



Warren County Local Development Corporation
Board of Directors Meeting

Warren County Board Room

THURSDAY APRIL 21, 2022 at 11:00am

VIA Zoom **<https://us02web.zoom.us/j/87894367572>**

Meeting ID: 878 9436 7572

Passcode: 074004

One tap mobile:

+19294362866,,87894367572#US (New York)

Dial by your location

+1 929 436 2866 US (New York)

AGENDA

I. Welcome & Call to Order

Chair Peter McDevitt

EDC President Jim Siplon

WCLDC Board of Directors: Peter McDevitt, Craig Leggett, Brad Magowan, Eugene Merlino, Robert Landry, Michael Wild, Travis Whitehead and EDC President Jim Siplon

II. Approval

Chair Peter McDevitt

- WCLDC Sole Member Meeting Minutes, March 17, 2022
- WCLDC Audit & Finance Meeting Minutes, March 17, 2022
- WCLDC Annual Meeting Minutes, March 17, 2022
- WCLDC Regular Monthly Meeting Minutes, March 17, 2022

III. Financial Update:

Diane Dumouchel

- Review and approval of March 2022 financial statements

IV. OSC Update

Jim Siplon

- Corrective action plan follow up

V. Land Bank Discussion

Craig Leggett

VI. EDC President/Staff Report

EDC President Jim Siplon

- Review of FOILS/Complaints
- FOILS/FOILS Appeals process
- RFQ – Legal
- Review of Loan portfolio, BRC meeting and update on pending applications
- Report from EDC President Jim Siplon

VII. Approved Resolutions and Actions:

VIII. Any Other Business:

IX. Executive Session: (Any confidential discussions required for loan portfolio or applicant.)

X. Board Responsibility reminder/Adjournment

WARREN COUNTY LOCAL DEVELOPMENT CORPORATION (WCLDC)
FREEDOM OF INFORMATION LAW (FOIL) RULES

LONG VERSION

Section 1 Purpose and scope:

1. The people's right to know the process of government decision-making and the documents and statistics leading to determinations is basic to our society. Access to such information should ~~not be thwarted by shrouding it with the cloak of secrecy or confidentiality.~~ be easily made available to the public.
2. This policy provides information concerning the procedures by which records may be obtained.
3. Personnel of this organization shall furnish to the public the information and records required by the Freedom of Information Law, as well as records otherwise available by law.
4. Any conflicts among laws governing public access to records shall be construed in favor of the widest possible availability of public records.

Section 2 Designation of records access officer:

1. WCLDC is responsible for insuring compliance with the regulations herein, and designates the following person(s) as records access officer(s):
~~LINDA OLDENBURG, Economic Development Coordinator~~ Diane Dumouchel, EDC Compliance Director
~~333 Glen Street, Suite 101,~~ 11 South Street Suite 202 Glens Falls, New York 12801
LDCFOIL@edcwc.org
Phone: 518.761.6007
2. The records access officer is responsible for insuring appropriate agency response to public requests for access to records. The designation of a records access officer shall not be construed to prohibit officials who have in the past been authorized to make records or information available to the public from continuing to do so.
The records access officer shall insure that agency personnel:
 - a. Maintain an up-to-date subject matter list.
 - b. Assist persons seeking records to identify the records sought, if necessary, and when appropriate, indicate the manner in which the records are filed, retrieved or generated to assist persons in reasonably describing records.
 - c. Contact persons seeking records when a request is voluminous or when locating the records involves substantial effort, so that personnel may ascertain the nature of records of primary interest and attempt to reasonably reduce the volume of records requested.
 - d. Upon locating the records, take one of the following actions:
 - (i) Make records available for inspection; or,

- (ii) Deny access to the records in whole or in part and explain in writing the reasons therefor.
- e. Upon request for copies of records:
 - (i) Make a copy available upon payment or offer to pay established fees, if any, in accordance with Section 8; or,
 - (ii) Permit the requester to copy those records.
- f. Upon request, certify that a record is a true copy ; and
- g. Upon failure to locate records, certify that:
 - (i) ~~(insert name of agency or municipality)~~ The WCLDC is not the custodian for such records, or
 - (ii) The records of which WCLDC ~~(insert name of agency or municipality)~~ is a custodian cannot be found after diligent search.

Section 3 Location:

Records shall be available for public inspection and copying at:

~~333 Glen Street, Suite 101, Glens Falls, New York 12801~~ 11 South Street 201
Glens Falls, NY 12801

Section 4 Hours for public inspection:

Requests for public access to records shall be accepted and records produced during all hours regularly open for business.

These hours are: Mon-Fri 9am to 3 pm, provided that all reviews of records are made by appointment to the Records Access Officer.

Section 5 Requests for public access to records:

1. A written request shall be required.
2. If records are maintained on the internet, the requester shall be informed that the records are accessible via the internet and in printed form either on paper or other information storage medium.
3. A response shall be given within five business days of receipt of a request by:
 - (i) informing a person requesting records that the request or portion of the request does not reasonably describe the records sought, including direction, to the extent possible, that would enable that person to request records reasonably described;
 - (ii) granting or denying access to records in whole or in part;
 - (iii) acknowledging the receipt of a request in writing, including an approximate date when the request will be granted or denied in whole or in part, which shall be reasonable under the circumstances of the request and shall not be more than twenty business days after the date of the acknowledgment, or if it is known that circumstances prevent disclosure within twenty business days from the date of such acknowledgment, providing a statement in writing indicating the reason for inability to grant

the request within that time and a date certain, within a reasonable period under the circumstances of the request, when the request will be granted in whole or in part; or

- (iv) if the receipt of request was acknowledged in writing and included an approximate date when the request would be granted in whole or in part within twenty business days of such acknowledgment, but circumstances prevent disclosure within that time, providing a statement in writing within twenty business days of such acknowledgment specifying the reason for the inability to do so and a date certain, within a reasonable period under the circumstances of the request, when the request will be granted in whole or in part.
4. In determining a reasonable time for granting or denying a request under the circumstances of a request, personnel shall consider the volume of a request, the ease or difficulty in locating, retrieving or generating records, the complexity of the request, the need to review records to determine the extent to which they must be disclosed, the number of requests received by the agency, and similar factors that bear on the ability to grant access to records promptly and within a reasonable time.
5. A failure to comply with the time limitations described herein shall constitute a denial of a request that may be appealed. Such failure shall include situations in which an officer or employee:
- (i) fails to grant access to the records sought, deny access in writing or acknowledge the receipt of a request within five business days of the receipt of a request;
 - (ii) acknowledges the receipt of a request within five business days but fails to furnish an approximate date when the request will be granted or denied in whole or in part;
 - (iii) furnishes an acknowledgment of the receipt of a request within five business days with an approximate date for granting or denying access in whole or in part that is unreasonable under the circumstances of the request;
 - (iv) fails to respond to a request within a reasonable time after the approximate date given or within twenty business days after the date of the acknowledgment of the receipt of a request;
 - (v) determines to grant a request in whole or in part within twenty business days of the acknowledgment of the receipt of a request, but fails to do so, unless the agency provides the reason for its inability to do so in writing and a date certain within which the request will be granted in whole or in part;
 - (vi) does not grant a request in whole or in part within twenty business days of the acknowledgment of the receipt of a request and fails to provide the reason in writing explaining the inability to do so and a date certain by which the request will be granted in whole or in part; or

- (vii) responds to a request, stating that more than twenty business days is needed to grant or deny the request in whole or in part and provides a date certain within which that will be accomplished, but such date is unreasonable under the circumstances of the request.

Section 6 Subject matter list:

1. The records access officer shall maintain a reasonably detailed current list by subject matter of all records in its possession, whether or not records are available pursuant to subdivision two of Section eighty-seven of the Public Officers Law.
2. The subject matter list shall be sufficiently detailed to permit identification of the category of the record sought.
3. The subject matter list shall be updated annually. The most recent update shall appear on the first page of the subject matter list.

Section 7 Denial of access to records:

1. Denial of access to records shall be in writing stating the reason therefor and advising the requester of the right to appeal to the individual or body established to determine appeals, [who or which] shall be identified by name, title, business address and business phone number.
2. If requested records are not provided promptly, as required in Section 5 of these regulations, such failure shall also be deemed a denial of access.
3. The following person or persons or body shall determine appeals regarding denial of access to records under the Freedom of Information Law:

~~Chair of the Board of Directors~~Governance Committee
~~Economic Development Corporation~~Warren County Local Development Corporation
~~333 Glen Street~~11 South Street - 201, Glens Falls, New York 12801
LDCFOIL@edcwc.org

4. Any person denied access to records may appeal within thirty days of a denial.
5. The time for deciding an appeal by the individual or body designated to determine appeals shall commence upon receipt of a written appeal identifying:
 - (i) the date and location of requests for records;
 - (ii) a description, to the extent possible, of the records that were denied; and
 - (iii) the name and return address of the person denied access.
6. A failure to determine an appeal within ten business days of its receipt by granting access to the records sought or fully explaining the reasons for further denial in writing shall constitute a denial of the appeal.
7. The person or body designated to determine appeals shall transmit to the Committee on Open Government copies of all appeals upon receipt of appeals. Such copies shall be addressed to:

**Committee on Open Government
Department of State**

**One Commerce Plaza
99 Washington Avenue, Suite 650
Albany, NY 12231**

8. The person or body designated to determine appeals shall inform the appellant and the Committee on Open Government of its determination in writing within ten business days of receipt of an appeal. The determination shall be transmitted to the Committee on Open Government in the same manner as set forth subdivision (f) of this section.

Section 8 Fees:

1. There shall be no fee charged for:
 - (i) inspection of records;
 - (ii) search for records; or
 - (iii) any certification pursuant to this part.
 - ~~(iii)~~(iv) For electronic copies
2. Fees for copies may be charged, provided that:
 - (i) the fee for copying records shall not exceed be 25 cents per page for photocopies not exceeding 9 by 14 inches. This section shall not be construed to mandate the raising of fees where agencies or municipalities in the past have charged less than 25 cents for such copies;
 - (ii) the fee for photocopies of records in excess of 9 x 14 inches shall not exceed the actual cost of reproduction; or
 - (iii) an agency has the authority to redact portions of a paper record and does so prior to disclosure of the record by making a photocopy from which the proper redactions are made.
3. The fee an agency may charge for a copy of any other record is based on the actual cost of reproduction and may include only the following:
 - (i) an amount equal to the hourly salary attributed to the lowest paid employee who has the necessary skill required to prepare a copy of the requested record, but only when more than two hours of the employee's time is necessary to do so; and
 - (ii) the actual cost of the storage devices or media provided to the person making the request in complying with such request; or
 - (iii) the actual cost to the agency of engaging an outside professional service to prepare a copy of a record, but only when an agency's information technology equipment is inadequate to prepare a copy, and if such service is used to prepare the copy.
4. When ~~an agency~~WCLDC has the ability to retrieve or extract a record or data maintained in a computer storage system with reasonable effort, or when doing so requires less employee time than engaging in manual retrieval or redactions from non-electronic records, the agency shall be required to retrieve or extract such record or data electronically. In such case, the agency may charge a fee in accordance with paragraph (d)(1) and (2) above.

5. ~~An agency~~WCLDC shall inform a person requesting a record of the estimated cost of preparing a copy of the record if more than two hours of an agency employee's time is needed, or if it is necessary to retain an outside professional service to prepare a copy of the record.
6. ~~An agency~~WCLDC may require that the fee for copying or reproducing a record be paid in advance of the preparation of such copy.
7. ~~An agency~~WCLDC may waive a fee in whole or in part when making copies of records available.

Section 9 Public notice:

A notice as set forth on Schedule A shall be posted in a conspicuous location wherever records are kept.

Section 10 Severability:

If any provision of these regulations or the application thereof to any person or circumstances is adjudged invalid by a court of competent jurisdiction, such judgment shall not affect or impair the validity of the other provisions of these regulations or the application thereof to other persons and circumstances.

SCHEDULE A

YOU HAVE A RIGHT TO SEE PUBLIC RECORDS

The amended Freedom of Information Law, which took effect on January 1, 1978, gives you the right of access to many public records.

WARREN COUNTY LOCAL DEVELOPMENT ~~CORPORATION~~ has CORPORATION has adopted regulations governing when, where, and how you can see public records.

The regulations can be seen at all places where records are kept. According to these regulations, records can be seen and copied at:

~~333 GLEN STREET, SUITE 101,~~ 11 South Street – Suite 201 GLENS FALLS, NEW YORK 12801

www.warrencountyny.gov/LDC

The following officials will help you to exercise your right to access:

Agency officials who have in the past been authorized to make records available
Records Access Officer(s)

~~LINDA OLDENBURG, Economic Development Coordinator~~ DIANE DUMOUCHEL, EDC COMPLIANCE DIRECTOR

~~333 Glen Street, Suite 101~~ 11 South Street, Suite 201, Glens Falls, New York 12801

LDCFOIL@edcwc.org

Phone: 518.761.6007

If you are denied access to a record, you may appeal to the following person(s) or body:

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WARREN COUNTY LOCAL DEVELOPMENT CORPORATION (WCLDC)
FREEDOM OF INFORMATION LAW (FOIL) RULES

SHORT VERSION

Section 1 Purpose and scope:

1. The people's right to know the process of government decision-making and the documents and statistics leading to determinations is basic to our society. Access to such information should ~~not be thwarted by shrouding it with the cloak of secrecy or confidentiality.~~ be easily made available to the public.
2. This policy provides information concerning the procedures by which records may be obtained.
3. Personnel of this organization shall furnish to the public the information and records required by the Freedom of Information Law, as well as records otherwise available by law.
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 - ~~d. Upon locating the records, take one of the following actions:~~
 - ~~(i) Make records available for inspection; or,~~

- ~~(ii) — Deny access to the records in whole or in part and explain in writing the reasons therefor.~~
- ~~e. Upon request for copies of records:~~
 - ~~(i) — Make a copy available upon payment or offer to pay established fees, if any, in accordance with Section 8; or,~~
 - ~~(ii) — Permit the requester to copy those records.~~
- ~~f. Upon request, certify that a record is a true copy ; and~~
- ~~g. Upon failure to locate records, certify that:~~
 - ~~(i) — (insert name of agency or municipality) The WCLDC is not the custodian for such records, or~~
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 - ~~(v) — determines to grant a request in whole or in part within twenty business days of the acknowledgment of the receipt of a request, but fails to do so, unless the agency provides the reason for its inability to do so in writing and a date certain within which the request will be granted in whole or in part;~~
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- ~~2. If requested records are not provided promptly, as required in Section 5 of these regulations, such failure shall also be deemed a denial of access.~~

~~3.1. _____~~ The following person or persons or body shall determine appeals regarding denial of access to records under the Freedom of Information Law:

~~**Chair of the Board of Directors Governance Committee**
Economic Development Corporation Warren County Local Development~~

Corporation

~~**333 Glen Street 11 South Street - 201, Glens Falls, New York 12801**~~

~~**LDCFOIL@edwc.org**~~

- ~~4. Any person denied access to records may appeal within thirty days of a denial.~~
- ~~5. The time for deciding an appeal by the individual or body designated to determine appeals shall commence upon receipt of a written appeal identifying:
(i) the date and location of requests for records;
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- ~~6. A failure to determine an appeal within ten business days of its receipt by granting access to the records sought or fully explaining the reasons for further denial in writing shall constitute a denial of the appeal.~~
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- ~~8. The person or body designated to determine appeals shall inform the appellant and the Committee on Open Government of its determination in writing within ten business days of receipt of an appeal. The determination shall be transmitted to the Committee on Open Government in the same manner as set forth subdivision (f) of this section.~~

Section 8 Fees:

1. ~~There shall be no fee charged for:~~
 - ~~(i) inspection of records;~~
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~~any certification pursuant to this part.~~
 - ~~(iii) For electronic copies~~
2. ~~Fees for copies may be charged, provided that:~~
 - ~~(i) the fee for copying records shall not exceed be 25 cents per page for photocopies not exceeding 9 by 14 inches. This section shall not be construed to mandate the raising of fees where agencies or municipalities in the past have charged less than 25 cents for such copies;~~
 - ~~(ii) the fee for photocopies of records in excess of 9 x 14 inches shall not exceed the actual cost of reproduction; or~~
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3. ~~The fee an agency may charge for a copy of any other record is based on the actual cost of reproduction and may include only the following:~~
 - ~~(i) an amount equal to the hourly salary attributed to the lowest paid employee who has the necessary skill required to prepare a copy of the requested record, but only when more than two hours of the employee's time is necessary to do so; and~~
 - ~~(ii) the actual cost of the storage devices or media provided to the person making the request in complying with such request; or~~
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4. ~~When an agency has the ability to retrieve or extract a record or data maintained in a computer storage system with reasonable effort, or when doing so requires less employee time than engaging in manual retrieval or redactions from non-electronic records, the agency shall be required to retrieve or extract such record or data electronically. In such case, the agency may charge a fee in accordance with paragraph (d)(1) and (2) above.~~

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- ~~7. An agency may waive a fee in whole or in part when making copies of records available.~~

~~Section 9 Public notice:~~

~~A notice as set forth on Schedule A shall be posted in a conspicuous location wherever records are kept.~~

~~Section 10 Severability:~~

~~If any provision of these regulations or the application thereof to any person or circumstances is adjudged invalid by a court of competent jurisdiction, such judgment shall not affect or impair the validity of the other provisions of these regulations or the application thereof to other persons and circumstances.~~

<https://jcope.ny.gov/sites/g/files/oe746/files/documents/2017/10/2016-public-officers-law-state-officers-and-employees.pdf>

SCHEDULE A

YOU HAVE A RIGHT TO SEE PUBLIC RECORDS

The amended Freedom of Information Law, which took effect on January 1, 1978, gives you the right of access to many public records.

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~~333 Glen Street~~ 11 South Street - 201, Glens Falls, New York 12801

LDCFOIL@edcwc.org

Warren County LDC Request for Qualifications: Legal Services

Warren County Local Development Corporation (WCLDC) is requesting statement of qualifications for legal services as an independent contractor.

General Background RFQ Submission Requirements:

WCLDC would like to retain through this procurement process professional services of certain individual and or legal firm to perform variety of legal services. Selected firms will be eligible for potential legal work over the next three years 2022-2025.

Scope of Services:

The solicited scope of services includes, but is not limited to, the following tasks:

Legal services by licensed NYS individuals/firms that have demonstrated expertise in representing local development corporations, industrial development agencies, civic development corporations and other agencies involved in economic development projects, contracts, real estate, lending, environmental issues & compliance, Freedom of Information Law, Open Meetings Law, SEQRA Process, PAAA/Authorities Budget Office experience in compliance and governance.

It is the intent of the organizations to establish a list of legal firms that are pre-qualified and eligible under the organizations procurement to work on the herein described area of legal services. A statement of your firm's interest and qualifications regarding certain aspects of requested services is requested and solicited.

Qualifications:

The RFQ proposal should include detailed information regarding the individual and or firm's interest and qualifications. To be considered to perform legal services requested by this RFQ, a firm or group shall submit a proposal demonstrating the following:

1. Current relevant experience regarding comparable legal services with similar type economic development organizations,
2. Provide current list of municipal –organizations clients (name of Municipality and or organizations, description of work and reference and contact information),
3. The proposed staffing plan for the services to be offered including qualifications, resumes of key personnel shall be submitted.

Agreement Format and Insurance Requirements:

The selected firm or group must be prepared to comply with organizations' terms and insurance requirements. Insurance requirements may vary according to the organization and scope of services.

Proposed Compensation

This request and solicitation is for a *Statement of Interest and Qualifications*. While a detailed cost proposal is not requested at this time, representative fees for scope of services outlined herein, and fees associated with staffing is requested. Final compensation will be determined through negotiations with selected firm(s) for specific tasks/ projects.

Proposal Submission:

1. Qualifications: 2 paper copies must be received no later than 3:00 p.m. Monday March , 2022 and shall be submitted to:

Jim Siplon, CEO EDC, 11 South Street – Suite 201, Glens Falls, NY 12801 (518) 761-6007
jsiplon@edcwc.org and loldenburg@edcwc.org

RFQ received after this date will be returned unopened. RFQ must be *received by*, not postmarked by, the final filing date and time. Telephone or facsimile submittals will not be accepted.

2. Proposal submittals shall be brief and concise, containing no more than (16) pages of material (excluding opening and rear cover). Submittals in excess of 16 pages shall be considered to be non-responsive.

3. Proposals shall include the following:

- a. Cover Letter: One page cover letter which includes the mailing and e-mail addresses and telephone and fax number of the person(s) to be used for contact and who is authorized to represent the firm or group.
- b. Table of Contents: An index of material included in the proposal.
- c. Statement of Interest: A statement of interest describing interest in item(s) selected from tasks outlined in the “Scope of Services” section above.
- d. Statement of Qualifications: A statement of the firm’s or group’s qualifications including specific personnel covering the items listed in the “Qualifications” subsection above.
- e. Management and Staff: Describe the organizational structure that is proposed to implement the various projects, including support staff, any subcontractors. Include resumes of key project personnel along with fee schedule
- f. Workload Management: Outlined workload management techniques that will allow ongoing assessments of current workloads.

4. All questions regarding this solicitation and the projects enumerated herein should be directed in writing or emailed to:

Jim Siplon, CEO EDC, 11 South Street – Suite Glens Falls, NY 12801 (518) 761-6007
jsiplon@edcwc.org and loldenburg@edcwc.org

5. Any costs incurred by the respondents in the preparation of any information or material submitted in response to the RFQ shall be borne solely by the respondents.

6. RPQs may be subject to certain disclosure under (NYS Law).

Representative of Requested Services:

Shall provide timely counsel for organizations’ CEO, CFO and Board on variety of issues upon request,
May attend Board meetings, and other meetings at request of CEO,
Shall assist EDC in ensuring that organization is in PAAA /ABO, Freedom of Information Law, Open Meeting Law compliance,
Shall upon request prepare appropriate organization’s resolutions, loan closing documents,
Undertake PAAA compliant real estate transactions on need basis,
Shall be considered for Bond Counsel (if eligible to undertake bond transactions)

Selection Criteria:

1. Selection criteria will be considered in the following order of importance:
 - a. Individual and firm's experience/qualifications in designated areas of law including economic development, PAAA requirements and compliance with Authorities Budget Office (ABO) and State Comptroller's Office.
 - b. Ability to meet schedules and respond in timely manner to inquiries; keep work within the allocated budget,
 - c. Availability of experienced members of legal team,
 - d. Current workload-capacity of firm,
 - e. Past performance in delivery of services,
 - f. Overall cost-hourly rate,
 - g. Possess experience/expertise within the designated organizations mission, bylaws, and state laws.
2. WCLDC will evaluate all pertinent information and will establish a qualified list from individuals/ firms responding. Individuals/Firms may be contacted for additional information. If warranted, detailed interviews at the sole discretion of the respective organization may be conducted.
3. WCLDC reserves the right to reject any and/or all proposals, and to waive or decline to waive irregularities in any submittal.
4. It is anticipated that the approved list of individual/qualified firms will be designated in the 2nd quarter 2022.
5. Designation on qualified list means that the individual(s) firms have been prequalified; and the individual(s), firms are deemed eligible under WCLDC's procurement process and may be considered to undertake certain legal services as counsel, special counsel and or bond counsel as requested by WCLDC.

PLEASE NOTE: The purpose of this RFQ is to procure described legal services for engagement as counsel or special counsel for WCLDC on a need basis, for specific projects, and or bond counsel. It is expected that a number of legal firms and or individual attorneys will be selected to be eligible to undertake legal work on behalf of WCLDC through this procurement process. Nothing in this process shall preclude WCLDC from seeking and retaining other legal firms or individuals not on this pre-qualified list for legal work for WCLDC