

MINUTES OF MEETING HELD MARCH 24, 2020

**THE SOLE MEMBER OF THE WARREN COUNTY LOCAL
DEVELOPMENT CORPORATION**

An annual meeting of the Sole Member of the Warren County Local Development Corporation (LDC) was held on March 24, 2020 at 9:00 a.m. in the Board Room/Remote Access at the Warren County Municipal Center.

The annual meeting was called to order by Frank E. Thomas, Sole Member of the Warren County Local Development Corporation, at 9:00 a.m.

The following Directors were present:

Peter McDevitt
Matthew Simpson
Craig Leggett

Frank Thomas
Eugene Merlino

The following Directors were absent:

Others Present:

Ed Bartholomew, CEO, Warren County Local Development Corporation
Claudia Braymer, Warren County Supervisor
Brad Magowan, Warren County Supervisor
Michael Wild, Warren County Supervisor
Douglas Beaty, Warren County Supervisor
Amanda Allen, Warren County Clerk of the Board
Robert Terwilliger, Warren County First Assistant Attorney
Tammie DeLorenzo, Assistant to the Warren County Administrator
Donald Lehman, Warren County Director of Public Affairs
Michael Colvin, Warren County Director, Information of Technology
Kristy Miller, Confidential Secretary to the Warren County Administrator
Thom Randall, *Sun Community News*

Frank E. Thomas, the Sole Member of the Warren County Local Development Corporation (LDC) called the Sole Member of the Warren County Local Development Corporation ("LDC") to Order. His sole purpose of business was to appoint the members of the Warren County LDC. He appoints Peter McDevitt, Eugene Merlino, Matthew Simpson, Craig Leggett, and Brad Magowan replacing himself.

Mr. Thomas then turned the proceedings over to Peter V. McDevitt, Chairman of the Board of Directors of the Warren County LDC and the Audit & Finance Committee Meeting of the Warren County Local Development Corporation was commenced.

Meeting ended at 9:03 a.m.

Minutes Approved.

Dated: April __, 2020

Frank E. Thomas, Sole Member

MINUTES OF MEETING HELD MARCH 24, 2020

AUDIT/FINANCE COMMITTEE OF WARREN COUNTY LOCAL DEVELOPMENT CORPORATION

A meeting of the Audit/Finance Committee of the Warren County Local Development Corporation (LDC) was held on March 24, 2020 immediately following the Annual Meeting of the Sole Member in the Board Room/Remote Access at the Warren County Municipal Center.

The following Committee Members were present:

Craig Leggett
Matthew Simpson
Brad Magowan

The following Committee Members were absent:

Others Present:

Ed Bartholomew, CEO, Warren County Local Development Corporation
Eugene Merlino, Warren County Supervisor
Claudia Braymer, Warren County Supervisor
Brad Magowan, Warren County Supervisor
Michael Wild, Warren County Supervisor
Douglas Beaty, Warren County Supervisor
Amanda Allen, Warren County Clerk of the Board
Robert Terwilliger, Warren County First Assistant Attorney
Tammie DeLorenzo, Assistant to the Warren County Administrator
Donald Lehman, Warren County Director of Public Affairs
Michael Colvin, Warren County Director, Information of Technology
Kristy Miller, Confidential Secretary to the Warren County Administrator
Thom Randall, *Sun Community News*

Mr. McDevitt called the meeting to order at 9:03 a.m. Mr. McDevitt continued with the agenda regarding the review and recommendation of approval of the 2019 Audited Financial Statements. Mr. Bartholomew advises that recommendation from the full Board is need for approval of the 2019 Audited Financial Statements. He indicates that the audit was completed and submitted showing a clean audit in terms of no audit findings involved with no management letter being issued. He points out the total amount of net assets for 2019 being \$1,736,965 and 2018 the total net assets was \$1,729,528. He continues with the audit and the breakdown of the revenues showing 2019 and 2018 being very similar with just a little over a \$100 difference. He advises that you breakout the expenses and the net assets for both years are about the same. He states that the biggest change of the audit shows on page 5 when the LDC amended the Investment Policy and went out to bid to area banks for a certificate of deposit. The bids came back and the LDC awarded the highest bid to TD Bank at 2.3% for a certificate of deposit for one year. He explains that the comparison on page 5 will show that there is a reduction in cash, as putting this into a certificate of deposit eliminates that from cash with the total in the certificate of deposit being \$511,000. Mr. Bartholomew advises that in going forward the LDC

is going back out to bid for continuation with the area banks to look at money market as well as certificates of deposits, which will be reported back at the next board meeting on how to proceed. He continues with the audit and advises that the summary sheet on page 17 shows the auditor's results, which reflects no area of weakness or deficiencies reports, a low risk auditee and no audit findings with regard to the prior year financial statements.

Mr. McDevitt asked for a motion to approve the 2019 Audited Financial Statements. Motion made by Mr. Simpson and seconded by Mr. Leggett, and carried unanimously.

As there was no further business to come before the Audit/Finance Committee, motion was made by Mr. Leggett to adjourn the meeting, seconded by Mr. Simpson, and carried unanimously. Mr. McDevitt adjourned the meeting at 9:15 a.m.

Respectfully submitted,
Kristy Miller, Confidential Secretary to the
Warren County Administrator

MINUTES OF MEETING HELD MARCH 24, 2020

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

An annual meeting of the Members of the Board of Directors of the Warren County Local Development Corporation (LDC) was held on March 24, 2020 immediately following the Audit & Finance Committee Meeting of the Warren County Local Development Corporation in the Board Room/Remote Access at the Warren County Municipal Center.

The meeting was called to order by Peter V. McDevitt, Chairman of the Warren County Local Development Corporation, at 9:15 a.m.

The following Directors were present:

Peter McDevitt
Matthew Simpson
Craig Leggett

Brad Magowan
Eugene Merlino

The following Directors were absent:

Others Present:

Ed Bartholomew, CEO, Warren County Local Development Corporation
Claudia Braymer, Warren County Supervisor
Brad Magowan, Warren County Supervisor
Michael Wild, Warren County Supervisor
Douglas Beaty, Warren County Supervisor
Amanda Allen, Warren County Clerk of the Board
Robert Terwilliger, Warren County First Assistant Attorney
Tammie DeLorenzo, Assistant to the Warren County Administrator
Donald Lehman, Warren County Director of Public Affairs
Michael Colvin, Warren County Director, Information of Technology
Kristy Miller, Confidential Secretary to the Warren County Administrator
Thom Randall, *Sun Community News*

Chairman McDevitt called the meeting to order. The first order of business was the election of officers. Mr. Bartholomew advises that the current officers are Peter McDevitt, Chairman; Matthew Simpson, Vice Chairman; Craig Leggett, Treasurer; Brad Magowan, Secretary; and Eugene Merlino, Assistant Treasurer. She explains that they can make any changes to the officers or keep them the same and vote on them individually or collectively.

Director Merlino states that he would like to leave it the same as it is now with Brad Magowan replacing Frank Thomas, as Secretary.

Director Merlino asked for a Motion to appoint the same Members to their current positions, motion seconded by Director Simpson. The following motion carried unanimously:

RESOLVED, that the following individuals are hereby elected as officers of the Warren County Local Development Corporation for the ensuing year and until their successors be elected:

Chairman:	Peter McDevitt
Vice Chairman:	Matthew Simpson
Treasurer:	Craig Leggett
Secretary:	Brad Magowan
Assistant Treasurer:	Eugene Merlino

Mr. Bartholomew advises that the next item on the agenda is the designations by the Board of Committee Appointments. The two committee appointments needed would be the Audit & Finance Committee and the Governance Committee. He advises that the members on the Governance Committee last year were Matthew Simpson, Craig Leggett and Eugene Merlino as well as the Audit & Finance Committee members being Frank Thomas, Craig Leggett and Matthew Simpson. Mr. Bartholomew suggests having Eugene Merlino, Craig Leggett, and Matthew Simpson on Audit & Finance and Brad Magowan, Craig Leggett and Matthew Simpson for the Governance Committee.

Chairman McDevitt asks for motion to appoint the above-mentioned members to the Governance Committee and Audit & Finance Committee. Motion was made by Director Leggett and seconded by Director Simpson. The following motion carried unanimously:

RESOLVED, the following Directors are hereby appointed as Members of the Governance Committee of the Board of Directors:

Brad Magowan
Craig Leggett
Matthew Simpson

and be further

RESOLVED, that the following Directors are hereby appointed as members of the Audit & Finance Committee of the Board of Directors:

Eugene Merlino
Craig Leggett
Matthew Simpson

Mr. Bartholomew continues with the agenda for review and approval of various By-Laws, policies and procedures. He indicates that there were no changes with the policies adopted this year. He advises that the Investment Policy was changed last year for the various

recommendations from the auditors as well as changes being made to the Whistleblower Policy to conform with the new State Legislation. He indicates that the second item to be reviewed would be the Investment Policy within the next meeting to review the percentage rates received from area banks. He continues with the Procurement Policy and indicates no changes being made to that particular policy. He states that also included is the Audit Contract, which is \$6,000 and the contract between the EDC (Economic Development Corporation) and LDC. He advises that as part of the LDC reporting the General Counsel will be Mary Kissane, Warren County Attorney, and Robert Terwilliger, Warren County First Assistant Attorney to assist the LDC. He continues with the banking institutions being Glens Falls National and TD Bank, which is the bank associated with the certificate of deposit as well as Harris Beach, as Special Counsel. He explains that any work conducted by Harris Beach is subject to a contract being approved by the LDC. He continues to advise that the LDC does not own any real property or personal property. Mr. Bartholomew indicates that he will be sending out forms to the Board members shortly that are required to be completed for compliance of acknowledgment of no conflict of interest, understand their fiduciary responsibilities as members of the LDC and filing their Financial Statements with the County.

Chairman McDevitt asked for a motion to approve the following Annual reports and polices: By-Laws, Mission and Measurement Report, Report on Accomplishments and Projects, Board Performance Evaluations, Policy Governing Use of Discretionary Funds, Disposition of Real Property Guidelines, Compensation, Reimbursement and Attendance, Code of Ethics, Whistleblower, Travel, Defense and Indemnification, Conflict of Interest, Investment Report, Procurement Report, the Annual 2019 Audit Financial Statements and the Certified Annual Audit, and the above-mentioned Professionals Retained and Approved Relationships. Motion made by Director Simpson and seconded by Director Leggett. The following motion was unanimously carried:

RESOLVED, that the Warren County Local Development Corporation ("LDC") hereby approves the following reports:

- 1.) By-Laws;
- 2.) Mission and Measurement Report;
- 3.) Report on Accomplishments and Projects; and
- 4.) Board Performance Evaluations.

and be it further

RESOLVED, that the Warren County Local Development Corporation ("LDC") hereby approves the following policies:

- 1.) Policy Governing Use of Discretionary Funds;
- 2.) Disposition of Real Property Guidelines;
- 3.) Compensation, Reimbursement and Attendance;
- 4.) Code of Ethics;
- 5.) Whistleblower;
- 6.) Travel;

- 7.) Defense and Indemnification; and
- 8.) Conflict of Interest.

and be it further

RESOLVED, that EFPR Group, be, and hereby is, designated as Certified Public Accountant/Auditor for the Warren County Local Development Corporation,

and be further

RESOLVED, that Mary E. Kissane, Warren County Attorney, and Robert Terwilliger, Warren County First Assistant County Attorney be, and hereby are, designated as General Counsel for the Warren County Local Development Corporation,

and be further

RESOLVED, that Harris Beach PLLC, be, and hereby is, designated as Special Counsel for the Warren County Local Development Corporation,

and be further

RESOLVED, that Glens Falls National Bank and Trust Company and TD Bank, be, and hereby is, designated as the depositories of the Warren County Local Development Corporation.

and be further

RESOLVED, that the Warren County Local Development Corporation ("LDC") hereby approves the 2019 Investment Report and Guidelines, and the Chairman of the Warren County Local Development Corporation be, and hereby is, authorized to execute any and all documents as may be necessary to carry out this resolution.

and be further

RESOLVED, that the Warren County Local Development Corporation ("LDC") hereby approves the 2019 Procurement Report and Guidelines, and the Chairman of the Warren County Local Development Corporation be, and hereby is, authorized to execute any and all documents as may be necessary to carry out this resolution.

and be further

RESOLVED, that the Warren County Local Development Corporation (“LDC”) hereby approves the 2019 Audited Financial Statements and the certified Annual Audit.

and the Chairman of the Warren County Local Development Corporation be, and hereby is, authorized to execute any and all documents as may be necessary to carry out this resolution.

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

Chairman McDevitt adjourned the meeting at 9:25 a.m.

Dated: April ____, 2020

Brad Magowan, Secretary

MINUTES OF MEETING HELD MARCH 24, 2020

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 Warren County Local Development Corporation (LDC) was held on March 24, 2020 immediately following the Annual Meeting of the Board of Directors of the Warren County Local Development Corporation (LDC) in the Board Room/Remote Access at the Warren County Municipal Center, pursuant to the Notice of Meeting emailed March 16, 2020.

The meeting was called to order by Peter McDevitt, Chairman of the Warren County Local Development Corporation at 9:26 a.m.

The following Directors were present:

Peter McDevitt	Brad Magowan
Matthew Simpson	Eugene Merlino
Craig Leggett	

The following Directors were absent:

Others Present:

Ed Bartholomew, CEO, Warren County Local Development Corporation
Claudia Braymer, Warren County Supervisor
Michael Wild, Warren County Supervisor
Douglas Beaty, Warren County Supervisor
Amanda Allen, Warren County Clerk of the Board
Robert Terwilliger, Warren County First Assistant Attorney
Tammie DeLorenzo, Assistant to the Warren County Administrator
Donald Lehman, Warren County Director of Public Affairs
Michael Colvin, Warren County Director, Information of Technology
Kristy Miller, Confidential Secretary to the Warren County Administrator
Thom Randall, *Sun Community News*

Chairman McDevitt called the meeting to order. He asked for a motion to approve the minutes of the February 4, 2020 Special Board meeting and the February 24, 2020 meeting. Motion made by Director Merlino and seconded by Director Leggett. Motion carried unanimously.

Chairman McDevitt continued with the agenda regarding the review and approval of the February 2020 Financial Statements. Mr. Bartholomew begins with the financial report and reflects nothing out of the ordinary and indicates that at the next Board meeting confirmation that the LDC will be transferring the \$10,000 to the Warren County Planning Department as part of the Affordable Housing Study with the EDC (Economic Development Corporation) approving the transfer and the monies will be sent from the EDC to appropriate budget line to Warren County in the total amount of \$20,000. He advises that last year the LDC undertook an effort to work with some of the loan recipients that needed some additional assistance and as a result last

year there were four loans that were paid off including the Dome, Friends Lake Inn, Seamless Gutters, and Celtic Treasurers. He advises that out of eight of the existing loans the LDC has received four inquiries relative to their financial status due to their temporary closure and he would propose to work with the LDC and Chairman McDevitt to develop a proposal and criteria for consideration in providing relief for the individual loan recipients. He explains that he would request a Special Meeting to discuss the details in further detail and develop the criteria as soon as possible.

Director Simpson agrees with Mr. Bartholomew and advises that the criteria need to be expedited in order to work with these businesses as soon as possible.

Director Merlino agrees with Director Simpson and believes they should consider a 3 month deferment on these loans to help these businesses.

Chairman McDevitt asked for a motion to approve the February 2020 Financial Statements. Motion was made by Director Merlino and seconded by Director Simpson. The following motion was unanimously carried:

RESOLVED, that the Warren County Local Development Corporation (“LDC”) hereby approves the Financial Report for February 2020.

Director Leggett questions if the loans that were paid last year, if the LDC worked with Seamless Gutter when they had a fire and Mr. Bartholomew confirmed. He indicates that working with the Chairman to have some loan reprieve is a wonderful idea.

Supervisor Braymer advises that she is glad that this discussion is taking place and asks if there is anything else that can be done such as utility and rent payments being delayed. Mr. Bartholomew advises that the LDC has to develop criteria on how to go about helping these businesses. He indicates that he has been working with the State as well as local banks for certain mortgages that may be extended out. He advises that he is hopeful to have a Special Meeting within the next week for approval on the process of helping these businesses.

Chairman McDevitt continued with the agenda regarding the review of the Loan Portfolio and Mr. Bartholomew states that an executive session would not be necessary at this time.

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

Chairman McDevitt adjourned the meeting at 9:42 a.m.

Dated: April ____, 2020

Brad Magowan, Secretary

Warren County LDC
Balance Sheet
As of March 31, 2020

	Mar 31, 20
ASSETS	
Current Assets	
Checking/Savings	
GFNB Loan	371,570.23
GFNB Operating	5,517.82
TD Bank Loan Account	
TD Bank Housing	21,613.82
TD Bank Loan	245,727.25
TD Bank Loan Account - Other	8,237.76
Total TD Bank Loan Account	275,578.83
Total Checking/Savings	652,686.88
Accounts Receivable	
Allowance for Doubtful Accounts	-182,557.50
Loan Receivable	702,358.78
Total Accounts Receivable	519,801.28
Other Current Assets	
1 Yr CD - TD Bank	500,000.00
Total Other Current Assets	500,000.00
Total Current Assets	1,672,488.16
TOTAL ASSETS	1,672,488.16
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	4,916.66
Total Accounts Payable	4,916.66
Total Current Liabilities	4,916.66
Total Liabilities	4,916.66
Equity	
Opening Balance Equity	483,514.08
Unrestricted Net Assets	1,193,184.78
Net Income	-9,127.36
Total Equity	1,667,551.50
TOTAL LIABILITIES & EQUITY	1,672,488.16

1:27 PM

04/15/20

Accrual Basis

Warren County LDC
Profit & Loss Budget vs. Actual
March 2020

	Mar 20	Budget	\$ Over Budget
Ordinary Income/Expense			
Income			
Program Income			
Bank Interest	0.00	208.00	-208.00
Contract - Warren County	0.00	0.00	0.00
Housing Study	0.00	10,000.00	-10,000.00
Loan Fees	0.00	0.00	0.00
Loan Interest	1,101.70	896.00	205.70
Miscellaneous	0.00	0.00	0.00
Total Program Income	<u>1,101.70</u>	<u>11,104.00</u>	<u>-10,002.30</u>
Total Income	<u>1,101.70</u>	<u>11,104.00</u>	<u>-10,002.30</u>
Gross Profit	<u>1,101.70</u>	<u>11,104.00</u>	<u>-10,002.30</u>
Expense			
Program Expense			
Accounting	0.00	0.00	0.00
Housing Study	0.00	10,000.00	-10,000.00
Legal	0.00	42.00	-42.00
Marketing	0.00	400.00	-400.00
Office Expense	0.00	0.00	0.00
Professional Development	0.00	0.00	0.00
Professional Services Contract	4,916.66	4,166.66	750.00
Total Program Expense	<u>4,916.66</u>	<u>14,608.66</u>	<u>-9,692.00</u>
Total Expense	<u>4,916.66</u>	<u>14,608.66</u>	<u>-9,692.00</u>
Net Ordinary Income	<u>-3,814.96</u>	<u>-3,504.66</u>	<u>-310.30</u>
Net Income	<u>-3,814.96</u>	<u>-3,504.66</u>	<u>-310.30</u>

Warren County LDC Loan Portfolio Summary as of December 31, 2019

	Original Loan Date	Loan Maturity	Jobs	Original Loan Amount	Term of Loan	Loan Purpose	Monthly Payment	Balance as of 3/31/2020	Current Delinquent	Comments - Current unless otherwise noted
59 Lake LLC	4/13/2018	5/10/2025	3 FTE's	40,000.00	7 yrs - 5%	Purchase & Renovate Property	\$585.36	30,834.13	Current	
Adk Fishing Adventures	3/4/2015	4/1/2020	30 seasonal	46,250.00	5 yrs 5% amortized over 15 yrs	Refinance - New Bldg Construction	\$365.74	34,703.92	Current	
All in Glass Studios	4/20/2016	12/20/2020	1 PT to FT	30,000.00	3 yrs 6% - 2019 6 mos Interest only	Refinance	\$812.66	11,925.84	Current	ACH returned by bank 3/11/2020
Avs technologies OF NENY	7/7/2010	8/1/2017	2	51,760.00	7 yrs 4%	Equipment	\$100.00	12,060.15	Current	WCLDC has received check for \$37,500 & confession of judgment for remaining balance - borrower is making \$100 monthly payments-last payment made Jan 2019
Burlep & Beams	4/30/2015	8/1/2020	waived	60,000.00	5 yrs 5% amortized over 10 yrs	Equipment	\$636.39	34,706.70	Current	
LuMaZu LLC dba Nettle Meadow Cheese Farm	12/21/2017	9/10/2025	18-20 retained	115,000.00	7 yrs 4% - 6 mos Interest only	Refinance/ Working Capital	\$1,571.91	96,563.78	Current	Rec'd \$10,000 principal payment 2/28/2020
Merrin's Dandee	2/10/2012	2022 balloon	6	52,650.00	10 yrs 3%	Equipment/Working Capital	\$363.58	27,222.41	Current	
New Way Lunch Warrensburgh LLC	3/27/2018	4/10/2025	3 PT	80,650.00	7 yrs - 5%	Refinance /furniture	\$1,139.90	81,288.82	Current	
Queen of Hearts	2/24/2016	2/24/2021	8	20,000.00	5 yrs 5.5%	Working Capital	\$382.02	4,460.73	Current	
Reliable Racing	12/21/2015	6 mos 7/2016	25 FT& PT retained	100,000.00	6 mos - 5%	Materials/inventory Purchase	Interest only	116,376.28	Delinquent	Business filed a chapter 11 bankruptcy petition on April 7, 2016. LDC has engaged Harris Beach to represent our interests. Bankruptcy sale was completed November 2016. WCLDC received \$5,000 from the sale- applied to the principal balance. John Jacobs personally served with law suit on January 3, 2017. Mr. Jacobs filed for Chapt 7 bankruptcy. Individual bankruptcy designated as "asset case" . Harris Beach has filed a proof of claim to secure a distribution by December 26, 2017.
Stonecast	1/16/2003	2/6/2013		400,000.00	5 yrs 5%		\$6,597.07	218,634.82	Delinquent	The board has agreed by resolution the use of outside counsel for updates on the status of any settlements, recommend additional legis action and the collection of
Superior Carline	7/1/2014	8/1/2021	16 (8FT)	75,000.00	7 yrs 5%	Equipment	\$1,080.04	47,773.37	Delinquent	Bsusiness closed -borrower filed for bankruptcy in August 2018 - County Attorney has filed proof of claim. Bankruptcy dismissed June 2019.County attorney filing lawsuit to recover balance.
The Barking Spider	11/2/2008	11/1/2013 Revised per Board to 2019	6	65,000.00	5 yrs 4%	Bldg Renovation/Equipment/Working Capital	\$1,086.26	5,816.05	Delinquent	Rec'd \$2,000 principal payment 2/21/2020 County Attorney's office prepared & served mortgage foreclosure on the borrower. Borrower has agreed to new payment plan approved by BOD. BI-weekly payments have begun & will continue through August 2019.