

MINUTES OF MEETING HELD JANUARY 28, 2014

THE MEMBERS OF THE BOARD OF DIRECTORS OF THE WARREN COUNTY LOCAL DEVELOPMENT CORPORATION

A meeting of the Members of the Board of Directors of the above-captioned Corporation was held on January 28, 2014 at 11:00 a.m., in the Committee Room, pursuant to the notice of the meeting dated January 17, 2014.

The meeting was called to order by Harold G. Taylor, Chairman of the Warren County Local Development Corporation, at 11:00 a.m.

The following Directors were present:

Harold Taylor	Frederick H. Monroe
Peter McDevitt	Evelyn Wood
Eugene Merlino	Dennis L. Dickinson

Others Present:

Edward Bartholomew, CEO, Warren County Local Development Corporation
Jennifer Switzer, CFO, Warren County Local Development Corporation
Kevin B. Geraghty, Chairman, Board of Supervisors
Frank Thomas, Supervisor
James Brock, Supervisor
Rachel Seeber, Supervisor
Martin D. Auffredou, Warren County Attorney
Wanda Smith, Confidential Secretary to the County Administrator
Don Lehman, The Post Star

Chairman Taylor called the meeting to order. Chairman Taylor asked for a motion to approve the minutes of the November 25, 2013 meeting. Motion made by Director Monroe and seconded by Director Wood. Motion carried unanimously.

Chairman Taylor continued with the agenda regarding the 2013 Audit Engagement Letter. Jennifer Switzer stated Toski and Company is the firm they have used for the past four years and their fee is \$4,900. She asked for a resolution to ratify the approval of the engagement letter with Toski and Company for year end 2013. Motion made by Director Dickinson and seconded by Director Monroe. The following motion carried unanimously:

RESOLVED, that the Warren County Local Development Corporation ("LDC") hereby ratifies the actions of Edward Bartholomew, the CEO of the LDC in executing the 2013 audit engagement letter with Toski and Company for an amount not to exceed Four Thousand Nine Hundred Dollars (\$4,900).

Chairman Taylor continued with the agenda regarding the 2013 Tax Service Engagement Letter. Ms. Switzer mentioned the engagement letter did not state a fee, but an email received from Ms. Hudy stated the amount would not to exceed \$500. Martin Auffredou stated the fee should be

included in the engagement letter, as well as removing the personal guaranty language . Ms. Switzer stated she would ask for both revisions to be made to the letter. Motion made by Director Monroe and seconded by Director Dickinson with the above changes. The following motion carried unanimously:

RESOLVED, that the Warren County Local Development Corporation (“LDC”) hereby authorizes Edward Bartholomew, the CEO of the LDC to execute the 2013 tax services engagement letter with CBH Business Services, Inc., with the addition of the amount not to exceed Five Hundred Dollars (\$500) and the removal of the personal guaranty language.

Chairman Geraghty entered the meeting at 11:04 a.m.

Chairman Taylor continued with the agenda regarding the purchase and cancellation of property insurance. Ms. Switzer stated the LDC purchased property insurance on the Stonecast property, but since that time, Mr. Auffredou has been in contact with Mr. Karanikas, who agreed to pick up the property insurance. Once the insurance was purchased by the owner, the LDC’s policy was cancelled and a credit was received. Mr. Auffredou briefly discussed the coverage, and stated the LDC has been named as a loss payee and mortgagee on the policy, which will provide advance notice of any cancellation. A motion was made by Director Dickinson to ratify the purchase and cancellation of property insurance on the Stonecast property, and seconded by Director Monroe. The following motion carried unanimously:

RESOLVED, that the Warren County Local Development Corporation (“LDC”) hereby ratifies the actions of Jennifer Switzer, the CFO of the LDC, in the purchase and cancellation of property insurance on the Stonecast property.

Chairman Taylor continued with the agenda regarding the Board member replacement. He stated he has asked Chairman Geraghty to appoint someone to replace Director Mason, which will occur at the annual meeting in March.

Chairman continued with the agenda regarding the financials. Ms. Switzer briefly reviewed the financials with the Board, stating that there was not a lot of activity in 2013, no loans were written and any activity was for fixed costs. She further stated that the discrepancy in loan fees was due to the change in funds to cover administrative costs, which are no longer being covered by a percentage of the principal.

She went on to state that the amount under miscellaneous is a combination of money returned from one of the housing programs as well as portion of the fee collected by SUNY Adirondack for the Micro Enterprise Assistance Program.

She stated no bad debt was written off in 2013, but she was waiting to see if the auditors would have an adjustment.

Director Dickinson inquired if the \$1M was available to loan. Ms. Switzer stated that approximately \$100,000 could not be used for loans, but the remainder was available for lending.

Mr. Bartholomew mentioned that they were going to increase their marketing campaign for large loans, as well as develop the micro loan program. He stated that in some of the smaller towns,

the micro loan program is what is needed to attract loans. He further stated that they want to get information out to the towns on the web sites and through the Chambers.

Motion made by Director Monroe to approve the Financial Reports for November 1 - December 31, 2013, and seconded by Director Dickinson. The following motion was unanimously carried:

RESOLVED, that the Warren County Local Development Corporation ("LDC") hereby approves the Financial Reports from November 1 - December 31, 2013.

Chairman Taylor continued with the agenda regarding the CEO Report. Mr. Bartholomew stated he hoped to have prepared for the next meeting some broad guidelines to review on the micro loan program.

Chairman Taylor continued with the agenda regarding the loan status report. Ms. Switzer stated that there were a couple of loans to discuss in executive session. Mr. Auffredou stated that Executive Session was needed to discuss the credit performance or history of particular unnamed loans. Motion made by Director Dickinson and seconded by Director Merlino. The motion carried unanimously.

Executive session was declared at 11:15 a.m. to 11:32 a.m.

Committee reconvened and Chairman Taylor stated no action was taken in Executive Session.

Chairman Taylor continued with the agenda regarding new business. Mr. Auffredou stated that the Warren County Board of Supervisors previously authorized an agreement between Warren County and the LDC to administer and perform economic development programs and initiatives, county and community planning services and grant loan programs for an amount of \$50,000 where the County would pay the LDC to perform these services. These funds are needed by the LDC in order to pay the EDC under a separate staffing agreement. He further stated that this was a standard contract that was entered into annually. He asked for a motion to authorize the Chairman to enter into an agreement with Warren County for economic development and grant administration. Motion made by Director Monroe and seconded by Director Dickinson. The following motion carried unanimously:

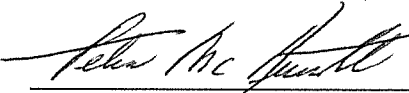
RESOLVED, that the Warren County Local Development Corporation ("LDC") hereby authorizes the Economic Development and Grant Administration Agreement with Warren County for a term commencing January 1, 2014 and terminating December 31, 2014, in an amount of Fifty Thousand Dollars (\$50,000) payable from Warren County to the LDC upon the same terms and conditions as the previous agreement, and be it further

RESOLVED that the Chairman of the Warren County Local Development Corporation be, and hereby is, authorized to execute the Economic Development and Grant Administration Agreement.

As there was no further business to come before the LDC Board, motion was made by Director Monroe to adjourn the meeting, seconded by Director Merlino, and carried unanimously.

Chairman Taylor adjourned the meeting at 11:34 a.m.

Dated: 2-13, 2014



Peter McDevitt, Secretary