

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

April 2, 2020

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

Members Present:

Paul Hendel, Chairman
Bill Eick
Jeffrey Martin
Fred Miller
Skip Draper
Mike Bonnewell
Kathy Blackburn, Secretary
Tom Kuryla
Laura Olinger
Ed Urbanik, Treasurer

Members Absent:

Also Present:

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

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. Board members Blackburn, Bonnewell, Draper, Eick, Hendel, Kuryla, Martin, Miller, Olinger and Urbanek were present, constituting a quorum of the Board.

II. Approval of Previous Board Meeting Minutes

The February 6, 2020 Board meeting minutes were reviewed. A motion was made to accept the meeting minutes as presented, by Kathy Blackburn, seconded by Tom Kuryla. Motion unanimously carried (10-0-0).

III. LDC Account Balance & Financial Statements

Jim Whipple and Diane Blanchard reported on the OCLDC financials. The HUD unrestricted account has a balance of \$10,015.56, and the money market account has a balance of \$97,417.52. Jim noted that all of the funds are unrestricted. Jim also reviewed the OCLDC Balance Sheet and Profit & Loss reports. Jim recommended that the Board approve the reports.

Motion to accept financial report made by Jeff Martin, seconded by Tom Kuryla. Motion unanimously carried (10-0-0).

IV. Legal

Nick Pusateri briefly discussed with the Board a new State law, discussed in greater detail at the previous Board meeting, that subjects Local Development Corporations (LDCs) to oversight by the Office of the State Comptroller (OSC). The law permits OSC to audit the financial affairs of LDCs.

Nick Pusateri also reported on the proposed New York State Budget for the 2020-21 fiscal year. As of the date of the meeting, legislative votes were still being tallied, but the budget was expected to pass. A notable item in the proposed budget was a requirement that, commencing in 2022, prevailing wage be paid to construction workers on certain projects capitalized with public funding. Nick will provide an update at the next Board meeting regarding the prevailing wage provisions and other matters in the State budget relevant to LDC operations.

Nick also reported generally that new legislation, executive orders, and changes to existing laws and regulations are being implemented on a daily basis in response to the COVID-19 pandemic. The resulting changes may affect the legal obligations of the Agency. Nick will keep the OCLDC staff apprised of any changes in the law affecting Agency day-to-day operations and will report the same to the Board at the next meeting.

V. Loans/Grants

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

VI. Operation Report

Diane reported the spring class of the OCLDC Microenterprise Assistance Program (MAP) was cancelled due to the COVID-19 pandemic. Twelve candidates were interviewed and hopefully will join the fall class.

VII. Projects

RBDG Funding Option---Jim reported that LDC staff will seek funding for the Microenterprise Assistance Program (MAP) from the federal Rural Business Development Grant (RBDG) program in the amount of \$100,000.00. Diane and Jim will be working on the application for next year.

VIII. Old Business

Discussion of the Future of the Board Composition (By-Laws) – Nick Pusateri drafted and circulated for consideration and discussion a proposed amendment to the OCLDC bylaws that would effectuate Jim’s recommendation for re-composition of the Board. The proposed re-composition would reduce the number of Board members to seven (7), including one (1) representative appointed by COIDA, one (1) representative appointed by the Orleans County Legislature, two (2) representatives appointed by the Chamber of Commerce, and three (3) “at-large” positions, each appointed by the Board. The Board discussed the matter and proposed to consider and discuss the matter further before voting whether to authorize a re-composition of the Board.

IX. New Business

Consideration for Approval of the 2019 Investment Report---Jim reported the New York Public Authorities Law requires that State Authorities, such as the OCLDC, to prepare and approve an investment report annually (“Investment Report”). The law requires the Investment Report to include a copy of the OCLDC Investment Policy in force at year end, an explanation of the policy, results of the Annual Independent Audit, the investment income record, and a list of the total fees paid to anyone rendering investment. Jim presented the OCLDC Investment Report for 2019 and recommended that the Board approve the report.

Motion to accept the 2019 Investment Report made by Kathy Blackburn, seconded by Ed Urbanik. Motion unanimously carried (10-0-0).

Consideration for Approval of a Contract with Sam Campanella for Instruction Services---Jim discussed that the OCLDC staff recommends the engagement of Sam Campanella to be the main instructor for the MAP. Jim presented, and recommended that the Board approve, a draft independent contractor agreement for the engagement. Nick Pusateri explained that the contract is for a one-year term which shall automatically renew each year until it is terminated by the OCLDC or Mr. Campanella.

Motion to approve the Independent Contractor Agreement made by Jeff Martin, seconded by Bill Eick. Motion unanimously carried (10-0-0).

Consideration of Resolution to Authorize Deferment of Borrowers' Loan Repayments

Jim reported that, due to the outbreak of COVID-19, the OCLDC staff recommends permitting Borrowers to defer loan repayments to the OCLDC for a period of time. Nick explained that the resolution would authorize Agency staff to offer Borrowers, at the Borrowers' discretion, the opportunity to defer payments of principal and interest on LDC loans for a period not to exceed six months, determined by Agency staff, and to effectuate such deferments. Nick explained further that the payments will be deferred until the current maturity date of the loan, at which point they will become due and payable in successive, equal monthly installments.

Motion to adopt the Resolution made by Ed Urbanik, seconded by Kathy Blackburn:

Resolution presented as follows:

RESOLUTION OF THE ORLEANS COUNTY LOCAL DEVELOPMENT CORPORATION AUTHORIZING A DEFERMENT OF LOAN REPAYMENTS FOR BORROWERS AS A RESULT OF THE COVID-19 PANDEMIC

Resolution unanimously passed (10-0-0); Resolution attached.

2019 PARIS Report Review/Accept— Jim presented the 2019 PARIS report, copies of which were made available to the Board members in advance of the meeting. Information included in this report are draft financial statements, yearly projects and loans.

Motion to approve the 2019 PARIS report made by Jeff Martin, seconded by Skip Draper. Motion unanimously carried (10-0-0).

Consider Releasing Certain Collateral for DC Hauling Loan—Jim and Diane reported that Borrower Heather Colella d/b/a DC Hauling requested that the OCLDC release its lien on the business’s 1999 CR/CO Trailer. Ms. Colella informed the OCLDC staff that the trailer is not in working condition and is of limited value. The OCLDC staff believes its interests are protected by other collateral and recommended release of the lien.

Motion to approve releasing the lien on the 1999 CR/CO Trailer made by Ed Urbanik, seconded by Kathy Blackburn. Motion unanimously carried (10-0-0).

X. Motion to Adjourn

Motion to adjourn subject to Chairman’s recall made by Fred Miller, seconded by Mike Bonnewell. Motion unanimously carried (10-0-0).

Next meeting scheduled for June 4, 2020.

Respectfully Submitted,
Diane Blanchard