

Board Meeting Minutes
Orleans Land Restoration Corporation

March 14th, 2025

121 N Main St 2nd Floor Albion NY
Board Room
9:00 am

Directors Present:

John Misiti, Chairman
Craig Tuohey, Assistant Secretary
John Fitzak, Treasurer
Jeff Martin, Secretary

Directors Absent:

Ed Urbanik, Director
Carol D'Agostino, Assistant Treasurer
Skip Draper, Vice Chairman

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 9:36 a.m. Matt Holland called the roll. Board members John Misiti, Craig Tuohey, John Fitzak, and Jeff Martin were present, constituting a quorum of the Board.
- II. Approval of Previous Board Minutes February 14, 2025---**The February 14, 2025 Board meeting minutes were reviewed. A motion was made by Jeff Martin to approve the meeting minutes as presented, seconded by Craig Tuohey. Motion unanimously carried.
- III. OLRC Financials**

OLRC Monthly Financial Report--- Michael presented the Financial Report for the month ending February 28th, 2025.

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

- IV. **Legal**— No report.
- V. **Operations Report—Facilities/Sites**—No report.
- VI. **Old Business**---None.
- VII. **New Business** –

Consider Acceptance of the 2024 OLRC Audited Financial Statements

Michael noted that the 2024 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 2024 audited financials. A motion to accept the 2024 audited financials was made by Craig Tuohey, seconded by Jeff Martin and unanimously carried.

Consider Approval of the Audit Committee Charter

Michael presented the OLRC Audit Committee Charter. No changes were proposed to the charter by staff or the Audit Committee. Craig Tuohey made a motion to approve the Audit Committee Charter as presented, seconded by John Fitzak, and unanimously carried.

Consider the Approval of the 2024 Investment Report

Michael presented the 2024 Investment Report to the Board. Jeff Martin made a motion to approve the 2024 Investment Report as presented, seconded by John Fitzak, and unanimously carried.

Consider Approval of Finance Committee Charter

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

Consider the Approval of the Investment Policy

Michael presented the Investment Policy to the Board. No changes to the Investment Policy were proposed by staff or the Finance Committee. Jeff Martin made a motion to approve the Investment Policy as presented, seconded by Craig Tuohey, and unanimously carried.

Consider the Approval of the 2024 Year-End Report

Michael presented the 2024 Year-End Report to the Board. Jeff Martin made a motion to approve the 2024 Year-End Report as presented, seconded by John Fitzak, and unanimously carried.

2025 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

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

Consider the appointment of CEO/CFO and Administrative Director

Craig Tuohey made a motion to appoint Michael Dobell CEO/CFO and Administrative Director of OLRC. The motion was seconded by Jeff Martin 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

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

Approval of 2025 Mission Statement and Measurement Report

Michael reviewed the 2025 Mission Statement and Measurement Report with the Board. Craig Tuohey made a motion to approve the Measurement Report as presented and approve the current Mission Statement without changes. The motion was seconded by John Fitzak 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 9:42 a.m.

Respectfully Submitted,

Matt Holland