



Mohawk Valley Economic Development District, Inc.

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GREATER MOHAWK VALLEY LAND BANK - GMVLB

Minutes from: Tuesday, May 23, 2017 @ 4:00 PM

In Attendance:

***via Teleconference**

Mark Domenico – Director, Karl Gustafson – Chairman, Margaret Kennedy – Director,
 *Joe Marino – Treasurer, Brian Thomas - Secretary, Tolga Morawski - Interim Executive Director,
 Robert Albrecht – Community Outreach Coordinator, Cabryn Gurdo – AmeriCorps, Susan Marie Weber –
 AmeriCorps,
 Christina Brown - Community Advisory Board, Janine Thompson - MVEDD
 Guest: James Grooms, Brown & Brown Empire State

Karl Gustafson called the meeting to order @ 1:05 pm.

- The documents provided for the meeting were;
 - Agenda
 - Minutes from GMVLB meeting held Tuesday, May 2nd, 2017
 - GMVLB description & essential functions
 - Barton & Loguidice – Professional Planning & Engineering Services
 - The Chazen Companies – Proposal for Professional Services
 - Briggs, Bucciero & Smith Agency Inc., NBT-Mang – D&O Liability Employment Practices Liability
 - Professional Governmental Underwriters, Inc. – Public Officials Management & Employment Practices Liability
 - Brown & Brown Empire State – Insurance Proposal
 - Selective – Quotation of Commercial Insurance
 - Executive Director Job Description - Project Manager Job Description
 - Administrative Assistant Job Description - Wage Comparison Chart
 - Sample Position Descriptions - GMVLB Organization Chart
 - New York Consolidated Laws Service – Public Officers Law
 - LB Policies Required - LB Code of Ethics Policy - LB Conflict of Interest Policy
 - LB Compensation & Attendance Policy - LB Disposition of Real & Personal Property Policy
 - Tolga's invoice for Oct-Nov 2016
 - Tolga's time entries, 11/14/16 to 4/30/17
 - Grant Consultant sample description (Strongbow LLC)
 - Little Falls Target Zone Map - Fort Plain Target Zone Map
 - AmeriCorps Reports

Insurance Guest: Tolga introduced James Grooms from Brown & Brown Insurance to provide a review of the quote provided for insurance. Jim explained that Brown & Brown does provide insurance to other Land Banks and that the quotation provided was designed around them. Jim continued to review the whole policy and answer any questions. He described the policy with or without the hammer option,

he recommends having the labor law coverage. Tolga advised that we appreciated his coming to meet with the Board and that we will be getting back to him on the policy. James was excused.

Adopt Meeting Agenda: will proceed as presented

Minutes from May 2nd, 2017: Karl asked everyone to review the minutes from the previous meeting held on May 2nd and if there was any discussion. Chris Brown wanted to see if Janine received her corrections and Janine did receive them and they had been corrected prior to distribution. The minutes were approved on a motion made by Mark Domenico, seconded by Meg Kennedy. The motion passed unanimously.

Old Business:

- **Update on NYS Open Meetings Law Compliance going forward:** Tolga reminded the directors that they need to complete the required ABO training. Mark, Joe, Karl asked for Tolga to resend them the information to complete it.
- **Report on progress & availability of videoconference systems:** Brian Pokorny, IT Director of Otsego County taking the lead on this. Tolga waiting for Eric, he stated that he first met with him on April 6th. Karl mentioned that we need to move on this as we need to have a “legal” board meeting. Meg said she will follow up with Brian or Eric.
- **Report of Committees:**
 - **Finance Committee:** Joe stated that a Finance Committee Meeting was held last week. Met with Mike Fallon with the accounting firm and went over a Quickbooks accounting list and discussed getting access for everyone. Mike provided a list of account codes with options but Joe is in the process of changing it a little. They are on target for this Friday to have it set-up. Joe & Brian are working on an operating budget. They will be looking at other land banks and Brian said they will look at the ones Utica uses also. They will have it ready to look at by the next meeting. Also discussed at the meeting last week were the job descriptions and whether to hire full time or part time. Executive Director 50%, Project Manager 50%, Administrative Assistant 20 hrs. Karl thought the Project Manager is the most important.
 - **Hiring Committee:** Ray Johnson, chair, was absent at the meeting but had provided Karl with his notes. Ray had received 3 job descriptions from Tolga. Ray had recommended a minimum of 30 hours per week for a full-time position. Janine mentioned that MVEDD considers 35 hrs/wk is full time. Project Manager would be part-time until projects warranted more hours; ideally we would seek someone with the ability to be expandable to full-time as needed. Pay scale for Executive Director might be around \$50,000 for the 30 hr/wk. Karl mentioned that we should wait until we see a budget before we set a rate. Susan Marie mentioned that she could provide assistance to the Hiring Committee on this and could help reviewing & researching the pay scales. All agreed that she could assist Ray Johnson. A motion was made for Ray Johnson to go ahead with advertising for Executive Director, part-time Project Manager and part-time Administrative Assistant with no mention of a salary amount. Mark Domenico made the motion, seconded by Joe Marino and carried unanimously. Karl asked Tolga to provide this information to Ray in an email & cc him on it. Try to reach out to each FGU location to advertise, i.e.; Amsterdam Recorder, Times Telegram, Oneonta Daily Star, Utica OD, etc.
 - **Policies & Procedures:** Meg stated that they held a conference call with Attorney John Sidd to review the policies & procedures. Some are finished and some are not quite done. A few of them need comments, decisions on the budget before they can be completed. Karl asked Meg & Chris to send an email to the board with the ones that needed additional information from the budget so that they can have input on those parts of the policies. This should be sent to them prior to their next Finance Committee meeting so that they can all be finalized by the next

Board meeting. Chris & Meg said they will probably have this done by Friday. Karl stressed again to the Board that we need to make sure we have a physical quorum for the next BOD meeting to vote & adopt the policies in a timely fashion.

- Open Meeting Law policy still needs to be reviewed.
 - Conflict of Interest Policies – Janine will forward a copy of MVEDD's policy, Brian would forward a copy of Utica's and Meg would provide Otsego County's. These all will be sent to Chris & Meg.
- **Indemnification/Insurance:** Based on the presentation from Jim Grooms of Bowers & Bowers, a question came up as to whether we are getting a discount because we are bundling the insurances together – Tolga advised that we are not. There will be two more presentations at the next BOD meeting.
 - For D&O insurance Tolga obtained 3 quotes; Brown @ \$2,000, NBT-Mang @ \$2,195 and one at \$10,000. The Finance committee recommended the NBT-Mang Insurance Agency quote which was received ahead of the Brown & Brown quote.
 - The BOP insurance quotes came in at \$482 with \$25K in coverage from Briggs, \$392 for \$10K of coverage from Brown & Brown and NBT-Mang was also \$392 for \$10K of coverage.
 - Whatever insurance company we went with, the coverage would be through December 31, 2017 and would be re-quoted for 2018 & beyond, via RFP for apples to apples comparison.
 - A motion to purchase the Director & Officer Insurance @ \$2,195.00 and the Business Owners Policy @ \$392.00 from NBT-Mang Insurance Agency with Tolga to find out if we get a discount for bundling the two, motion made by Meg Kennedy, seconded by Mark Domenico. Motion carried unanimously. Karl mentioned that this needs to be done as soon as possible.
 - General Liability, Labor Law, Workers Compensation/Disability, etc. insurance will wait until after the next two presentations.
- **Purchasing/Partnerships:** was tabled for the next BOD meeting
- **Office Location:** discussion was held in regards to having an office at MVEDD or elsewhere or to evaluate the possibility to purchase a building to use for offices and storage. It was mentioned about Hannah's Building @ 54 West Main Street, Little Falls. This building currently has 7 apartments on the 2nd & 3rd floors; 3 store fronts in which 2 are connected. GMVLB would utilize the 2 that are connected. It was mentioned that there would be room for offices and a conference room. Someone brought up that we need to make sure that it is handicapped accessible and meets the State/Federal guidelines. Kurt Ackerman will chair the Office Committee. He will do a complete cost analysis on the benefits of all buildings & comparisons; i.e. Vincent's/Hannah's/MVEDD's and any others before any final decision will be made. Tolga, Bob and Chris have offered to assist him with this and anyone else that would like to volunteer.
 - Tolga mentioned there is interest from Oneida/Herkimer Community Foundation in the GMVLB applying for a grant towards investing in the sustainability of GMVLB. There is a possibility of between \$40-200K over the next 6-8 months for partial renovation costs of a revenue generating property. Karl also added that if it would help, he could reach out to Alicia Dicks in regards to the GMVLB's efforts. The application is due by June 30th. A motion was made by Karl and seconded by Meg to complete the grant application. Motion was carried unanimously.

– **Planning/Projects:**

- **Strategic plan;** three proposals, the Finance Committee recommends Barton & Loguidice – Professional Planning & Engineering Services for up to and not to exceed \$4,700.00, which was the low bid. This will be put in the budget. A motion to retain Barton & Loguidice to create our plan based on the RFP was made by Joe Marino and seconded by Meg Kennedy, carried unanimously.
- **Herkimer County;** Tolga has been working with Attorney Malone on how the GMVLB can take on the property at 135 North Main Street in Herkimer. There is already someone interested in the purchase of the property for \$7,000.00. Ray prefers the LB is in the chain of title, Tolga confirmed with Helene @ LISC and they would consider direct transfers on a case by case basis if needed. There would be a 3-way MOU between GMVLB, FGU–Herkimer and LISC. Question was asked as to who would write up the MOU – Tolga advised that it would be worked on with Herkimer County Attorney Malone and reviewed by the GMVLB's attorney John Sidd. A motion was made to proceed with a MOA for the property as long as the GMVLB agrees to clean out the property to and the cost not to exceed a few hundred dollars. Motion made by Brian Thomas, seconded by Mark Domenico carried unanimously. Karl stressed to keep Herkimer County in the communication loop with what is transpiring.
- **Montgomery County;** Tolga stated that the Historic Wagner House on East Grand Street in Palatine Bridge has been taken down. The County DPW had committed to doing the back fill. Karl mentioned that he received a nice email from the mayor of Palatine Bridge thanking us. It was brought up that Tolga should try to get a press release out as to our involvement in the project. The cost of the project was to be \$24,000 of which the Village was paying \$10,000, and with the county doing the fill for free which brings the balance to roughly \$7,000 for the GMVLB's cost.

New Business:

- **Outstanding Bills:** Tolga mentioned one outstanding bill; Bob's last time sheet that was over the allotted 8-12 hrs per week was because of the Main Street Boot camp Conference in Utica bringing the total to \$652.20 and Janine mentioned MVEDD's expenses for April @ \$1,455.40. Tolga also expressed the interest in joining the **NY Council of Non-Profits – NYCON:** membership for this would be \$145.00 for 2017. A motion was made by Meg Kennedy, seconded by Brian Thomas to approve & pay these two bills along with the membership to NYCON. Motion carried unanimously.
- **Website Design:** is set up and is a basic site which is okay for now, leave it & circle back later
- **Logo/Branding:** Discussion was held on coming up with a logo for the GMVLB. Karl had asked where the money would come from for this project and Tolga advised it would come out of the start-up money. A decision was made to advertise by sending out a press release to have anyone submit their idea(s) to the LB as a competition. Karl stressed that he would like the AmeriCorps workers to also submit their ideas as they had shown interest in the past. Joe Marino mentioned several local design firms in Utica & Rome that are very talented & capable to include for consideration including Mrs. Truett & several others and will send in a list. GMVLB discussed offering \$1,000-\$2,000 with the higher number to include "branding" for the idea chosen. It was decided on \$1,500 for logo with branding/identity, such as stationary to follow later once a logo was selected. All submissions should be sent in within one month of the release. A motion was made by Meg Kennedy, Seconded by Mark Domenico to proceed with an immediate press release for competitive designs for a logo. Motion carried unanimously.

- **Contract for Tolga as Interim Director:** a motion was made to continue with Tolga's contract until the next board meeting, Meg Kennedy made the motion, Brian Thomas seconded, motion carried unanimously.
- **Tolga's compensation for October & November 2016:** Tolga had submitted an invoice for time worked prior to his appointment as Interim Director. This was from October & early November 2016 in the amount of \$8,806.25. This had been discussed at the Finance Committee meeting last week and after confirmation from Helene @ LISC this would be covered under the grant effective with the ESD approval on October 20, 2016. A motion to approve the invoice submitted in the amount of \$8,806.25 was made by Brian Thomas, seconded by Joe Marino and carried unanimously.
- **Set date & time for next meeting;** discussion was held on the timing of the next meeting due to availability of all BOD members. Everyone needs to be in physical attendance as there are several items that need to be voted on including important policy documents. It was decided to hold the next meeting on Tuesday, June 13th @ 5:00 pm. Tolga was tasked to contact each board member to make sure they will be available for the meeting. It was also mentioned that all documents for the next meeting be sent out well in advance, not day of meeting, so that each board member will have enough time to review all items that need to be voted on. A finance committee meeting needs to take place prior to this meeting also.
- **By-Laws changed:** Chris Brown mentioned that we need to add the community committee member from KMVB into the by-laws. Chris to talk to attorney Sidd to get this done.
- **New Otsego person;** Karl mentioned that due to the amount of meetings missed by Craig Gelbsman from Otsego County, we will need to find a replacement. Meg is to provide Karl with contact information for County Board of Representative Chair, Kathy Clark for recommendations. Karl and Meg to look into this further.

A motion to adjourn at 2:55 pm was made by Joe Marino, seconded by Brian Thomas, so carried. The board then went into Executive Session and concluded at 3:12 pm.

Respectively submitted by Janine Thompson