

WARREN COUNTY BOARD OF SUPERVISORS

COMMITTEE: **PLANNING & COMMUNITY DEVELOPMENT**

DATE: SEPTEMBER 22, 2006

Committee Members Present:  
Supervisors Stec  
Gabriels  
Monroe  
Champagne  
Mason

Representing Planning & Community  
Development Department:  
Patricia Tatich, Director  
Wayne LaMothe, Assistant Director  
William Thomas, Chairman  
Joan Sady, Clerk  
Paul Dusek, County Attorney  
Joanne McKinstry, Confidential Secretary to  
the Commissioner of Administrative &  
Fiscal Services  
Carlene Ramsey, Sr. Legislative Office  
Specialist

Committee Members Absent:  
Supervisors Belden  
Tessier

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Mr. Stec called the meeting to order at 9:40 a.m.

Motion was made by Mr. Monroe, seconded by Mr. Mason, and carried unanimously to approve the minutes of the previous meeting, subject to correction by the Clerk.

Privilege of the floor was extended to Patricia Tatich, Director of Planning & Community Development, who distributed an Agenda packet to each of the committee members and a copy is on file with the minutes.

Ms. Tatich began her Agenda review with Pending Item 1, Mobile Home Replacement Program. She reported the 2006 CDBG (Community Development Block Grant) funds would be fully utilized to replace six mobile homes with six newly constructed homes. She credited various local contractors who stepped forward to assist with the projects.

Ms. Tatich turned the floor over to Wayne LaMothe, Assistant Director of Planning & Community Development, for a report on Pending Item 2, Access to HOME Program. He reported the Governor had recently signed the new legislation that authorized municipalities as eligible entities to administer programs funded through the State Division of Housing and Community Renewal. Therefore, he said, the Housing Trust Fund Corporation's staff was currently re-writing the existing contracts to name Warren County, rather than the EDC (Economic Development Corporation, Warren County) as the direct recipient of the funds.

Next, Mr. LaMothe reported Pending Item 3 pertained to the re-release of the RFP (request for proposal) related to the State Archives Records Administration (SARA) funding award. He explained the new RFP had been issued to 14 different firms with a bid deadline of October 5, 2006.

Mr. Dusek left the meeting at 9:45 a.m.

Mr. Monroe returned the discussion to Item 2, and he queried what other programs would be affected by the new legislation.

Mr. LaMothe reported the Main Street Program would also be affected.

Mr. Stec explained he had attended the monthly board meeting of the EDC. At the meeting, he said Len Fosbrook had apprised the board of the County's recommendations regarding the new State legislation.

Mr. Dusek re-entered the meeting at 9:46 a.m.

Mr. Champagne expressed his concern with how the County's role would be changed by the new legislation.

Mr. Dusek explained that he recently spoke with the attorney for the EDC, Larry Paltrowitz, regarding the transition. As a result, Mr. Dusek said his suggestion would be for the EDC to take over the WC LDC. Otherwise, he said the WC LDC would be dissolved and all the contracts would need to be transferred over to EDC's LDC. He said if EDC took over the WC LDC then the only change would be new directors for the WC LDC. That way, he said the programs would simply continue, the contracts would remain intact, and the WC Planning department would continue as it always has (as an independent contractor with the EDC). In addition, he said, the EDC would then contract with other sources for the unusual programs not suited for the County Planning staff to assist with.

Mr. Dusek expounded that by transferring the WC LDC to the EDC, the EDC would be a complete package, with home ownership programs, micro-enterprise loans and even larger loans for larger companies. In addition, he said, the County Supervisors would no longer serve in the dual role as the WC LDC's Board of Directors, so the distinctions (between the County and the WC LDC) would be more clearly defined. He clarified that the Planning and Community Development personnel would need to be more sensitive to the fact that they were in-fact an independent contractor to assist with the LDC's programs.

Mr. Monroe expressed his concern that a new Board of Directors for the EDC would remove the sense of control the County Supervisors currently enjoyed.

Mr. Dusek explained the County would retain "control" of the EDC through certain contractual measures, and by: 1) stipulate the new Board of Directors would include at least 2 County Supervisors; 2) define the role of the County Planning staff in connection with the LDC's programs; and 3) the County remain as the main funding source for the EDC.

Continuing, Mr. Dusek pointed out one of the County's long term goals for the EDC had always been for the EDC to become a totally independent, self-sustaining corporation, thereby eliminating the third "control" mentioned above. However, he noted, the other

two "controls" would still be in place.

Responding to questions from various Supervisors, Mr. Dusek explained the following:

1. Small Loan Review would stay with the WC LDC (Warren County Local Development Corporation), although
2. The WC LDC would become the EDC's LDC corporation (with no direct ties to the County)
3. The WC LDC's new Board of Directors would appoint the LDC's loan review committee;
4. The County could stipulate that the current loan committee would stay in place, at least for a limited time;

Mr. Dusek further clarified that two contracts would be needed: 1) between the County and the WC LDC (since they would have a new board, a new contract would be needed regarding the Planning Dept); and 2) between the County and the EDC for the funding. In addition, he said there would be NO contract between the County and the EDC's other LDC.

Mr. Dusek acknowledged there was too much "alphabet soup" and he further explained that the original EDC was, in-fact, a *local* development corporation; just as the WC LDC was also a *local* development corporation. Most recently, he pointed out that the EDC created yet another *local* development corporation, the Hudson River LDC. Therefore, he declared, there were actually **three separate LDCs**, essentially falling under the direction of the same group of individuals managing the EDC.

Mr. Dusek mentioned, in the scenario he had just proposed, the EDC would be the primary group, in charge, and the LDCs could be thought of as corporate sub-structures.

Mr. Dusek pointed to the new requirements under the Public Authority Accounting Act as the driving force behind his suggestion to move the WC BOS out of the "director's" role and into a contractor's role.

Mr. Gabriels entered the meeting at 9:58 a.m.

Ms. Tatich said she felt another benefit of Mr. Dusek's proposal would be the 150+ contracts for current grant programs could remain intact. She noted this would be a tremendous savings to the County, in paperwork, alone.

Responding to questions from Mr. Monroe, Ms. Tatich explained the proposed arrangement would maintain the current audit control on the payment of invoices; as well as preserve the County's oversight of certain duties and responsibilities. However, she expressed her concerns that grant administration revenues (which currently fund a portion of her Department's salaries and activities) may be lost.

Mr. Dusek clarified that the County would still have input with regards to any grant funds awarded to the towns or the County. He reiterated that certain terms would be specified in the contract with the EDC.

Mr. Dusek observed there was one potential conflict which might develop if a grant program came along that the LDC, itself, could apply for, rather than going through the County. However, he said, such issues could also be addressed in the general contract with the EDC, via the annual funding levels.

Discussion ensued.

Ms. Tatich expressed her concerns that the EDC would need to be made aware that occasionally a community development project may develop, even though it might not fit all the criteria of an existing program. In the past, she said, the County had the flexibility to address such projects via reserve funds. She pointed out the County would no longer have such reserve funds at its disposal.

In addition, Ms. Tatich commented that once the micro loan funds had been repaid, the funds should be granted to the LDC. That way, she said, the County would not be bound by the Federal reporting requirements with regards to the repayment of micro loans.

Mr. Champagne expressed his concern that all parties involved would need to fully understand the new relationship.

Mr. Dusek said his proposal named the EDC as the party responsible for administration and oversight, while it limited the County's responsibilities to a contractual relationship.

Mr. Dusek said he felt the County Board of Supervisors would benefit from establishing programs that functioned day-to-day, independent of the Board. He stated, in his opinion, the Board would only want the financial ties and the right to monitor the activities, rather than the day-to-day responsibilities.

Following a brief discussion, Mr. Dusek agreed to schedule a meeting with representatives of the LDC and EDC, including Len Fosbrook, Dan Burke, Larry Paltrowitz, Dan Stec, Planning Department staff, and himself.

Returning to Agenda review at Pending Item 4 regarding the Outdoor Drama Theatre Project (ODTP), Mr. LaMothe said the Mayor of the Village of Lake George had responded to the County's letter regarding the use of the Village's property. He said the Mayor's letter indicated the Village was not opposed to the property being used for the ODTP. However, he said he felt the Village may be looking to "extract something from the County" and the Mayor had requested a meeting.

Mr. LaMothe offered to arrange a meeting with the Mayor, Mr. Stec, Supervisor Tessier

(as the Town of Lake George Supervisor), and Chairman Thomas.

Mr. Dusek reminded the Committee that his Office had been asked to review the matter concerning the *Last of the Mohicans* Outdoor Drama, Inc., a not-for-profit corporation. He said he had spoken with the attorney who represented the corporation and its formation, Mike Stafford.

Mr. Dusek explained, through his conversations with Mr. Stafford, he learned the following:

- a play had been written by Michael Dufault (based on the novel entitled *Last of the Mohicans*);

- a not-for-profit corporation had been formed, whose board members included Mr. Dufault and two members of the Lake Luzerne Town Board; and

- the current slate of board members were not opposed to a new slate of board members being appointed and to the corporation being "taken over" so to speak.

Therefore, Mr. Dusek stated that neither the play by Mr. Dufault, nor the existing corporation, would have any impact on what the County, the Town or the Village wanted to do with the outdoor drama theatre. The only impact that he could identify, he said, was that the corporation name included the title: *Last of the Mohicans*. In conclusion, he said he felt, regardless of whether or not Mr. Dufault's play was selected, the Town and County were free to move ahead, if so desired.

Extensive discussion ensued regarding the not-for-profit corporation.

Mr. Dusek agreed the corporation could be dissolved which would free up the name. However, he cautioned, that once the name was free again, there was no guarantee the name would not be grabbed by some other entity, elsewhere in the State, before Warren County could file the papers.

With regards to taking over the existing corporation, Mr. Dusek explained the risk involved was relatively minor since the corporation was so new, and had never transacted any real business. He acknowledged the scenario would be much different if this were a privately owned corporation, where the potential for undisclosed liabilities might have developed through the course of doing business over a number of years.

Responding to additional questions, Mr. Dusek explained the name would be filed with the New York State Department of State. However, he also noted, other corporations could file a DBA (doing business as) in individual counties, which meant there could be several DBAs throughout the State.

Ms. Tatich said she felt Warren County would want to secure that title, whether by copyright or registration. She reminded the Committee of earlier discussions regarding the name "Empire Heritage, producing *Last of the Mohicans* Outdoor Drama Theatre." That way, she noted, the Empire Heritage Corporation could conduct other activities

within the area, as well.

Mr. Dusek expressed his concern with obtaining a copyright on any name that included the title of the novel (*Last of the Mohicans*). He said he felt the choices were to either take over the existing corporation; let the corporation be dissolved and re-file in hopes of securing the name; or establish a new corporation (such as the "Empire Heritage Corporation") and file a DBA for *Last of the Mohicans* Outdoor Drama Theatre. He noted the third option would only protect the name within Warren County.

Motion was made by Mr. Champagne and seconded by Mr. Stec to pursue the dissolution of the existing corporation, for the purposes of Warren County re-filing for the same name.

Mr. Dusek suggested that a not-for-profit group would be the best entity to file for the not-for-profit corporate structure, rather than the County.

Discussion ensued as to the level of involvement the local governments should assume with this project.

Mr. Dusek explained that government owned the property, government would build the center and then government would contract with a not-for-profit group to produce the play. He cautioned the Committee that he did not feel the County was the best candidate to file for the not-for-profit corporation. He suggested the name could be "left in limbo" at this point until an operator surfaced.

Messrs. Champagne and Stec withdrew their motion.

Following a brief discussion, motion was made by Mr. Mason, seconded by Mr. Monroe and carried unanimously to authorize the County Attorney to perform the due diligence to determine what liabilities might exist regarding the County's take over of the not-for-profit corporation, for the sole purpose of protecting the name until such time as a production group was ready to assume production of the play.

Mr. Gabriels said his understanding was the existing corporation would not preclude other authors from submitting a different script for consideration later on. He queried how the Committee intended to proceed with the script development.

Joan Sady, Clerk of the Board, reported that Mr. LaMothe was working on the formation of a Script/Production Advisory Committee (as discussed at last month's meeting). She said she anticipated the Committee would be comprised of volunteer private citizens, Mr. LaMothe, and Supervisor Monroe.

Mr. Monroe said he felt the Script Advisory Committee would have at least two functions: 1) review the script and offer their comments; and 2) provide input on the design of the structure, itself.

Discussion ensued.

Mr. Dusek cautioned the Committee members that the County's role was limited to being the owner of the facility rather than producer of the performance. He said he felt this scenario was similar to the County's ownership of the railroad, with a contract for the train operator's services. He reiterated his concerns that the County should refrain from involvement with script development, contracts for royalties, etc.

In response to questions from various Supervisors, Mr. LaMothe explained the architect who reviewed the Lake George site, had shared the following comments with him: 1) the book was well known; 2) the types of scenes needed for the play could be predicted; 3) the basic layout for the theatre could be developed; and 4) the backdrops and props were the aspects that would be peculiar to any script selected.

Returning to Agenda review at Planning Committee Actions Requested, Mr. LaMothe directed attention to the last page of the Agenda packet. He presented a Request for Transfer of Funds in CD57 to cover insufficient funds in various accounts.

Motion was made by Mr. Monroe, seconded by Mr. Gabriels and carried unanimously to authorize the Request for Transfer of Funds in the amount of \$289.51 from CD57 8686.437 Consulting, into:

CD57 8686	.220 Office Equipment	\$178.29;
CD57 8676 0332	.410 Supplies	\$ 29.33;
CD57 8676 0332	.437 Consulting	\$ 81.89;

and to forward the same to the Finance Committee for review. A copy of the request form is on file with the minutes.

Next, Mr. LaMothe presented a Resolution Request to Amend County Budget to increase estimated revenues and appropriations in the amount of \$320,000 to establish CD 65 for the recently awarded Small Cities funds, to continue the Micro Enterprise Loan Program.

Motion was made by Mr. Champagne, seconded by Mr. Mason and carried unanimously to approve the Request to Amend County Budget, as presented, and forward same to the Finance Committee for review. A copy of the request form is on file with the minutes.

Due to time constraints, it was the consensus of the Committee to postpone the review of recent project activities until the next month's meeting.

On motion by Mr. Mason and seconded by Mr. Champagne, Mr. Stec adjourned the meeting at 10:35 a.m.

Respectfully submitted,  
Carlene A. Ramsey, Sr. Legislative Office Specialist