

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

February 7, 2019

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

Draft

Directors Present:

Paul Hendel, Chairman
Ed Urbanik, Treasurer
Tom Kuryla
Kathy Blackburn
Bill Eick
Jeffrey Martin
Fred Miller

Directors Absent:

Skip Draper
Karen Sawicz, Vice Chair
Mike Bonnewell
Laura Olinger

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 Board Members. A quorum of the Board was present.

II. Approval of Previous Board Meeting Minutes November 15, 2018.

The November 15, 2018 Board meeting minutes were reviewed. A motion was made to accept the meeting minutes as presented, by Kathy Blackburn, seconded by Jeff Martin. 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 01/31/19 has a balance of \$133,426.70, the HUD unrestricted account has a balance of \$3168.28, the LDC account has a balance of \$20,283.01 and the savings account has a balance of \$109,450.91. Jim discussed the Balance Sheet and Profit & Loss reports.

Motion to accept financial report made by Jeff Martin, seconded by Fred Miller. Motion unanimously carried.

Consideration of an Agreement with EFPR Group. CPAs PLLC to Provide Auditing Services for the 2019 Fiscal Year. ----A motion was needed to retain EFPR Group, CPAs PLLC to provide auditing services for the 2019 fiscal year.

Motion to retain the EFPR Group CPAs PLLC made by Kathy Blackburn, seconded by Ed Urbanik. Motion unanimously carried.

IV. Legal---Nothing reported.

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 legal counsel to be present in Executive Session made by Jeff Martin, seconded by Fred Miller. Motion unanimously carried.

Motion to exit Executive Session made by Tom Kuryla, seconded by Bill Eick. Motion unanimously carried.

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

Loans---- Diane reported on 2 loan applications. Laura Loxley Vintage Inspired Goods (\$15,000), and Milk & Honey Boutique (\$10,000). Both loans have been recommended for approval by the LDC Loan Committee and will be discussed under New Business portion of the meeting agenda.

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

VI. Operations Report

Diane Blanchard reported the next MAP class starts on April 2 and ends on June 4. To date 495 participants have gone through the program. 15 possible participants have called to join the next class.

Discussion on the Future of the Board's Makeup (By-Laws) –Jim opened up for discussion the possible restructuring of the LDC Board. A number of Board members commented that reducing the size of the Board would be appropriate, either through attrition or restructuring. After some discussion it was decided that the Governance Committee would meet to discuss restructuring and make a recommendation to the Board.

VII. Projects---Nothing discussed.

VIII Old Business-----Nothing discussed.

IX. New Business

Consider Retaining a Consultant to Advise on General Projects and CDBG Administration---Jim reported that on December 11th, the LDC issued two requests for proposals: (i) an RFP for NYSOCR/CDBG Funding Administration and (ii) an RFP for Technical Operational Assistance. COIDA was the sole respondent to the RFPs. Jim noted that the RFPs were publicly advertised and that he had also circulated the RFPs to four M/WBE certified firms.

Motion to retain COIDA as the consultant to advise on general projects and CDBG administration made by Kathy Blackburn, seconded by Fred Miller. Motion unanimously carried.

Consider a Loan to Laura Loxley Vintage Inspired Goods--- The loan is for \$15,000. The borrower will use the loan proceeds for equipment, inventory and working capital.

Motion to approve the loan to Laura Loxley Vintage Inspired Goods for \$15,000 made by Ed Urbanik, seconded by Jeff Martin. Motion unanimously carried.

Consider a Loan to Milk & Honey Boutique----The loan is for \$10,000. The borrower will use the loan proceeds for equipment, inventory and working capital.

Motion to approve a loan of \$10,000 to Milk & Honey Boutique made by Kathy Blackburn, seconded by Bill Eick. Motion unanimously carried.

Clarendon Cheesecake--- Jim and Kevin reported on negotiations with James Batt, who is seeking to satisfy the LDC's judgment against him and his spouse (Deborah Patt) in order to facilitate a residential mortgage refinance transaction. The Board discussed compromising the judgment.

Motion made by Bill Eick, to authorize the CEO to compromise, settle or otherwise dispose of the judgment against James and Deborah Patt, seconded by Jeff Martin. Motion unanimously carried.

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

Annual Report---Jim reviewed the 2018 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.

2019 Election of Officers

Fred Miller made a motion to approve the 2019 proposed slate of officers, with Karen Sawicz continuing as Vice Chair, Ed Urbanik continuing as Treasurer, Kathy Blackburn replacing Clark Godshall as Secretary and Paul Hendel continuing as Chairman. The motion was seconded by Jeff Martin and unanimously carried.

2019 Committee Appointments

Kathy Blackburn made a motion to approve the proposed appointments to the Finance/Loan Committee, the Audit Committee and the Governance Committee as listed on page 43 of the Board materials for 2019, with Jeff Martin to replace Clark Godshall on the Audit Committee. The motion was seconded by Tom Kuryla and unanimously carried.

Property Value Report

Ed Urbanik made a motion to approve the 2019 property value report. The motion was seconded by Bill Eick and unanimously carried.

Mission Statement & Mission Statement Measurement Report--Jim reviewed with the Board the OCLDC Mission Statement and the proposed 2019 performance measurements. He also reviewed with the Board the five questions under the Governance Certification. The Board responded to each of the five questions.

Jeff Martin made a motion to approve the mission statement and the 2019 performance measurements. The motion was seconded by Tom Kuryla and unanimously carried.

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

X. Motion to Adjourn

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

Next meeting scheduled for April 4, 2019.

**Respectfully Submitted,
Diane Blanchard**