

**LAKE CHAMPLAIN LAKE GEORGE REGIONAL PLANNING BOARD
COMMITTEE MEETING MINUTES JULY 25, 2018 as amended**

COUNTY	LCLGRPB MEMBERS	PRESENT	ABSENT	VOTING MEMBER (Y/N)
CLINTON	Rodney Brown	X		X
	Pete Keenan	X		X
	Vacant			
	Harry McManus (Chair)		Absent	
	Kimberly Davis (Treasurer)		Absent	
	Al Rascoe (Highway Supt.)		Absent	
ESSEX	Charles Harrington	X		X
	Ron Jackson	X		X
	Mike Marnell		Absent	
	Randy Preston (Chair)		Absent	
	Michael Diskin (Treasurer)		Absent	
	Chris Garrow (Highway Supt.)		Absent	
HAMILTON	John Frey	X		X
	Christy Wilt		Absent	
	Richard Wilt		Absent	
	Bill Farber (Chair)	X		
	Beth Hunt (Treasurer)		Absent	
	Tracy Eldridge (DPW Supt.)		Absent	
WARREN	Dennis Dickenson	X		X
	Edna Fraser	X		X
	John Strough	X		X
	Ron Conover (Chair)	X		
	Mike Swan (Treasurer)		Absent	
	Kevin Hajos (DPW Supt.)		Absent	
WASHINGTON	Matthew Hicks	X		X
	Richard Moore	X		X
	David O'Brien	X		X
	Bob Henke (Chair)		Absent	
	Al Nolette (Treasurer)	X		
	Deb Donohue (DPW Supt)	X		

Beth Gilles, Asst. Director LCLGRPB
 Aaron Frankenfeld, A/GFTC
 Washington County: Supervisor Haff, Chris DeBolt, Washington Co. Administrator
 Warren County Supervisors, Administrator & Planning Director
 Media & Public

AGENDA AS PRESENTED IN COMMITTEE NOTICE:

- 1) Pledge of Allegiance
- 2) Roll Call
- 3) Approval of Minutes
 - a. December 2017 Minutes
 - b. June 2018 Minutes
- 4) Financial Abstracts
 - a. December 2019 – June 2018 for the LCLGRPB and LCLGRDC

- 5) Financial Report – December 2017 Compilation
- 5) LCLGRP By-Law Adoption
- 6) LCLGRP Policy Adoption
 - a. Procurement Policy
 - b. Sexual Harassment Policy
 - c. Videoconferencing Policy
 - d. Investment Policy
 - e. Violence in the Workplace
 - f. Ethics
 - g. Electronic Banking
- 7) Resolution to establish electric banking for the LCLGRP
- 8) Authorities Budget Office Update
- 9) EDA Risk Analysis System rating for Revolving Loan Fund
- 10) Memorandum of Understanding with A/GFTC
- 11) Presentation – Adirondack/Glens Falls Transportation Council
Aaron Frankenfeld, Director
- 12) Presentation – Lake Champlain Lake George Regional Planning Board: Vision for the Future
Beth Gilles, Acting Director
- 13) Request for Executive Session
- 14) Action Items from Executive Session
- 15) Adjournment

Chairman O'Brien called the meeting to order at 1:30 P.M. in the Warren County Board of Supervisors room at the Warren County Municipal Center, Lake George, New York.

Pledge of Allegiance to the Flag.

Chairman O'Brien stated the main purpose of this meeting was to establish the governance and the direction of the committee for the next six-months. He expressed thanks to everyone who has help him today with the meeting.

The state auditors are currently working at the LCLGRP diligently going through information which is going to take some time.

Approval of Minutes:

A motion to approve the minutes of the December 2017 and June 2018 meetings was moved by Mr. Dickenson (Warren County), seconded by Mr. Jackson (Essex County) and adopted.

Financial Abstracts:

A motion to approve the financial abstracts of December 2017 – June 2018 for the LCLGRP and LCLGRDC was moved by Mr. Jackson (Essex County), seconded by Mr. Strough (Warren County) and adopted.

Financial Report:

Financials for the first six months through June 30th have been distributed. Chairman O'Brien feels there are some issues that need to be looked at. Identified an issue with some reimbursements and the time it takes to get them back creates a cash flow issue. They have been working with A/GFTC looking at new processes to expedite that process. Identified an issue with matching grants that we are not taking advantage of fully and one of the reasons is lack of in-kind services. They also have some plans in place to look at more in-kind services options to help the cash flow. They have been busy looking at expenses. Working with A/GFTC to look at sharing services/staff.

LCLGRP By-Law Adoption:

The bylaws were provided ahead of time to all committee members for their review. Chairman O'Brien asked for any discussion/changes to the proposed bylaws. The following changes offered:

- Quorum – Make it clear that eight voting members make a quorum and strike that each County must be represented to make a quorum. (Mr. Strough, Warren County)
- Special Meetings - Needs a time frame for calling a special meeting and recommending with five-day notice. (Mr. O'Brien, Washington County)
- Currently have that the Vice Chairman and Chair must be voting members. The Secretary and Treasurer can be ex officio members. The additional three members appointments are staggered and appointed for three-year terms clarifying that the initial appointment would be one appointee for a one-year term, one appointee for a two-year term and a three-year term and then it would go to three-year terms. (Mr. Conover, Warren County) Appointed Directors and ex Officio - Not restricted to just elected officials. Fine with it. (Mr. Strough, Warren County)
- At end under amendments – special meeting of the Board by two-thirds vote. Two-thirds vote of those present. Clarified that it is two thirds of the eligible voting members (voting membership).
- Quorum and proxies – Policy states no proxies.
- Loan committee – The Board may appoint a loan committee and uncomfortable that it does not discuss the structure. He feels it needs to be refined (Mr. Nolette, Washington County). Chairman O'Brien agreed with Mr. Nolette and stated the loan committee and bylaws for the loan committee will be the next thing looked at and restructured. Chris DeBolt, Washington County Administrator, stated these bylaws and any changes must be adopted by the five-member counties and he anticipates changes over the next few years. Mr. Nolette stated that body before identified itself because the committee didn't. The LCLGRP will be responsible for adopting the loan committee bylaws. Mr. Nolette asked if there was any appetite to define what that loan committee will look like. He stated the LCLGRP did not drive the ship before and the ship went afloat. Do we want to drive it now or later? Mr. DeBolt recommended to determine it later. No change to bylaws.
- Attendance at Meetings – Mr. Haff, Washington County Supervisor, had several questions: stated on page 2 Article 3 – each county must pay its share as per the budget – asking will the counties approve the LCLGRP budget; page 5 – attendance – miss three consecutive meetings then action will be taken to remove – recommending three consecutive regular scheduled meetings – Mr. Jackson stated members have a mechanism to explain their absence; page 6 – quorum – consist of a majority of the voting directors of the Board and remove the remaining wording and it has been removed; page 8 last section – amendments to bylaws need to be approved by the five counties and clarify that the bylaws themselves will be approved by the five counties. Mr. Hicks (Washington County) stated the LCLGRP and the County Boards will both have to approve, (Article XVI).
- Removal & Special Meeting – Mr. Brown (Clinton County) – Three absences goes back to the County for action on removal. Agreed that the County can only remove appointed; LCLGPB can only recommend. Special Meeting – 3% of the Directors was already changed to state three not 3%.
- General Law references should be included in appendix. (Mr. Conover, Warren County) Mr. DeBolt stated the State amends them all the time and if it is made part of the document then you cannot change it without the five counties acting on it. Mr. DeBolt stated in practice provide it to members but don't make it part of the document because then you cannot just change it. Practice is the document and law references will be distributed at the same time.

- Budget – Mr. DeBolt agrees with Mr. Haff that it needs to be defined. He stated the five counties need to enter into an MOA that governs the operation and participation of the five counties. He recommends the language in the bylaws reads each county shall make its contribution pursuant to the adopted MOA entered into by the five counties and then within that document spell out the formula suggesting possibly assessed valuation and population. That reference should be changed from the adopted budget to the MOA and adopted by the five counties (Mr. Jackson).

Beth Gilles, Assistant Director LCLGRP, summarized the changes to the bylaws as follows:

- Page 2 – Article 3 – County Membership - Annual budget share will reference MOA.
- Article 4 Section 3 – Tenure - First appointments should be staggered.
- Section 8 – Voting Rights – Make it clearer what establishes a quorum. Define quorum better.
- Article 5 Section 1 – Officers – Both the Secretary and Treasurer can be ex-officio members.
- Page 5 – Attendance – Change three consecutive meetings to three regular meetings.
- Page 5 Article 6 Section 3– Special meetings can be called within a five-day notice and taking out the percent and changing to three people.
- Page 6 Section 5 - Quorum – Remove provided each county has a representative at meeting and state not every county has to be present to conduct business. Eight will be listed as quorum.
- Last page – Article 16 Amendments – Special meetings of the Board by 2/3 eligible voting members and all amendments must be approved by the five counties.
- Page 6 - Bold teleconference sentence.

A motion to adopt Lake Champlain Lake George Regional Planning Board bylaws as discussed contingent upon counties approving was moved by Mr. Dickenson (Warren County), seconded by Mr. Frey (Hamilton County) and adopted on the following roll call vote: AYES (11) R. Brown, P. Keenan, C. Harrington, R. Jackson, J. Frey, D. Dickenson, E. Fraser, J. Strough, M. Hicks, R. Moore, D. O'Brien, NOES (0), ABSTAIN (0), ABSENT (4) Marnell, C. Wilt, R. Wilt, Clinton vacant slot). A letter will be sent to the five counties requesting adoption of the LCLGRP by-laws.

POLICIES: Policies under consideration for adoption at today's meeting and more to follow at future meetings:

- Ethics – Mr. Strough (Warren County) would like to see the financial disclosure form and Chairman O'Brien stated the policy could be adopted and then he will get the form out. Mr. Jackson (Essex County) requested additional information in section 2 definition I – relative, wording be added as follows: relative being a spouse or child, parent, grandparent, brother or sister of an LCLGRP officer, employee, appointed official or their spouse. Originally it stated only child. Chairman O'Brien change as requested or leave as it states in GML? Consensus was the additional relative wording will be added. A motion to adopt Ethics policy with changes was moved by Mr. Jackson (Essex County), seconded by Mr. Dickenson (Warren County) and adopted.
- Procurement Policy – The title needs to be changed from Economic Development Agency to LCLGRP – change has been made; the document mentions agency throughout the document and agency should be added to the definitions that it refers to LCLGRP, and Section 4A – change inhabitants of Hamilton County to five county Regional Planning Board area. Mr. Moore suggested changing Section 3 A2 – from \$20,000 down to \$10,000 and committee concurred. A motion to adopt Procurement Policy with the changes discussed was moved by Mr. Strough (Warren County), seconded by Mr. Moore (Washington County) and adopted.
- Sexual Harassment Policy – Mr. Strough, (Warren County) informed the committee that the Department of Labor is issuing updates in the near future that will require the policy to be

reviewed again and updated. Mr. Brown (Clinton County) stated regarding elected officials' responsibilities (b) – delete direct report, committee concurred. A motion to adopt sexual harassment policy was moved by Ms. Fraser (Warren County) seconded by Mr. Dickenson (Warren County) and adopted.

- Videoconferencing Policy – Incorporated videoconferencing in the by-laws. No comments. A motion to adopt videoconferencing policy was moved by Mr. Keenan (Clinton County), seconded by Ms. Fraser (Warren County) and adopted.
- Investment Policy – Title correction from WWIDA to LCLGRP. A motion to adopt investment policy was moved by Mr. Frey (Hamilton County), seconded by Mr. Dickenson (Warren County) and adopted.
- Workplace Violence – Mr. Strough (Warren County) worked on this policy and feels it is pretty up to date. The LCLGRP will need to conduct a program on workplace violence as well as sexual harassment training. A motion to adopt workplace violence policy was moved by Mr. Strough (Warren County), seconded by Ms. Fraser (Warren County) and adopted.
- Electronic Banking – Chairman O'Brien stated a lot of their information is done by Glens Falls National and funds deposited there and it is easier to look at electronically than wait for them to send it out; primary reason to do this. Noted the policy lists agency but does not state LCLGRP is the agency. Under scope it stated electronic banking will be used for and suggested changing to may would give the Board flexibility to use other methods as well. A motion to adopt electronic banking policy as amended was moved by Mr. Strough (Warren County), seconded by Mr. Dickenson (Warren County) and adopted.

BUDGET OFFICE UPDATE: Ms. Gilles stated she filed all the authorization paperwork with the State Comptroller's Office and now set up in the ABO system and activated the account. As they begin to move forward with RDC the information will begin to be uploaded into the system; only for Development Corp. The LCLGRP is exempt.

EDA (Economic Development Authority) RISK ANALYSIS SYSTEM RATING FOR REVOLVING LOAN FUND - Economic Development Authority is the oversight of loans. Chairman O'Brien stated he spoke with them after they read some information in the newspaper and they wanted to check the progress and where the Board was going with things. They were satisfied with where the Board is headed and plan to follow up with the EDA in about sixty (60) days. He told them the Board is looking at redoing the loan process, they were concerned about having a moratorium on the loans, that the Board had a change in leadership and that the Board is moving forward. Hopefully have information to share with them in sixty days on the loan process, new bylaws and other changes. He did send out information on the revolving loan fund but does not plan to discuss that today. Members should review that information with some dedicated reading. They were looking for a target date to get the moratorium lifted and said he would get back to them when the loan process was in place. When there is a change in leadership at the Board, the EDA must be notified. A risk analysis from the revolving loan fund was distributed and cannot 100% guarantee the accuracy of that information because he has not researched it all. The Board must report to the EDA every quarter in a specified form. Need to put an effort in the collection process. Some loans need to be encouraged. The Board has \$365,000 of potential write offs and they have not been written off because there are still collections available on them. Assets that need to be collected and pursuing those with the Attorney's assistance. He will report back on the status of those at the next meeting.

MEMORANDUM OF UNDERSTANDING WITH A/GFTC – This was brought up at the last meeting and information provided to members for their review. The Host Agency agreement is in place defining each agencies responsibility; 10 years and last signed in 2012. Ms. Gilles and Mr. Frankenfeld have discussed how the agencies can interact and help both operations and share services. Potentially looking at sharing a Senior Account Clerk. They are also losing a

secretary and the former Director's involvement is only to help with the audit process and answering their questions. A motion to approve/reaffirmation of the memorandum of understanding with Adirondack Glens Falls Transportation Council was moved by Mr. Hicks (Washington County), seconded by Ms. Fraser (Warren County) and adopted. Mr. Strough (Warren County) recused himself because he is a signatory for the A/GFTC.

PRESENTATIONS:

- A/GFTC – Aaron Frankenfeld updated the Board on the rules, responsibilities, staffing and operations of the A/GFTC; power point presentation slides attached. They are the Metropolitan Planning Organization for the area and are 100% federally reimbursed. Making changes to the cash flow of this operation.
- LCLGRP – Beth Gilles, Assistant Director, provided an overview of what they do and a vision for the future; power point presentation slides attached. They celebrated fifty years in 2017 and have infused \$40M into the five-county region through the programs they offer. Would like the counties to utilize them more. Chairman O'Brien stated in the future intend to reach out more to the counties.

Committee members left the meeting: Mr. Conover at 3:15 PM and Mr. Harrington at 3:17 PM.

EXECUTIVE SESSION – A motion to enter an executive session to discuss the employment matters of an individual or corporation and invited any Supervisor not on the Board and County Administrators to join the in executive session was moved by Mr. Dickenson (Warren County), seconded by Mr. Strough (Warren County) and adopted. A motion to return to regular session was moved by Mr. Dickenson (Warren County), seconded by Mr. Hicks (Washington County) and adopted. No action taken in the executive session.

A motion to appoint Beth Gilles as Interim Executive Director LCLGRP at a salary of \$70,000 was moved by Mr. Moore (Washington County), seconded by Mr. Frey (Hamilton County) and adopted.

A motion to establish the title of Senior Account Clerk and fill that position as soon as they can was moved by Mr. Frey (Clinton County), seconded by Mr. Dickenson (Warren County) and adopted.

Accounting Proposal – Chairman O'Brien stated that Al Nolette, Washington County Treasurer, has been very generous with his time. He has come up with a proposal to do the accounting more effectively and save a substantial amount of money for the LCLGRP. This would also provide in-kind services. Mr. Nolette stated this proposal would need to be approved by the Washington County Board of Supervisors. He stated instead of engaging a firm to do bookkeeping for \$27,000 to \$28,000 engage with a county to provide the accounting services and it would not be at the \$27,000 level. The Board has an independent Auditor for the items that must be addressed independently. He stated for example if the Board did not pay a firm \$27,000 for accounting services and engaged a County for \$10,000 that would leave \$17,000 leverage toward in-kind. The Board is leaving money on the table by not maximizing their in-kind services amount. Mr. DeBolt, Washington County Administrator, stated under 239H – Shared Services Plan – if the Board contracted with a county for accounting services for less than what they are currently paying that difference could be put in a shared services plan and then the LCLGRP should get a check for \$17,000. If the Board moves forward on this proposal, he requests that the motion include the that this would be submitted as part of Washington County's shared services plan. A motion that the LCLGRP concurs with exploring this accounting proposal, have county submit an agreement and authorize Chairman O'Brien to sign and request this proposal be submitted in the Shared Service Plan submitted by Washington County was

moved by Mr. Dickenson (Warren County), seconded by Mr. Moore (Washington County) and adopted. Mr. Nolette is preparing a proposal for his Board to consider and if approved will forward to the LCLGRP.

In the bylaws adopted today, the duties of the Treasurer are expanded. Currently the Treasurer can only sign checks. Chairman O'Brien is requesting a motion to appoint a Treasurer who can satisfy the requirements of the new by-laws. He would like Mr. Nolette, Washington County Treasurer, considered for this position. Going forward the goal is to have the Senior Account Clerk do some of the accounting duties. Chairman O'Brien stated right now he sees the important role of getting the policies and procedures in place. Mr. Nolette feels the County solution is a short-term solution and see those duties being transferred back to the Agency/Sr. Account Clerk. There is also a year-end independent audit. The Board needs to appoint a Vice Chairman and a Treasurer. A motion to nominate Al Nolette, Washington County Treasurer to serve as Treasurer of the LCLGRP was moved by Mr. Keenan (Clinton County), seconded by Ms. Fraser (Warren County) and adopted.

Appointment of a Vice Chairman will be on the agenda for the next meeting.

A motion to authorize the Chairman to sign the resolution for the bank signatures, two signatures needed (Chairman O'Brien, Beth Gilles, Al Nolette) was moved by Mr. Keenan (Clinton County), seconded by Mr. Dickenson (Warren County) and adopted.

A motion to adjourn was moved by Mr. Keenan (Clinton County), seconded by Mr. Dickenson (Warren County) and adopted. The meeting adjourned at 3:51 P.M.

*Debra Prehoda, Clerk
Washington County Board of Supervisors*