Blanchard, Jim Whipple and legal counsel to be present in Executive Session made by Tom Kuryla, seconded by Skip Draper. Motion Passed.

Motion to exit Executive Session made by Jeff Martin, seconded by Fred Miller. Motion Passed.

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

Loans---- Diane reported she closed on the Laura Loxley Vintage Inspired Goods loan for \$15,000 on 03/01/19. Milk & Honey Boutique decided to opt out of the loan for \$10,000

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

VI. Operations Report

Diane reported the next MAP class starts on April 2 and ends on June 4. To date 495 participants have gone through the program. 16 participants have signed up for the class. Existing businesses joining the class are The Whole Approach Health & Wellness Center, North Ridge Distillery, MLW Massage, Quill Diesel Repair and the Lockstone and Tinsel Ice Cream Shop. Start UP Businesses are a Hemp CBD business, Mobile Wood Fired Pizza Catering Truck, a Hair Dresser for Home Bound Individuals, Medical Billing Business, Grocery Store in Holley, Record Keeping Consultant Business, Self-Storage Business, a Winery, a Massage Therapy Business and an Online Store Business.

Discussion on the Future of the Board’s Makeup (By-Laws) –Jim opened up for discussion the possible restructuring of the LDC Board. One consideration in restructuring the Board is designate enough “ex-officio” members to ensure that a quorum will exist. Jim reviewed for discussion purposes a possible restructuring scenario involving a seven member Board which would include one COIDA appointed representative, one County Legislature appointed representative and two Chamber of Commerce appointed representatives, with three “at-large” members. Karen Sawicz commented that the LDC Board was structured to represent business interests across the County without being controlled by the County. She noted the importance of having representatives from the agricultural, tourism and financial sectors on the Board. After some discussion, it was decided to continue the discussion at the next meeting.

VII. Projects---Jim reported he and Diane will be speaking with Harry Sichertman regarding applying for a CFA Grant for the Microenterprise Program.

VIII Old Business-----Election of CEO/CFO

Jeff Martin made a motion to appoint James Whipple as CEO/CFO, which was seconded by Skip Draper. Motion Passed

Jeff Martin asked about the status of the Patt judgment. Kevin Zanner reported that the judgment has been satisfied with a payment to the LDC in the amount of \$20,000.

IX. New Business

Consider Re-Adoption of Guidelines and Policies

Jim reviewed with the Board the OCLDC Investment Policy, Property Disposal Guideline Policy, Real Property Acquisition Policy and the Procurement Policy. The policies were presented to the Governance Committee and no changes to these policies are being recommended.

Motion to re-adopt the OCLDC Investment Policy, Property Disposal Guideline Policy, Real Property Acquisition Policy and the Procurement Policy made by Karen Sawicz, seconded by Tom Kuryla. Motion Passed.

Consider 2018 Investment Report--- Jim reviewed the 2018 Annual Investment Report with the Board. The New York Public Authorities Law requires public authorities, including local development corporations, to prepare and approve an investment report annually. The law requires the Annual Investment Report to include, a copy of the Investment Policy in force at year end, an explanation of the Policy, results of the Annual Independent Audit, the amount of investment income (which in 2018 was \$1,170.00 interest earned) and a list of total fees paid to any person or firm rendering investment services.

Motion to approve the 2018 Investment Report made by Jeff Martin, seconded by Skip Draper. Motion carried unanimously.

2019 PARIS Report -- Jim reviewed the 2019 PARIS report, copies of which were emailed to all the Board members in advance of the meeting. The A Motion was needed to approve.

Motion to approve the 2019 PARIS report made by Jeff Martin, seconded by Skip Draper. Motion Passed.

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 June 6, 2019.

Respectfully Submitted,
Diane Blanchard