

To: **WCLDC Board Members**

Re: **Minutes of December 1, 2021, SPECIAL (Governance Committee) Meeting of the Board of Directors**

**Present:** Peter McDevitt – Chair  
Jack Diamond – Vice Chair  
Craig Leggett – Treasurer  
Gene Merlino – Assistant Treasurer  
Brad Magowan – Secretary  
Michael Wild – Director  
Travis Whitehead – Director

**Guests:** Robert Terwilliger – Assistant County Attorney  
Rachel Seeber – Warren County Chairwoman  
Zelda – Member of the Public

**Staff:** Jim Siplon – EDC President  
Linda Oldenburg - Economic Development Coordinator

On December 1, 2021, the Board of Directors for Warren County Local Development Corporation met in person at Warren County Board Room (the meeting was also available via zoom and live on Warren County’s LDC YouTube Channel.) The following items of business were discussed:

**I.** **Welcome & Call to Order:** WCLDC Chair, Peter McDevitt welcomed everyone and called the meeting to order at 11:04 a.m. with a roll call.

**II.** **By-Laws Review:** Chairman McDevitt turned the meeting over to Governance Chair Leggett. Chair Leggett asked if there were any changes to the red-lined by-laws that were provided from previous meeting are there any changes that need to be made. Director Whitehead mentioned Article 4 section 5 should remove “Or unless otherwise noticed”. Chair Leggett said that change will be reflected, and we will start where we left off from our meeting on November 10, 2021.

- ARTICLE V – Section 1 make a new paragraph The Corporation may have one or more assistant secretaries, or one or more treasurers and such other officers an agent as the Board of Directors may deem necessary, who shall hold office for such term as the Board of Directors may fix, and who shall have such authority and perform such duties as the Board of Directors may prescribe.
- ARTICLE V– Section 5 add after The Secretary, or his/her designee as approved by the Board of Directors
- ARTICLE V– Section 6 Bonds – Robert Terwilliger will look into this and report back at next meeting.
- ARTICLE VI – Section 1 – Underscore Execution of Contracts
- ARTICLE VI – Section 2 – Underscore Loans
- ARTICLE VI – Section 3 – Underscore Checks, Drafts, Etc. remove Chief Executive Officer from paragraph
- ARTICLE VI – Section 4 – Underscore Deposits and add in accordance with a deposit policy established by the Board.
- ARTICLE VI – Section 6 becomes Section 5 Underscore Investments.

- ARTICLE VII– Section 2 Underscore Records; FOIL Compliance, capitalize Officers Law in the last sentence. Add in accordance with a FOIL policy established by the Board. President Siplon to draft a FOIL and FOIL Appeals process to present at next By-law’s meeting.
- ARTICLE VII – Section 1 Attorney Terwilliger to explore this
- ARTICLE IX – Section 1 (b) (i) underscore Governance Committee and (ii) underscore Audit and Finance Committee.
- ARTICLE IX – Section 2 (b) Add Audit and Finance Committee will recommend to the full board. Business Review Committee will be annually approved by the Board of Directors by resolution.

**III.** **Executive Session:**

**IV.** **Approved Resolutions:**

**V.** **Other Business:** President Siplon spoke about the response that the WCLDC Attorney will construct the response and the first sentence will be that the WCLDC and the EDC as its contractor accepts the findings of the Office of the State Controllers. There are also a couple of small clarifications that need to be made. Once the Attorney has constructed the response, it will be sent to everyone on the WCLDC Board.

**IX:** **Adjournment:** Upon no further business to come before the board, a motion is made by Director Wild and seconded by Assistant Treasurer Merlino and carried unanimously to adjourn the meeting at 1:01 p.m.