

To: **WCLDC Board Members**

Re: **Minutes of September 16, 2021, 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 – Chairwoman, Warren County Board of Supervisors
Ryan Moore – County Administrator
Ben Driscoll – Warren County Supervisor
Frank Thomas – Warren County Supervisor
Andrea Hogan – Warren County Supervisor
Doug Beaty – Warren County Supervisor

Staff: Jim Siplon – EDC President
Lisa Daly – EDC Bookkeeper
Linda Oldenburg - Economic Development Coordinator

On September 16, 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 YouTube Channel for a Board of Directors Meeting at 11:00 a.m. The following items of business were discussed:

- I.** **Welcome & Call to Order:** LDC Chair, Peter McDevitt welcomed everyone and called the meeting to order at 11:02 a.m.
- II.** **Approval:** Approval of Board meeting minutes held August 19, 2021. All minutes were forwarded to the board for review prior to meeting. A motion was made by Secretary Magowan, seconded by Director Wild, and passed with Assistant Treasurer Merlino abstaining via roll call.
- III.** **Financial Update:** Bookkeeper Daly reviewed August financials within in the financials no check was issued in the month. Loan receivables continue to be consistent. WCLDC remains in a good cash position. A motion was made by Board Member Whitehead seconded by Direct Wild, and unanimously approved by roll call vote of seven to zero.
- IV.** **Contracts:** President Siplon discussed the 2021 contract between the County and WCLDC that was previously signed by Chairwoman Seeber and Acting Warren County Terwilliger. After review and coordination between Acting Attorney Terwilliger and WCLDC Attorney McCarthy there’s been no modification to it. President Siplon then explained the 2021 contract between WCLDC and EDC is then essentially taking verbatim the language from the contract between the County and the WCLDC in terms of liability in reference to points raised previously by the Board. The only addition to that is in Paragraph 12, where there is an addition to the previous contract that essentially is a reciprocal liability clause agreement between the WCLDC and the EDC. The first

paragraph indemnifies the WCLDC, against any breach by the EDC in the conduct of the business. The reciprocal paragraph which has been added similarly indemnifies EDC from any actions that the WCLDC were to take. A motion was made by Treasurer Leggett and seconded by Secretary Magowan to approve 2021 contract between the County and WCLDC with a roll call vote six to one motion passed. A motion was made by Treasurer Leggett and seconded by Secretary Magowan to approve 2021 Service Provider Agreement between WCLDC and EDC with a roll call vote five to two motion passed.

V. Budget & Budget and Financial Plan: President Siplon presented the proposed budget for the coming year 2022. The information provided are the actuals for 2020, and up to date in terms of the actuals for this year and for projecting them to be by years end what President Siplon believes prudent to request in terms of a budget for operating organization for 2022. The specific changes on the income side or sources side, it is believed there will be greater income from the loans. This is largely a function of the fact that in 2021, many of the loans didn't go back to full payment status until into the year. On the uses side there are additions, including a slight addition in terms of accounting and compliance, reflecting a greater cost to the organization of doing some of that recordkeeping and response. President Siplon explained the housing line has been carried for several years, this is the LDC's commitment to a housing study, which the EDC has also pledged money to for now three years. The County continues to work out the process by which they want to execute that and President Siplon believes that money will be executed in 2022. On the legal side, given that the WCLDC now contracts with its own attorney and simply reflecting the fact that there has been a greater legal cost this year than in the past, there is an increase that is less than this years expense but larger than in years past. President Siplon is suggesting the professional services contract remain as it has been in the past even though the cost for the EDC already to this point is more than the \$50,000 that has been received, this year has been a year of exceptional change. President Siplon says is reasonable to assume that the work can be done, whether by the EDC or any other contractor, for the same amount of money as previous year. The only other place where President Siplon sees significant additional expenses in the office and IT line, that's because in the past, WCLDC has fully utilized and leveraged the County's IT structure. A motion was made by Treasurer Leggett and seconded by Director Wild to approve 2022 Budget with a roll call vote five to two motion passed. President Siplon shared the submission that is required for the ABO is a rolling five-year estimate of the budget. The only thing that is truly material is the 2022 the other years are just projections. A motion was made by Treasurer Leggett and seconded by Director Wild to approve five-year Budget and Financial Plan unanimously approved with a roll call vote.

VI. Reports & Committee: EDC President Siplon points out the loan portfolio continues to improve. In the past month, another business moves back into full payment status. There are continued conversations with settlement on those that are long standing in terms of their status. President Siplon states that there are still two loan entities where their loan terms are needing to be adjusted based on changes that were made during the pandemic and bringing them back into the fold. They involve balloon payments associated with those loans and it will require an executive session. President Siplon suggest that be taken up at subsequent meeting. President Siplon reminded everyone that the WCLDC Workshop that was suggested by Treasurer Leggett around areas of new loans is scheduled for October 5th at 9am is open to the public, there will be no votes, there will be no decisions.

VII. President & CEO Report:

VIII. Approved Resolutions:

IX. Other Business:

X. Executive Session:

IX: **Adjournment:** Upon no further business to come before the board, a motion is made by Vice Chair Diamond seconded by Secretary Magowan and carried unanimously to adjourn the meeting at 12:07 p.m.