

**SENECA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
MEETING MINUTES**

Thursday, December 5, 2019
12:00 Noon
Heroes Conference Room
Seneca County Office Bldg.
Waterloo, NY

Attendance:

IDA Board Members Present: Steve Brusso, Chair; Thomas Macinski, Don Trout, Steve Wadhams, Valerie Bassett, Erica Paolicelli, Menzo Case, Thomas Kime and Jeff Shipley
Board Members Absent: None
Staff Attending: Patricia Jones, Deputy Director and Kelly Kline, Office Manager
Others Attending: Rob Halpin, The Halpin Law Firm; Robert Kernan, CFO; Mitch Rowe, County Manager; William Yale, Director, SVMC; Marie Smithgall, Carpenter Local 277; John Bond, Scepter Inc.; Kyle Krenzer, FL TV and Dave Shaw, FL Times

Call to Order:

Chairman Brusso called the meeting to order at 12:00 p.m. A quorum of the Agency's members was present.

Approval of IDA Minutes / Meeting of September 5, 2019:

The minutes of the Agency's regular meeting of September 5, 2019 had been sent to Board members prior to the meeting. A motion was made by Mr. Trout to approve the meeting minutes. Seconded by Ms. Bassett. Motion carried

Approval of IDA Minutes / Meeting of October 3, 2019:

The minutes of the Agency's regular meeting of October 3, 2019 had been sent to Board members prior to the meeting. A motion was made by Mr. Macinski to approve the meeting minutes. Seconded by Mr. Kime. Motion carried.

Approval of IDA Financials thru October 2019:

The IDA Financial statements thru October 2019 had been mailed to board members prior to the meeting. Mrs. Paolicelli summarized the financial statements for the board. After discussion, a motion was made by Mr. Case to accept the October 2019 financial statements. Seconded by Mr. Macinski. Motion carried.

Approval of Engagement Letter / Raymond F. Wager, CPA.PC for 2019 IDA Audit:

A copy of the 2019 IDA Annual Audit Engagement Letter from the office of Raymond F. Wager, CPA, P.C. was provided to Board members prior to the meeting. Chairman Brusso noted that the Audit Committee

has reviewed the Engagement letter and is recommending approval by the full board. There is a modest increase in their fee of \$425. A motion was made by Mr. Macinski approving the 2019 Annual Engagement Letter. Seconded by Ms. Bassett. Motion carried.

Livestream Requirement:

Governor Cuomo recently signed a bill requiring IDAs to livestream meetings and public hearings “to the extent practicable” beginning on January 1, 2020 and posting same to the agency’s website for five years. Staff has received a contract from Finger Lakes TV / FLCC to provide these broadcasting services for the 2020 year. A copy of the contract was provided to board members prior to the meeting. Finger Lakes TV Production Director, Kyle Krenzer gave an overview to the board on what they can expect in the new year with the livestreaming. Chainman Brusso advised the board that the governance committee met on November 14, 2019 at which time they reviewed the contract and is recommending approval of the terms. A motion was made by Mr. Trout approving the contract with Finger Lakes TV/FLCC. Seconded by Ms. Bassett. Motion carried.

Governance Committee Report:

Mr. Brusso chairman of the IDA Governance Committee advised Board members the Committee met on November 14th of this year, reviewed the following policies, and are recommending approval by the full Board:

a) Approval of IDA Policies:

New Proposed Policy: Sexual Harassment Policy :

A copy of the proposed policy was provided to board members prior to the meeting. New York State now requires every employer to have a Sexual Harassment Policy in place, with training provided to employees annually.

Established Policies with No Modification:

The following policies were provided to Board members prior to the meeting and were presented as follows with no changes: Administrative Guidelines Policies and Procedures, Audit Committee Charter, Conflict of Interest, Capitalization Policy, Code of Ethics, Disposition of Property Policy, Equal Opportunity Policy, Finance Committee Charter, Governance Committee Charter, Investment Policy, Procurement Policy, Records and Retention Policy, Supplies and Equipment Policy, Uniform Tax Exemption Policy, Whistleblower Policy, Mission Statement and RLF Management Plan.

A motion was made by Mr. Macinski approving the Sexual Harassment Policy and all established policies listed above with no modifications. Seconded by Mr. Case. Members Macinski, Case, Bassett, Wadhams, Trout, Paolicelli, Brusso, Kime and Shipley voted “yea”. Motion carried.

b) Nominations for 2019 IDA Officers:

Chairman Brusso noted that the Governance Committee serves as the nominating committee and they have presented their 2020 nominations as follows:

Steven Brusso / Chairman
Valerie Bassett / Vice Chairman
Erica Paolicelli / Treasurer
Steve Wadhams / Secretary

If Board members would like to make any other nominations, please contact staff. The vote will take place at the Annual IDA Meeting in January.

c) Governance Self Evaluation:

The IDA Governance Committee Charter requires that they report to the full IDA Board, at least annually, any proposed changes to the Governance Charter or the Governance Guidelines. A copy of the evaluation was provided to board members prior to the meeting, and no changes were noted.

d) Contract Renewals:

Five contracts for Professional Services for the 2020 calendar year are up for renewal: Fisher Associates; Dermody Burke and Brown; Eleanor Beattie, IDA Bookkeeper; Jim Armstrong, Business Retention & Expansion Specialist; and Robert E. Kernan Jr., CFO. All five contracts have been reviewed by the Governance Committee and approval by the full board was recommended.

1. **Fisher Associates** offers professional engineering services. Their annual contract fee is for up-to \$10,000 and would be billed on an as-needed basis.
2. **Dermody Burke and Brown** provides accounting services with a \$6,600 annual fee.
3. **Eleanor Beattie** is an independent contractor who currently performs bookkeeping duties for the IDA/EDC/SVMC at a price of \$675 a month for a maximum of 20 hours monthly, which is an increase of \$25 a month.
4. **Jim Armstrong** is a business expansion and retention specialist. His services are not to exceed \$15,000 for 2020

A motion was made by Mr. Trout approving renewal of all four contracts above. Seconded by Mr. Macinski. Members Macinski, Case, Bassett, Wadhams, Trout, Paolicelli, Brusso, Kime and Shipley voted "yea". Motion carried.

5. Robert E. Kernan, Jr., as CFO with a monthly service fee of \$1,500; \$1,000 is paid by the IDA and \$500 is paid by the EDC

A motion was made by Ms. Bassett approving renewal of Mr. Kernan's contract as CFO. Seconded by Mr. Kime. Members Macinski, Bassett, Wadhams, Trout, Paolicelli, Brusso, Kime and Shipley voted "yea". Mr. Case abstained. Motion carried

Approval of Items to be Disposed per Supplies and Equipment Policy:

In accordance with the IDA's Supplies and Equipment Policy, a list of obsolete office items is to be presented to the board for disposal. There are no disposable items for 2019.

Board Meeting Schedule 2020:

A proposed meeting schedule for the monthly 2020 IDA Board Meetings had been mailed to Board Members prior to the meeting. The updated schedule can be found on the IDA Website.

Adoption of Strategic Plan:

A copy of the strategic plan was provided to the board prior to the meeting. The plan was put up for public review and comment and as of November 1, the IDA had received eight comments from the public regarding the strategy. Those comments, if relevant, were incorporated into the revised strategy. The revised plan was provided to the Strategic Plan Steering Committee and all comments that staff received back from them were positive. Today we would like approval by the board and then it would be brought before the Board of Supervisor at their February 2020 meeting. A motion to approve the Strategic plan was made by Mr. Trout. Seconded by Ms. Bassett. Motion carried.

New IDA Website:

Staff has been working for the last six months on website upgrades and Improvements to the already existing IDA website. The new site was launched on November 18th and may be viewed at www.senecacountyida.org.

Grant Status Report:

The Grant Status report had been provided to Board members prior to the meeting. Ms. Jones summarized the report.

Loan Status Report:

The Loan Status report had been provided to Board members prior to the meeting. There are currently four loans and all are current.

Approval of Scepter Easement at Deer Run:

Ms. Jones advised board that a gas line easement for the Scepter property at Deer Run was approved and recorded a few years ago but expired by its terms after 12 months with no pipeline being constructed. The language in the easement would require Scepter, when they put in the pipeline, to do it in a way that will not interfere with the landowner and install the pipeline in a safe manner. The landowner would not be able to dig a well or build a building on the easement but would be allowed to install a rail spur. Scepter has already secured permanent easements all the way to the interstate pipeline two miles away at significant cost – except for this property. Legal counsel has reviewed the easement and are recommending approval. Mr. John Bond, Scepter Plant Manager, spoke to the board on the easement. At the current time, Scepter is not ready to move ahead with the project but because the property owned by the IDA is in the process of being sold, they are ready to put in a sleeve so that they can then put the pipeline in when the time is right. A motion was made by Mr. Trout approving the permanent easement. Seconded by Mr. Shipley. Motion carried.

Other Business:

Bill Yale, Cemetery Director, provided an update on the Sampson Veterans Memorial Cemetery to the board. The EDC has been managing the cemetery for a little over 8 years with the agreement set to expire on June 30, 2021. To date there have been 675 burials, of which 541 are Veterans and 134 are dependents. Mr. Yale noted that this past November Governor Cuomo introduced legislation that aims to create a state veterans cemetery in New York. The State will be looking for locations to establish a State cemetery and Sampson Veterans Memorial Cemetery will be ready to be included in that search. Construction is almost completed on the firehouse, which is being funded with a \$2.5M grant being overseen by the county. The annual Wreaths Across America event will be held on December 14, 2019 at 10:30am.

Executive Session:

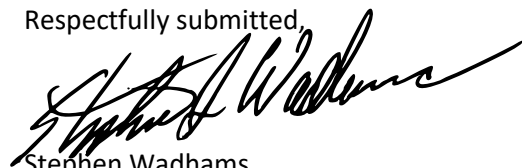
Chairman Brusso requested a motion to enter into Executive Session for the discussion of the medical, financial, credit or employment history of particular persons, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of particular persons and to discuss the financial, credit or employment history of a particular corporation, or matters leading to the approval of a contract for a particular corporation. A motion was made by Mr. Case at 12:41 p.m. to enter into Executive Session. Seconded by Mr. Trout. Motion carried. A motion was made by Mr. Trout at 1:07 p.m. to come out of Executive Session. Seconded by Mr. Kime. Motion carried.

A motion was made by Mr. Macinski to approve the recommendation by the Governance Committee of staff salary adjustments for Patricia Jones, \$1K annual increase and Kelly Kline, 4% annual increase for 2020. Seconded by Mr. Trout. Motion carried.

A motion to adjourn the meeting was made by Mr. Trout. Seconded by Ms. Bassett. Motion carried. The meeting adjourned at 1:42 p.m.

The next regular scheduled meeting will be held on January 9, 2020 at 12:00 pm in the Heroes Conference Room in the Seneca County Office Building.

Respectfully submitted,



Stephen Wadhams
Secretary

pc: Margaret Li, Clerk, Board of Supervisors