

**Olean Local Development Corporation  
101 East State Street  
Olean, NY 14760**

Olean Local Development Corporation Meeting Minutes

Thursday, December 6, 2018

8:30 a.m.

Room 119

Olean Municipal Building

Attendance:   Members:   Mayor Aiello  
                                  JR Bennion  
                                  David Carucci  
                                  Nicholas DiCerbo, Jr.  
                                  Keri Kerper  
                                  Rick Moore  
                                  Fred Saradin  
                                  Colleen Taggerty

Other(s):       Kathleen Monroe  
                    Bob Clark

**1.       Roll Call**

David Carucci called the meeting to order at 8:30 a.m. and requested the roll call show all members present except John Sayegh, John Crawford and Bob Ring.

**2.       Reading and approval of the September 6, 2018 meeting minutes**

A motion was made by Colleen Taggerty, seconded by Keri Kerper to approve the September 6, 2018 meeting minutes. Voice vote, ayes all. Motion carried.

**3.       Elections**

There was no business at this time.

**4.       Bills and Communications**

There was no business at this time.

**5.       Report from the Treasurer**

Mr. Saradin referred to the Balance Sheet and Income Statement provided and advised there is a \$3,129.40 cash balance in the Community Bank, N.A. account. He explained the balance reflects the receipt of \$4,000 in Community Development Block Grant Program Income previously committed to the OLDC. He further explained there is \$3,000 in Restricted Assets under Current Liabilities after paying Buffamante Whipple Buttafaro for auditing services performed leaving a Net Income of -\$1,000 and there were no other bills to process.

A motion was made by Keri Kerper, seconded by David Carucci to accept the Financial Report. Voice vote, ayes all. Motion carried.

## **6. Report of Committees**

There was no business at this time.

## **7. Unfinished Business**

There was no business at this time.

## **8. New Business**

### **i. By-Laws Revision**

Ms. Kerper advised the By-Laws provided reflect the addition of one at-large member to Article II, Section 1. She explained the Board of Directors will consist of twelve members and the revision increases the at-large members from four to five.

Mr. Bennion advised the By-Laws revision was introduced at the previous meeting and therefore may be voted on and revised during the meeting.

Mayor Aiello suggested members contact his office with recommendations they might have for appointment to the vacant board seat created.

A motion was made by JR Bennion, seconded by Rick Moore to revise the By-Laws to add one “at-large member” to the Board of Directors. Voice vote, ayes all. Motion carried.

### **ii. Authority Budget Office Policy Guidance**

In response to Mr. Carucci’s comment regarding Authority Budget Office (ABO) Training and the absence of a Whistleblower Policy, Ms. Kerper advised the OLDC adopted a Whistleblower Policy on January 31, 2013; however, new members have been appointed to the Board since the adoption and acknowledgement were signed. She recommended members sign the updated acknowledgement list created reflecting the current membership to be presented with the Authority Budget Office Policies.

Ms. Kerper referred to the member packet provided containing multiple ABO Policies to be reviewed and adopted. She explained while performing the Annual Reporting into the PARIS system it was found there are policies the OLDC is lacking. Ms. Kerper noted the Olean Urban Renewal Agency adopted similar policies at its last meeting.

Ms. Kerper advised a Code of Ethics Policy was adopted by the OLDC on January 31, 2013; however, an Ethics Officer was not appointed at that time. She explained the Ethics Officer would be responsible for preparing a yearly report, and report that the membership is acting in an ethical manner, etc.

After brief discussion, a motion was made by Colleen Taggerty, seconded by Keri Kerper to appoint Nicholas DiCerbo, Jr. as the Ethics Officer. Voice vote, ayes all. Motion carried.

Ms. Kerper referred to the Audit Committee Charter provided and explained the Audit Committee will consist of three members with one chairman that will meet twice a year. The committee will review the Annual Audit and Request for Proposals for auditing services and make recommendations to the Board on the selection of an auditor.

After brief discussion, a motion was made by Colleen Taggerty, seconded by Keri Kerper to adopt the Audit Committee Charter and to create an Audit Committee consisting of David Carucci (Chairman), John Crawford and JR Bennion. Voice vote, ayes all. Motion carried.

Ms. Kerper referred to the Finance Committee Charter provided and explained that the Finance Committee will consist of three members with one chairman that will meet twice a year to review the Agency's Financial Report and complete a self-evaluation of the Board's performance. Ms. Taggerty questioned if the Audit and Finance Committees may be combined into one committee, and Ms. Kerper advised that the Authorities Budget Office recommends two separate committees.

After brief discussion, a motion was made by Keri Kerper, seconded by Colleen Taggerty to adopt the Finance Committee Charter and to create a Finance Committee consisting of JR Bennion (Chairman), John Crawford and David Carucci. Voice vote, ayes all. Motion carried.

Ms. Kerper advised the Corporate Governance Committee Charter was adopted on January 31, 2013; however, it did not appoint members or a chairman at that time. She explained the Committee will consist of three members with one chairman that will meet twice a year. The Committee will examine the Board's Best Practices.

A motion was made by Colleen Taggerty, seconded by JR Bennion to adopt the Corporate Governance Committee Charter and to create a Corporate Governance Committee consisting of Nicholas DiCerbo, Jr. (Chairman), Keri Kerper and Rick Moore. Voice vote, ayes all. Motion carried.

Ms. Kerper referred to the Annual Board of Directors Evaluation Policy provided and requested members complete the Confidential Evaluation of Board Performance (at their convenience) after which she will compile the results and email the Summary to the ABO on behalf of the Board.

A motion was made by David Carucci, seconded by Colleen Taggerty to adopt the Annual Board of Directors Evaluation Policy and accept the Confidential Evaluation of Board Performance. Voice vote, ayes all. Motion carried.

Ms. Kerper referred to the Assessment of the Effectiveness of Internal Controls Policy provided and indicated she prepared the Statement on behalf of the OLDC that certifies the Board followed a process that assessed and documented the adequacy of its internal controls structure and policies for the fiscal year ending May 31, 2018. Members then reviewed the information.

A motion was made by JR Bennion, seconded by David Carucci to adopt the Assessment of the Effectiveness of Internal Controls Policy and accept the Statement as presented. Voice vote, ayes all. Motion carried.

Ms. Kerper reiterated, the Whistleblower Policy was adopted on January 31, 2013, and she will circulate the current membership list created to be signed by all members.

Ms. Kerper advised the ABO requires all agencies submit an annual list of real property owned which she prepared on behalf of the OLDC stating that at the end of the fiscal year (May 31, 2018) the OLDC owned no real property. Members reviewed the Report.

A motion was made by Colleen Taggerty, seconded by David Carucci to accept the Annual Real Property Owned by the Olean Local Development Corporation Report. Voice vote, ayes all. Motion carried.

Ms. Kerper presented the Annual Report for the fiscal year ending May 31, 2018 for review and advised when accepted the Report will be submitted to the ABO.

A motion was made by Colleen Taggerty, seconded by Rick Moore to accept the Annual Report for the fiscal year ending May 31, 2018 as presented. Voice vote, ayes all. Motion carried.

Ms. Kerper explained when applying for funding, some agencies require a chart showing the existence and structure of the entity. She referred to the Organizational Chart that was created for review and discussion.

After brief discussion, a motion was made by JR Bennion, seconded by Keri Kerper to adopt the Olean Local Development Organizational Chart as presented. Voice vote, ayes all. Motion carried.

Ms. Kerper referred to the Understanding Corporate Governance Concepts Policy provided and Ms. Taggerty explained this is the Policy the Governance Committee will use to assess the OLDC.

A motion was made by JR Bennion, seconded by Rick Moore to adopt the Understanding Corporate Governance Concepts Policy. Voice vote, ayes all. Motion carried.

Ms. Kerper referred to the Written Policies Governing the Use of Authority Discretionary Funds explaining Public Authorities Law requires directors to understand, review and monitor the implementation of fundamental financial and management controls and the operating decisions of the OLDC.

After brief discussion, a motion was made by JR Bennion, seconded by Rick Moore to adopt the Written Policies Governing the Use of Authority Discretionary Funds. Voice vote, ayes all. Motion carried.

Ms. Kerper referred to the Procurement Guidelines drafted for the OLDC and advised they mirror the guidelines adopted by the City for its purchasing practices. Members discussed and reviewed said document.

A motion was made by Colleen Taggerty, seconded by Keri Kerper to adopt the Purchasing Guidelines with the following revision, “addition of a number 9” to the Purchase Contracts Section \$5,000 - \$19,999. Voice vote, ayes all. Motion carried.

Ms. Kerper explained the OLDC has a debit card and the Policies and Procedures for the Use of Credit Card or Charge Accounts will cover its use. She explained the OLDC does not currently have any charge accounts or charge cards and the adoption of these policies will provide guidance if the OLDC opens a charge account in the future then policy procedures will be in place. Members reviewed and briefly commented on said policy.

A motion was made by Colleen Taggerty, seconded by JR Bennion to adopt the Policies and Procedures for the Use of Credit Card or Charge Accounts. Voice vote, ayes all. Motion carried.

Ms. Kerper indicated the Policy Prohibiting the Extension of Credit to Board Members and Staff is the final ABO policy to be reviewed today.

After review and discussion, a motion was made by JR Bennion, seconded by Rick Moore to adopt the Policy Prohibiting the Extension of Credit to Board Members and Staff. Voice vote, ayes all. Motion carried.

Ms. Kerper advised the policies adopted will be added to the OLDC webpage and submitted into the PARIS system during the annual ABO reporting.

### **iii. Recreation Center Advertisement**

Mr. DiCerbo, Jr. explained he drafted the Lease Agreement between the City and OLDC which he will present to the Common Council for its review and approval in January and also created the Advertising Policy for the OLDC. He indicated as Legal Counsel for the City (Common Council) he has a conflict of interest advising both the Council and OLDC on the specifics of the Lease Agreement and advised he can't serve both parties.

Mr. DiCerbo, Jr. suggested the OLDC seek outside counsel to review and guide the Board on the specifics of the Lease Agreement and offered to forward recommendations for an independent attorney to assist. He explained he may advise the OLDC on the business side concerning rates, administrative fees and percentages of the Advertising Policy which will be placed on the OLDC's March Agenda.

Ms. Taggerty suggested a special meeting be called if the Common Council approves the Lease Agreement and Recreation Center Advertising Policy before the March 8, 2019 meeting so it may review and adopt the Advertising Policy and approve the Lease Agreement allowing for advertising to begin during the peak hockey season. She noted a twenty four hour notice is required to call the special meeting.

Board members discussed and suggested a By-Laws revision to amend Section 1. Annual Meeting, to add "or at another time designated by vote of the Board of Directors". JR Bennion explained the revision may be introduced today and voted on during the March 8, 2019 meeting.

#### **iv. Strategic Planning Session**

This item was not discussed.

#### **9. Executive Session**

There was no business at this time.

#### **10. Adjournment**

The Olean Local Development Corporation Audit, Finance and Governance Committee meetings have been scheduled for Friday, March 8, 2019 at 8:00 a.m. The next Olean Local Development Corporation meeting has been scheduled for Friday, March 8, 2019 at 8:30 a.m. A motion to adjourn was made by Rick Moore, seconded by David Carucci. Voice vote, ayes all. Motion carried. The meeting ended at approximately 9:15 a.m.