

**BROOME COUNTY INDUSTRIAL DEVELOPMENT AGENCY &
BROOME COUNTY LOCAL DEVELOPMENT CORPORATION
BOARD MEETINGS**

**FIVE South College Drive; Suite 201, 2nd Floor
Binghamton, New York 13905
Wednesday, March 18, 2020, 12:00 pm**

SYNOPSIS OF MEETING

PRESENT: J. Bernardo, W. Howard, D. Crocker and B. Rose

VIA TELECONFERENCE: J. Stevens, R. Bucci, J. Peduto, C. Sacco and J. Mirabito

ABSENT: None

GUESTS VIA TELECONFERENCE: L. Spurgin, Insero & Co. CPA's, LLP
E. Cleveland, Insero & Co. CPA's, LLP

STAFF: S. Duncan, T. Gray, N. Abbadessa, C. Hornbeck, B. O'Bryan and T. Ryan

COUNSEL VIA CELL: J. Meagher

PRESIDING: J. Bernardo

Ms. Duncan stated the IDA and LDC Board meetings will take place simultaneously. Chairman Bernardo stated the Board will approve financials for both first. Ms. Duncan confirmed Attorney Meagher is on his cell; Ms. Sacco requested Attorney Meagher check his email. Attorney Meagher confirmed he is checking email.

The joint meeting of the IDA and LDC was called to order at 12:18 p.m.

ITEM #1. OATH OF OFFICE: Chairman Bernardo administered the Oaths of Office for both the IDA and LDC to Mr. Howard.

MOTION: No motion necessary.

ITEM #2. APPROVE MINUTES FOR THE FEBRUARY 19, 2020 IDA BOARD MEETING: Chairman Bernardo stated he is looking for approval of the minutes of the February 19, 2020 IDA Board meeting.

MOTION: Mr. Stevens motioned to approve, seconded by Mr. Crocker, the MOTION CARRIED UNANIMOUSLY.

ITEM #3. PUBLIC COMMENT: None.

ITEM #4. EXECUTIVE DIRECTOR'S REPORT:

Ms. Duncan stated the only Executive Director's report is a reminder that Agency employees will work from home effective tomorrow, March 19, 2020.

Chairman Bernardo asked if anyone had questions relative to that. Hearing none, Chairman Bernardo then asked to do a roll call of the members on the phone: Ms. Sacco, Mr. Stevens, Mr. Peduto, Mr. Mirabito and Mr. Bucci announced they were calling via teleconference.

ITEM #5. LOAN ACTIVITY REPORTS AS OF FEBRUARY 29, 2020: The Internal Financial Reports for February were presented to the Board. The balances available to lend are \$693,000.62 (STEED), \$375,758.33 (BDF) and \$111,416.91 (BR + E). Chairman Bernardo asked if there are questions for Mr. Gray or Ms. Duncan relative to the internal financial reports; hearing none, Chairman Bernardo then asked if there are questions relative to The Agency's loan activity. Hearing no comments, Chairman Bernardo moved on to New Business.

MOTION: No motion necessary.

ITEM #6. RESOLUTION APPROVING the 2019 AUDIT OF THE BROOME COUNTY INDUSTRIAL DEVELOPMENT AGENCY (IDA) CONDUCTED BY INSERO & CO. CPAS, LLP (Insero): Chairman Bernardo stated he is looking for open discussion relative to the Audit of the IDA, then deferred to Mr. Stevens to take the Board forward regarding any questions relative to the IDA report. Mr. Stevens stated this is an unmodified opinion by Insero and the Audit & Finance Committee is recommending approval to the Board of the 2019 Audit of the IDA.

MOTION: To Approve the 2019 Audit of the Broome County Industrial Development Agency, Conducted by Insero. Mr. Stevens made the motion to approve the 2019 Audit of the IDA, as presented; seconded by Mr. Crocker. The MOTION CARRIED UNANIMOUSLY.

ITEM #7: RESOLUTION APPROVING the 2019 AUDIT OF THE BROOME COUNTY LOCAL DEVELOPMENT CORPORATION (LDC), CONDUCTED BY INSERO & CO. CPAS, LLP (Insero): Chairman Bernardo asked if there are any questions for our members from Insero regarding the Audit of the LDC? Mr. Stevens responded the Audit & Financial Committee met; this is an unmodified opinion, which is the highest that

can be received. The Audit & Finance Committee is recommending approval of the 2019 Audit of the LDC to the full Board.

MOTION: To Approve the 2019 Audit of the Broome County Local Development Corporation, Conducted by Insero. Mr. Stevens made the motion to approve the 2019 Audit of the LDC, as presented; seconded by Mr. Mirabito. The MOTION CARRIED UNANIMOUSLY.

Chairman Bernardo complimented Ms. Ryan and The Agency staff for a job well done and thanked the auditors, Ms. Spurgin and Mr. Cleveland.

ITEM #8. RESOLUTION ACCEPTING AN APPLICATION FROM 159 WASHINGTON HOLDINGS, LLC, FOR A SALE/LEASEBACK OR A LEASE/LEASEBACK TRANSACTION TO FACILITATE THE RENOVATION OF 159 WASHINGTON STREET, CITY OF BINGHAMTON, BROOME COUNTY, NY, INCLUDING A PAYMENT IN LIEU OF TAX AGREEMENT AND A SALES TAX EXEMPTION IN AN AMOUNT NOT TO EXCEED \$50,000.00:

Ms. Duncan stated the application is from Mr. Josh Bishop, who has purchased the former Ellis Brothers building in Binghamton. The project will consist of 27 one to two-bedroom apartments, targeted to young professionals seeking to live in downtown Binghamton. Mr. Bishop anticipates the use of tax credits as part of this project. The historical building will be preserved in accordance with local CAUD and State Historic Preservation guidelines. The total project investment is just shy of \$1.6 million. Job creation is not a high number (three jobs total); however, will provide needed housing, as well as construction jobs in connection with the project. Mr. Bishop is seeking a 10-year standard PILOT agreement. Chairman Bernardo asked if there are any questions of Ms. Duncan; hearing none, asked Mr. Bucci if this was recommended to the Board from the Governance Committee, which Mr. Bucci confirmed.

MOTION: To Accept an Application from 159 Washington Holdings, LLC for a Sale/Leaseback or a Lease/Leaseback Transaction to Facilitate the Renovation of 159 Washington Street, City of Binghamton, Broome County, NY, Including a Payment In Lieu of Tax Agreement and Sales Tax Exemption. Mr. Bucci made a MOTION to accept the application from the Governance Committee; seconded by Mr. Peduto. The MOTION CARRIED (8 to 1 – Ms. Sacco abstained).

ITEM #9. RESOLUTION APPROVING AN INCREASE IN THE SALES AND USE TAX EXEMPTION FOR 1435-1439 MARCHUSKA, LLC (408 COMMERCE ROAD) IN THE AMOUNT OF \$35,920.00, RESULTING IN AN INCREASE IN SPENDING, FROM \$800,000.00 TO \$1,249,000.00, THROUGH AND INCLUDING AUGUST 21, 2020: Ms. Duncan stated The Agency received a request for a sales tax increase for this project, which

was approved last year. The increase is related to costs not initially slated for such a large replacement. The amount of \$35,920.00 represents 8% of the increase that would be taxable to New York State. The letter from Mr. Marchuska was included in the Board packet. Chairman Bernardo asked if there are any questions for Ms. Duncan. Mr. Bucci stated a recommendation to approve is brought forward from the Governance Committee.

MOTION: To Approve an Increase in the Sales and Use Tax Exemption for 1435-1439 Marchuska, LLC (408 Commerce Road) in the Amount of \$35,920.00, Resulting in an Increase in Spending, from \$800,000.00 to \$1,249,000.00. On a MOTION by Mr. Bucci, seconded by Mr. Stevens, the MOTION CARRIED UNANIMOUSLY.

ITEM #10. RESOLUTION APPROVING A REVISION TO THE AGENCY'S UNIFORM TAX EXEMPTION POLICY, AS SET FORTH IN EXHIBIT "A," ATTACHED HERETO: Ms. Duncan stated this came on the heels of the discussion at last month's Board meeting. After discussions with Attorney Meagher and Chairman Bernardo, The Agency has added language. Please refer to page 2, Section 2, as it relates to existing facilities, in the event taxes are to be frozen. Chairman Bernardo thanked the staff and Attorney Meagher for the revised document. After a brief exchange, Chairman Bernardo asked for a motion.

MOTION: To Approve a Revision to The Agency's Uniform Tax Exemption Policy. On a MOTION by Mr. Bucci, seconded by Mr. Crocker, the MOTION CARRIED UNANIMOUSLY.

ITEM #11. RESOLUTION TO ACCEPT AN AMENDMENT TO THE REGULATORY AGREEMENT FOR CENTURY SUNRISE: Ms. Duncan stated the Governance Committee tabled discussion related to this item pending the presence of counsel. Ms. Duncan stated her interpretation is some of the units will transition, to be combined with HCR regulations. Attorney Meagher stated that is correct; this is instigated by HCR. Ms. Duncan continued HCR requested this document be signed in order to be compliant. Attorney Meagher confirmed that is correct; Century Sunrise wanted to remain compliant. Ms. Sacco questioned Century Sunrise's ability to change the ratios. Ms. Duncan stated they have flexibility to add all affordable units, if necessary. A lengthy discussion followed, after which Chairman Bernardo requested a motion to approve.

MOTION: To Accept an Amendment to the Regulatory Amendment for Century Sunrise. On a MOTION by Mr. Howard, seconded by Mr. Crocker, the MOTION CARRIED (8 to 1 - Mr. Bucci opposed).

ITEM #12: RESOLUTION APPROVING THE READOPTION OF THE CODE OF ETHICS POLICY, THE DEFENSE AND INDEMNIFICATION POLICY, THE WHISTLE-BLOWER PROTECTION POLICY, THE COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY AND THE TRAVEL POLICY WITH NO CHANGES: Mr. Gray

stated the staff is recommending readoption of these policies, as required annually by the ABO. Mr. Bucci stated the Governance Committee moved this forward to the full Board with a motion to approve.

MOTION: To Approve the Readoption of the Aforementioned Policies, with No Changes. On a MOTION by Mr. Bucci, seconded by Mr. Howard, the MOTION CARRIED UNANIMOUSLY.

ITEM #13: RESOLUTION APPROVING THE 2019 MISSION AND MEASUREMENT REPORT: Mr. Gray stated an annual requirement of the ABO is a report stating the previous years' performance and recommending goals for the following year. As indicated in both committee meetings, these are actually tied to the Strategic Plan. Chairman Bernardo asked if there were any questions.

MOTION: To Approve the 2019 Mission and Measurement Report. Mr. Bucci stated the Governance Committee moved this to the full Board for approval, seconded by Mr. Crocker, the MOTION CARRIED UNANIMOUSLY.

Chairman Bernardo stated the Board would continue on with the remainder of the LDC Agenda.

ITEM #14. APPROVE MINUTES FOR THE FEBUARY 19, 2020 LDC BOARD MEETING: Chairman Bernardo stated he is looking for approval of the minutes of the February 19, 2020 LDC Board meeting.

MOTION: Mr. Stevens motioned to approve, seconded by Mr. Rose, the MOTION CARRIED UNANIMOUSLY.

ITEM #15: RESOLUTION APPROVING THE BROOME COUNTY LOCAL DEVELOPMENT CORPORATION'S REVISED WHISTLE-BLOWER POLICY, A COPY OF WHICH IS ATTACHED HERETO, AS EXHIBIT "A:" Mr. Gray stated as indicated in the LDC Governance Committee meeting, the Whistle-Blower Policy for the IDA had been amended several months past. The staff is recommending the revised policy be amended for the LDC.

MOTION: To Approve the Broome County Local Development Corporation's Revised Whistle-Blower Policy, as Amended. On a MOTION by Mr. Bucci, seconded by Mr. Rose, the MOTION CARRIED UNANIMOUSLY.

ITEM #16: RESOLUTION APPROVING THE READOPTION OF THE CODE OF ETHICS, DEFENSE AND INDEMNIFICATION POLICY, COMPENSATION REIMBURSEMENT AND ATTENDANCE POLICY AND THE

TRAVEL POLICY OF THE LDC WITH NO CHANGES: Mr. Gray stated these are the remainder of the policies required for annual review by the ABO. Mr. Bucci stated the Governance Committee moved this forward to the full Board.

MOTION: To Approve the Readoption of the Aforementioned Policies, with No Changes. On a MOTION by Mr. Bucci, seconded by Mr. Howard, the MOTION CARRIED UNANIMOUSLY.

ITEM #17: RESOLUTION APPROVING THE 2019 LDC MISSION AND MEASUREMENT REPORT: Mr. Gray stated this is an annual requirement of the ABO. The staff is recommending the report be approved. Chairman Bernardo asked if there were any questions.

MOTION: To Approve the 2019 LDC Mission and Measurement Report. Mr. Bucci stated the LDC Governance Committee moved this to the full Board for approval, seconded by Mr. Crocker, the MOTION CARRIED UNANIMOUSLY.

Ms. Duncan thanked the Board members for their cooperation and reminded the Board that The Agency and Chamber staff will be working remotely and are in communication with local, state and federal offices. Chairman Bernardo thanked Ms. Duncan for taking charge and asked if there were any other comments.

ITEM #18: ADJOURNMENT: Chairman Bernardo requested a motion to adjourn.

MOTION: On a MOTION by Mr. Howard, seconded by Mr. Crocker, the MOTION CARRIED UNANIMOUSLY, and the meeting was adjourned at 12:44 p.m.

The next meeting of the IDA Board of Directors is scheduled for Wednesday, April 15, 2020 at 12:00 p.m. at FIVE South College Drive, Suite 201, Binghamton, NY 13905.

The next meeting of the BCLDC Board of Directors is to be determined.