

**OGDENSBURG GROWTH FUND DEVELOPMENT CORP.**

**APPROVED MINUTES FOR  
JANUARY 18, 2018**

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**Members Present:** Scott Wright (Chairman), Wayne Ashley, Sarah Purdy, Gary Hammond, Kim Demers, Dallas Sutton, Michael Brashaw, Sean McNamara  
**Members Absent:** Sam LaMacchia  
**Others Present:** Andrea Smith, Administrative Director; Tim Johnson, Chief Financial Officer

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THIS MEETING WAS DIGITALLY RECORDED. ALL RECORDS ARE KEPT ACCORDING TO NYS STATUES BY THE ADMINISTRATIVE DIRECTOR.

8:00 AM Chairman Wright called the regular meeting of the Ogdensburg Growth Fund Board of Directors to order.

**1) Approval of Previous minutes**

(a) December 20, 2017 – Motion by Director Sutton, second by Director Purdy.

All members voted in support of the motion to approve the minutes as submitted 8/0, the motion is henceforth approved.

**2) Appointments** - Chairman Wright noted that we have one appointment to entertain, Mr. Michael Tooley. Chairman Wright noted that Mr. Tooley is the CFO for the Diocese of Ogdensburg and also a member of the Ogdensburg City School District Board of Education. Chairman Wright went on to say that we have confirmed there is no conflict of interest between the school board and this board.

**Motion by Director Sutton to approve this appointment, second by Director Brashaw.**

Mr. Sutton read aloud:

**AUTHORIZING THE ADMINISTRATIVE DIRECTOR TO APPOINT MICHAEL TOOLEY TO THE BOARD OF DIRECTORS**

Resolution No. 2018-001

BE IT RESOLVED, the Ogdensburg Growth Fund Board of Directors hereby appoints Michael Tooley to the Board of Directors to serve a four (4) year term to expire on December 31, 2021.

Dallas Sutton  
Sarah Purdy

Yes/~~No~~  
Yes/ ~~No~~

Gary Hammond  
Scott Wright

Yes/ ~~No~~  
Yes/ ~~No~~

Michael Brashaw Yes/ ~~No~~  
Wayne Ashley Yes/ ~~No~~  
~~Samuel LaMacchia~~ Yes/ ~~No~~

Sean McNamara Yes/ ~~No~~  
Kim Demers Yes/ ~~No~~

1 The motion to appoint Mr. Tooley received sufficient affirmative votes and is henceforth  
2 approved: 8 Ayes, 0 Nays, 1 Absent, 0 Abstain.

3

4 **3) New Business –**

5 **(a) Presentation from Nikki Woods, Zombie Properties** – see attached properties

6 **(b) Election of 2018 Officers** – Discussion ensued regarding officers. Ms. Smith  
7 noted that the officers could remain the same with the exception of the Vice Chair  
8 because that was Director Nelson who has since resigned. Director Hammond  
9 inquired as to the responsibilities of the Vice Chair – Chairman Wright stated that  
10 the primary responsibilities are to step in to run the meeting in his absence. Mr.  
11 Hammond stated that he would be will be serve as vice chair. Ms. Smith stated  
12 the officers would be:

13 Chairman – Scott Wright

14 Vice Chairman – Gary Hammond

15 Treasurer – Michael Brashaw

16 Secretary – Dallas Sutton

17 Motion by Director Demers to appoint Director Hammond as Vice Chair and confirm officers as  
18 noted by Ms. Smith, second by Director Ashley.

| Director                | Aye | Nay | Abstain | Absent |
|-------------------------|-----|-----|---------|--------|
| Chairman Wright         | X   |     |         |        |
| Director Sutton         | X   |     |         |        |
| Director Hammond        | X   |     |         |        |
| Director Brashaw        | X   |     |         |        |
| Director Tooley         | X   |     |         |        |
| Director Demers         | X   |     |         |        |
| Hon. Director Purdy     | X   |     |         |        |
| Hon. Director Ashley    | X   |     |         |        |
| Hon. Director LaMacchia |     |     |         | X      |
| Hon. Director McNamara  | X   |     |         |        |

19

20 The motion to appoint 2018 Officers received sufficient affirmative votes and is henceforth  
21 approved: 9 Ayes, 0 Nays, 0 Absent, 0 Abstain.

22

23 **(c) 2018 Committees** – Ms. Smith noted that with resignations, the composition of  
24 the committees required review. Mr. Tooley volunteered to serve on the Audit  
25 Committee. Director Demers moved to appoint Mr. Tooley to the Audit  
26 Committee, 2<sup>nd</sup> by Director Brashaw – all members voted in support of the  
27 appointment of Mr. Tooley to the Audit Committee. Chairman Wright asked Ms.  
28 Smith to review the standing committee appointments. She presented the  
29 following:

1           Audit Committee: Chairman Wright, Director Brashaw, Director Sutton and now  
2 Director Tooley.

3           Finance Committee: Chairman Wright, Director McNamara, Director Hammond,  
4 Director Purdy, and former Director Nelson.

5           The board consented to remove Mr. Nelson and appoint Mr. Tooley. Consensus to  
6 appoint Mr. Tooley to the Finance Committee was received.

7           Governance Committee: Chairman Wright, former Director Nelson, Director  
8 LaMacchia, Director Ashley, Director Purdy. After discussion it was determined this  
9 committee could remain intact with no changes except the removal of Mr. Nelson  
10 following his resignation.

11           Business Review Committee: Ms. Smith noted there is one special committee  
12 appointed to review loan applications and fees. This committee is composed of  
13 Chairman Wright, Director Ashley, Director LaMacchia, Director Demers, and  
14 Director Purdy. After discussion it was determined this committee could remain  
15 intact with no changes except the removal of Mr. Nelson following his resignation.  
16

17           **(d) ABO Annual Evaluations** – Ms. Smith noted that it was time to conduct the  
18 annual evaluation of the Board. She distributed ABO evaluations and asked that  
19 they be anonymously collected at the March 22<sup>nd</sup> meeting. Several members  
20 deposited forms on a side table following the meeting.  
21

22           **(e) FY2016 Audit** – Ms. Smith noted that PHMV and Company would be  
23 conducting the 2017 audit which would be reviewed by the Audit Committee in  
24 mid-March before coming to the full Board on March 22<sup>nd</sup>. It was agreed that  
25 Thursday, March 22<sup>nd</sup> would be an acceptable date for this meeting. Ms. Smith  
26 noted that the audit and annual report must be submitted to the ABO within 90  
27 days following the end of the fiscal year, which is March 30<sup>th</sup>.  
28

29           **4) Old Business –**

30           **(a) Post Office Lease** – Ms. Smith stated that as requested she had provided the  
31 Board with information and background on the post office lease. The board has  
32 some discussion, there was no action taken.

33           **(b) Marketing Materials** – Ms. Smith presented recommendations for rack cards  
34 following the December 20<sup>th</sup> meeting. She presented recommendations for  
35 purchasing 250 rack cards, and business cards to promote the Corporations  
36 programs and available funds. Discussion ensued and it was decided that it would  
37 be more economical to purchase 1000 rack cards and business cards to be  
38 distributed to 8 local banks, the chambers, and IDA.  
39

40           **5) Items for Discussion – None**

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42           **6) Adjournment** - The motion was made to adjourn the meeting by Director Hammond, 2<sup>nd</sup>  
43 by Director Ashley.  
44

45           Vote: All Ayes (9/0), motion carried and meeting was adjourned at 8:57 AM.