

Lake Champlain – Lake George Regional Development Corporation

Annual and Membership Meeting

January 14, 2020

1:55 pm

Warren County Board of Supervisors Room – Second Floor, Warren County Municipal Complex

AGENDA AS PRESENTED IN COMMITTEE NOTICE:

- 1) Amendment of By-Laws (Membership)
- 2) Election of Board of Directors (Membership)
 - Clinton County representative
 - Essex County representative
 - Hamilton County representative
 - Warren County representative
 - Washington County representative
- 3) Election of Officers (Board of Directors)
 - Chairperson
 - Vice-Chairperson
 - Treasurer
 - Secretary
- 4) Appointment of Committee members and Chairperson (Board of Directors)
 - Governance Committee
 - Finance Committee
 - Audit Committee
- 5) Approval of Minutes from July 16, 2019 meeting
- 6) Treasurer's Report and 2019 Abstracts
- 7) Reaffirmation of policies and real property/investment statement (Board of Directors)
- 8) Governance Committee Report
 - Adoption of Governance Committee Charter (Board of Directors)
- 9) Finance Committee Report
 - Adoption of Finance Committee Charter (Board of Directors)
- 10) Audit Committee Report
 - Adoption of Audit Committee Charter (Board of Directors)
- 11) Annual Workplan (Board of Directors)
- 12) Other
- 13) Adjourn

MEMBERS PRESENT:

DAVID O'BRIEN,
CHAIRMAN
JOHN STROUGH
BETH HUNT
CHRISTY WILT
FRANK THOMAS
PATTY WALDRON
JOE GIORDANO
SAM HALL
ROBERT HENKE
ALBERT NOLETTE
DENNIS DICKINSON
MATTHEW HICKS
MICHAEL SWAN
CHARLES HARRINGTON
EDNA FRASIER
BETH GILLES

MEMBERS ABSENT:

CLAY ARSENAULT

KIMBERLY DAVIS
KARL WEISS
DEBORAH DONOHUE
SHAUN GILLILAND
MICHAEL DISKIN
JIM DOUGAN
KEVIN HAJOS
MICHAEL TYLER
GLEN CUTTER
STEVE TOMLINSON
MARK HENRY
TRACY ELDRIDGE
WILLIAM FARBER
TRACY ELDRIDGE

OTHERS PRESENT:

REPRESENTING THE LCLGRP:

ALLISON GADDY, SENIOR PLANNER
CARRIE YAKUSH, SENIOR ACCT. CLERK

AMENDMENT OF BY-LAWS

Ms. Gilles reviewed the by-laws that was distributed in the meeting packet. Some minor changes were discussed and changed. Mr. O'Brien entertains a motion to accept the by-laws as amended. Motion made by Dennis Dickinson, seconded by Patty Waldron. Motion carried.

ELECTION OF BOARD OF DIRECTORS

The proposed members are as follows:

Clinton County representative – Patty Waldron

Essex County representative – Joe Giordano

Hamilton County representative – Beth Hunt

Warren County representative – John Strough

Washington County representative – Al Nolette

Mr. O'Brien asks for a motion to nominate the proposed members. Motion made by Edna Frasier, seconded by Dennis Dickinson. Mr. O'Brien entertains a motion to close the nominations. Motion made by Dennis Dickinson, seconded by Edna Frasier. Motion carried. Motion to elect the identified members as the 2020 Board of Directors carried.

ELECTION OF OFFICERS

Ms. Gilles asks for a nomination for chairman of the RDC board of directors. Al Nolette nominates Dave O'Brien, seconded by Beth Hunt. No other nominations. A motion to close the nominations was made by Al Nolette, seconded by Bob Henke. Motion closed. Motion to elect Dave O'Brien as the 2020 Chairman of the Board carried.

Mr. O'Brien asks for nominations for Vice-Chairman. Mr. O'Brien nominates John Strough, seconded by Edna Frasier. No other nominations. A motion for nominations to be closed made by Dennis Dickinson,

seconded by Bob Henke. Motion carried. Motion to elect John Strough as the 2020 Vice-Chairman of the Board carried.

Mr. O'Brien asks for nominations for Treasurer. Matt Hicks nominates Al Nolette, seconded by Bob Henke. No other nominations. Motion to elect Al Nolette as the 2020 Treasurer of the Board carried.

Mr. O'Brien asks for nominations for Secretary. Edna Frasier nominates Beth Hunt, seconded by Christy Wilt. No further nominations. Motion to elect Beth Hunt as the 2020 Secretary of the Board carried.

APPOINTMENT OF COMMITTEE MEMBERS AND CHAIRPERSON

Mr. O'Brien appoints Dave O'Brien, John Strough and Al Nolette to the Governance Committee.

Mr. O'Brien appoints Dave O'Brien, Al Nolette and Joe Giordano to the Finance Committee.

Mr. O'Brien appoints Beth Hunt, John Strough and Patty Waldron to the Audit Committee.

Mr. O'Brien appoints John Strough as the Chair of the Governance Committee.

Mr. O'Brien appoints Al Nolette as Chair of the Finance Committee.

Mr. O'Brien appoints Beth Hunt as Chair of the Audit Committee.

APPROVAL OF MINUTES FROM JULY 16, 2019 MEETING

Mr. O'Brien asks for a motion to approve the minutes from the July 16, 2019 meeting. Motion made by Al Nolette, seconded by Dennis Dickinson. Motion carried.

TREASURER'S REPORT AND 2019 ABSTRACTS

Mr. Nolette reviewed the report he distributed to the members. Discussion ensued about the financial stability of the RDC's future. Mr. Nolette also included the RDC bank statement in his handout. Mr. O'Brien asks for a motion to accept the financials. Motion made by Patty Waldron. Seconded by Dennis Dickinson. Motion carried. Mr. O'Brien asks for a motion to accept the abstracts. Motion made by Dennis Dickinson, seconded by John Strough. Motion carried.

REAFFIRMATION OF POLICIES AND REAL PROPERTY/INVESTMENT STATEMENT

Ms. Gilles reviewed these policies that were handed out in the meeting packet and reviewed some minor changes to be made to the Code of Ethics and Internal Controls policies. Mr. O'Brien entertains a motion to reaffirm these policies as amended. Motion made by Bob Henke, seconded by Beth Hunt. Motion carried.

GOVERNANCE COMMITTEE REPORT

Mr. O'Brien gave the governance committee report (attached). Mr. O'Brien asks for a motion to accept the Governance Committee Charter. Motion made by Edna Frasier, seconded by Patty Waldron. Ms. Gilles stated that some very minor edits were made based on requirements of the RDC's by-laws. All members were provided with a copy of the edited governance charter. Motion carried.

FINANCE COMMITTEE REPORT

Mr. Nolette gave the finance committee report (attached). Some minor edits were made to the Charter. Mr. O'Brien asks for a motion to accept the Finance Committee Charter. Motion made by Al Nolette, seconded by Beth Hunt. Motion carried.

AUDIT COMMITTEE REPORT

Ms. Hunt gave the audit committee report (attached). Some minor edits were made to the Charter. Mr. O'Brien asks for a motion to accept the Audit Committee Charter. Motion made by John Strough, seconded by Beth Hunt. Motion carried.

ANNUAL WORK PLAN

Ms. Gilles stated that the ABO requires an annual work plan. She stated that for 2020 we will:

- continue to manage the oversight of the six IRP loans
- complete the 2019 audit on time
- submit the ABO report by March 30, 2020
- continue to the debt service payment to the USDA

Meeting adjourned at 2:25 PM.