

LDC – Minutes

July 21, 2005

Bolton Local Development Corporations

Present: Ron Alcan, Scott Andersen, Buck Bryan, Alexander G. Gabriels III, Jason Saris, Maureen Donovan (WCEDC), Dusty Rhodes and LDC Counsel Michael Muller.

Absent: Richard Bartlett

REGULAR MEETING

Z. Gabriels called the regular meeting to order at 4:36 pm.

ANNOUNCEMENTS:

- Even though there may be three (3) or more Town Board Members in attendance at the LDC meetings, the NYS Open Meetings Law bars members from discussion and certainly deciding any Town Business. Z. Gabriels said the LDC meetings are for LDC issues only.

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COMMITTEE REPORTS:

Saris: None

Alcan: None

Bartlett: None

Bryan: B. Bryan provided his Weekly Report to all LDC Members and Town Board Members in attendance.

B. Bryan said information from Mike Wilkins is pending.

B. Bryan provided all LDC Members with a copy of a letter dated July 19, 2005 from Corky Lamb regarding a preliminary list of assets of Norowal Marina, including a current daily dock boy schedule for period #2 and a current parking lot attendant schedule for period #2. B. Bryan said he and R. Alcan will review the information and the all LDC Members will discuss at a later date.

Gabriels: Treasurer's Report: Z. Gabriels said (1) the LDC has expensed just under \$81K to date for financial and individual expenses and (2) these figures do not include the \$75K of Bed Tax Funding and (3) he received a call from LDC Counsel saying that the LDC is exempt from mortgage tax filing fees, which will equate to a savings of approximately \$20K-\$25K.

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OLD BUSINESS:

Regarding the NYSDEC, Maureen Donovan (1) provided all LDC Members and LDC Counsel with (1) copies of a standard conservation easement that the WCEDC received from John Keating (the NYSDEC contact in Albany) and (2) the draft purchase agreement with the attachment of the Conservation Easement and gave an update by saying (1) the NYSDEC appraisal went out to bid the week of July 11, 2005 and should take about 14 days, (2) the LDC does not have to approve the Conservation Easement in its entirety to begin the appraisal process, so the NYDSEC will begin this process without final LDC approval, (3) after the bids are received, the NYSDEC then provides 45-90 days for the appraisal process and is trying very hard to do it within 45 days, (4) she suggests that while the appraisal is out to bid and in the review process, that the LDC comes to some

conclusion on modifications/approvals to the Conservation Easement, (5) the conservation Easement that is in place now is the easement that went out to bid, so if there are proposed changes to it then the LDC needs to get those proposed changes to the NYSDEC as soon as possible so the bid documents can be altered, (6) LDC Counsel should deal directly with NYSDEC attorney Scott Abrahamson on any changes to the Conservation Easement, (7) the Conservation Easement is in the makings of the contract and the contract is what Glens Falls National Bank will need to adequately commit to gap financing and (8) the NYSDEC indicated that they have received everything that they needed from the Bolton LDC at this time to move the process forward to the appraisal.

B. Bryan asked if the Conservation Easement will have to be agreed upon bilaterally and Maureen Donovan answered, yes. LDC Counsel the Conservation Easement will be discussed in further detail in Executive Session, per the NYSDEC's stamp indicating this document is not for public viewing, discussion or distribution.

Maureen Donovan said the NYSDEC would like a copy of the Environmental Assessment. LDC Counsel said there were two matters that were handled, documented and closed and he presented the Environmental Assessment to Glens Falls National Bank. Z. Gabriels said he will provide the NYSDEC and Mr. Lamb with copies of the Environmental Assessment.

NEW BUSINESS:

Regarding the Financial and Organization Plan, B. Bryan handed out to all LDC Members, (1) the changes/revisions/deletions to be replaced in all LDC Members' "Norowal Operating Plan" (also known as the "Marina Operating Plan" or "MOP") binders, (2) copies of Norowal Marina's Current Operating Plan under Mr. Lamb for LDC Member review and (3) a letter from Corky Lamb dated July 19, 2005 as referenced in the ***Committee Reports*** section, and said (1) changes were made based on R. Bartlett's suggestions, (2) he and R. Alcan updated the winter storage figures per information from J. Saris and S. Andersen, (3) the SOP (Standard Operating Procedures)

will be a complete operating manual, (4) he is requesting Dusty Rhodes and LDC Counsel review and give feedback, (5) there will be \$200K extra for the Town of Bolton after the mortgage is paid off that he would like to see go to recreation. Z. Gabriels said it is the opinion of the Town Board that the \$200K is a considerable amount of money. LDC Counsel said (1) basically the LDC will be developing a developmental fund to fund, foster and promote business. B. Bryan asked if it will be the sole discretion of the LDC for where the \$200K goes and LDC Counsel answered, yes.

Regarding TD Banknorth, Z. Gabriels said (1) Mike O'Connell submitted specific terms to the LDC which will be discussed in Executive Session.

Regarding Glens Falls National Bank, Z. Gabriels said (1) David Kaiser is still pushing for the LDC's signed letter of commitment for the \$2.5 million loan before proceeding with its appraisal, (2) Glens Falls National Bank's appraisal process will take four to five weeks and (3) Alan Greenspan's report shows that interest rates are going up.

B. Bryan said he is not comfortable with the LDC signing the letter of commitment in its current form, without changes being made. Z. Gabriels said he will review the commitment letter that Glens Falls National Bank wants the LDC to sign. LDC Counsel said (1) the commitment from Glens Falls National Bank is inviting the borrower for signature and a commitment with a fee of \$2,500.00 then the bank will start its work with its appraisal, (2) built into the Glens Falls National commitment is the expectation that the money from the state has arrived and (3) the commitment between the LDC and Glens Falls National Bank is negotiable and should be negotiated. All present LDC Members agreed they would like R. Bartlett to negotiate with Glens Falls National Bank on behalf of the LDC and S. Andersen said he would approach R. Bartlett on the matter.

Dusty Rhodes said because of the delayed closing, the LDC should be prepared that there may be a change in the interest rate. R. Alcan said he is unsure about committing this soon to any bank.

Regarding Educational / Outreach and the public relations campaign, J. Saris (1) said the draft of the FAQs document has been reviewed by Mr. Lamb and LDC Counsel, (2) gave revised copies to the LDC Members for review, (3) suggested the final document be distributed in each Town of Bolton mailbox and (4) suggested the LDC move forward with the finalization and distribution of this information. LDC Members discussed the revised draft, made suggestions and additional revisions and agreed the LDC should move forward on this matter.

PUBLIC IN ATTENDANCE:

From the public, Susan Volkmann said that at a prior meeting she asked and was told that the LDC can go to the Town to borrow money that will need to be paid back and LDC Counsel said that was correct.

APPROVE PAYMENT OF LDC BILLS:

Z. Gabriels said there is a bill to the LDC from Jarrett-Martin Engineering for the Environmental Assessment in the amount of \$2,117.79 and there is a bill from Curtis, Murphy & Jeffreys LLP for the 20006-2010 Projections in the amount of \$3,900.00.

RESOLUTION #15

J. Saris moved, seconded by R. Alcan to pay the bills to Jarrett-Martin Engineering and Curtis, Murphy and Jeffreys LLP as presented. All favorable. Motion carried.

J. Saris said Mr. Lamb requested a copy of the Environmental Assessment and Z. Gabriels said he will contact Jarrett-Martin Engineering a request a courtesy copy of the Environmental Assessment be sent to Mr. Lamb. Dusty Rhodes said the bank may require documentation of the spill clean-up. Z. Gabriels said there will be a meeting with LDC Counsel on this matter. S. Andersen said (1) there was a small spill, (2) the spill was documented by ENCON and ENCON told Mr. Lamb to cover the spill and (3) the item is just a formality that needs clearing up. Z. Gabriels agreed and said the documentation just needs to be finalized.

EXECUTIVE SESSION:

The LDC Members adjourned the regular meeting and entered executive session at 5:27 pm to discuss contract negotiations.

The LDC Members adjourned Executive Session, reconvened the regular meeting and adjourned the regular meeting at 7:15 pm.

Respectfully submitted by

Jennifer Torebka

Recording Secretary

07/25/05