

BROOME COUNTY INDUSTRIAL DEVELOPMENT AGENCY

**Broome County Office Building
60 Hawley St.
Binghamton, New York 13901
Friday, November 20, 2009, 12:00pm**

SYNOPSIS OF MEETING

PRESENT: G. Akel, EB. Fiala, T. Grippen, P. Hankin, S. Herz, W. Howard, V. Pasquale and J. Rounds

ABSENT: G. Burns

GUESTS: John Hayek, Southern Tier Opportunity Coalition
Don Franck, dbI
Dave Gdovin, Diamond Visionics, Inc.
Darcy Fauci, Broome County Deputy Executive
Dan Reynolds, BC Legislature Chairman
Gene LaBare, BC Legislature
Jerry Marinich, BC Legislature
Don Moran, BC Legislature
Tim Clearly, BC Legislature
Barry Klipshch, BC Legislature
Mario Nirchi, BC Legislature

COUNSEL: J. Meagher

STAFF: R. D'Attilio, P. Doyle, R. Fiato, T. Gray and C. Campon

PRESIDING: G. Akel, Chairman

Chairman Akel called the meeting to order at 12:00 pm.

ITEM #1. APPROVE MINUTES FOR OCTOBER 9, 2009 BOARD MEETING: Mr. Akel requested approval of the minutes for the October 9, 2009 meeting.

MOTION: To approve the October 9, 2009 meeting minutes. On a MOTION by Mr. Pasquale seconded by Mr. Howard, MOTION CARRIED UNANIMOUSLY.

ITEM #2. PUBLIC COMMENT: Mr. John Hayek from the Southern Tier Opportunity Coalition gave an overview of STOC, its mission and its initiatives. Mr. Don Franck of dbI and Mr. Dave Gdovin of Diamond Visionics spoke of the assistance that STOC offered each of them. They asked the IDA for collaboration and support in the community as well as candidates and investors for the Angel investment network.

MOTION: No motion necessary.

ITEM #3. EXECUTIVE DIRECTOR'S REPORT: Mr. D'Attilio began by applauding the job that has been done by the investors and tenants of the Kilmer building. He is in the process of obtaining a price estimate for space in the building. Mr. D'Attilio then stated that Mr. Alex Alexander would like to present to the Board at the next meeting to secure a commitment for next year's Dick's Open. The BCIDA have been a sponsor of the golf tournament. He then drew attention to the fact that there is a renewed effort on behalf of the State Legislature to add requirements and restrictions to agency regulations (prevailing wages, etc.) that would be costly to IDA clients. This is an ongoing debate that the Agency is simply watching at this stage. Mr. D'Attilio then stated that he, Mr. Congdon - a local real estate appraiser - and Mr. Meagher have worked on a request for proposals for a feasibility study for the redevelopment of the old library. It will be sent out following the Board meeting, with a deadline of December 10, 2009. He hopes

to have a recommendation for the Board by the next regular meeting. Mr. D'Attilio then reviewed an email exchange with Attorney Herb Kline that was distributed to the Board. Mr. Kline stated that he was asked by his clients (the towns located along the Millennium Pipeline) about the Community Benefit Program funds. In June, the Board discussed how the funds should be distributed to benefit the community. It was decided that rather than giving small amounts to each town along the Pipeline, it would benefit the entire community to pay down the IDA debt to the County for the construction of the Broome Corporate Park. Mr. Herz asked about the status of the accelerated payments agreement to the County. Mr. Meagher said he was working with the county attorney to have a resolution in place so that payment could be made soon after the 1st of the year. Mr. D'Attilio stated that the Millennium Pipeline gave the IDA the responsibility to decide on how best to use the community benefit funds. Mrs. Fiala made it clear that her intent was to use the funds to support the Ross Park Zoo. Legislator Mario Nirchi asked why the County might want to renegotiate their contract. Mr. D'Attilio explained what the current contract states and said that this would modify the current repayment agreement in favor of accelerated payments. Mr. Herz then asked about the Millennium PILOT agreement. The PILOT agreement is payments in lieu of taxes made to the tax jurisdictions where the pipeline is located. Mr. D'Attilio explained that this is a simple formula that is outlined in the PILOT and that each municipality was informed of these details at each of their respective public hearings. He is currently in communication with representatives from a few of the towns and villages that have questions pertaining to this.

MOTION: No motion necessary.

ITEM #4. LOAN FUNDS AVAILABILITY AS OF OCTOBER 31, 2009: Mr. Gray presented the Loan Funds Availability report for the Board. The balances available to lend are \$322,885.31 (STEED) and \$707,371.88 (Title IX).

MOTION: No motion necessary.

NEW BUSINESS

ITEM #5: RECOMMENDATION OF NEW ALC MEMBER: Mr. Gray stated that the STEED and Title IX Advisory Loan Committee recommended Mr. Garry VanGorder to replace the late Mr. Tom Gillson of Cortland County on their Board. Mr. Herz stated that he had a previous discussion with Mr. Gray about looking to fill a position on the Board with a person with agricultural experience and suggested two people to him prior to this position becoming available. Mr. Gray stated that the ALC looked for someone with banking experience from the Cortland area in order to adequately fill this position as those are two of the qualities that Mr. Gillson possessed. Mr. Pasquale asked if the charter specified that the position must be filled by someone from Cortland. Mr. Gray said that it did not, and also that he would bring Mr. Herz's recommendations to the ALC in the case that they may create new seats to their Board.

MOTION: On a MOTION by Mr. Pasquale, seconded by Mr. Howard, the MOTION CARRIED UNANIMOUSLY.

ITEM #6. RECOMMENDATIONS FROM THE AUDIT COMMITTEE: Mr. Grippen presented the recommendations from the BCIDA Audit Committee: To hire Piaker & Lyons to prepare the 2009 Audit and Financial Statements for the Agency, and to appoint Mr. Angelo Gallo from Piaker & Lyons to perform the 2009 audit for the Agency

MOTION:

To accept a resolution to hire Piaker & Lyons to prepare the 2009 Audit and Financial Statements for the Agency. On a MOTION by the Audit Committee, seconded by Mr. Pasquale, the MOTION CARRIED UNANIMOUSLY.

To accept a resolution to appoint Mr. Angelo Gallo from Piaker & Lyons to perform the 2009 audit for the Agency. On a MOTION by the Audit Committee, seconded by Mr. Pasquale, the MOTION CARRIED UNANIMOUSLY.

ITEM #7. RESOLUTION AUTHORIZING THE RENEWAL OF THE AGREEMENT BETWEEN THE AGENCY AND BROOME COUNTY TO LEASE SPACE AT THE EDWIN L. CRAWFORD COUNTY OFFICE BUILDING FOR 2010: Mr. D'Attilio presented the resolution to the Board to authorize renewal of the agreement between the Agency and Broome County to lease space at the Edwin L. Crawford County Office Building for 2010.

MOTION: On a MOTION by Mr. Grippen, seconded by Mr. Howard, the MOTION CARRIED UNANIMOUSLY.

ITEM #8. RESOLUTION AUTHORIZING THE AGENCY TO ENTER INTO AN ENVIRONMENTAL EASEMENT WITH THE NYS DEPARTMENT OF ENVIRONMENTAL CONSERVATION COVERING PREMISES OWNED BY THE AGENCY AND LOCATED IN THE VILLAGE OF JOHNSON CITY AND SUBORDINATING ITS INTEREST IN SAID PREMISES TO SAID EASEMENT AND AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE ANY AND ALL DOCUMENTS NECESSARY TO EFFECT SUCH TRANSACTION:

Mr. Meagher presented the resolution to the Board to enter into environmental easement with the NYS Department of Environmental Conservation covering the premises owned by the Agency and located in the Village of Johnson City and subordinating its interest in said premises to said easement and authorizing the Executive Director to execute any and all documents necessary to effect such a transaction. Mr. Meagher explained that that resolution would have no recourse to the Agency.

MOTION: On a MOTION by Mr. Howard, seconded by Mr. Herz, the MOTION CARRIED UNANIMOUSLY.

ITEM #12. EXECUTIVE SESSION TO DISCUSS CONFIDENTIAL PLANS OF CERTAIN AGENCY CLIENTS:

MOTION: To convene to Executive Session. On a MOTION by Mr. Pasquale, seconded by Mr. Hankin, the MOTION CARRIED UNANIMOUSLY.

ITEM #13. RESUMPTION OF PUBLIC SESSION:

MOTION: To reconvene back to public session. On a MOTION by Mr. Pasquale, seconded by Mr. Howard, the MOTION CARRIED UNANIMOUSLY.

ITEM #9. A \$125,000 STEED LOAN REQUEST FROM SONOSTICS, INC., TO ASSIST IT WITH PERMANENT WORKING CAPITAL: Discussed in Executive Session

MOTION: On a MOTION by Mr. Howard, seconded by Mr. Herz, the MOTION CARRIED UNANIMOUSLY.

ITEM #10. RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO A LAND SALE AGREEMENT FOR 4.9 ACRES IN THE CHARLES STREET BUSINESS PARK:

Discussed in Executive Session. There was a consensus among Board members that Mr. D'Attilio proceed based on the terms discussed in Executive Session.

MOTION: No action taken. No motion necessary.

ITEM #11. RESOLUTION AUTHORIZING DIRECTOR TO ENTER INTO A SIX MONTH LEASE EXTENSION AGREEMENT WITH L3 COMMUNICATIONS AT 265 INDUSTRIAL PARK DRIVE, BINGHAMTON, NY 13904: Discussed in Executive Session.

MOTION: On a MOTION by Mr. Grippen, seconded by Mr. Howard, the MOTION CARRIED UNANIMOUSLY.

OLD BUSINESS

ITEM #14. ADJOURNMENT: Chairman Akel requested a motion for adjournment.

MOTION: To adjourn the meeting. On a MOTION by Mr. Hankin, seconded by Mr. Howard THE MOTION CARRIED UNANIMOUSLY, and the meeting was adjourned.

The next scheduled meeting of the BCIDA Board of Directors is December 11, 2009 at 12:00pm, at the Broome County Public Library, Binghamton, NY.