

## MINUTES OF MEETING HELD AUGUST 28, 2012

### 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 August 28, 2012, pursuant to the Notice of Meeting dated August 20, 2012, at 10:00 a.m., in the Committee Room.

The meeting was called to order by Harold G. Taylor, Chairman of the Warren County Local Development Corporation, at 10:00 a.m.

The following Directors were present:

Harold Taylor	Evelyn Wood
Frederick Monroe	William Mason
Peter McDevitt	Dennis Dickinson
Eugene Merlino	

Others Present:

Victoria Pratt-Gerbino, CEO, Warren County Local Development Corporation  
Jennifer Switzer, CFO, Warren County Local Development Corporation  
Martin D. Auffredou, Warren County Attorney  
Patricia Tatich, Planning and Community Development  
Wanda Smith, Confidential Secretary to the County Administrator  
Don Lehman, *The Post Star*

Chairman Taylor called the meeting to order. He asked for a motion to approve the minutes of the June 25, 2012 meeting. Motion made by Director Mason and seconded by Director McDevitt. Mr. Auffredou asked for a brief discussion regarding revisions to meeting minutes. He asked the Board if they would like to see the minutes verbatim of the meeting. He suggested the minutes should reflect what is said at the meeting, and if minor corrections need to be made (i.e. names, dollar amounts, etc.), then the Board should be making them. He further suggested that if substantive revisions need to be made, those revisions could be made by an addendum for the Board's consideration. Director McDevitt stated he would like to see the minutes as taken at the meeting. He further stated that he believed the more thorough the better. Director Merlino agreed. Director Dickinson asked Ms. Gerbino to comment. Ms. Gerbino stated that the revisions she had made to the June minutes were due to the fact that there were issues with the microphones the day Pat MacKrell made his presentation and some things related to his services did not end up in the minutes, so she added them in. Mr. Auffredou recommended that meeting minutes are prepared and approved with minor technical changes. He further recommended that any substantive changes be proposed as an addendum that the Board can consider to be attached to the meeting minutes. Chairman Taylor asked the Board how they would like to move forward. Director Mason stated he would like to see the minutes approved. He further stated it was his understanding that minutes should accurately state the resolutions and decisions made. Ms. Gerbino agreed. Motion carried unanimously.

Chairman Taylor asked for a motion to approve the minutes of the July 26, 2012 meeting. Motion made by Director Mason and seconded by Director Monroe. Motion carried unanimously.

Chairman Taylor continued with the agenda regarding the loan portfolio. Ms. Gerbino briefly discussed the status of several loan inquiries. Ms. Gerbino requested going into Executive Session to discuss some of the other loans. Mr. Auffredou asked the Board to consider going into executive session for the purpose of discussing the credit history or performance of a particular unnamed entity and also to discuss potential and pending litigation. Motion was made by Director Mason, seconded by Director Dickinson and carried unanimously that executive session be declared.

Executive session was declared at 10:17 a.m. to 11:33 a.m.

Committee reconvened and Chairman Taylor advised no action was taken.

Chairman Taylor continued with the agenda regarding the financials. Ms. Gerbino and Ms. Switzer reviewed briefly. Discussion ensued. Motion was made by Director Wood to approve the Financial Reports for July 31, 2012, and seconded by Director Mason. The following motion was unanimously carried:

RESOLVED, that the Warren County Local Development Corporation ("LDC") hereby approves the Financial Reports for July 31, 2012.

Chairman Taylor continued with the 2013 draft budget. Ms. Gerbino advised the LDC was asked to submit a budget request, which was submitted to the Budget Officer. She further stated the total budget requested for 2013 is less than the amount adopted for 2012. She went on to state they were unsure if the general liability for Stonecast was needed. Discussion ensued regarding the amount entered for back debt and travel charges. Ms. Gerbino mentioned the amount submitted for office expense is the biggest jump because they had not included any copying charges in the past. The EDC has been paying for these charges, and they would like to pass these charges to the LDC in 2013. She further stated the draft budget was sent to the Budget Review Committee without LDC Board approval. She asked if a motion could be made to approve the budget as a draft until the budget process is over. Ms. Switzer stated the budget needed to be filed by November 1<sup>st</sup> to be in compliance. Director Monroe inquired regarding interest on loans. Discussion ensued. Ms. Gerbino stated this was a conservative budget, and the goal was to make more loans. Director Mason inquired regarding the increase on the Warren County contract. Motion made to approve the draft budget by Director Dickinson, seconded by Director Mason. The following motion was unanimously carried:

RESOLVED, that the Warren County Local Development Corporation ("LDC") hereby approves the 2013 Draft Budget.

Ms. Gerbino stated the final item they wanted to discuss was there were some loans in the portfolio that need some documentation clean-up done by legal counsel. She requested to have the documentation clean-up performed by McPhillips, Fitzgerald & Cullum, LLP. She stated there could be some additional legal fees in 2012, but wanted to make sure all promissory notes were updated to reflect the changes in the loan terms. Ms. Switzer stated that the rate for the services is \$195/hour based on the contract. Motion made by Director Mason, seconded by Director Merlino. The following motion carried unanimously:

RESOLVED, that the Warren County Local Development Corporation ("LDC") hereby approves hiring McPhillips, Fitzgerald & Cullum, LLP to clean-up loan documents on several loans at an hourly rate of \$195/hour.

Chairman Taylor asked for a motion to deny the application of an unspecified entity that was discussed in Executive Session. Motion made by Director Monroe, seconded by Director McDevitt. Director Dickinson abstained. The following motion carried by majority:

RESOLVED, that the Warren County Local Development Corporation ("LDC") hereby denies the application of an unspecified entity that was discussed in Executive Session.

Chairman Taylor asked if there was any other business. Ms. Switzer stated there was a grant from 2006 that seeded part of the loan fund and they received confirmation from the State that the grant was closed out in 2012.

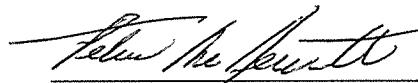
Pat Tatich acknowledged the LDC's participation in the County's application for home funds. She further stated that the \$30,000 of the balance of the home improvement monies were allocated as a match to improve their competitive edge in the application process, and the remaining \$12,000 were allocated toward the housing coordinator's salary for this year. Chairman Taylor inquired if the grant had been awarded yet. Ms. Tatich confirmed that it had not been awarded yet.

Ms. Tatich inquired regarding the Micro Enterprise Training Program. Ms. Gerbino updated with the details.

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

Chairman Taylor adjourned the meeting at 11:15 a.m.

Dated: Sept. 28, 2012

  
Peter McDevitt, Secretary