



Clayton Local Development Corporation Board:

Jamie Ganter, Chairman
Bobby Cantwell, Vice Chairman
Christine Powers, Secretary
Chris Bogenschutz, Asst Sec
John Cooper, Treasurer

Mike Bashaw
Tim Doney
Mike Hazlewood
Doug Rogers

Jack Stopper
Dennis Weller
Nancy Hyde
Timothy LaLonde

Exec Dir: Kristi Dippel

CLDC Board Meeting

January 4, 2024 - 4:00 pm @ 913 Strawberry Lane

Agenda

Approval of December 7, 2023 Regular and Annual Minutes

Chairman's Report

2024 Goals
Housing Study/Committee

Jamie Ganter

Treasurer's Report

John Cooper

Director's Report

CBIT
Stakeholders meeting
Board evals/fiduciary & CoI documents

Kristi Dippel

Committee Updates

Governance Committee

Municipal Updates

Planning Board
Town projects
Village projects

Old Business

New Business

Need for Executive Session



Clayton Local Development Corporation
913 Strawberry Lane, Clayton NY 13624
Phone 315-686-3212 Fax 315-686-2503
www.claytonldc.org

Meeting Minutes of December 7, 2023

Chair Jamie Ganter called the December meeting of the Clayton Local Development Corporation to order at 4:19 p.m. Also in attendance were Vice Chairman Bobby Cantwell, Secretary Christine Powers, Mike Bashaw, Kathy LaClair, Jack Stopper, Dennis Weller, Nancy Hyde, and Tim LaLonde. The following members were absent: Chris Bogenschutz, Treasurer John Cooper, Mike Hazlewood, and Doug Rogers. Executive Director, Kristi Dippel was also in attendance.

On a motion by Dennis Weller, second by Tim LaLonde, the Board unanimously approved the minutes of the meeting of November 2, 2023, with no further discussion.

Chair Jamie Ganter reported the Goals for 2024. The Board reviewed the proposed goals and made recommendations for minor changes. The Goals will be presented to the Village and Town Boards.

Executive Director, Kristi Dippel, presented the November Treasurer's report in John Cooper's absence. One bill to the CIA for \$3,041.67 was presented leaving a balance of \$9,938.71 in the General Account. With no activity in the Reserve Account, the balance remains at \$1,772.67. On a motion by Chris Powers, second by Tim LaLonde, the Board unanimously approved the Treasurer's report and the payment of the bill, copy of which is attached to these minutes.

Under the Executive Director, Kristi Dippel's report, the following were discussed:

Housing Study

No further information to discuss at this time.

NYMS Technical Assistance Award

The Ringer Gallery application under the Restore NY Grant was not awarded however, this business did receive a grant for a "technical assistance study" for the project and this award will reimburse 75% of the \$18,750 cost. ED Kristi Dippel wrote the grant application for this award.

Local Waterfront Rehabilitation Project

The Village was awarded \$90,000 of the \$120,000 total cost to hire a consultant to update the LWRP. This grant does include administrative fees for the CLDC. This project will be ongoing for several years and will include both Village and Town participation.

Stakeholder's Meeting

The agency is still waiting for a response from potential speaker Jim McKenna, of the Regional Office of Sustainable Tourism. The timing and details of the event will be determined once a speaker is identified. Kristi will follow-up with Mr. McKenna.



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Committee Reports

Chris Powers, Chair of the Audit committee stated the committee met to review the Charter and Procedures and presented a couple of questions to the Governance Committee. See below.

Dennis Weller, Chair of the Governance committee, stated they reviewed the Charter and do not recommend any changes to the Audit committee section and provided clarifications for the Audit committee. It was determined that video and audio conferencing is allowed however, email meetings are not. The Governance committee also commented on the terms of office for the agency and details will be provided at the January meeting for clarifications.

Under Municipal Updates:

Planning Board - Doug Rogers was absent, therefore no report was presented.

Town of Clayton – it was noted that the Town is working on assessments and the introduction of the new Town Supervisor, Tim Doney.

Village of Clayton – Mayor Nancy Hyde updated the board on the following topics:

Waive attenuator new section will be added in the spring to better protect the waterfront.

Gravel will be removed from the Frink Park area and replaced with concrete.

DOT crosswalks will be completed soon.

Traffic Study results are expected soon from Barton & Loguidice.

French Creek subdivision development is delayed by the DOH.

The next Regular Board Meeting will be held on January 4, 2024. On a motion by Nancy Hyde second by Jack Stopper, the meeting adjourned at 5:21 p.m.

Respectfully submitted,

Christine A. Powers
Secretary



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Annual Meeting Minutes of December 7, 2023

Chair Jamie Ganter called the Annual Meeting of the Clayton Local Development Corporation to order at 4:01 p.m. Also in attendance were Vice Chair Bobby Cantwell, Secretary Christine Powers, Mike Bashaw, Kathy LaClair, Jack Stopper, Dennis Weller, Nancy Hyde, and Tim LaLonde. The following members were excused: Chris Bogenschutz, Treasurer John Cooper, Mike Hazlewood, and Doug Rogers. Executive Director, Kristi Dippel was also in attendance.

Chair Ganter welcomed our new Village of Clayton Mayor, Nancy Hyde. The organization overview PowerPoint will be sent to Nancy for review.

For the Nominating Committee report, Chair Jamie Ganter reviewed the Board seat status in the absence of Chair Chris Bogenschutz. The re-appointment of Jack Stopper effective 1/2024 will be on the agenda for the Village and Town Boards to approve in December. The vacant community member board seat has been accepted by Norma Zimmer upon the appointment at the Village and Town Board meetings in December. Norma will replace Dennis Weller whose term has expired.

Existing Officer Appointments were nominated as follows:

**Board Chair – Jamie Ganter
Vice Chair – Bobby Cantwell
Secretary – Chris Powers
Asst. Secretary – Chris Bogenschutz
Treasurer – John Cooper**

On a motion by Chris Powers, second by Nancy Hyde, the Board unanimously approved the board seat appointments and the slate of officers.

Committee Chairperson appointments were nominated as follows:

**Governance Committee: Nancy Hyde
Ethics Officer: Doug Rogers
Audit Committee: Christine Powers, with Tim LaLonde being added to the committee
Nominating: Chris Bogenschutz
Loan & Grant Review: Christine Powers**

On a motion by Nancy Hyde, second by Bobby Cantwell, the Board unanimously approved the Committee Chairperson slate.

The Advisory Committees for Strategic Planning and DRI will see no changes.



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Dennis Weller will remain as advisor to the CLDC board.

The next agenda item was the review of the Annual Contracts. The annual contract between the Clayton Improvement Association, LTD (CIA) and the Clayton Local Development Corporation (CLDC) was reviewed with no change in the amount. On a motion by Nancy Hyde, second by Bobby Cantwell, the Board unanimously approved the annual CIA contract as presented. The annual contract for the auditor, DiMarco, Abiusi & Pascarella, was approved at \$6,100.00. This is an increase of \$200 over the previous contract. On a motion by Christine Powers, second by Nancy Hyde, the Board unanimously approved the annual Audit contract.

Chair Ganter presented the annual Confidential Board Performance Evaluation form. Board members were asked to complete, retain a copy for their records, and return to Kristi. In addition, Board Members were asked to complete the Acknowledgement of Fiduciary Duty and Conflict of Interest Disclosure forms.

On a motion by Bobby Cantwell, second by Mike Bashaw, the Annual meeting adjourned at 4:19 p.m.

Respectfully submitted,

Christine A. Powers
Secretary

CLDC GOALS FOR 2024

1. Work with the Village of Clayton, the Town of Clayton, local businesses and organizations to submit viable applications to appropriate NYS, federal and regional funding opportunities and programs that will benefit the community.
2. Continuing to work with local agencies and municipalities to expand and connect the local trail and walkway system, to include the Sissy Danforth Trail and Clayton Riverwalk.
3. Explore additional revenue generating activities to ensure the future sustainability of the CLDC.
4. Continue to work toward generating measurable action items in the updated Strategic Plan.
5. Work with the Town and Village of Clayton, as well as the Joint Planning board towards revising and updating the 2013 Joint Local Waterfront Revitalization Plan.
6. Review completed housing study and determine next steps which may include potential actions, need for additional information and support.
7. Work with potential developers for possible development projects in the community

ARTICLE III

MEMBERS

1. **Membership.** The Members of the Corporation shall consist of the following persons:
 - (a) Supervisor of the Town of Clayton
 - (b) Mayor of the Village of Clayton
 - (c) Seven (7) persons appointed jointly by the Clayton Town Board and the Clayton Village Board
 - (d) Jefferson County Legislator for District #1
 - (e) Superintendent of Schools for Thousand Islands Central School District
 - (f) Chairman of the Clayton Joint Planning Board
 - (g) President of the Clayton Chamber of Commerce
2. **Term of Office.** The members mentioned in subparagraphs (a), (b), (d), (e), (f), and (g) above shall serve at the pleasure of persons who appointed or elected them and may be removed from membership by such persons at any time without cause. Notwithstanding the above, such persons appointed shall be for a 3-year term and vacancies shall be filled for the remainder of the term. Appointments will be staggered so that 1/3 of the Board shall be eligible for appointment or reappointment each year. Appointed members are subject to reappointment by the appointing authority and as reflected in the minutes of the Town of Clayton and Village of Clayton Boards.
 - (a) **Term Limits.** Each of the seven (7) members appointed by the Clayton Town Board and Clayton Village Board shall be appointed to no more than three consecutive three-year terms of office. If a member originally fills a vacant position for the balance of a three-year term, the three term limitation shall not begin until the member's first full term. Provided, however, any member who reaches this three term limit who is an officer of the corporation shall be exempted from such limit until he or she no longer holds such office. A former board member who has completed three

consecutive terms may be eligible again after a one-year hiatus from the board.

3. Rights of Members.

(a) Property Rights. No member of the Corporation shall have any right or interest in or to the property or assets of the Corporation. All property and assets of the Corporation shall be solely subject to the direction, control of, and expenditure by the members.

Should the Corporation be liquidated or dissolved or otherwise cease business, the property and assets of the Corporation shall be distributed for the corporate purposes as provided in the Certificate of Incorporation in accordance with the direction of a majority of then qualified and acting members present at any meeting duly called for such purpose, and without other affirmative action by the members.

(b) Voting Rights. Each member of the Corporation shall be entitled to one vote in person, at any annual, monthly or special meeting of the members of the Corporation. In the event a member is absent from a meeting, he/she may vote via tele/video conference, where all members present can hear conversation and the vote of that member. A member may also vote via written or electronic communication.

(c) Alternates. In the event the Supervisor and/ or Mayor will be absent from a meeting, they may inform the Chair of the designation of a non-voting representative to attend and participate in such meeting in their stead.

4. Board of Directors. The Board of Directors shall consist of the whole membership of the Corporation. All power and authority of the Corporation shall be vested in the Board of Directors.

(a) Directors shall not receive compensation for the performance of their duties, but shall be reimbursed only for reasonable and necessary expenses which they may incur in the performance of their duties.

5. Meetings. The annual meeting of the Board of Directors shall be held on the first Thursday in December of each year., Regular meetings shall