

**Board Meeting Minutes**  
**Orleans Land Restoration Corporation**

**April 12th, 2024**

**121 N Main St 2<sup>nd</sup> Floor Albion NY**  
**Board Room**  
**9:00 am**

**Directors Present:**

John Misiti, Chairman  
Craig Tuohey, Assistant Secretary  
John Fitzak, Treasurer  
Jeff Martin, Director  
Skip Draper, Vice Chairman

**Directors Absent:**

Ed Urbanik, Secretary  
Carol D'Agostino, Assistant Treasurer

**Also Present:**

Michael Dobell, CEO/CFO  
Gabrielle Barone, Vice President Business Development  
Matt Holland, Admin/MAP Manager  
Kevin Zanner, Hurwitz Fine P.C., Legal Counsel

- I. Roll Call-** The meeting was called to order by John Misiti at 10:27 a.m. Matt Holland called the roll. Board members John Misiti, Craig Tuohey, John Fitzak, Skip Draper, and Jeff Martin were present, constituting a quorum of the Board.
- II. Approval of Previous Board Minutes March 8, 2024---**The March 8, 2024 Board meeting minutes were reviewed. A motion was made by Skip Draper to approve the meeting minutes as presented, seconded by Jeff Martin. Motion unanimously carried.
- III. Consider Acceptance of the 2023 OLRC Audited Financial Statements**  
  
Michael noted that the 2023 audited financials were presented and reviewed with the Audit Committee. EFPR Group is issuing an unmodified (i.e., clean) opinion. The Audit Committee recommended that the Board accept the 2023 audited financials. A motion to accept the 2023 audited financials was made by Craig Tuohey, seconded by Jeff Martin and unanimously carried.

**IV. OLRC Financials**

**OLRC Monthly Financial Report---** Michael presented the Financial Report for the month ending March 31st, 2024.

A motion to accept the OLRC Monthly Financial Report was made by Skip Draper and seconded by John Fitzak. Motion unanimously carried.

**IV. Legal—** None.

**V. Operations Report—Facilities/Sites—**No report.

**VI. Old Business---**None.

**VII. New Business –**

**Approval of 2024 Mission Statement and Measurement Report**

Michael reviewed the 2024 Mission Statement and Measurement Report with the board. John Fitzak made a motion to approve the Measurement Report as presented and current Mission Statement without changes. The motion was seconded by Jeff Martin and unanimously carried.

**2024 Election of Officers**

The Board reviewed the officer positions of the OLRC. The following slate of officers was presented:

Chairman:	John Misiti
Vice Chairman:	Skip Draper
Treasurer:	John Fitzak
Asst. Treasurer:	Carol D’Agostino
Secretary:	Jeff Martin
Asst. Secretary:	Craig Tuohey

Skip Draper made a motion to approve the slate of officers, seconded by John Fitzak, and unanimously carried.

**Committee Appointments**

The Board reviewed committee appointments. The following slate of committee appointments were presented:

Executive Committee: John Misiti (Chair); Skip Draper; and Jeff Martin

Audit Committee: Carol D’Agostino (Chair); John Misiti; Skip Draper; John Fitzak; Craig Tuohey; Ed Urbanik; and Jeff Martin

Finance Committee: Skip Draper (Chair); John Misiti; Carol D’Agostino; John Fitzak; Craig Tuohey; Ed Urbanik; and Jeff Martin

Governance Committee: John Misiti (Chair); Carol D’Agostino; Skip Draper; John Fitzak; Craig Tuohey; Ed Urbanik; and Jeff Martin

Skip Draper made a motion to approve the committee appointments as presented, seconded by John Fitzak, and unanimously carried.

### **Consider the Approval of the 2023 Investment Report**

Michael presented the 2023 Investment Report to the Board. Jeff Martin made a motion to approve the 2023 Investment Report as presented, seconded by Craig Tuohey, and unanimously carried.

### **Consider Approval of Finance Committee Charter**

Michael presented the OLRC Finance Committee Charter. No changes were proposed to the charter. Skip Draper made a motion to approve the Finance Committee Charter as presented, seconded by John Fitzak, and unanimously carried.

### **Consider Approval of the Audit Committee Charter**

Michael presented the OLRC Audit Committee charter. No changes were proposed to the charter. Craig Tuohey made a motion to approve the Audit Committee charter as presented, seconded by Jeff Martin, and unanimously carried.

## **VIII. Executive Session---None.**

## **IX. Adjournment**

Craig Tuohey made a motion to adjourn the meeting subject to the Chairman’s recall. The motion was seconded by John Fitzak and unanimously carried at 10:31 a.m.

Respectfully Submitted,

Matt Holland