

Bolton LDC/Norowal Marina Inc. - Board of Directors Meeting- December 12, 2007  
State of New York  
Warren County  
Town of Bolton

Present: Supervisor Alexander G. Gabriels III, Jason Saris, Scott Andersen, Phil Farbaniec, Joel Jacko, Craig Hannon, Art Baker, Counsel Michael Muller and Supervisor-Elect Kathy Simmes

Public in Attendance: O. Maranville

Absent: None

### **REGULAR MEETING**

Alexander G. Gabriels, III (Z. Gabriels) called the meeting to order at 5:12 PM.

#### Announcements:

Supervisor Gabriels began the meeting by welcoming the newest BLDC members Craig Hannon and Art Baker.

Scott Andersen and Zandy Gabriels have been named as directors effective 1/1/08

#### Correspondence:

Z. Gabriels stated that Pontoon Boat Tours want to run Pontoon Boat Guides on Lake George. He stated that they discussed this issue the last time and it was decided that they were not going to allow commercial ventures to operate out of Norowal in the immediate future and that they would rather allow the space for the transient boaters.

Henry Caldwell asked about renting out Mitzi's old shed and stated that they should discuss that.

Email from Tony Carver regarding a boat shrink wrap program.

#### Treasurer's Report:

*BLDC-CMJ and AGG have requested that GF National request only a review, not an audit of Norowal financial records. Zandy Gabriels has signed Contract w/ CMJ for Review suitable for GF National (NOTE: This issue was discussed after "New Business" item "Launch Ramp")*

Z. Gabriels stated that in their original loan agreement the bank required an audit of their books. He continued that they have consolidated the books of the BLDC and Norowal for income tax purposes and CMJ indicates that an audit of those books would be very

expensive. He stated that the BLDC books would be fairly simple but the Norowal Marina books are very complicated and they requested that the bank just review the books in order to show GFN Bank that the Business Plan and the underlying finances are solid enough as a business. He stated that CMJ received comment from GFN that a review would be in order and their estimate for the review would be \$3,000-4,000 and he signed off on that and hopes that it meets with everyone's agreement.

*Audit of BLDC's books- not yet determined.*

Z. Gabriels asked Counsel if the review for GFN Bank would satisfy the legal accounting requirements of the NYS PAAA or if they need an actual audit of the BLDC books.

Counsel stated that this NYS PAAA is fairly new and was unsure of the answer at this point. He further stated that this was set up for big authorities such as, the Port Authority and Transit Authority, and they are not prepared for the little authorities, so if they do anything that has sediment as far as accuracy that they are probably a leader in their compliance.

*CMJ to provide future projections of financial condition based on 0% increase in Revenues and 0% increase in expenses to determine when income taxes might become an issue. (NOTE: This issue was discussed after the "New Business- Compliance with NYS PAA Schooling and Audit")*

Z. Gabriels stated that with the consolidation of the income tax statements for Norowal and BLDC, they did not have to pay any federal or state income taxes. He continued that CMJ has also indicated that they will not have to pay in for quite some time. He stated that he has requested CMJ to give them some projections, based on little or no change to income or expenses, when the tax liability would start.

BLDC Board:

*Need to establish a pro Forma Budget for BLDC for 2008*

Z. Gabriels stated that he included a tentative budget for the BLDC which was based on the WC LDC budget. He stated that they will need to get some sort of budget together for the BLDC as part of the NYS PAAA, for the Board internally as well as for justification purposes of income, expenditures and requests for bed tax monies.

J. Saris asked if they had any operating statements from the marina. Z. Gabriels stated that they use QuickBooks which could provide statements and reports which get sent to CMJ at the end of the year for tax purposes. He apologized for not having a more detailed budget and will have more numbers to work from in January.

*Pricing Schedule*

New Business:

*Launch Ramp- Status- Capital contributions to be made by NYSDEC-ramp-for discussion with DEC (NOTE: this issue was discussed directly after correspondence)*

J. Jacko stated that they finished Monday. He thanked J. Saris and S. Andersen for their expertise in helping to make sure that the ramp was built the way it was supposed to be built. He further stated that he is concerned because since the work has been done the area is still a little soft in the approach area. He talked to Joan to get the area chained off but as of today they are still not chained up and the approach area was used today. He feels that it should be protected longer than the week that the contractor had suggested. He stated that they should have additional keys for some of the Board members so that in an emergency that they can respond quickly. He continued that they have not made any further payments to Kubricky and they have not asked for it, but will be giving them an itemized list of total cost. He stated that they were a few snags along the way, but they were handled well. He stated that approximate total cost would be about what they anticipated on paying. He stated that they need to move some of the money over from the other accounts to pay for it. He stated that they could write the check from either Norowal or the BLDC account.

S. Andersen stated that he would rather see the ramp locked for the winter and not let anybody use it until spring. He stated that with plowing it this winter he can go around it and over it without using the plow on the ramp. He further stated that Kubricky didn't want them to plow it because it will be soft on the edges. He continued that at this point he didn't feel that may people would be using it.

J. Saris stated that G. Sicard saw someone the ramp today. He further stated that they have too much invested in the ramp and that it should remain closed.

A. Baker asked if they have always left it open in the winter.

P. Farbaniec stated that in the past there was never a need to chain it. He further stated that they will get a chain up there as soon as they can. He stated that the Fire Dept uses the ramp if they have to launch their airboat and that if necessary the BLDC could give them a key. He stated that upon discussing this with some of the fireman, they stated that they would not be using the airboat until the ice is in. He continued that currently it is a non-issue, but if they intend to chain it off all winter that they will need to have some discussion with the Fire Dept.

J. Saris stated that he did not have a problem giving the Fire Dept a key.

S. Andersen stated that once the lake froze they could take down the chain.

P. Farbaniec asked if they use the ice eaters there and have open water can the Fire Dept launch their air boat. S. Andersen stated yes.

S. Andersen continued that he has tied an ice eater up across the ramp because Kubricky stated that they do not want any ice or anything pushing up against it.

P. Farbaniec stated that their main goal is to get the chain put up.

J. Jacko stated that they know where the chains and locks are but they do not have any access to them.

Z. Gabriels stated that he remembers asking that not only all Department Heads but also all BLDC members be provided keys a lockbox for this kind of situation. He further stated that when they get duplicate keys to make enough.

P. Farbaniec asked if the newest members had any questions pertaining to the status or financing.

O. Maranville asked if they have a key policy in their By-Laws to keep track of who has them. P. Farbaniec stated no.

J. Jacko stated that he didn't think it was unreasonable to have 3 or 4 sets of keys made and distributed. Z. Gabriels agreed. Z. Gabriels asked if Linda Bennett was in town. J. Jacko stated that he called Joan and that they went over this with her.

A. Baker asked if there is any type of activity during the winter when the lake freezes, such as access on an off the ice. Z. Gabriels stated that most of the docks have ice eaters in front, but they did establish by easement an access to the ice over Buzz Lamb's sandy beach on the east end of the marina. He continued that other than that access the only other activity would be snow plowing.

J. Jacko brought up the issue of amending the by-laws regarding the number of members allowed on the BLDC. He stated that originally up to 5 members were allowed. He read this statement: I would suggest that such an amendment can only occur after prior notice to the current Board members or waived by all Board members whatever your wishes are or present to make a waiver for requiring their written acknowledgement that they have had notice prior to the meeting, town in attendance." He stated that they could vote to change the numbers or they can waive the idea and proceed with what they have. He stated that another point of issue is that maybe they should separate the two Boards and have separate entities.

M. Muller stated that as of 1/1/08 K. Simmes is a member of the BLDC because according to the By-laws as Town Supervisor she is to be on the Board. He stated that it is co-terminus with the Supervisor position. He further stated that according to the NYS PAAA since she is the Town Supervisor she should not hold any key position, such as President, Vice President, etc and that the BLDC and the Town of Bolton act independently.

M. Muller continued stating that he was unaware if current public authorities on the BLDC currently hold key positions and asked what position Z. Gabriels currently held. Z. Gabriels stated no, that they changed that to be in compliance with the NYS PAAA. J. Jacko stated that currently there is a Secretary/Treasurer as one person and a President. P. Farbaniec stated for the record that he is the President and the J. Jacko is the Secretary/Treasurer of the BLDC. M. Muller asked P. Farbaniec knew the length of his term. P. Farbaniec stated he didn't know. K. Simmes stated that it was in the By-laws. Counsel stated that is where he established the terms. He continued that the Town Supervisor would be in a director position on the Board, which would be co-terminus with their 2 year term in office, the President, VP, Director and Secretary Director would be 4 year terms and assistant Secretary and Treasurer would be...

Counsel continued that they should keep some criteria in mind, he stated that J. Jacko was correct in pointing out that there are 5 positions that were created in the original documents, he stated that they can expand, but when they are talking about making an amendment to the By-laws you are talking about Town notice, and asked if all Directors were present. K. Simmes stated that J. Maranville was not present. Z. Gabriels stated that J. Maranville has made mention to him that he has resigned. J. Saris stated that he has verbally resigned, but it is not in writing. Counsel stated that they should accept his resignation by resolution.

Motion by P. Farbaniec to accept J. Maranville's resignation. Seconded by J. Jacko. All in Favor. Motion Carried.

Counsel stated that every Director has the right to prior notice of any proposed change or amendment to the By-laws. He stated that ideally notice goes out ahead of time, and that it did not occur here. He stated that the next step would be to waive the right to receive notice and that is not done. He stated that the next step would be to have a unanimous 100% all present, that they can then take action unless somebody feels like they would like to have this deferred and then you would go through the steps of notice and having this on the agenda.

Counsel asked if anyone wanted notice. All Board members agreed that they did not want notice. Counsel suggested next to make a motion to allow for the expansion of the BLDC Board. He further recommended that whatever the number, that it remains an odd number, for voting purposes. J. Jacko asked if it was voting members. After discussion it was decided that the newest members would not be voting in this decision since they were chosen by the TB for the new 2008 BLDC Board.

J. Saris stated that the whole reason behind the expansion has come from their experience. He stated that the members of the BLDC are volunteering their time and the work has been labor intensive and they are looking to spread the work to more individuals.

J. Saris asked Counsel if they choose 9 members for the By-laws but have some vacate positions, could they operate with less. Counsel stated that although it is not a preferred method of operating that they could.

Motion by Z. Gabriels to amend the By-laws to expand the BLDC Board from 5 to 9 members. Seconded by P. Farbaniec.

P. Farbaniec asked what the difference was between the BLDC and the Norowal Board. Counsel stated that he would get to that once they have voted on this issue.

J. Jacko asked that with any additional members of the BLDC, could the recommendation come from this Board to the TB, rather than the TB acting on its own. Counsel stated yes, that he wants the BLDC to start acting with some independence. J. Jacko asked if that was written. Counsel stated that yes, it is the not-for-profit corporation Article 14 which states that they are acting independently from the TB and the body constituent is drawn from your membership. Counsel further stated that in the BLDC By-laws there is a flexible standard as to what constitutes a member. He stated that a member does not have to be a full-time resident, but you have to be affiliated or associated with the Town of Bolton, such as a non-resident business owner or seasonal resident.

Z. Gabriels asked Counsel if the authority to appoint new members to the BLDC rests with the TB. Counsel stated yes. Z. Gabriels stated that in the future, recommendations can come from the BLDC. Counsel stated that he hoped that it wouldn't come to a point where there was an impasse. J. Saris stated that he has never known the TB to not be respectful of the recommendations like this and doesn't expect that to change.

Counsel referred to his email that he sent to J. Jacko regarding the newest members and how it is important to note that all members of the BLDC are indemnified and defended for all those who are volunteers working for the Town of Bolton. Counsel stated that the new members, as well as the current members, should be made aware of this liability insurance that covers them while working for the BLDC. Z. Gabriels stated that the liability insurance is in effect right now and that in another vote the two newest members would be covered as well. Counsel stated that the indemnification of members should be a part of their organizational meeting.

All in Favor. Motion Carried.

Counsel stated that K. Simmes as of 1/1/08 will be effective as a Director with full voting privileges on the BLDC, but she cannot be President, Vice President, Secretary or Treasurer.

J. Saris asked Counsel with regard to the amendment, and the appointment of the additional members that were made prior to the by-laws, does that need to be redone in any way. Counsel stated that they should make a resolution to accept these new members.

Motion by Z. Gabriels to accept C. Hannon and A. Baker as new members to the BLDC. Seconded by J. Saris. All in Favor. Motion Carried.

Counsel stated that in response to the question of having two separate boards for Norowal and BLDC, he stated that Norowal Marina is a business corporation and it acts as a wholly owned subsidiary of the BLDC, it can do nothing unless the BLDC acts and tells them to do something. He stated that the initial thought was to have Norowal absorbed into the BLDC, but as per CMJ they feel as though it should be a slower process to avoid the tax burden and that they should act as two peas in a pod. Counsel stated that the officers for Norowal Marina should be the acting in the same capacity of the BLDC. He further stated that Norowal and the BLDC are bound together by contract, loans, interest and by taxes and it would be best to be bound together and consolidate the Boards.

J. Saris asked if they need a motion for this. Counsel stated yes.

P. Farbaniec stated that he was not comfortable with the consolidation. J. Saris stated that the officers are what are to be shared. Counsel stated that as an officer of Norowal Marina, you have no authority without the BLDC, so it should be the same people. P. Farbaniec asked what happens when they meet as the Norowal Board. Counsel stated that he doubts that they can and doubts that they should. P. Farbaniec asked if the only time business transactions can occur is when the BLDC is sitting. Counsel stated yes. P. Farbaniec asked what the alternative would be. Counsel stated that he isn't comfortable saying that there is an alternative, because in business corporation law, a privately held corporation is private, but they basically have a public entity here and a public entity needs to abide by Public Officer's Law, Prior Notice Law, etc. He further stated that they have to be transparent. P. Farbaniec stated that this would put the Norowal Marina Board in the position to give notice of all of their meetings and have them open.

P. Farbaniec asked Counsel why they even have to have a Marina Board at all. Counsel stated that when the Town decided to purchase to operate the marina, Buzz Lamb did not want to sell the land, he wanted to transfer his stock. He continued that by law, a municipal government may not own a business enterprise, so a Local Development Corporation was formed which is quasi governmental and by contract can work with the municipality and do government work and it may, as a not-for-profit corporation, own stock in a business corporation. Counsel stated that the BLDC should acquire assets, have income ... and will in the future have revenue that will be brought back into the community in the basis of loan maintenance, revolving credit as well as anything that the Town might want to do in the business area and in the early years this cannot be done because it is just going to carry debt. Counsel stated that if they get rid of Norowal that they will be responsible for the capital gains tax.

J. Saris asked if the people operating Norowal Marina can still meet and take care of day to day business without requiring public notice. Counsel stated yes. J. Saris asked if notice would only be required for major policy change. Counsel stated yes, some action like a new contract.

Counsel recommended that make a resolution to have the BLDC and Norowal Marina Boards act together.

Z. Gabriels stated that according to CMJ, the long term capital gains tax would be approximately \$760,000.00. Counsel stated that this would be in effect at the time of when the real estate is transferred by the corporation or if the corporation is dissolved. Counsel stated that they could go to the State again and ask for assistance in paying this tax.

Motion by J. Saris to have the BLDC and Norowal Marina Board act in unison and have the same officers for both Boards. Seconded by C. Hannon.

P. Farbaniec stated that he wants to insure that after the first of the year that they have an organizational meeting to name the officers and their terms. Counsel stated that they should have an organizational meeting every year. He stated that originally it was set for March, because that is when the corporation was started, but it could be set for any time. He stated that in the organizational meeting should outline the officers and terms. P. Farbaniec asked if they should add an organizational meeting date to the motion. Counsel stated that it should be held as a separate motion. Z. Gabriels asked if there were any other comments or discussion, stating that this issue can always be revisited in the future.

All in Favor. Motion Carried.

Counsel stated that with regard to the organizational meeting, as a point of order, with an amendment to the By-laws, it is intended to have prior notice. He stated however, all parties are here and they can waive that formality of notice.

Motion by P. Farbaniec to have an organizational meeting on January 9, 2008 at 5:00 PM. Seconded by Z. Gabriels. All in Favor. Motion Carried.

K. Simmes asked who was responsible for setting up the meetings and providing notice. Counsel stated that the Secretary of this corporation is responsible.

P. Farbaniec asked if the terms of the Board Members and Officers were staggered. Counsel stated yes, they were staggered when they were originally created, but they can be changed. Counsel stated that originally the Board was to have the Town Supervisor as a Director co-terminus with their Supervisor term, 2 officers that were 4 years and 2 officers that were 2 years, and that they may change that as they see fit.

Z. Gabriels asked if they had anymore legal questions before Counsel had to leave. J. Saris stated that there was some new language that they needed to adopt. Counsel stated yes, that with regard to the organization of the corporation, with DEC cooperation and NYS funding, there were several levels of different input of how to operate the Marina. He stated that it should be spelled out in a Marina Operating Plan (MOP) which the DEC would like but has not requested. J. Jacko stated that yes, DEC

has requested the MOP and a copy of the Conservation Easement. Counsel stated that the DEC is the one responsible for writing the Easement and therefore should have a copy. J. Jacko stated that the person he spoke to did not have a copy of the Easement. J. Jacko further stated that when they were considering asking DEC for more funding for the marina, the DEC stated that they would not even discuss the matter further until they received an MOP and a signed copy of the Easement. Counsel stated that he can assure them that they have a signed copy and received two certified copies from the WC Clerk's Office before they even sent the check.

Counsel stated that he is proposing a covenant to be added to the Conservation Easement that would provide that this Board and all future Boards will not subdivide or lease the space at the marina. He stated that they can do things to improve the access for the public, but they cannot take on commercial enterprises. He continued that they have to be consistent what is allowed for public access, public park and public marina. Counsel stated that they can have consignments which would allow for a person(s) to operate some segment of the enterprise, such as run the gas dock. Counsel stated that he wants to finalize the covenant so that it is undisputed and a matter of public record in the WC Clerk's Office.

*Discussion with NYSDEC re: Conservation Easement- need to create Marina Operations Manual which should also include justification of all rates and how determined*

Z. Gabriels stated that they need to discuss and finalize for the MOP all rates for launching and parking and justification for each. He stated that the BLDC surveys the area marinas and launches and they choose a price that is neither at the low nor high end of the spectrum. J. Saris stated that part of the MOP, it is the policy that they agreed to that their commitment was to supply lake access in a non-competitive manner. He stated that there is a concern that if they run a seemingly not-for-profit organization competing with for-profit organizations they could basically put them out of business and this is not their intent. Counsel stated that the State's intent was to always keep this public and the language in the covenant in the easement is that public park means something very special in statutory law.

Z. Gabriels stated that he was unsure where they would go with consignment. Counsel gave an example that if someone wanted to run their bait shop down at the marina and if the Board felt as though it would be part of the public service, a consignment could be worked out.

J. Saris suggested that at the organizational meeting that they come prepared to start creating the MOP, by gathering the necessary information prior to the meeting. He stated that they already have a starting point from the original Board members and they can take that and move forward.

*Upstate Boat Show/Promotions:*

S. Andersen suggested that the BLDC may want to consider for next month a possible promotional event at the Upstate Boat Show at the Dome (Glens Falls) in March and knows there are a few booths left. He stated that the booth is approximately \$250-300 for a 10' x 10' booth. He continued that similar facilities rent these booths and hand out leaflets or flyers stating information, hours and rates. He stated that the event will see approximately 7,500 boaters from the capital district and recommended that they think about participating in this year's event. He continued that they should make a decision no later than end of January if they would like to have a booth available. Z. Gabriels stated that he felt that this would be a great idea for the marina and the Town.

J. Saris stated that he agreed that the Show would be a great promotional tool. He continued that they now have the best launch ramp on Lake George and he feels that they should let the public know that they are going to see a new launch ramp and they will have the capability to handle larger boats.

J. Jacko stated that he is pleased with the ramp because it is the best, but now need to improve the bathrooms to go along with it. K. Simmes asked if they have made any improvements to the bathrooms. J. Jacko stated that they have done everything possible within the space that they have. He stated that the Linda and Joan have done as much as they could cosmetically and hopes to get through the season before they have to do something. J. Saris stated that they do not have to make the bathrooms any bigger, but they do need to modernize them.

*BLDC to make request to TB for \$45K in Bed Tax monies for 2008?*

Z. Gabriels asked the Board if they want to make the request to the Bed Tax Committee for expenditures such as promotions, accounting, and legal fees. He continued that the Committee currently has \$125,000 worth of requests (including the Norowal request) and the estimated revenue is approximately \$128,000.

Motion by C. Hannon to make the request to the TB Bed Tax Committee for \$45,000.  
Seconded by J. Jacko.

P. Farbaniec asked how they can justify the need for the money. Z. Gabriels stated that they other than what he described above (promotions, accounting, legal fees) the remainder could be used to set up a down payment for the capital gains tax down the road.

P. Farbaniec stated that he was in favor of the request but asked if it fit the profile of what the money should be used for.

K. Simmes stated that Barbara Wineshank has talked to the County Atty who has said it was not legal to give this money to the BLDC.

J. Saris stated that when they initially checked into this type of request, the County Atty had no problem with it. Z. Gabriels stated that Senator Little, the Board of Supervisor Occupancy Tax Committee, Tourism Committee, Board of Supervisors, Counsel Muller and TB have no problem with this request , but the County Atty does have a problem with it because they have not resolved this as a capital expenditure.

P. Farbaniec stated that when they did an analysis to see about putting in the new ramp, some people noticed that they had the money to do that, and is concerned about the public perception in making this request.

J. Saris stated that they need to change the public perception so that they understand that the bed tax money is not their tax dollars. He continued that when they took over Norowal many repairs have been and still need to be made. He stated that a lot of the hotels and motels do not have launching facilities on their properties for their guests and Norowal supplies that and having a functional marina insures the viability of the businesses that generate the bed tax money.

S. Andersen stated that when they Senator Little endorsed this and some of the legislators endorsed this, they sold it on the fact of promoting tourism and promoting business through tourism and the State gave us the money based on Lisa Nagel's survey which stated that the marina was that important to Bolton and Adirondack's tourism. He continued that the State generates \$900,000 yearly tourist revenue from the islands on Lake George which comes through public access like Norowal.

K. Simmes asked if they could show an itemized list of what the money would be used for. She stated that most businesses request bed tax money for promotional things and come prepared to show how the money is used. Z. Gabriels stated that WC comes up with a formula and allocates the money. K. Simmes asked how each justifies the money they get. S. Andersen stated that each could justify it by saying that they brought revenue to the Town/City. K. Simmes stated that she was not against the request, but stated that it may be helpful to have the request detailed as to how the money will be used for those who may be questioning it.

Z. Gabriels stated that they will need to make this a functioning entity at least for the next 18-20 years until the mortgage is paid off and cover the tax liability.

J. Jacko gave an overview of their accounts for the newest members of the Board. He stated that the BLDC has an account, Norowal has an account, they have CD's at GFN and they have a separate account to cover the mortgage. He stated that they had a great year last year and need another great year in 2008 to continue with the repairs. Z. Gabriels stated that in January they will need to finalize the finances from their perspective and then the books will be closed for CMJ to complete the taxes.

Z. Gabriels stated that he agreed with K. Simmes and that they should outline in the MOP to insure long term fiscal integrity of the marina to justify with more specificity than they have to date.

All in Favor. Motion Carried.

*Compliance with NYS PAAA Schooling and audit- (NOTE: This issue was discussed after the "Treasurer's Report- Audit of BLDC books"*

Z. Gabriels stated that all members of the BLDC have to go through a mandatory one-day training exercise which is offered on a periodic basis in various locations in Albany. He continued that the BLDC or Norowal should pick up the expenses.

J. Saris asked about the schedule of classes offered.

Z. Gabriels stated that he has asked Trish Nettinger, lawyer in the WC Attorney's Office, who is the Counsel for the WC LDC, to put BLDC on the distribution list, so that when they find out what is important it will get passed to them.

*Verizon Easement*

Z. Gabriels stated he has a copy of an easement from Verizon that is requesting an easement over their property in order to provide new service to a cabin on Norowal Road. He stated that he only had one copy and will provide copies to all members for their review.

Old Business:

Out of season ramp usage- more prevalent than originally thought (NOTE: This issue was discussed as part of "New Business-Launch Ramp Status")

Public in Attendance:

O. Maranville asked if the State has the same boat size restrictions as the Town on their docks. Z. Gabriels stated yes that it is a set width in the Conservation Easement of approximately 8 ft. wide. S. Andersen stated that this issue was talked about in length when setting up the Conservation Easement and it is their understanding that the boats would be more of patrol boats and regular boats rather than the work boats because of the width and the tone that they were trying to set there and he believes that there is language in the Easement to the effect. He continued that there is no limit on the number of boats, but they have to fit within the 253 ft of dock space.

O. Maranville asked if they had any projections as to when the BLDC will be financially ready to commit to other local development projects. Z. Gabriels stated that they will

first have to pay the mortgage (18-20 years) and then the long term capital gains tax before they can start committing any money back to the community.

O. Maranville asked J. Saris if he was going to be voting member of the BLDC and if it would be a conflict of interest being a TB member. J. Saris stated that he could be a voting member but could not be an officer. J. Saris explained that with the change of the law, the BLDC has changed so that the majority of the Board are non-TB members and that any of those who are TB cannot be officers.

O. Maranville asked about J. Saris being a liaison. J. Saris stated that they will need to talk about all the liaisons at the organizational meeting. K. Simmes asked if they could discuss liaisons on December 27 at the TB session.

Executive Session: None

Next scheduled meeting January 9, 2007 at 5:00 PM

Z. Gabriels stated at the next meeting they will need a Marina Operating Plan.

C. Hannon moved to adjourn at 6:45 PM. Seconded by P. Farbaniec. All Favorable. Motion carried.

Minutes submitted by Kristen MacEwan.