

BROOME COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Governance Committee Meeting

Held via Zoom, May 18, 2022, commencing at
11:30AM. Adjourned at 11:52AM.

[See attendees at end of transcript.]

Digitally recorded proceeding
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MR. BUCCI: Good morning, we'll call the meeting to order. The first item on the agenda is the approval of the transcript from the March 16th Board meeting, and that has been sent out to all of our members of the Governance Committee. They had an opportunity to review it and make any modifications, so we'll accept that for the record.

The next item on the agenda is public comment. We will open the floor to anyone who wants to address the Governance Committee. They have five minutes. We just ask that you identify yourselves and give us your name and address. So, we'll open the floor at this time. Anyone who would like to address us?

Okay, seeing or hearing none, we'll close that section of the meeting, and we'll move on to our first agenda item, Review/Discussion/Recommendation to Authorize an Extension of the June 10, 2021, Sales and Use Tax Exemption Agreement granted to Kashou Enterprises, Inc., through and including May 19, 2023, and authorizing an increase thereof in the amount of \$91,440.00 for a Total Sales and Use Tax Exemption not to exceed \$331,440.00. Stacy...

MS. DUNCAN: Thank you, Chairman. So yes, we have for the Committee's consideration, a request for the extension of both time and dollar amount related to the sales tax exemption for Kashou Enterprises, Inc. We do have Bob Kashou here, and we are thrilled that the project, after a stream of unfortunate events, is continuing. And with the good weather, we hope you can catch up on your timeline there. But based on the letter in your packets, we are aware of the setback in the building, and so this has caused a delay in time.

So, the first request is for an extension for another year, till May 19, 2023, which we think makes a lot of sense. And then in addition, I'm sure some unexpected and

unanticipated costs related to regrouping on the project, so an increase of \$91,440.00. That amount does not require public hearing. It is below \$100,000.00, which would require an additional public hearing. But with that, this would kind of give a reset for the time and allow the construction project to gain all the full benefit of the incentive.

MR. BUCCI: Okay. Are there any questions from any of the Committee members?

MS. DUNCAN: I will note also, we did just close on the PILOT agreement for the project as well.

MR. BUCCI: Is there a motion?

MR. PEDUTO: So moved, Jim.

MR. BUCCI: Is there a second?

MS. SACCO: Second.

MR. BUCCI: All in favor.

ALL: Aye.

MR. BUCCI: Motion is carried. The next item on the agenda is Review/Discussion/Recommendation to authorize The Agency to enter into Three (3) Year Term Contract(s) for Architectural, Engineering, Civil and Environmental Services. Stacey?

MS. DUNCAN: Yes. I will note a modification on this now. As you read that aloud, I realize so it's not just three

because we are recommending that we select a number of firms above three, and I'll explain in a moment, but every year, every three years, we do, we issue an RFP for certain services for The Agency for the IDA and/or the LDC, one of which we have found is very beneficial is for architecture and engineering and design as well as a newer one that we've added, which is groups that can do sort of the overall feasibility planning and other studies for us.

So we have, we are recommending this year that we approve six contractors for vendor relationships, again these are three-year terms. Two of them I would qualify in that area of more of the feasibility planning and general economic development study. That is Elan and LaBella Associates. Elan, we do have an ongoing relationship with our site inventory analysis, and then in addition, more on the general engineering, architectural and engineering services, some great local firms: Shumaker, Chianis & Anderson, Delta, and Keystone & Associates.

Out of that group of six, we do have two WBEs, which we are happy to support. But again, really, especially I think with our increased activity in the years ahead on land development and doing a lot of due diligence on site development, which we expect to do, having a number of firms essentially that we can call upon to provide some quotes for us is very beneficial. And the purpose we select these vendors, the reason for doing these term contracts, is that rather than doing RFPs every time, we can just go to this group and request quotes rather than a full RFP process. So you had also requested a-

MR. BUCCI: What was the last one you had? Shumaker, Chianis, Delta...

MS. DUNCAN: Chianis & Anderson, Delta, and Keystone & Associates.

MR. BUCCI: So these, all these, all this architectural engineering, civil and environmental falls under these six, all those actions fall under these six firms can do all those?

MS. DUNCAN: Yes. We can go to them and again, rather than say we're going to issue an RFQ or RFP, we're just going to say, "Here's what we're trying to do. Please give us a quote." It just moves the process.

MR. BUCCI: Okay.

MS. DUNCAN: I think it's more expeditious for things. Especially from time to time, we do have things that are time sensitive. And then you had asked for, and I think was this, was this provided via email...

MR. BUCCI: Yes.

MS. DUNCAN: For our 2019 through 2021 engineering amounts by vendor, you'll see that the only, of the term contracts, Delta, we've been working with Delta on the structural analysis for the IBM Country Club, and that was in the amount of \$2,357.00. Above that in the information you received, we have worked with Elan on a number of items. Those were actually separate grant funding. Those were separate and distinct RFPs as well. So, we did out break down the expenditures on those. But again, this just helps us move our process quickly by having these relationships and contracts in place.

MR. BUCCI: Okay, so then. And so the other one was how often do you do an RFP? We did, we do it every...

MS. DUNCAN: Three years.

MR. BUCCI: So are we in the final, when's the last time we did one? 20...

MS. DUNCAN: 2019.

MR. BUCCI: So we're in the final year, so we do another one next year?

MS. DUNCAN: Well, this would begin in 2022.

MS. ABBADESSA: So, we do one three years from 2022.

MR. BUCCI: We're starting this...?

MS. ABBADESSA: We're starting over.

MS. DUNCAN: Yes. This is a new three-year term, sorry.

MR. BUCCI: So we're doing a Request for Proposals now?

MS. DUNCAN: Yes. And so, we didn't send them electronically because as you can see the file sizes, but we do have...

MR. BUCCI: Okay. So we're doing a Request for Proposals now, so we're not approving anything yet?

MS. DUNCAN: No, we did the RFP. These are the ones we'd like you to approve.

MR. BUCCI: Okay. So we did the RFP this year?

MS. ABBADESSA: Right. We received 12...

MS. DUNCAN: Yes.

MR. BUCCI: Okay. This is what we received?

MS. DUNCAN: Yes.

MR. BUCCI: Okay. Very good.

MS. SACCO: Did we get any responses on the RFPs that were not looking to enter into contract? Or are these all of the vendors that we received a response from?

MS. DUNCAN: No, we received an additional six that we did not select. We received quite a few, which is. We've been talking a lot about site development, land development as one of our strategic priorities, so I think there's a lot of interest. So, we received twelve in total, and we're recommending six. I will say two of the six fall more into the category of doing economic development feasibility and planning studies, whereas the other four are straight architectural and engineering services directly, civil engineering, architectural, etc.

MS. SACCO: And since these are professional services and we have some ongoing projects, I'm assuming the reason and the rationale for recommending these six are their experience with

the area, experience with the sites, experiences with... Can you delve into why you're recommending these six?

MS. DUNCAN: Yeah. I think based on the qualifications that we received, based on I think certainly the knowledge of community and of the area was one thing that weighed heavily in their favor, and just project work that they've done. We felt that these were all strong firms. We'd love to work with all 12, but that might be a little bit cumbersome. Elan was one. We do have ongoing work with them still. We'd like to continue our site analysis as we dive deeper into a phase two with our site inventory. Delta, we are continuing to work with them on IBM and doing review and analysis and preparing that for its next chapter. LaBella is new to the area as far as formal offices in the in the Broome County area. They are a strong group statewide, and we have a good relationship with them, so there may be an opportunity to engage with LaBella as well. And then of course to Shumaker, Chianis & Anderson, and Keystone are very well-established firms here in the community and we'd love to find an opportunity to work with.

MR. BUCCI: So I think I know from my experience a lot of these firms have specialties obviously. Some firms are better at doing certain things than other firms. So obviously that plays into why you pick them.

MS. DUNCAN: Yeah.

MR. BUCCI: Like environmental, some may be very strong in environmental, and some of them don't even go that direction.

MS. DUNCAN: Right. Yeah, I'd say Delta and Keystone are your large MEP or broader. Chianis is certainly more specialized in architecture and engineering, or architecture I should say, should we find the need for that. We don't do as much on the straight architecture side, but you don't know what might come up. And Shumaker is very strong in a lot of hydro, hydrology, land use, engineer, civil engineering.

MR. BUCCI: So obviously when a project comes up, depending on what the need is, that's how you determine who you're going to pick?

MS. DUNCAN: Yes, and often I know when it goes over our procurement level, we would seek out three quotes, and so having at least a minimum of three that we can call upon to provide an estimate or quote on a specific project or a specific task, we have them already built in. We may not need all of them, but again, if it's more of civil engineering, Shumaker, Delta, Keystone, we would probably go to them and seek quotes, and then reach that minimum of three that we strive to have.

MR. BUCCI: What's our threshold that you would, current threshold that you would have to seek quotes above? What is it right now?

MS. DUNCAN: It is, on professional services, it's \$5,000.00, and we would probably do the same, anything above \$5,000.00. Which is low but it doesn't hurt...

MR. BUCCI: So over \$5,000.00 you would then put it out, you would get quotes?

MS. DUNCAN: Seek quotes, yeah. For sure.

MR. BUCCI: Okay. Are there any additional questions?

MR. PEDUTO: I don't have them but _____ have none.

MR. BUCCI: Just slip them under the table and ask me.
Okay, I'll entertain a motion.

MS. DUNCAN: With that, do we need to take this straight
to the-

MR. BUCCI: Well, we don't have a quorum here. We don't
have a quorum to consider it, so even if we voted-

MS. DUNCAN: We'll just take it to the Board for
discussion.

MR. BUCCI: Yeah. We'll just take it to the Board. All
right, Review/Discussion/Recommendation Regarding an Amendment
to the Open Meetings Law.

MS. DUNCAN: Yeah. This was one we wanted to bring to
your attention as an organization subject to the Open Meetings
Law. As you know since the COVID pandemic, we've been working
under essentially just an emergency order through New York
State, through the Governor's Office, to do meetings initially
straight remote, and now we're doing a hybrid, but on April 9th
of this year, Governor Hochul signed Chapter 56 of the Laws of
2022 relating to ELFA, Part WW, in the New York State Budget.
Included in this bill was an amendment to the Open Meetings
Law, or OML as you may hear it referred to, which would make
permanent the expanded use of video conferencing by public

bodies to conduct open meetings under extraordinary circumstances regardless of the declaration of emergency until July 1 of 2024.

So, what that means, and this is why we wanted to have this discussion, is of course with all due respect to the State, there's always some nuances here. A few key points, each public body that wishes to allow for remote attendance must adopt a local law or a resolution, joint resolution or a resolution authorizing remote attendance. So that's why we bring this to your attention today. They must also establish written procedures on what they determine to be extraordinary circumstances. Any member who participates at a physical location that is open to in-person physical attendance by the public - which we are - and which location has been included in the meeting notice may count toward a quorum.

A member who is participating from a remote location may not be counted toward a quorum of the public body, but can still participate and vote if there is a quorum of members at the physical location. Okay, everybody got that? Okay. Meaning for us, we're not currently at nine full Board members, but we would need a minimum for our quorum purposes of five Board members to be physically present in the boardroom, in the meeting location, to make a quorum for the remote Board member's vote to count. We would need three Committee members physically in the boardroom to make a quorum for the remote Board member's vote to count.

Taking all that in, I'll take any questions for clarification if anybody needs it.

MR. PEDUTO: But it only, so, because I read it and then you re-read it, it only applies if there's extraordinary circumstances?

MS. DUNCAN: We would define, yeah. The Board would define.

MR. PEDUTO: Presumably we wouldn't define extraordinary circumstances to be a typical board meeting?

MS. DUNCAN: Yes.

MS. ABBADESSA: You would define the circumstances why you couldn't attend the meeting. If you had car trouble, if you had a family emergency, you have to kind of spell it out as to what constitutes that.

MS. DUNCAN: Essentially, right, essentially. In our situation, being in a state of public health concern/crisis, whichever, would there be a reason just to offer a remote attendance as a means of conducting business for the organization?

MR. BUCCI: This is until when?

MS. DUNCAN: July of 2024, and the reason why is we do you have to formally adopt a resolution, we can't just, because the executive orders I believe are done, so we can no longer, it's either we're all in in-person and that's our, or we adopt this resolution that says under these extraordinary circumstances, we will allow for remote.

MR. BUCCI: So, people can still participate remotely right now, till when?

MS. DUNCAN: This month. She's been doing it month to month.

MS. ABBADESSA: She's been extending it monthly.

MR. BUCCI: So right now, we don't know. She may extend it again?

MS. ABBADESSA: She could possibly.

MR. BUCCI: Well now that it's spiking a little bit, she may.

MS. DUNCAN: And they have been extended month to month to month. It gives us some liberty to manage the process outside of an emergency order, that we can say yes, you can be remote. We can conduct remotely. However, these are the circumstances in which we would do that, and understanding that we still need to have a quorum in person for the person who is virtual's vote to count. So, with all that.

MR. BUCCI: Well, my suggestion would be that maybe your team could just identify what you think are extraordinary circumstances, and we'll vote on it. I'm thinking sickness is one. If someone like Cheryl doesn't feel good right now, I think that's a legitimate reason, but she can participate. Someone who's sick or ill-

MR. PEDUTO: Any FMLA matter, where you've got family.

MR. BUCCI: Well, maybe you guys could just make a list.

MR. PEDUTO: And vacation.

MR. BUCCI: Would vacation count or no? Not as extraordinary?

MS. DUNCAN: I don't know if it would be extraordinary.

MR. BUCCI: But sickness? What about if you're, not that we go through it now, but let's say what happens if someone has a work-related issue that pulls them out of town?

MS. DUNCAN: I would not consider that to be extraordinary. The meeting dates are set in advance. I mean, I guess that would be for you guys to decide.

MR. BUCCI: Yeah. You guys maybe come up with a list and then we could..

MS. DUNCAN: Yeah. We will, okay.

MR. BUCCI: A person comes up sick, and family like a family emergency, sickness...

MS. DUNCAN: FMLA, certainly, anything that would be considered..

MR. PEDUTO: As long as you don't need a doctor's note.

MS. DUNCAN: Yes, so we did because it does require resolution and we do know, especially with COVID numbers fluctuating, it might make sense to have a formal resolution of some kind, but we wanted to put it to your attention before we continued.

MR. CROCKER: Was there something in there about transcription versus notes?

MS. DUNCAN: We can go back to meeting minutes, but recordings must be transcribed upon request. Everything is being transcribed currently.

MR. BUCCI: So, it's being recorded, and you have a firm transcribing it?

MS. DUNCAN: Correct.

MR. BUCCI: Is that costly?

MS. DUNCAN: This is the first time we're doing it.

MS. HORNBECK: We've been transcribing since I think January.

MS. DUNCAN: Yeah. Carrie was doing it, but it was very time consuming.

MR. BUCCI: You were actually transcribing it?

MS. HORNBECK: I was doing all of them until...

MR. BUCCI: Oh, you were doing it?

MS. DUNCAN: Yeah, and it was a major process.

MS. HORNBECK: Especially once when we had eight meetings.

MS. DUNCAN: So, I suggested we look at hiring a firm. So, what they're saying is we can go back to our traditional meeting minutes. However, in advance, we would need to know if a transcription was requested because we would have to work with them.

MR. BUCCI: Right.

MR. COCKER: It's just easier to review minutes than it is to transcribe, much easier.

MS. DUNCAN: Absolutely.

MR. COCKER: Much easier.

MR. BUCCI: Well you tape the meetings, right? Or no?

MS. DUNCAN: Yeah.

MR. BUCCI: So, if somebody wanted a transcript, how long do you hold that for though.

MS. DUNCAN: Five years.

MR. BUCCI: You hold the tapes for five years?

MS. DUNCAN: Yeah. We have to by law.

MR. BUCCI: If somebody wanted a transcript, then they could request it?

MS. HORNBECK: Yeah. Everything's on the website.

MS. DUNCAN: But if somebody, yes.

MR. BUCCI: But if we went back to meeting minutes and somebody said, "But I want a full transcript of the meeting," we could produce that?

MS. DUNCAN: We could transcribe that based on the recording, yeah. Staff and I will come up with some recommendations for what we would consider extraordinary circumstances, bring those back, so I don't know if you want a recommendation, guess we wouldn't take any action this month.

MR. BUCCI: We won't take any action now. We can just say to the full Board this is what was suggested and come back maybe the next meeting.

MS. SACCO: Stacey, just as a way of background, the Committee on Open Government has a draft policy out there that you may want to take a look at.

MS. DUNCAN: We will. Thank you for that, Cheryl. I don't think we have that.

MS. SACCO: You're welcome.

MR. BUCCI: Do we need to go to into Executive Session?

MS. DUNCAN: I do not have any items.

MR. BUCCI: All right. So, at this point, I think that concludes our agenda items, so I'll entertain a motion to adjourn.

[The meeting was adjourned on a motion by Mr. Peduto, seconded by Ms. Sacco, at 11:52AM.]

[Attendees: Rich Bucci, Jim Peduto, Cheryl Sacco, Dan Crocker, Stacey Duncan, Natalie Abbadessa, Carrie Hornbeck, Brendan O'Bryan, Theresa Ryan, Amy Williamson, Joe Meagher, Bob Kashou, Mike Tanzini, Linda Jackson]

C E R T I F I C A T E

I, Elana Hulsey, certify that the foregoing transcript of the Broome County Industrial Development Agency Governance Committee on May 18, 2022, was prepared using digital transcription software and is a true and accurate record of the proceedings.

Signature: _____



Date: May 20, 2022