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**Clayton Local Development Corporation Board:**

Jamie Ganter, Chairman  
Bobby Cantwell, Vice Chairman  
Chris Bogenschutz, Asst Sec  
Mike Hazelwood

John Cooper, Treasurer  
Mike Bashaw  
Lance Peterson  
Christine Powers

Doug Rogers  
Jack Stopper  
Dennis Weller  
Norma Zimmer

**Exec Dir:** Kristi Dippel

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CLDC Annual Meeting December 7, 2023

**CLDC ANNUAL MEETING AGENDA**

**Annual Meeting Items**

Nominating Committee Report

- Re-appointment of Board Members
  - Jack Stopper (effective 1/2024)
- Board Officer Appointments
- Vacant Board Position Appointment

Committee Chairperson Appointments

Action on Annual Contracts: CIA contract, 2023 Auditor

Annual Board Performance Evaluations

Annual Board Acknowledgements: Fiduciary Duty and Conflict of Interest Disclosure

**Old Business**

**New Business**

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*Clayton Local Development Corporation is an equal opportunity provider and employer. To file a complaint of discrimination, write: USDA, Director of Civil Rights, 1400 Independence Ave., SW, Washington DC 20250-9410, or call (800) 795-3272 (voice) or (202) 720-6382 (TDD)*

# Clayton LDC 2023

## Standing Committees & Positions

### Governance Committee

Dennis Weller - Chair  
Jamie Ganter  
Jack Stopper  
Bobby Cantwell  
Chris Bogenschutz  
Doug Rogers

### Nominating Committee

Chris Bogenschutz - Chair  
Chris Powers  
John Cooper

Ethics Officer: Doug Rogers

### CLDC Audit Committee

Christine Powers – Chair  
Mike Bashaw  
Doug Rogers  
Jamie Ganter

### Loan & Grant Review Committee

Chris Powers - Chair  
Doug Rogers  
Jamie Ganter  
Jack Stopper

## Advisory Committees

### Riverwalk/REDI

Dennis Weller - Chair  
Lori Durand  
Norma Zimmer

### Strategic Planning Committee

Doug Rogers - Chair  
Dennis Weller  
Jamie Ganter  
Christine Powers  
Jack Stopper

### DRI Committee

Jamie Ganter - Chair  
Bobby Cantwell  
Dennis Weller  
John Cooper  
Jack Stopper  
Chris Powers

### Confidential Evaluation of Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Authority.				
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.				
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.				
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.				
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.				
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.				
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.				
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.				
Board members demonstrate leadership and vision and work respectfully with each other.				

Date Completed: \_\_\_\_\_



## *Acknowledgement of Fiduciary Duties and Responsibilities*

As a member of the Authority's board of directors, I understand that I have a fiduciary obligation to perform my duties and responsibilities to the best of my abilities, in good faith and with proper diligence and care, consistent with the enabling statute, mission, and by-laws of the Authority and the laws of New York State. The requirements set forth in this acknowledgement are based on the provisions of New York State law, including but not limited to the Public Authorities Reform Act of 2009, Public Officers Law, and General Municipal Law. As a member of the board of directors:

### I. Mission Statement

I have read and understand the mission of the Authority; and the mission is designed to achieve a public purpose on behalf of the State of New York. I further understand that my fiduciary duty to this Authority is derived from and governed by its mission.

I agree that I have an obligation to become knowledgeable about the mission, purpose, functions, responsibilities, and statutory duties of the Authority and, when I believe it necessary, to make reasonable inquiry of management and others with knowledge and expertise so as to inform my decisions.

### II. Deliberation

I understand that my obligation is to act in the best interests of the Authority and the People of the State of New York whom the Authority serves.

I agree that I will exercise independent judgment on all matters before the board.

I understand that any interested party may comment on any matter or proposed resolution that comes before the board of directors consistent with the laws governing procurement policy and practice, be it the general public, an affected party, a party potentially impacted by such matter or an elected or appointed public official. However, I understand that the ultimate decision is mine and will be consistent with the mission of the Authority and my fiduciary duties as a member of the Authority's board of directors.

I will participate in training sessions, attend board and committee meetings, and engage fully in the board's and committee's decision-making process.

### III. Confidentiality

I agree that I will not divulge confidential discussions and confidential matters that come before the board for consideration or action.

### IV. Conflict of Interest

I agree to disclose to the board any conflicts, or the appearance of a conflict, of a personal, financial, ethical, or professional nature that could inhibit me from performing my duties in good faith and with due diligence and care.

I do not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of my duties in the public interest.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Authority Name: \_\_\_\_\_

Date: \_\_\_\_\_

**Clayton Local Development Corporation**

**Initial/Annual Conflict of Interest Disclosure for Directors, Officers and Key Employees**

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**INSTRUCTIONS:**

- A. Capitalized terms used but not defined in this Statement have the meanings given to them in the Clayton Local Development Corporation Conflict of Interest Policy for Directors, Officers and Key Employees (the “Policy”). Additional definitions can be found in the Appendix A.
- B. This Statement must be completed by any individual prior to election or appointment as a Director, officer or Key Employee of Clayton Local Development Corporation and annually thereafter on or before a date specified by the Chair of the Board of Directors Governance Committee. Note, however, that pursuant to the Policy, the duty to disclose Conflicts of Interest is a general and continuing obligation, and each director, officer or Key Employee remains obligated to disclose potential Conflicts of Interest on an ongoing basis as and when required by the Policy, notwithstanding prior submission of this Statement.
- C. With respect to each transaction, arrangement or business relationship disclosed below, identify (to the extent known) the material terms of the transaction, arrangement or business relationship, and whether the applicable processes set forth in the Policy have previously been used to disclose the reporting individual’s relationship and to approve the CLDC transaction, arrangement or business relationship.

**DISCLOSURE STATEMENT:**

In accordance with the Clayton Local Development Corporation Conflict of Interest Policy for Directors, Officers and Key Employees (the “Policy”), the undersigned hereby:

- 1. I am, or a family member is, party to transactions, arrangements, or business relationships (other than my direct service to the CLDC as a Director, officer or Key Employee) to which Clayton Local Development Corporation or an Affiliate\* of the CLDC is, or may reasonably be expected to be, a party.

Yes. Please describe

No

**Clayton Local Development Corporation**

**Initial/Annual Conflict of Interest Disclosure for Directors, Officers and Key Employees**

2. I am, or a family member is, an officer, director, Director, member, owner, or employee of an entity/entities with which Clayton Local Development Corporation or an Affiliate\* of the of the CLDC has, or may reasonably be expected to have, a transaction, arrangement or business relationship.

Yes. Please describe.

No

3. I have, or a family member has, a Financial Interest in or with an entity/entities with which Clayton Local Development Corporation or an Affiliate\* of the CLDC has, or may reasonably be expected to have, a transaction, arrangement or business relationship.

Yes. Please describe.

No

4. I may have a Conflict of Interest with the following transactions, arrangements or business relationships in which Clayton Local Development Corporation or an Affiliate\* of the CLDC is, or may reasonably be expected be, a participant, and that are not otherwise disclosed above.

Yes. Please describe.

No

**Clayton Local Development Corporation**

**Initial/Annual Conflict of Interest Disclosure for Directors, Officers and Key Employees**

5. I affirm that:
- a. I have received a copy of the Policy;
  - b. I have read and understand the Policy;
  - c. I agree to comply with the Policy; and
  - d. I understand Clayton Local Development Corporation is a not-for-profit entity and, in order to maintain its federal tax exemption, the CLDC must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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Name (print)

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Signature (Not necessary if responding electronically)

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Date

## **Clayton Local Development Corporation**

### **Initial/Annual Conflict of Interest Disclosure for Directors, Officers and Key Employees**

#### **APPENDIX A**

##### **Definitions**

###### **Transactions, Arrangements, Business Relationships**

Transactions include all business transactions for which payments were made.

Arrangements include loans, grants and other assistance. Grants and other assistance include scholarships, fellowships, stipends, research grants, internships, prizes, awards, and similar payments and distributions made or use of facilities by CU during the fiscal year. It does not include salaries or other compensation to employees.

Business relationships between two persons include any of the following:

1) One person is employed by the other in a sole proprietorship or by an organization with which the other either is a, director, officer, or key employee, or owns a 35% or greater share. 2) One person is transacting business with the other (other than in the ordinary course of either party's business on the same terms as are generally offered to the public), directly or indirectly, in one or more transaction involving transfers of cash or property valued in excess of \$10,000 in the aggregate during the fiscal year. 3) The two persons are each a director, officer, or greater than 10% owner in the same business or investment entity.

Privileged relationship exception: For purposes of this question, a "business relationship" does not include a relationship between (1) attorney and client, (2) medical professional (including psychologist) and patient, or (3) priest/clergy and penitent/communicant.

###### **Family Member, Family Relationship**

Unless specified otherwise, the family of an individual includes only his or her spouse, ancestors, brothers and sisters (whether whole or half), children (whether natural or adopted), grandchildren, great grandchildren, and spouses of brothers, sisters, children, grandchildren, and great grandchildren.