

TOWN OF BETHLEHEM

Albany County - New York

INDUSTRIAL DEVELOPMENT AGENCY

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Frank S. Venezia
Chairman

Joseph P. Richardson
Vice Chairman

Sam NeJame
Secretary

Victoria Stanton Sweeney
Assistant Secretary

Brian T. Stenson
Treasurer

Mark Hennessey
Member

Stephen P. Rosenblatt
Member

**MINUTES
SPECIAL FINANCE COMMITTEE MEETING
March 2, 2011**

A special meeting of the Town of Bethlehem Industrial Development Agency Finance Committee was convened in public session in the Bethlehem Town Hall, 445 Delaware Ave., Delmar, NY at 7:00a.m., on Wednesday, March 2, 2011.

Attendance was recorded as follows:

<u>Committee Members Present</u>	<u>Committee Members Absent</u>	<u>Counsel Present</u>	<u>Town Staff Present</u>	<u>Others Present</u>
Frank Venezia	None	Thomas Connolly	Robin Nagengast	Jeanine Caruso
Victoria Stanton-Sweeney		Joseph Scott	Suzanne Traylor	Joe Nicolla
Brian Stenson			Terry Ritz	Jon deForest
Board Members Present			Sam Messina	Debra Lambek
Sam NeJame			Josh Cansler	Thomas Keaney
Stephen Rosenblatt			Erik Deyoe	Ed Kleinke
Mark Hennessey			Mike Morelli	Charles Wiff
Joseph Richardson				

Chairman Venezia called the meeting to order at 7:01a.m.

Vista/Review Proposal for Issuance of Debt/Questions & Answers

Bond Counsel Joe Scott reviewed the questions collected from Board Members and his answers with estimated time frame for each process, noting that many of the processes can take place concurrently. Mr. Stenson asked Mr. Scott to clarify how long the Agency will own the road; Mr. Scott said the road will be turned over to the Town upon completion. Mr. Richardson noted there will need to be subordination language written when tenants acquire specific parcels. There was a discussion of first and second liens.

The risks will be mitigated by contingencies that will be written into the agreements. Additionally, the Agency’s payment obligation will be limited to its interest in the mortgage and payments received under the PILOT agreement. The assets of the Agency will not be at risk. The remaining area of exposure is construction costs and the possibility of cost overruns.

Summary Term Sheet of PILOT Bond Transaction

Mr. Scott reviewed the term sheet. In response to Mr. Hennessey’s question, Mr. Scott advised the numbers provided for Project Cost and Principal Amount of Bonds are estimated. Mr. Scott explained that an inducement resolution is an important step for indicating when costs can be incurred and subsequently reimbursed with the proceeds of the bonds. The Agency does not incur any liability until a contract is signed. There was a brief discussion of indemnification and assignment.

Chairman Venezia asked Mr. Scott if he believed the Agency has done a sufficient job of protecting the Agency from any significant risk that cannot be mitigated through agreements going forward. Mr. Scott and Mr. Connolly both advised they are comfortable that the Agency will be protected. Chairman Venezia asked if the Finance Committee members, Ms. Stanton-Sweeney and Mr. Stenson, were comfortable making a recommendation to the Agency to continue to go forward with the process of issuing bonds to finance the infrastructure.

Upon motion made by Mr. Stenson, seconded by Ms. Stanton-Sweeney, the following resolution was unanimously adopted by all members of the Finance Committee:

Resolved that the Finance Committee had done its due diligence in considering the infrastructure bonding proposal and recommends that the Agency move forward with the project.

APPROVAL OF MINUTES

The minutes of the Finance Committee Meeting held February 3, 2011 and February 18, 2011 were tabled due to time constraint.

MOTION TO ADJOURN

A motion to adjourn was made by Mr. Stenson, seconded by Ms. Stanton-Sweeney, and approved by all Members at 8:05a.m.

Respectfully submitted,
Robin Nagengast