

**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

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

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.

**GLENS FALLS CIVIC DEVELOPMENT CORPORATION
MEETING MINUTES**

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

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

Members Absent: Todd Feigenbaum

Also Present: Edward Bartholomew, CEO; Attorney Kara Lais; Michael Goot, The Post Star

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

Ms. Calogero stated that the first item on the agenda is to approve the meeting minutes from the December 13, 2018 meeting.

RESOLUTION NO. 4-2019

On the motion of Dan Hall, seconded by Jane Reid and, all voting affirmatively, the regular meeting minutes from the December 13, 2018 meeting were 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 and to reaffirm the payment of authorized prepaid bills:

-FitzGerald Morris Baker Firth (Services 10/9-11/30/2018)	\$256.00
-Juliana Romanazzi (Reimbursement for Certified Mail expenses)	\$7.41
-McCarthy and Conlon LLP (CFO Report November 2018)	\$250.00
-McCarthy and Conlon LLP (CFO Report December 2018 and quarterly compliance)	\$350.00
-Whittemore Downen & Ricciardelli (2018 Audit)	\$1,000.00

RESOLUTION NO. 5-2019

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

The next item on the agenda is the CFO report. CFO McCarthy was not in attendance but CEO Bartholomew noted there is nothing unusual to report for the finances.

The next item on the agenda was the consideration of resolutions. CEO Bartholomew stated that it has been a couple of years since the CDC has put out an RFQ for CFO and legal services. CEO Bartholomew is seeking authorization from the Board to prepare and release an RFQ for CFO and legal services which will go out in the next couple of months. Next CEO Bartholomew discussed the 2018 Audit, which was clean and recommended for final approval by the Audit Committee. Lastly, CEO Bartholomew noted that the 2018 PARIS report has been finalized and a copy was circulated at the meeting. The report will be filed with the ABO by the end of the month.

RESOLUTION NO. 6-2019

On the motion of Jane Reid, seconded by Lois Robinson and, all voting affirmatively, the Board (i) authorized CEO Bartholomew to prepare and release an RFQ for CFO and legal services; (ii) approved the 2018 audit report as prepared by Whitemore, Downen & Ricciardelli, as presented at this meeting and (iii) approved of the 2018 PARIS report and its filing with the ABO.

It was noted that the next CDC meeting is scheduled for June 13, 2019.

RESOLUTION NO. 7-2019:

On the motion of Jane Reid seconded by Lois Robinson, all voting affirmatively, it was

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

**Bills Attachment for Civic Development Corporation
June 13, 2019 Meeting
Schedule A Payment of Bills**

Civic Development Corporation Bills to Be Paid

FitzGerald Morris Baker Firth

-Services 2/6-2/13/2019 \$112.00

-Services 4/8/2019 \$240.00

Bill Pay Total: \$352.00

**GLENS FALLS CIVIC DEVELOPMENT CORPORATION
MEETING MINUTES**

The regular meeting of the Glens Falls Civic Development Corporation was held on September 12, 2019 in the Mayor's Conference Room, 42 Ridge Street, Glens Falls, New York 12801.

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

Members Absent: Todd Feigenbaum

Also Present: Edward Bartholomew, CEO; Attorney Kara Lais

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

Ms. Calogero stated that the first item on the agenda is the CEO Report. CEO Bartholomew noted that he will provide his report at the October meeting. He explained that there is a need for a brief executive session to discuss the status of the financing of a current project of the CDC.

RESOLUTION NO. 13-2019

On the motion of Judy Calogero, seconded by Jane Reid and, all voting affirmatively, the CDC entered into execution session for the purpose of discussing the status of the financing of a current CDC project.

RESOLUTION NO. 14-2019

On the motion of Dan Hall, seconded by John Cordes and, all voting affirmatively, the CDC exited execution session. It was noted for the record that the purpose of the executive session was only informational and no action was taken.

It was noted that the next CDC meeting is scheduled for October 10, 2019.

RESOLUTION NO. 15-2019:

On the motion of Mary Gooden seconded by John Cordes, all voting affirmatively, it was

Resolved that the Glens Falls Civic Development Corporation hereby adjourns the September 12, 2019 regular meeting.