

To: **WCLDC Board Members**

Re: **Minutes of January 20, 2022 Meeting of the Board of Directors**

Present: Peter McDevitt – Chair
Craig Leggett – Treasurer
Gene Merlino – Assistant Treasurer
Michael Wild – Director
Travis Whitehead – Director

Absent: Robert Landry – Director
Brad Magowan – Secretary

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

Staff: Jim Siplon – EDC President
Lisa Daly – Outgoing EDC Bookkeeper
Linda Oldenburg - Economic Development Coordinator
Diane Dumouchel – EDC Finance/Compliance Director

On January 20, 2022, 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 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 11:05 a.m.
- II.** **Approval:** Approval of Board meeting minutes held December 16, 2021. All minutes were forwarded to the board for review prior to meeting. A motion was made by Director Wild seconded by Assistant Treasurer Merlino and was carried unanimously with a roll call vote.
- III.** **Financial Update:** Economic Coordinator Oldenburg reviewed December financials stating there was only one check written in the month of December to the EDC to complete 2021 contract. A motion was made by Director Wild seconded by Assistant Treasurer Merlino, to approve December 2021 financials and was carried by roll call vote of four to one (Director Whitehead no).
- IV.** **By-law’s Review Update:** Governance Chair Leggett stated Bylaws committee met yesterday, noting quorum of the full board at the meeting. A discussion concerning a simple addition to article four, section 17 of the bylaws was led by Governance Committee Chair Leggett and draft language added to the bylaw revisions from the previous day’s meeting. With a majority of the board voting in favor of adopting the bylaws as modified. Governance Chair Leggett asked that the bylaws then be ratified at today’s meeting. A motion was made by Director Wild and seconded by Assistant Treasurer Merlino to approve the bylaws as adopted at Special Board Meeting held on January 19, 2022 and was carried unanimously with a roll call vote.
- V.** **President & CEO Report** President Siplon introduced the new EDC Finance/Compliance Director Diane Dumouchel replacing outgoing EDC Bookkeeper Daly. President Siplon then spoke briefly regarding the OSC Audit report requirement for a written corrective action plan to be drafted and

filed with the OSC by March 23rd. President Siplon presenting the initial draft for the next months WCLDC Board meeting. The board would then have 30 days to review and provide any input in the March meeting. If further changes are needed there will be an additional week before the report needs to be submitted. President Siplon discussed the current roster of WCLDC related FOILS and complaint and shared that the EDC will continue to provide this to the board. Regarding ongoing WCLDC legal support President Siplon stated it might be appropriate for the WCLDC to issue a RFQ where there could get a roster of potential legal resources with the now better understanding legal work scope. President Siplon reminded that the County continues to serve the WCLDC as the legal point of any cases that they were already party to. Before President Siplon ended his comments he brought the board up to date on having reached out to the three of five members of the existing business review committee, those members are senior loan individuals from local banks as well as an attorney and a CPA in the community. The discussion was around the OSC regulations and once the report was released that it would impact the work that they are primarily doing around how their meetings are conducted and the way that information is provided to the Board. Two of the three business review committee members indicated they would continue on the committee if we were to ask them and work with us to develop those procedures that would be acceptable to the board. The third is still in discussion with their employer as to the time commitment required but agreed to the likely necessary changes in committee work called for in the OSC review. The remaining two members will be contacted before the next WCLDC meeting. The last thing President Siplon mentioned is that there is a resolution for the stipulation of discontinuance on The Barking Spider, as they have satisfied its loan.

VI. **Executive Session:**

VII. **Approved Resolutions:** A motioned was made by Director Wild seconded by Director Whitehead to approve the signing of stipulation of discontinuance for The Barking Spider and was carried unanimously by a roll call vote.

VIII. **Other Business:**

IX: **Adjournment:** Upon no further business to come before the board, a motion is made by Director Wild seconded by Assistant Treasurer Merlino and carried unanimously to adjourn the meeting at 11:41 a.m.