

## MINUTES OF MEETING HELD MARCH 26, 2018

### 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 26, 2018 immediately following the Annual Meeting of the Sole Member of the Warren County Local Development Corporation in the Committee Room 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 9:11 a.m.

The following Directors were present:

Peter McDevitt	Frank Thomas
Matthew Simpson	
Craig Leggett	

The following Directors were absent:

Eugene Merlino

Others Present:

Ed Bartholomew, CEO, Warren County Local Development Corporation  
Jennifer Switzer, CFO, Warren County Local Development Corporation  
Ronald F. Conover, Chairman, Warren County Board of Supervisors  
Brad Magowan, Warren County Supervisor  
Douglas Beaty, Warren County Supervisor  
Matthew Sokol, Warren County Supervisor  
Michael Wild, Warren County Supervisor  
William Loeb, Warren County Supervisor  
Kevin B. Geraghty, Acting County Administrator  
Mary Kissane, County Attorney  
Amy Lavine, Assistant County Attorney  
Kristy Miller, Confidential Secretary to the Warren County Administrator  
Travis Whitehead, Queensbury Resident  
Don Lehman, *The Post Star*

---

Chairman McDevitt called the meeting to order. The first order of business was the election of officers. Ms. Switzer advises that it is up to the Board to elect the officers to their position with the current members being Peter McDevitt, Chairman; Matthew Simpson, Vice Chairman; Craig Leggett, Treasurer; Frank Thomas, Secretary; and Eugene Merlino, Assistant Treasurer.

Director Thomas asked for a Motion to appoint the same Members to their current positions, motion seconded by Director Leggett. 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:	Frank Thomas
Assistant Treasurer:	Eugene Merlino

Ms. Switzer advises that the Committee Appointments are required which consist of the Governance Committee and the Audit & Finance Committee. She explains that the Governance Committee is made up of Supervisor Simpson, Supervisor Merlino and Supervisor Leggett as well as the Audit & Finance Committee members being Supervisor Thomas, Supervisor Leggett and Supervisor Simpson.

Chairman McDevitt appoints Directors Matthew Simpson, Eugene Merlino and Craig Leggett as Members of the Governance Committee and appoints Directors Frank Thomas, Craig Leggett and Matthew Simpson of the Audit and Finance Committee. Motion made by Director Simpson and seconded by Director Thomas. The following motion carried unanimously:

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

Matthew Simpson  
Eugene Merlino  
Craig Leggett

and be further

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

Frank Thomas  
Craig Leggett  
Matthew Simpson

Ms. Switzer continues with the agenda regarding the appointment of the Professionals Retained and Approved Relationships, which consists of EFPR Group, Certified Public Accounts/Auditor; Mary E. Kissane, Warren County Attorney, as General Counsel; Harris Beach PLLC, as Special Counsel; and Glens Falls National Bank & Trust Company, as the Bank Institution.

Chairman McDevitt appoints EFPR Group of 6390 Main Street, Suite 200, Williamsville, NY 14221, as Certified Public Accountant/Auditor; Mary E. Kissane, Warren County Attorney, as General Counsel; Harris Beach PLLC, as Special Counsel; and Glens Falls National Bank & Trust Company, as the Bank Institution. Motion made by Director Simpson and seconded by Director Thomas. The following motion carried unanimously:

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, be, and hereby is, 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, be, and hereby is, designated as the depository of the Warren County Local Development Corporation.

Ms. Switzer continues with the agenda on the approval of the Annual Reports. She explains that there are various sections and reports for review and recommendation for approval. She requests that within the Mission and Measurement Report that the Board review the Mission Statement and advise of any changes that need to be made along with the review of the Measurement Report, which outlines different data that is looked at from year to year in an attempt to meet those goals. She apprises that the report on Accomplishments and Projects builds on the Mission and Measurement Report and are the various projects that the LDC has throughout the year with a large part being the loans and whether it is seeking borrowers and tracking the current loans. She moves onto the Board Performance Evaluations and asks the Board if they have not already completed the evaluations, that they do so as soon as possible, being that it is a requirement of the ABO (Authorities Budget Office) and gives the Board a chance to evaluate how the LDC operates within the rules and regulations of the Public Accountabilities Act. She continues with the review and reaffirmation of Policies, which consists of Policy Governing Use of Discretionary Funds; Compensation, Reimbursement & Attendance; Code of Ethics; Whistleblower; Travel; Defense & Indemnification; and Conflict of Interest. She confirms with the Board that the Conflict of Interest Policy that the LDC utilizes is also used at the County level.

Mr. Bartholomew explains that the policies and guidance issued by the ABO (Authorities

Budget Office) are not necessarily mandatory and that when there are changes from the ABO (Authorities Budget Office) or the Comptroller's Office it would be brought to the attention of Counsel to pass along to the Board if any changes were recommended. He advises that the policies are being reaffirmed with no changes from last year.

Chairman McDevitt asked for a motion to approve the following reports and polices: Mission and Measurement Report, Report on Accomplishments and Projects, Board Performance Evaluations, Policy Governing Use of Discretionary Funds, Compensation, Reimbursement and Attendance, Code of Ethics, Whistleblower, Travel, Defense and Indemnification, and Conflict of Interest. Motion made by Director Simpson and seconded by Director Thomas. The following motion was unanimously carried:

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

- 1.) Mission and Measurement Report;
- 2.) Report on Accomplishments and Projects; and
- 3.) 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.) Compensation, Reimbursement and Attendance;
- 3.) Code of Ethics;
- 4.) Whistleblower;
- 5.) Travel;
- 6.) Defense and Indemnification; and
- 7.) Conflict of Interest.

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.

Chairman McDevitt continued with the agenda on the approval of the Investment Report and Guidelines. Ms. Switzer explains that the Investment Report outlines any investments that the Warren County LDC holds and that the Investment Guidelines were previously passed by the Board with no changes and nothing from the ABO (Authorities Budget Office) that would require any changes. She confirms that the LDC has no investments, which has been noted on the report that will be filed with PARIS (Public Authorities Reporting Information System).

Chairman McDevitt asked for a motion to approve the Investment Report and Guidelines. Motion made by Director Leggett and seconded by Director Thomas. The following motion was unanimously carried:

RESOLVED, that the Warren County Local Development Corporation (“LDC”) hereby approves the 2017 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.

Chairman McDevitt continued with the agenda to approve the Procurement Report and Guidelines. Ms. Switzer advises that the Procurement Report outlines guidelines for procurement processes that are followed. She asks the Board to review the Procurement/Purchasing Policy as well as the Disposition of Real Property Guidelines and explains that these policies are being reaffirmed with no changes to said policies with an outline of the various transactions that have taken place with spending an aggregate of \$5,000 or more for an individual vendor.

Chairman McDevitt asked for a motion to approve the Procurement Report and Guidelines. Motion was made by Director Thomas and seconded by Director Leggett. The following motion was unanimously carries:

RESOLVED, that the Warren County Local Development Corporation (“LDC”) hereby approves the 2017 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.

Chairman McDevitt continued with the agenda on the approval of the Annual Audit Report. Ms. Switzer explains that the Annual Audit Report was provided through the independent Auditor and is a requirement of the ABO (Authorities Budget Office). She requests approval from the Board for the Annual Audit Report as well as the 2017 Annual Audited Financial Statement that will be filed with the ABO (Authorities Budget Office).

Chairman McDevitt asked for a motion to approve the 2017 Annual Audited Financial Statements and the certified Annual Audit. Motion made by Director Simpson and seconded by Director Leggett. The following motion was unanimously carries:

RESOLVED, that the Warren County Local Development Corporation (“LDC”) hereby approves the 2017 Audited Financial Statements and the certified Annual Audit.

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

Chairman McDevitt adjourned the meeting at 9:21 a.m.

Dated: April \_\_\_\_, 2018

---

Frank Thomas, Secretary