

**GLENS FALLS CIVIC DEVELOPMENT CORPORATION  
ANNUAL MEETING MINUTES**

The annual meeting of the Glens Falls Civic Development Corporation was held on Thursday, March 14, 2019 in the Mayor's Conference Room, 42 Ridge Street, Glens Falls, New York 12801.

Members Present: Daniel Hall; Judith Calogero; John Cordes; Jane Reid; Mary Gooden; Lois Robinson

Members Absent: Todd Feigenbaum

Also Present: Edward Bartholomew, COO; Kara I. Lais, Esq. (FMBF); Michael Goot, The Post Star

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Judith Calogero opened the meeting and determined there was a quorum present.

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Ms. Calogero stated that the first item on the agenda is to consider the election of officers. The following slate of officers was recommended:

Chairman:	Judy Calogero
Vice Chairman:	Lois Robinson
Treasurer:	Lois Robinson
Secretary:	Todd Feigenbaum
COO:	Ed Bartholomew
Temporary CFO:	Michael McCarthy
Compliance Officer:	Edward Bartholomew

RESOLUTION NO. A1-2019:

On the motion of Lois Robinson, seconded by Mary Gooden and, all voting affirmatively, the above slate of officers was approved.

Ms. Calogero indicated that the next item on the agenda is to consider the appointment of committee members for the CDC. The following committee members were recommended:

Nominating:	Dan Hall (Chair); Lois Robinson; Jane Reid; Mary Gooden
Audit:	Judy Calogero (Chair); Dan Hall; Lois Robinson; Michael McCarthy;
Governance:	Todd Feigenbaum (Chair); Judy Calogero; Jane Reid; John Cordes

RESOLUTION NO. A2-2019:

On the motion of Lois Robinson, seconded by Mary Gooden and, all voting affirmatively, the above committees were approved.

Ms. Calogero indicated that the next item on the agenda is to consider the recommendation of the Governance Committee with respect to the adoption of the policies and procedures for the CDC. The following policies and procedures were reviewed and the Committee found them to be acceptable recommended, with no changes for 2019, for adoption by the Governance Committee:

1. Resolution adopting Policies, Standards, and Procedures required by New York Public Authorities Accountability Act (the Act)
2. By-laws
3. Code of Ethics
4. Investment Policy, as amended upon the recommendation of the Governance Committee on March 14, 2019
5. Disposition of the Property Policy
6. Compensation, reimbursement and attendance Policy
7. Procurement Policy
8. Travel Policy
9. Defense and Indemnification Policy
10. Whistle Blower Policy
11. Certificate of Independence of Board Members
12. Records Retention and Destruction Policy
13. Mission Statement
14. Organizational Chart
15. Acknowledgement of Fiduciary Duties & Responsibilities
16. Financial Disclosure Form
17. Confidential Evaluation Board Performance Form
18. FOIL Policy
19. Tax and User Fees Policy
20. Conflict of Interest Policy
21. Discretionary Funds Policy
22. Audit and Finance Committee Charter
23. Governance Committee Charter

RESOLUTION NO. A3-2019:

On the motion of Jane Reid, seconded by Mary Gooden and, all voting affirmatively, the above policies and procedures were approved.

Ms. Calogero indicated that the next item on the agenda is to consider the recommendation of the Audit Committee with respect to the acceptance and approval of the 2018 audit performed by Whittemore Downen & Ricciardelli with no findings.

RESOLUTION NO. A4-2019:

On the motion of Mary Gooden, seconded by John Cordes, all voting affirmatively, the 2018 audit for the CDC was accepted and approved.

There being no further business.

RESOLUTION NO. A5-2019:

On the motion of Lois Robinson, seconded by Mary Gooden, all voting affirmatively, it was

Resolved that the Glens Falls Civic Development Corporation hereby adjourns the March 14, 2019 annual meeting.