

**BROOME COUNTY INDUSTRIAL DEVELOPMENT AGENCY
GOVERNANCE COMMITTEE
April 18, 2018 - 11:15 AM
The Agency Conference Room, 2nd Floor
FIVE South College Drive, Suite 201
Binghamton, NY 13905**

PRESENT: J. Bernardo, R. Bucci, J. Stevens, W. Howard and D. Marusich

GUESTS: K. McManus and B. Haynes

ABSENT: S. Feehan

STAFF: K. McLaughlin, T. Gray, S. Duncan, C. Norton, N. Abbadessa and C. Hornbeck

PRESIDING: J. Bernardo

AGENDA ITEM 1: Chairman Bernardo called the meeting to order at 11:15 a.m.

AGENDA ITEM 2: Accept the March 21, 2018 Governance Committee meeting minutes: Mr. Bucci made a motion to accept the minutes, seconded by Mr. Bernardo; the MOTION CARRIED UNANIMOUSLY.

AGENDA ITEM 3: Review/Discussion/Recommendation with respect to whether Board members must be present to vote to approve meeting minutes. As per Counsel, Mr. Meagher, there is no necessity for Board members to be present to vote to approve meeting minutes.

MOTION: Motion to implement protocol going forward. On a MOTION by Mr. Bucci; seconded by Mr. Bernardo, the MOTION CARRIED UNANIMOUSLY.

AGENDA ITEM 4: Public Comment: None

AGENDA ITEM 5: Review/Discussion/Recommendation of a Resolution Authorizing a Lease/Leaseback Transaction to Facilitate the Acquisition, Renovation and Equipping of an Apartment Building, Commercial Office Space and Parking Lot Project Appointing Freewheelin ANSCO, LLC, Agent of The Agency for the Purpose of Acquiring, Renovating, Equipping and Leasing the Project and Authorizing the Execution and Delivery of Certain Documents with

Respect Thereto, Including a Payment-In-Lieu-of-Tax Agreement Deviating from The Agency's Uniform Tax Exemption Policy. Mr. McLaughlin stated that Matthew Paulus was present at our last Board Meeting and will attend our Board Meeting today to answer questions from the whole Board. Mr. McLaughlin continued that this is the final stage of approval for consideration of a 20-year PILOT for the 9 and 16 Emma Street project, a 100-unit market grade apartment project, with 50,000 square feet of commercial space. Mr. McLaughlin stated that the City of Binghamton Mayor signed a letter in favor of the project; formal approval is expected at Binghamton City Council Meeting. Mr. McLaughlin stated that Binghamton City Council is very much in favor of the project and everything is in place for consideration by the Board. Mr. McLaughlin further stated that Mr. Paulus sent out requests for bid and would like to close on the PILOT by May 1, 2018. As required, a public hearing took place on April 12, 2018 and at that time, Mr. Brian Whalen commented on the project. Mr. McLaughlin explained the benefits of the project to Binghamton City Council. A discussion ensued. Mr. McLaughlin recommended the Governance Committee move the project forward.

MOTION: Motion to move the Resolution to the full board for approval. On a MOTION by Mr. Bucci; seconded by Mr. Bernardo, the MOTION CARRIED UNANIMOUSLY.

AGENDA ITEM 6: Review/Discussion/Recommendation of a Resolution to enter into an Agreement with Elan Planning, Design & Landscape Architecture, PLLC for a Redevelopment Feasibility Study on 600 Main Street, Johnson City, Town of Union, Broome County, NY. Ms. Duncan explained that The Agency received approximately \$200,000 in grant funds in conjunction with Senator Schumer's Office and the Department of Defense for redevelopment of the site, as it was once considered a military contract. The Agency issued an RFP two months ago and received five proposals in response from planning, consulting and design firms. The Agency interviewed four of the five and have opted to move forward with Elan Planning, based in Saratoga. Elan's team includes locals Rick White and Dan Griffiths, who have extensive knowledge in flood mitigation and have done projects following the 2006 and 2011 floods. This contract will enable The Agency to move forward with Elan. Ms. Duncan stated The Agency is planning a series of Stakeholder Meetings May 1st and May 2nd. A discussion ensued. Mr. Bucci asked about Elan's fee; Ms. Duncan advised it is just under \$150,000. Mr. Bucci also asked about a time table, which Ms. Duncan replied Elan's expectation to be completed by November.

MOTION: Motion to move the Resolution to the full board for approval. On a MOTION by Mr. Bucci; seconded by Mr. Bernardo, the MOTION CARRIED UNANIMOUSLY.

AGENDA ITEM 7: Review/Discussion/Recommendation of a Resolution to approve BCIDA Bylaws and Policies and Procedures with no Changes. Mr. Gray stated that the Authority Budget Office (ABO) requires an organization's Bylaws and Policies and Procedures be approved annually and either re-approved with no changes, or approved with changes. Mr. Gray stated the staff looked over the Bylaws and Policies and Procedures from last year and there were no changes and request the Board approve them as they stand.

MOTION: Motion to recommend approval of BCIDA Bylaws and Policies and Procedures with no changes to the full board. On a MOTION by Mr. Bucci; seconded by Mr. Bernardo, the MOTION CARRIED UNANIMOUSLY.

AGENDA ITEM 8: Review/Discussion/Recommendation of a Resolution to approve 2017 Mission and Measurement Report. Mr. Gray stated that it is a requirement of the ABO that the IDA review its accomplishments from the previous year and also set goals for the following year. Mr. Gray stated that this report reflects the performance and goals related to the strategic plan, approved by the Board.

MOTION: Motion to recommend approval of 2017 Mission and Measurement Report to the full board. On a MOTION by Mr. Bucci; seconded by Mr. Bernardo, the MOTION CARRIED UNANIMOUSLY.

AGENDA ITEM 9: Review Summary Results of Confidential Evaluation of Board Performance. Ms. Norton stated that per the public authority clause, the ABO requires that once a year, the IDA Board conduct a confidential self-evaluation. Ms. Norton further stated this doesn't require approval, but is just for the Board's acknowledgement. Mr. McLaughlin stated that for the most part, Board members have a shared understanding of the mission and purpose of the Board. Mr. McLaughlin acknowledged one member didn't agree, or somewhat disagreed. Mr. McLaughlin then invited any Board member who didn't agree, or somewhat disagreed with The Agency's actions, to come and talk to him. Mr. McLaughlin further stated that he would like to address any serious problem and believes that as a staff, The Agency is moving ahead in a transparent manner; and tries to keep the Board as informed as possible. Mr. Bucci asked Ms. Norton how

this evaluation compared with last year's evaluation; to which Ms. Norton replied it was very much in line with responses from last year, with the exception of the two "somewhat disagree(s)." Mr. McLaughlin requested that the prior year's evaluation be available at the IDA Board meeting. Ms. Norton further stated that these evaluations are ultimately submitted to the ABO once a year. Mr. Bernardo stated that he felt one of the questions, "The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur," was an unfair question for Board members to answer. Mr. Gray referred to an annual report recently e-mailed to the Board, assessing "The Effectiveness of Internal Controls." Mr. Gray continued that the report, which is provided to the Board, looked at a list of prospective areas where risk could occur and an assessment of what the staff has done to address them, or whether there is any risk to the organization. Discussion ensued.

MOTION: No motion necessary.

AGENDA ITEM 10: Adjournment: Mr. Bucci made a motion for adjournment; it was seconded by Mr. Bernardo, and carried unanimously. Chairman Bernardo adjourned the meeting at 11:31 a.m.

The next meeting of The Agency Governance Committee is to be determined.