

**JOINT MEETINGS OF THE NOMINATION, GOVERNANCE, AND  
AUDIT COMMITTEES OF THE GLENS FALLS CIVIC DEVELOPMENT  
CORPORATION, GLENS FALLS INDUSTRIAL DEVELOPMENT  
AGENCY, AND GREATER GLENS FALLS LOCAL DEVELOPMENT  
CORPORATION**

A joint meeting of the Nomination, Governance and Audit Committees of the Glens Falls Civic Development Corporation, Glens Falls Industrial Development Agency and the Greater Glens Falls Local 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: Judith Calogero; Mayor Daniel Hall; Jane Reid; Lois Robinson; John Cordes; Mary Gooden

Members Absent: Todd Feigenbaum

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

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

**A. NOMINATING COMMITTEE:**

On the motion of Jane Reid, seconded by Mary Gooden and, all voting affirmatively, the following were presented by the Nominating Committee as the slate of officers for the IDA: Chair and Member, Judy Calogero; Vice-Chair and Treasurer, Lois Robinson; Secretary, Todd Feigenbaum; Assistant Treasurer, Dan Hall; CEO, Ed Bartholomew; Temporary CFO, Michael McCarthy; Temporary Counsel, Kara Lais

On the motion of Jane Reid, seconded by Mary Gooden and, all voting affirmatively, the following were presented by the Nominating Committee as the slate of officers for the CDC: Chair and Member, Judy Calogero; Vice-Chair and Treasurer, Lois Robinson; Secretary, Todd Feigenbaum; Assistant Treasurer, Dan Hall; CEO, Ed Bartholomew; Temporary CFO, Michael McCarthy; Temporary Counsel, Kara Lais

On the motion of Lois Robinson, seconded by Jane Reid and, all voting affirmatively, the following were presented by the Nominating Committee as the slate of officers for the LDC: Chair, Mayor Hall; Vice-Chair, Todd Feigenbaum; Treasurer, Lois Robinson, Secretary, Judy Calogero; CEO, Ed Bartholomew; Temporary CFO, Michael McCarthy; Temporary Counsel, Kara Lais

On the motion of Lois Robinson, seconded by John Cordes and, all voting affirmatively, the following were presented by the Nominating Committee as the slate of committee members for the IDA, LDC, and CDC:

NOMINATING – Dan Hall, Lois Robinson, Jane Reid, Mary Gooden  
AUDIT – Judy Calogero, Dan Hall, Lois Robinson, Michael McCarthy  
GOVERNANCE – Todd Feigenbaum, Dan Hall, Judy Calogero, John Cordes

**B. GOVERNANCE COMMITTEE:**

The Governance Committee of the IDA reviewed proposed revisions to the Investment Policy as presented at this meeting. On the motion of Jane Reid, seconded by Lois Robinson and, all voting affirmatively, the proposed revisions to the Investment Policy as presented at this meeting were approved and adoption of same is hereby recommended to the full Board.

The Governance Committee of the IDA 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 2019:

**IDA Policies and Procedures:**

1. Resolution adopting Policies, standards and Procedures required by New York Public Authorities Accountability Act (the Act)
2. Bylaws
3. Certificate of Independence for Members
4. Financial Disclosure Statement
5. Certification for the Chief Executive Office and Chief Fiscal Officer
6. Compensation, Reimbursement, and Attendance Policy
7. Code of Ethics
8. Whistleblower Policy
9. Investment Policy, as amended
10. Travel Policy
11. Disposition of Real Property Guidelines
12. Procurement Policy
13. Defense & Indemnification Policy
14. Bond Financing Policy
15. Applications for Non-Manufacturing Facilities
16. Tax Relief Policy
17. Recapture of Benefits Policy
18. Project Sponsor Annual Reporters Policy
19. Agency Financial Reporting Policy
20. Environmental Requirements
21. Employment Opportunities Policy
22. Tax & User Fee Policy
23. Records Retention and Destruction of Documents Policy
24. Mission Statement and Performance Measures
25. Acknowledgement of Duties and Responsibilities
26. Annual Board of Directors Evaluations
27. Rules and Regulations Governing Public Access to Records of the IDA
28. Accounting Resolution

29. Audit Committee Charter
30. Governance Committee Charter
31. Project Sponsor Guidebook
32. Organizational Chart
33. Conflicts of Interest Policy
34. Discretionary Funds Policy

The Governance Committee of the LDC reviewed proposed revisions to the Investment Policy as presented at this meeting. On the motion of Jane Reid, seconded by Lois Robinson and, all voting affirmatively, the proposed revisions to the Investment Policy as presented at this meeting were approved and adoption of same is hereby recommended to the full Board.

The Governance Committee of the LDC reviewed proposed revisions to the Bylaws concerning membership as presented at this meeting. On the motion of Lois Robinson, seconded by Mary Gooden and, all voting affirmatively, the proposed revisions to the Investment Policy as presented at this meeting were approved and adoption of same is hereby recommended to the full Board.

The Governance Committee of the LDC 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 2019:

#### **LDC Policies and Procedures**

1. Bylaws, revision of membership
2. Authority Mission Statement and Performance Measurements
3. Organizational Chart
4. Financial Disclosure Chart
5. Form of Orientation Letter
6. Audit Committee Charter
7. Governance Committee Charter
8. Procurement Policy
9. Investment Policy, as amended
10. Code of Ethics
11. Compensation, Reimbursement, & Attendance Policy
12. Conflicts of Interest Policy
13. Code of Ethics
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. FOIL Policy
21. Records Retention Policy

22. Accounting Resolution
23. Certificate of Independence of Members
24. Tax & Users Fee Policy
25. Confidential Evaluation of Board Performance Forms
26. Acknowledgement of Fiduciary Duties and Responsibilities

The Governance Committee of the CDC reviewed proposed revisions to the Investment Policy as presented at this meeting. On the motion of Jane Reid, seconded by Lois Robinson and, all voting affirmatively, the proposed revisions to the Investment Policy as presented at this meeting were approved and adoption of same is hereby recommended to the full Board.

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 2019:

#### **CDC Policies and Procedures**

1. Resolution adopting Policies, Standards, and Procedures required by New York Public Authorities Accountability Act (the Act)
2. Bylaws
3. Code of Ethics
4. Revision of 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. Whistleblower 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 and Responsibilities
16. Financial Disclosure Form
17. Confidential Evaluation Board Performance Form
18. FOIL Policy
19. Tax & User Fees Policy
20. Conflict of Interest Policy
21. Discretionary Funds Policy
22. Audit and Finance Committee Charter
23. Governance Committee Charter

### **C. AUDIT COMMITTEE:**

CEO Bartholomew reported on the status of the audits. He reported that all three audits were clean, which is why a representative of Whittemore, Downen and Ricciardelli did not attend today's meeting; however, they are available to answer any questions that the Board members may have. CEO Bartholomew noted that the numbers in the audit are consistent with monthly financial reports and there are no significant changes or finds from last year. There were no deficiencies reported in internal controls.

On the motion of Jane Reid, seconded by Lois Robinson and, all voting affirmatively, the Audit Committee of the IDA reviewed the 2018 Audit Report undertaken by Whittemore, Downen and Ricciardelli with no findings and recommended its approval to the full Board

On the motion of Jane Reid, seconded by Lois Robinson and, all voting affirmatively, the Audit Committee of the LDC reviewed the 2018 Audit Report undertaken by Whittemore, Downen and Ricciardelli with no findings and recommended its approval to the full Board

On the motion of Mary Gooden, seconded by Lois Robinson and, all voting affirmatively, the Audit Committee of the CDC reviewed the 2018 Audit Report undertaken by Whittemore, Downen and Ricciardelli with no findings and recommended its approval to the full Board

There being no other business to come before the Joint Committee, Ms. Calogero called for a motion to adjourn.

On the motion of Mary Gooden, seconded by Lois Robinson and, all voting affirmatively, the Joint Committee meeting was adjourned.



**ANNUAL ORGANIZATIONAL MEETING OF THE GLENS FALLS  
CIVIC DEVELOPMENT CORPORATION  
42 RIDGE STREET  
GLENS FALLS, NY 12801  
Thursday March 14, 2019  
Welcome Chair Judy Calogero**

**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.	Temporary Chief Financial Officer	Michael McCarthy
vii.	Compliance Officer	Ed Bartholomew

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

NOMINATING – Dan Hall, Lois Robinson, Jane Reid, Mary Gooden

AUDIT – Judy Calogero, Chair; Dan Hall, Lois Robinson, Michael McCarthy

GOVERNANCE – Todd Feigenbaum, Chair; Jane Reid, Judy Calogero, John Cordes

**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 2019:**

**A. CDC Policies and Procedures**

1. Resolution adopting Policies, Standards, and Procedures required by New York Public Authorities Accountability Act (the Act)
2. Bylaws
3. Code of Ethics
4. Revision of 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. Whistleblower 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 and Responsibilities
16. Financial Disclosure Form
17. Confidential Evaluation Board Performance Form
18. FOIL Policy
19. Tax & 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 the audit committee approval of 2018 audit performed by Whittmore, Downen and Ricciardelli with no findings.**

ADJOURN



**ANNUAL ORGANIZATIONAL MEETING  
MEETING OF THE GLENS FALLS INDUSTRIAL DEVELOPMENT AGENCY 42  
Ridge Street  
Glens Falls, NY 12801**

**AGENDA  
Thursday March 14, 2019**

**MEETING TIME – 7:30 a.m.  
CITY HALL – MAYOR’S CONFERENCE ROOM  
WELCOME, CHAIR CALOGERO**

**Annual Meeting of Members**

**I. Upon Recommendation of Nominating Committee: appointment of officers and officials:**

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

**Appointment of Committees and Chair thereof IDA:**

**NOMINATING** – Dan Hall, Lois Robinson, Jane Reid, Mary Gooden

**AUDIT** – Judy Calogero, Chair; Dan Hall, Lois Robinson, Michael McCarthy

**GOVERNANCE** – Todd Feigenbaum, Chair; Jane Reid, Judy Calogero, John Cordes

**II. Governance Committee: The Governance Committee of the IDA 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 2019:**

1. Resolution adopting Policies, standards and Procedures required by New York Public Authorities Accountability Act (the Act)
2. Bylaws
3. Certificate of Independence for Members
4. Financial Disclosure Statement
5. Certification for the Chief Executive Office and Chief Fiscal Officer

6. Compensation, Reimbursement, and Attendance Policy
7. Code of Ethics
8. Whistleblower Policy
9. Revision of Investment Policy
10. Travel Policy
11. Disposition of Real Property Guidelines
12. Procurement Policy
13. Defense & Indemnification Policy
14. Bond Financing Policy
15. Applications for Non-Manufacturing Facilities
16. Tax Relief Policy
17. Revision of Recapture of Benefits Policy
18. Project Sponsor Annual Reporters Policy
19. Agency Financial Reporting Policy
20. Environmental Requirements
21. Employment Opportunities Policy
22. Tax & User Fee Policy
23. Records Retention and Destruction of Documents Policy
24. Mission Statement and Performance Measures
25. Acknowledgement of Duties and Responsibilities
26. Annual Board of Directors Evaluations
27. Rules and Regulations Governing Public Access to Records of the IDA
28. Accounting Resolution
29. Audit Committee Charter
30. Governance Committee Charter
31. Project Sponsor Guidebook
32. Organizational Chart
33. Conflicts of Interest Policy
34. Discretionary Funds Policy

**III. Upon recommendation of Audit Committee approval of the Audit Report 2018 performed by Whittemore, Downen and Ricciardelli**

Adjourn

**ANNUAL ORGANIZATIONAL MEETING OF THE  
GREATER FLENS FALLS LOCAL DEVELOPMENT CORPORATION  
AGENDA**

**Thursday March 14, 2019**

**WELCOME CHAIR HALL**

**Annual Meeting of Members Welcome Mayor Dan Hall**

**I. Upon recommendation of Nominating Committees – Appointing of officers and officials**

**LDC:** Chair, Mayor Hall; Vice-Chair, Todd Feigenbaum

**Treasurer:** Lois Robinson; Secretary, Judy Calogero

**Officials:** CEO, Ed Bartholomew; CFO, Michael McCarthy; Counsel, Kara Lais

Appointment of Committees and Chair of:

NOMINATING – Chair, Dan Hall; Lois Robinson, Jane Reid, Mary Gooden

AUDIT – Chair, Judy Calogero; Dan Hall, Lois Robinson, Michael McCarthy

GOVERNANCE – Chair, Todd Feigenbaum, Jane Reid, Judy Calogero, John Cordes

**II. Governance Committee: The Governance Committee of the LDC 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 2019:**

**a. LDC Policies and Procedures**

1. Bylaws, revision of membership
2. Authority Mission Statement and Performance Measurements
3. Organizational Chart
4. Financial Disclosure Chart
5. Form of Orientation Letter
6. Audit Committee Charter
7. Governance Committee Charter
8. Procurement Policy
9. Revision of Investment Policy
10. Code of Ethics
11. Compensation, Reimbursement, & Attendance Policy
12. Conflicts of Interest Policy
13. Code of Ethics
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. FOIL Policy
21. Records Retention Policy
22. Accounting Resolution
23. Certificate of Independence of Members
24. Tax & Users Fee Policy
25. Confidential Evaluation of Board Performance Forms
26. Acknowledgement of Fiduciary Duties and Responsibilities

**III. Upon recommendation of Audit Committee approval of the Audit Report 2018 performed by Whittmore, Downen and Ricciardelli**

Adjourn