

**GREATER GLENS FALLS LOCAL DEVELOPMENT CORPORATION  
ANNUAL MEETING MINUTES**

The annual meeting of the Greater Glens Falls Local 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; Roy Thomas; Dan Hall; 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, Chairman, 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:	John Diamond
Vice Chairman:	Todd Feigenbaum
Treasurer:	Lois Robinson
Secretary:	Judith Calogero
CEO:	Ed Bartholomew
CFO:	Michael McCarthy
Counsel:	Kara Lais

**RESOLUTION NO. A1-2017:**

On the motion of Mary Gooden, seconded by Roy Thomas 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 LDC. 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 Roy Thomas 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 IDA. The following policies and procedures were reviewed by the Committee and recommended, with no changes for 2017, for adoption by the Governance Committee:

1. Bylaws
2. Authority Mission Statement & Performance Measurements
3. Organizational Chart
4. Financial Disclosure
5. Form of Orientation Letter
6. Audit Committee Charter
7. Governance Committee Charter
8. Procurement Policy
9. Investment Policy
10. Code of Ethics
11. Compensation, Reimbursement & Attendance Policy
12. Defense & Indemnification Policy
13. Conflicts of Interest Policy
14. Whistleblower Policy
15. Travel Policy
16. Discretionary Funds Policy
17. Disposition of Real Property Guidelines
18. Statement re: Lobbying
19. Statement re: Bonuses
20. Confidential Evaluation of Board Performance Forms
21. PAAA Requirements
22. FOIL Policy
23. Acknowledgement of Fiduciary Duties and Responsibilities
24. Records Retention Policy
25. Accounting Resolution
26. Certificate of Independence for Members
27. Taxes & User Fee Policy

## RESOLUTION NO. A3-2017:

On the motion of Lois Robinson, seconded by Roy Thomas 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 & Riccardelli.

RESOLUTION NO. A4-2017:

On the motion of Lois Robinson, seconded by Roy Thomas, all voting affirmatively, the 2016 audit for the LDC was accepted and approved.

There being no further business.

RESOLUTION NO. A5-2017:

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

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