



WARREN COUNTY LOCAL DEVELOPMENT CORPORATION

----- MINUTES -----

ANNUAL Meeting of the WCLDC Board of Directors

Warren County Board Room, 1340 U.S. 9, Lake George, NY 12845

Thursday, March 16, 2023 @ 11:00 a.m.

Present: Peter McDevitt – Chair
Craig Leggett – Treasurer
Robert Landry – Secretary
Mark Smith, Director

Staff: Jim Siplon - EDC President / WCLDC CEO
Diane Dumouchel – EDC Finance & Compliance Director / WCLDC CFO

Guests: Kevin Geraghty – Chairman, Warren County Board of Supervisors
John Taflan – Warren County Administrator
Robert Terwilliger – First Assistant Warren County Attorney

Absent: Mike Wild – Vice Chair
Gene Merlino – Assistant Treasurer
Brad Magowan - Director

On March 16, 2023 the Board of Directors for Warren County Local Development Corporation (WCLDC) met in person (the meeting was also available via zoom) for the ANNUAL Board of Directors' Meeting. A recording of the meeting is posted on the WCLDC's YouTube channel. The following items of business were discussed:

1. Welcome & Call to Order: Chair, Peter McDevitt, welcomed everyone and called the meeting to order at 11:13 a.m.
2. Election of Officers: Chairman McDevitt acknowledged the 2023 WCLDC Officers of the Board of Directors as named by Sole Member Geraghty as follows: Peter McDevitt, Chairman; Mike Wild, Vice Chair; Craig Leggett, Treasurer; Eugene Merlino, Assistant Treasurer; Robert Landry, Secretary.
3. Committee Appointments: The proposed 2023 WCLDC Committee Appointments are as follows:
 - *Governance Committee*
Craig Leggett
Brad Magowan
Mike Wild
 - *Audit and Finance Committee*
Craig Leggett
Gene Merlino
Mark Smith
 - *Business Review Committee (BRC):* Jim Siplon went over the current members and the role that the Business Review Committee plays in assessing the creditworthiness and risk involved with any prospective loan applicant. In the absence of applicants, the committee provides advice on the conditions of the current financial market, such as interest rates and the state of commercial lending in the community. Supervisor Smith asked if the BRC would be able to provide a report of the local impact of the current banking crisis (Signature & Silicon Valley Bank failures). Jim Siplon offered to add this request to the agenda for the next meeting. Supervisor Leggett questioned if there should be a representative from the WCLDC Board that sits in with the BRC to ensure a continuity of communications. President Siplon responded that the by-laws state

that the BRC is to be an independent body. The idea is that they give an objective risk assessment without influence. The following were advanced for reappointment:

Mike Borgos, Attorney
Tim LaSarlo, NBT
Mark Yrsha, GFNB
Michael Murray, Adk Trust
Laura Ladu, CPA

- *Professional Retained & Approved Relationship:* Chairman McDevitt advanced the following:
Certified Public Accountant: EFPR Group
General Counsel: Kara I. Lais with Fitzgerald Morris Baker Firth P.C.
Banking Institutions: Glens Falls National Bank and TD Bank.

Chairman McDevitt requested a motion to pass the following:

Approval of the 2023 WCLDC Officer and Committee Appointments

Approval of the Professionals/Relationships Retained

Motion made by Councilperson Landry, seconded by Supervisor Smith. Roll call taken, approval unanimous, motion carries.

4. Review and Approval of PARIS Annual Report:

- Mission & Measurement Report
- Report of Accomplishments & Projects
- Board Performance Evaluations
- Policies – Review and Re-affirm

President Siplon stated that as an ABO (NYS Authorities Budget Office) compliant organization, the WCLDC has certain deliverables that have to be provided and posted to the State's clearinghouse for publicly available information and they include all of the areas provided. Board members received all these materials in advance of the meeting. Mr. Siplon drew attention to the Measurement Report showing that the WCLDC had 6 loan inquiries in 2022, but did not issue any new loans. Mr. Siplon engaged with every potential applicant, and in every case, there was a better loan opportunity (lower or no interest) to be had through organizations other than the LDC, (e.g. Covid Relief funds, ARPA, LCLGRPB). Mr. Siplon states that it's important to acknowledge that this is not simply a blip in demand, there was actually a better path for those constituents to go seek whatever support they needed. The WCLDC's goal is not to advance loans in a way that ensures that the organization shows activity; our public responsibility is to give people the best advice possible. Since those alternate loan funds are now exhausted, the WCLDC expects to see some activity in the coming year. In 2022, the WCLDC Board cleaned up its balance sheet, writing down long inactive loans for which there was no opportunity to gain greater settlement. The WCLDC's current loan portfolio is at 86% current status. These changes positioned the WCLDC to stop carrying the decisions of many years ago and to focus its time and resources on what comes next.

Mr. Siplon drew attention to the Accomplishments & Projects Report which provides perspective on the non-loan related activity that the WCLDC engaged in in 2022. Mr. Siplon stated that in 30 years of the WCLDC, there were multiple stretches of more than 2-years where there was no loan activity due to financials and environmental conditions, such as was just experienced. The WCLDC used the time of the last year to focus on internal process and sought outside voices to discuss new potential areas for continued investment. Ms. Dumouchel stated that none of the existing policies had any changes, though one policy was added for Fraud Prevention in responses in response to the attempted fraud activity that the WCLDC experienced in 2022.

Hearing no questions, Chairman McDevitt asked for a motion to approve the following:

Approval of the 2022 WCLDC PARIS Annual Report

Approval to Re-affirm the WCLDC Policies

Motion made by Supervisor Leggett seconded by Councilperson Landry. Roll call taken, approval unanimous, motion carries.

5. Approval of Investment Report & Policy: Ms. Dumouchel reported that the WCLDC Board invested \$200,000 in a 6-month CD with an interest rate of 4.22%, and due to mature on April 18, 2023. Some discussion ensued about whether to re-invest for shorter terms on a revolving basis. Further discussion to be had during Regular Monthly Meeting. Chairman McDevitt requested a motion to approve the following:

Approval of the 2022 WCLDC PARIS Investment Report

Motion made by Supervisor Leggett seconded by Supervisor Smith. Roll call taken, approval unanimous, motion carries.

6. Approval of Procurement Report & Guideline and Disposition of Real Property Guidelines: President Siplon reported that this was the first year that the WCLDC hired its own outside legal counsel and not utilized the County for legal support – outside of loans that the county was directly involved in issuing. Hearing no questions, Chairman McDevitt requested a motion to approve the following:

Approval of the 2022 WCLDC PARIS Procurement Report

Motion made by Supervisor Leggett seconded by Councilperson Landry. Roll call taken, approval unanimous, motion carries.

Approval of 2022 Annual Audit Report and PARIS Report: Ms. Dumouchel reported that there were no findings, it was a clean and straightforward audit. Hearing no questions, Chairman McDevitt requested a motion to approve the following: **Approval of the 2022 Annual Financial Statements**

Motion made by Supervisor Smith, seconded by Supervisor Leggett unanimously approved. Roll call taken, approval unanimous, motion carries.

Approval to name WCLDC “CEO”: A motion was made by Supervisor Leggett, seconded by Councilperson Landry to appoint President Siplon EDC President Siplon as the CEO and Diane Dumouchel as the CFO of the WCLDC. Roll call taken, approval unanimous, motion carries.

XI: Adjournment: Upon no further business to come before the board, a motion was made by Supervisor Leggett, seconded by Supervisor Smith and carried unanimously to adjourn the meeting.