

**BROOME COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
GOVERNANCE COMMITTEE  
March 20, 2019 – 10:30 AM  
The Agency Conference Room, 2<sup>nd</sup> Floor  
FIVE South College Drive, Suite 201  
Binghamton, NY 13905**

PRESENT: R. Bucci, J. Peduto, C. Sacco, B. Rose, W. Howard and J. Stevens

GUESTS: R. Sweet, National Development Council (NDC)

ABSENT: None

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

PRESIDING: R. Bucci

**AGENDA ITEM 1:** Chairman Bucci called the meeting to order at 10:33 a.m.

**AGENDA ITEM 2:** Accept the December 19, 2018 Governance Committee meeting minutes: Chairman Bucci asked if there were any additions or deletions; hearing none, accepted the December 19, 2018 minutes, as written.

**MOTION:** No motion necessary.

**AGENDA ITEM 3:** Public Comment: None.

**AGENDA ITEM 4:** Review/Discussion/Recommendation of the Readoption of the Code of Ethics Policy, Defense and Indemnification Policy and the Whistle Blower Protection Policy with No Changes: Chairman Bucci stated hopefully, everyone had an opportunity to review the policies; this is important, because a lot of the members are involved in business or industry or even the University, and at times, there are issues coming before The Agency, which could pose a potential conflict of interest. Chairman Bucci continued, in some cases, the general public might raise issues that might not exist; this policy is a consensus of our Code of Ethics or possible conflict. Chairman Bucci asked if there are any questions on the Code of Ethics. Hearing none, Chairman Bucci stated he will entertain motions.

**MOTION:** Motion to Move the Recommendation to the full Board for Approval. On a MOTION by Ms. Sacco; seconded by Mr. Peduto, the MOTION CARRIED.

**AGENDA ITEM 5:** Review/Discussion/Recommendation of the Readoption of the Bylaws of the Broome County Industrial Development Agency, with No Changes: Chairman Bucci stated the Bylaws are straight-forward and asked is there any discussion, questions or comments on the Bylaws. Hearing none, Chairman Bucci requested a motion.

**MOTION:** Motion to Move the Recommendation to the full Board for Approval. On a MOTION by Mr. Peduto; seconded by Mr. Rose, the MOTION CARRIED.

**AGENDA ITEM 6:** Review/Discussion/Recommendation of the 2018 Mission and Measurement Report: Mr. Gray stated this report is a requirement of the Authority Budget Office (ABO); each year the organization reviews its goals from the previous year and sets goals for the subsequent year. Mr. Gray continued that since Mr. McLaughlin's tenure, strategic plans have been instituted, three to four years in length. This report is a capsulated version of what The Agency, as an organization, achieved in 2018 and hopes to achieve in 2019. Once approved and recommended to the full board, the report will be posted on The Agency's website. Chairman Bucci asked if there were any questions or comments; hearing none, requested a motion.

**MOTION:** Motion to Move the Recommendation to the full Board for Approval. On a MOTION by Mr. Rose; seconded by Ms. Sacco, the MOTION CARRIED.

**AGENDA ITEM 7:** Review/Discussion/Recommendation of Summary Results of Confidential Evaluation of Board Performance: Mr. Gray stated this is another requirement of the ABO. Annually, the Board is asked to review its performance, confidentially. The information is capsulized in this form and posted on The Agency's website. The evaluation provides the Board an opportunity to voice a possible issue. Mr. Gray continued, the Board seems to be in agreement on this criteria. Mr. Gray commented The Agency only has seven, as opposed to nine entries, noting that some members serving last year chose not to respond. Chairman Bucci requested a motion.

**MOTION:** Motion to Move the Recommendation to the full Board for Approval. On a MOTION by Ms. Sacco; seconded by Mr. Peduto, the MOTION CARRIED.

**AGENDA ITEM 8:** Review/Discussion/Recommendation Authorizing the Executive Director, on Behalf of The Agency, to Renew The Agency's Contract with National Development Council (NDC): Mr. McLaughlin asked Board members to review the contract regarding the function of the NDC. Mr. McLaughlin disclosed he formerly worked for NDC and that when Mr. McLaughlin began as Executive Director for The Agency, NDC was brought on as a consultant, serving a key role. Mr. McLaughlin continued that NDC is on top of the latest regulations and newest initiatives. Mr. McLaughlin advised the Board that Ms. Duncan completed training through the NDC. Mr. McLaughlin introduced Robert Sweet. Mr. Sweet stated he previously worked for the City of Binghamton; and then worked for the IDA, serving in the same role as Mr. Gray. Mr. Sweet has been with NDC for 12 years and provided a short description of NDC's function, as well as projects on which Mr. Sweet has assisted The Agency. Mr. Sweet acknowledged serving on The Agency's Business Development Fund and Business Retention & Expansion Fund Loan Committees. Mr. Sweet advised the Board that as part of NDC's contract, training, as received by Ms. Duncan, is available. Mr. Gray added that Mr. Sweet assists The Agency with loan structuring. A brief question and answer period followed, after which Chairman Bucci requested a motion to approve.

**MOTION:** Motion to Move the Recommendation to the full Board for Approval. On a MOTION by Mr. Rose; seconded by Ms. Sacco, the MOTION CARRIED.

**AGENDA ITEM 9:** Review/Discussion/Recommendation of an Extension of the Sales and Use Tax Exemption of Dick's Merchandising & Supply Chain, Inc. from June 30, 2019 to December 31, 2019: Mr. McLaughlin stated Dick's is moving toward completing the inside of the building, which will house the E-Commerce Facility. Dick's originally estimated construction would be done in June; however, found construction will go a couple months beyond that, requesting an extension of their Sales and Use Tax Exemption through December 2019. Chairman Bucci asked if there were any questions; there were none.

**MOTION:** Motion to Move the Recommendation to the full Board for Approval. On a MOTION by Mr. Peduto; seconded by Ms. Sacco, the MOTION CARRIED.

**AGENDA ITEM 10:** Review/Discussion/Recommendation of an Extension of the Sales and Use Tax Exemption for Engineering Manufacturing Technologies (EMT) from April 1, 2019 Through, and Including, December 31, 2019: Mr. McLaughlin stated this is the same situation; The Agency granted EMT a Sales and Use Tax Exemption for the expansion of EMT's business. The

construction got behind; EMT's Sales and Use Tax Exemption runs out at the end of the month. EMT is a company The Agency has done business with over the years; both through the IDA and loan funds. Mr. McLaughlin commented EMT is a great company, continuing to expand. Ms. Sacco asked for the location of the project; Mr. Gray responded 17 Kentucky Avenue, Endicott, NY. Chairman Bucci requested a motion.

**MOTION:** Motion to Move the Recommendation to the full Board for Approval. On a MOTION by Ms. Sacco; seconded by Mr. Peduto, the MOTION CARRIED.

**AGENDA ITEM 11:** Adjournment: Mr. Bucci asked if there was any other new business; hearing none, requested a motion for adjournment. On a MOTION by Mr. Rose; seconded by Ms. Sacco, the motion carried unanimously. Chairman Bucci adjourned the meeting at 10:48 a.m.

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