

Glens Falls Civic Development Corporation  
City Hall – 42 Ridge Street  
2<sup>nd</sup> Floor- Mayor's Conference Room  
Glens Falls NY 12801

Agenda  
January 12, 2017  
MEETING AT 7:30 A.M.

Welcome – Chairman Calogero

1. Approval of Regular Meeting November 10, 2016 minutes.
2. Activity Update.
3. Approve invoices to be paid:
  - a. Fitzgerald Morris Baker & Firth - \$176.00
  - b. McCarthy & Conlon LLP – \$100.00
4. Amend CDC By-Laws regarding action by CDC Board and delete by-laws allowing action by consent without a meeting.
5. Approve quarterly meeting dates in 2017, April 13<sup>th</sup>, July 13<sup>th</sup>, October 12<sup>th</sup>, at 7:30 a.m. unless CDC business requires a monthly meeting with notification of meeting to be taken place to public and media.
6. Next CDC MEETING is Thursday, Annual Meeting – April 13<sup>th</sup>, 2017 and quarterly thereafter at 7:30 a.m. at Mayor's Conference Room, 42 Ridge Street, prior to IDA meeting.

Adjourn

**GLENS FALLS CIVIC DEVELOPMENT CORPORATION  
MEETING MINUTES**

The regular meeting of the Glens Falls Civic Development Corporation was held on Thursday, January 12, 2017 in the Mayor's Conference Room, 42 Ridge Street, Glens Falls, New York 12801.

Members Present: Judith Calogero, Chairman; Todd Feigenbaum; Dan Hall; Lois Robinson; Mary Gooden; Roy Thomas

Members Absent: John Diamond, Mayor

Also Present: Edward Bartholomew, COO; Jackie Squadere, Economic Development; Attorney Kara Lais; Maury Thompson, 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 approve the regular meeting minutes from the November 10, 2016 meeting, as presented.

**RESOLUTION NO. 1-2017:**

On the motion of Lois Robinson, seconded by Mary Gooden and, all voting affirmatively, the regular meeting minutes of the November 10, 2016 meeting were approved.

Ms. Calogero indicated that the next item on the agenda is an update on current projects. CEO Bartholomew stated that there is nothing new to report, but there may be a possible project in 2017.

The next item on the agenda is the consideration of the payment of bills. The following bills were presented at the meeting for payment:

- i. FitzGerald Morris Baker Firth PC - \$176.00
- ii. McCarthy & Conlon - \$100.00

**RESOLUTION NO. 2-2017:**

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

Ms. Calogero noted that due to the quarterly meeting schedule it will be in the CDC's best interests to authorize the CEO to pay invoices of the CDC not exceeding \$500.00 each when the invoices become due and the CDC shall ratify and approve of payment at the next quarterly payment by warrant.

RESOLUTION NO. 3-2017:

On the motion of Lois Robinson, seconded by Roy Thomas and, all voting affirmatively, it was approved that the CEO shall have the authority to pay invoices of the CDC not exceeding \$500.00 each when the invoices become due and the CDC shall ratify and approve of payment at the next quarterly payment by warrant.

Ms. Calogero stated that the next item on the agenda was to consider a bylaw amendments.

RESOLUTION NO. 4-2017:

On the motion of Mary Gooden, seconded by Lois Robinson and, all voting affirmatively, the following resolution was approved:

**RESOLUTION TO AMEND CERTAIN PROVISIONS OF THE BYLAWS OF THE GLENS FALLS CIVIC DEVELOPMENT CORPORATION**

WHEREAS, the Glens Falls Civic Development Corporation (the "GFCDC") has reviewed its Bylaws, as adopted on April 14, 2011, and has determined that certain revisions are required to comply with applicable New York State laws and State agency opinions; and

WHEREAS, the GFCDC has determined that it is in the best interests of the GFCDC to amend its Bylaws accordingly.

**NOW, THEREFORE, BE IT RESOLVED:**

1. That the GFCDC hereby amends its Bylaws as follows:

a. Article III, Section 6 currently reads: Action by Board. Except as otherwise provided by law or in these By-Laws, the act of the Board means action taken at a meeting of the Board by vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time.

Article III, Section 6 shall be amended in its entirety to read as follows:

*Action by Board. Except as otherwise provided by law or in these By-Laws, the act of the Board means action taken at a meeting of the Board by vote of a majority of the entire Board of Directors, if a quorum is present at such time.*

b. Article IV, Section 6 currently reads: Action by Consent Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committees thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes or proceedings of the Board or committee.

*Article IV, Section 6 shall be deleted in its entirety.*

2. That pursuant to Article XI, Section 1 of the Bylaws, this resolution shall take effect upon the consent of the Common Council of the City of Glens Falls.

The next item to address was to set quarterly meeting dates for 2017.

**RESOLUTION NO. 5-2017:**

On the motion of Judy Calogero, seconded by Lois Robinson and, all voting affirmatively, the following meeting dates, time and locations were approved:

March 9, 2017	7:30am at City Hall, 2 <sup>nd</sup> Floor, Mayor's Conference Room- Special Meeting for review of audit for PARIS reporting.
April 13, 2017	7:30am at City Hall, 2 <sup>nd</sup> Floor, Mayor's Conference Room
July 13, 2017	7:30am at City Hall, 2 <sup>nd</sup> Floor, Mayor's Conference Room
October 12, 2017	7:30am at City Hall, 2 <sup>nd</sup> Floor, Mayor's Conference Room

Ms. Calogero stated that the next meeting of the Civic Development Corporation will be held on March 9, 2017 at 7:30 am in the Mayor's Conference Room as a special meeting to review the audit for PARIS reporting.

There being no further business.

**RESOLUTION NO. 6-2017:**

On the motion of Lois Robinson, seconded by Todd Feigenbaum, all voting affirmatively, it was

Resolved that the Glens Falls Civic Development Corporation hereby adjourns the January 12, 2017 regular meeting.

VII.

**Glens Falls Civic Development Corporation  
City Hall – 42 Ridge Street  
2<sup>nd</sup> Floor- Mayor’s Conference Room  
Glens Falls NY 12801  
REGULAR MEETING  
Agenda  
MARCH 9, 2017  
MEETING AT 7:30 A.M.**

**Welcome – Chairman Calogero**

1. Approval of Regular Meeting January 12 , 2017 minutes.
2. Activity Update.
3. Approve invoices to be paid:
  - a. Whittemore, Downen & Ricciardelli LLP - \$1,000.00
  - b. Fitzgerald Morris Baker & Firth - \$288.00
4. Next CDC MEETING is Thursday, April 13<sup>th</sup>, 2017 in the Mayor’s Conference Room, 2<sup>ND</sup> Floor, City Hall, 42 Ridge Street, Glens Falls, NY 1 2801

**Adjourn**

**GLENS FALLS CIVIC DEVELOPMENT CORPORATION  
MEETING MINUTES**

The regular meeting of the Glens Falls Civic Development Corporation was held on Thursday, March 9, 2017 in the Mayor's Conference Room, 42 Ridge Street, Glens Falls, New York 12801.

Members Present: Judith Calogero, Chairman; Todd Feigenbaum; Dan Hall; Lois Robinson; Mary Gooden; Roy Thomas

Members Absent: John Diamond, Mayor

Also Present: Edward Bartholomew, COO; Jackie Squadere, Economic Development; Attorney Kara Lais; Maury Thompson, 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 approve the regular meeting minutes from the January 12, 2017 meeting, as presented.

**RESOLUTION NO. 7-2017:**

On the motion of Lois Robinson, seconded by Todd Feigenbaum and, all voting affirmatively, the regular meeting minutes of the January 12, 2017 meeting were approved.

Ms. Calogero indicated that the next item on the agenda is an activity update from CEO Bartholomew. CEO Bartholomew circulated an Annual Report for 2016, a copy of which is appended to these minutes and incorporated herein. He noted that 2016 was an active year for the CDC, particularly with the Library project.

**RESOLUTION NO. 8-2017:**

On the motion of Lois Robinson, seconded by Mary Gooden and, all voting affirmatively, the 2016 Annual Report of the CDC was approved.

The next item on the agenda is the consideration of the payment of bills. The following bills were presented at the meeting for payment:

- i. Whittemore, Downen & Ricciardelli LLP - \$1,000.00
- ii. FitzGerald Morris Baker Firth PC - \$288.00

RESOLUTION NO. 9-2017:

On the motion of Lois Robinson, seconded by Roy Thomas and, all voting affirmatively, the payment of the above bills were approved.

Ms. Calogero noted that since there is no new business to address, the next regular meeting of the CDC will be in July.

There being no further business.

RESOLUTION NO. 10-2017:

On the motion of Lois Robinson, seconded by Roy Thomas, all voting affirmatively, it was

Resolved that the Glens Falls Civic Development Corporation hereby adjourns the March 9, 2017 regular meeting.

**ANNUAL MEETING OF THE GLENS FALLS  
CIVIC DEVELOPMENT CORPORATION  
42 RIDGE STREET  
GLENS FALLS NY 12891  
March 9<sup>th</sup>, 2017**

**Welcome Judy Calogero- Chair**

**I. Upon Recommendation of Nominating Committee**

**A. Approve Election of Officers and Officials:**

- |                             |                  |
|-----------------------------|------------------|
| i. Chairman                 | Judy Calogero    |
| ii. Vice Chairman           | Lois Robinson    |
| iii. Secretary              | Todd Feigenbaum  |
| iv. Treasurer               | Lois Robinson    |
| v. Chief Operating Officer  | Ed Bartholomew   |
| vi. Chief Financial Officer | Michael McCarthy |
| vii. Compliance Officer     | Ed Bartholomew   |

**B. Approve Committee Members for the following:**

NOMINATING -Dan Hall, Lois Robinson, Roy Thomas

AUDIT -Judy Calogero, Chair, Dan Hall, Lois Robinson, Michael McCarthy

GOVERNANCE - Chair, Todd Feigenbaum, Dan Hall, Judy Calogero

**II. GOVERNANCE COMMITTEE: The Governance Committee of the CDC reported that it had reviewed the following policies and procedures and found them to be acceptable and recommended their affirmative approval with no changes for 2017:**

**CDC Policies and Procedures**

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
5. Disposition of the property policy
6. Compensation, reimbursement and attendance
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. Organization Chart
15. Acknowledgement of Fiduciary Duties & Responsibilities
16. Financial Disclosure Form
17. Confidential Evaluation Board Performance Form



IV 2

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

**III. Upon Recommendation of audit committee approval of 2016 audit performed by Whittemore, Downen and Riccardelli with no findings.**

ADJOURN

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

The annual meeting of the Glens Falls Civic Development Corporation was held on Thursday, March, 9, 2016 in the Mayor's Conference Room, 42 Ridge Street, Glens Falls, New York 12801.

Members Present: Judith Calogero, Chairman; Todd Feigenbaum; Roy Thomas; Dan Hall; Mary Gooden; Lois Robinson

Members Absent: John Diamond, Mayor

Also Present: Edward Bartholomew, COO; Jackie Squadere, Economic Development; Attorney Michael Crowe; Maury Thompson, 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 recommendation of the Nominating Committee with respect to the election of officers. The following slate of officers was recommended by the Nominating Committee:

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

**RESOLUTION NO. A1-2017:**

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 recommendation of the Nominating Committee with respect to the appointment of committee members for the CDC. The following committee members were recommended by the Nominating Committee:

Nominating:	Dan Hall (Chair); Lois Robinson; Roy Thomas
Audit:	Judith Calogero (Chair); Dan Hall; Lois Robinson; Michael McCarthy
Governance:	Todd Feigenbaum (Chair); Dan Hall; Judith Calogero

## RESOLUTION NO. A2-2017:

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 2017, 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
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. A3-2017:

On the motion of Lois Robinson, 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 2016 audit performed by Whittemore Downen & Ricciardelli with no findings.

**RESOLUTION NO. A4-2017:**

On the motion of Lois Robinson, seconded by Mary Gooden, all voting affirmatively, the 2016 audit for the CDC was accepted and approved.

There being no further business.

**RESOLUTION NO. A5-2017:**

On the motion of Todd Feigenbaum, seconded by Lois Robinson, all voting affirmatively, it was

Resolved that the Glens Falls Civic Development Corporation hereby adjourns the March 9, 2017 annual meeting.

GREATER GLENS FALLS  
CIVIC DEVELOPMENT CORPORATION

AUDIT COMMITTEE

March 9, 2017  
MEETING MINUTES

A meeting of the Audit Committee of the Glens Falls Civic Development Corporation was held on Thursday, March 9, 2017 in the Mayor's Conference Room, City Hall, 42 Ridge Street, Glens Falls, New York 12801.

Committee Members Present: Judith Calogero (Chair); Dan Hall; Lois Robinson

Committee Members Absent: Michael McCarthy

Also Present: Edward Bartholomew, CEO, Attorney Michael Crowe, Jacqueline Squadere of Community Development

Committee Chairman Calogero brought the meeting to order.

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It was noted that the audit is clean and there are no issues. Jackie Squadere noted that the audit process was smooth. CEO Bartholomew reiterated that we have had an active year and that the monthly financial reports and the consistency with the accounting firm aided in the smooth audit process.

On the motion of Committee member Judith Calogero, seconded by Committee member Dan Hall all voting affirmatively, it was

RESOLVED, that the Audit Committee recommends for final approval the 2016 audit as presented at this meeting.

On the motion of Committee member Judith Calogero, seconded by Committee member Dan Hall all voting affirmatively, it was

RESOLVED, that the Audit Committee meeting of the Glens Falls Civic Development Corporation is hereby adjourned.

GLENS FALLS  
CIVIC DEVELOPMENT CORPORATION

GOVERNANCE COMMITTEE

March 9, 2017  
MEETING MINUTES

A meeting of the Governance Committee of the Glens Falls Civic Development Corporation was held on Thursday, March 9, 2017 in the Mayor's Conference Room, City Hall, 42 Ridge Street, Glens Falls, New York 12801.

Committee Members Present: Todd Feigenbaum (Chair); Dan Hall; Judith Calogero

Committee Members Absent: None

Also Present: Edward Bartholomew, CEO, Attorney Michael Crowe, Jacqueline Squadere of Community Development

Committee Chairman Feigenbaum brought the meeting to order.

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CEO Bartholomew stated that the policies and procedures manual for the CDC has been reviewed to determine compliance with the Public Authorities Accountability Act and best practices recommendations from the Authority Budget Office. Following review of the policies and procedures, the Committee recommends the adoption of the following policies and procedures:

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
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

On the motion of Committee member Dan Hall, seconded by Committee member Judith Calogero all voting affirmatively, it was

RESOLVED, that the Governance Committee recommends for final approval the above-referenced policies and procedures as presented at this meeting.

On the motion of Committee member Judith Calogero, seconded by Committee member Dan Hall all voting affirmatively, it was

RESOLVED, that the Governance Committee meeting of the Glens Falls Civic Development Corporation is hereby adjourned.

**Glens Falls Civic Development Corporation  
City Hall – 42 Ridge Street  
2<sup>nd</sup> Floor- Mayor's Conference Room  
Glens Falls NY 12801  
Agenda  
July 13, 2017  
MEETING AT 7:30 A.M.**

**Welcome – Chairman Calogero**

- 1. Approval of Governance Committee, Audit Committee, Annual Meeting, and Regular Meeting Minutes of March 9, 2017.**
- 2. Activity Update.**
- 3. Approve invoices to be paid:**
  - a. Fitzgerald Morris Baker & Firth - \$176.00**
  - b. McCarthy & Conlon LLP - \$100.00**
  - c. Whittemore Downen & Ricciardelli LLP - \$1,400.00**
- 4. Next CDC MEETING is Thursday, October 12<sup>th</sup>, 2017 In the Mayor's Conference Room, 2<sup>ND</sup> Floor, City Hall, 42 Ridge Street, Glens Falls, NY 1 2801**

**Adjourn**



GLENS FALLS CIVIC DEVELOPMENT CORPORATION

AUDIT COMMITTEE

September 14, 2017  
MEETING MINUTES

A meeting of the Audit Committee of the Glens Falls Civic Development Corporation was held on Thursday, September 14, 2017 in the Mayor's Conference Room, City Hall, 42 Ridge Street, Glens Falls, New York 12801.

Committee Members Present: Judith Calogero (Chair); Dan Hall; Michael McCarthy

Committee Members Absent: Lois Robinson

Also Present: Edward Bartholomew, CEO, Attorney Kara Lais, Jacqueline Squadere of Community Development; IDA Members Roy Thomas, Todd Feigenbaum and Mary Gooden

Committee Chairman Calogero brought the meeting to order.

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CEO Bartholomew presented the proposed preliminary budget of the CDC for 2018. CEO Bartholomew explained there may be a possible project with Glens Falls Hospital in 2018 but it has not been included in the proposed budget.

He explained that final proposed budgets will be presented at the October 12, 2017 meeting.

On the motion of Committee member Judith Calogero, seconded by Committee member Dan Hall all voting affirmatively, it was

RESOLVED, that the Audit Committee meeting of the Glens Falls Civic Development Corporation is hereby adjourned.

**CDC Board Meeting**  
**follows the Audit and Finance Committee Meeting**  
**October 12, 2017**  
Meeting Agenda

Welcome

Quorum

Approval CDC meeting minutes September 14, 2017

**Resolution:** Review Discussion and Approve 2018 CDC budget upon recommendation from the CDC Audit and Finance Committee

Other CDC Business

Adjournment

Next Meeting CDC Meeting January 11, 2018

**GLENS FALLS CIVIC DEVELOPMENT CORPORATION  
MEETING MINUTES**

The regular meeting of the Glens Falls Civic Development Corporation was held on November 9, 2017 in the Mayor's Conference Room, 42 Ridge Street, Glens Falls, New York 12801.

Members Present: Judith Calogero; Dan Hall; Todd Feigenbaum; Mary Gooden; Maury Thompson; Lois Robinson

Members Absent: Roy Thomas

Also Present: Edward Bartholomew, COO; Attorney Kara Lais; Attorney Brent Frary;

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

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Ms. Calogero began the meeting by congratulating Dan Hall on being elected Mayor of the City of Glens Falls.

Ms. Calogero stated that the first item on the agenda is to approve the meeting minutes from the October 12, 2017 meeting.

**RESOLUTION NO. 18-2017**

On the motion of Mary Gooden, seconded by Lois Robinson and, all voting affirmatively, the regular meeting minutes from the October 12, 2017 meeting were approved.

Ms. Calogero stated that the next item on the agenda is the consideration of the Payment of Bills. The following bills were presented at the meeting for payment:

- i. McCarthy & Conlon - \$100.00
- ii. FitzGerald Morris Baker Firth PC - \$80.00

**RESOLUTION NO. 19-2017**

On the motion of Lois Robinson, seconded by Dan Hall and, all voting affirmatively, the payment of the above bills were approved.

Ms. Calogero noted that the CDC will be monitoring the tax proposals being discussed at the federal level to determine if such proposals will have any impact on the CDC and other agencies, and will report back accordingly.

There being no further business. Ms. Calogero noted that the next meeting will be Thursday, January 11, 2018.

RESOLUTION NO. 20-2017:

On the motion of Lois Robinson, seconded by Maury Thompson, all voting affirmatively,  
it was

Resolved that the Glens Falls Civic Development Corporation hereby adjourns the  
November 9, 2017 regular meeting.