

TOWN OF BETHLEHEM

Albany County - New York

INDUSTRIAL DEVELOPMENT AGENCY

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DELMAR, NEW YORK 12054

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Regular Meeting Minutes

Friday, March 25, 2016

8:00 AM

Town Hall Auditorium

Thomas P. Connolly

*Executive Director,
Assistant Secretary and
Agency Counsel
518-447-3303*

Allen F. Maikels

*Treasurer, Chief Financial Officer
and Contracting Officer
518-487-4679*

Elizabeth Staubach

*Economic Development
Coordinator
Ext. 1189*

Robin Nagengast

*Assistant to the Executive Director
and Clerk
Ext. 1164*

Frank S. Venezia

Chairman

Joseph P. Richardson

Vice Chairman

Tim McCann

Secretary

Victoria Storrs

Assistant Secretary

Sandra Shapard

Member

Tim Maniccia

Member

David Kidera

Member

I. Call to Order/Roll Call/Quorum Determination

A Regular Meeting of the Bethlehem Industrial Development Agency of the Town of Bethlehem was held on the above date at the Town Hall Auditorium, 445 Delaware Avenue, Delmar, NY.

The Meeting was called to order at 8:00 AM with the presence of a quorum noted.

Attendee Name	Title	Status	Arrived
David Kidera	Board Member	Absent	
Frank S. Venezia	Board Member/Chairman	Present	
Joseph P. Richardson	Board Member/Vice Chairman	Present	
Tim McCann	Board Member/Assistant Secretary	Present	
Victoria Storrs	Board Member	Present	
Sandra Shapard	Board Member	Present	
Tim Maniccia	Board Member	Present	
Thomas P. Connolly	Executive Director/Agency Counsel	Present	
Joe Scott	Bond Counsel	Present	
Allen F. Maikels	CFO and Contracting Officer	Present	
Elizabeth Staubach	Senior Planner/ED Coordinator	Absent	
Robin Nagengast	Assistant to the Executive Director	Present	
Robert Leslie	Director of Planning	Present	

II. Minutes Approval

1. Friday, February 26, 2016

RESULT: ACCEPTED [UNANIMOUS]
MOVER: Sandra Shapard, Board Member
SECONDER: Joseph P. Richardson, Board Member/Vice Chairman
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

2. Friday, February 26, 2016

RESULT: ACCEPTED [UNANIMOUS]
MOVER: Sandra Shapard, Board Member
SECONDER: Joseph P. Richardson, Board Member/Vice Chairman
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

III. Report of Committees

- **REPORT OF GOVERNANCE COMMITTEE MEETING 2/26/16 (RICHARDSON)**

Chairman Richardson reported out on the February 26 Governance Committee Meeting, including a review of the 2015 Board Assessment and the possibility of a fall retreat to be further discussed at the April Regular Meeting. Also discussed was the possibility of additional member training or re-training.

- **DRAFT MINUTES OF GOVERNANCE COMMITTEE MEETING 2/26/16**
- **CONFIDENTIAL DISCUSSION 2015 EVALUATION OF BOARD PERFORMANCE (RICHARDSON)**
- **GOVERNANCE COMMITTEE CHARTER REVISION/RESOLUTION (RICHARDSON)**

The Committee charter was revised by adding one word and a draft was provided to the full board for approval.

Upon motion by Ms. Shapard, seconded by Ms. Storrs, and approved by all members present, the Agency accepted the revised Governance Committee Charter.

RESULT: APPROVED [UNANIMOUS]
MOVER: Sandra Shapard, Board Member
SECONDER: Victoria Storrs, Board Member
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

- **REPORT OF AUDIT COMMITTEE MEETINGS 3/4/16 AND 3/11/16 (VENEZIA)**

Chairman Venezia reported out on the Audit Committee March 4 and March 11 meetings where drafts of the 2015 Audited Financial Statement and PARIS Report were reviewed and approved for recommendation to the full board.

- **MINUTES OF AUDIT COMMITTEE MEETING 3/4/16**
- **DRAFT MINUTES OF AUDIT COMMITTEE MEETING 3/11/16**

IV. Communications

No communications items this month.

V. Old Business

- **PLANNING BOARD UPDATE (LESLIE)**

The Gateway Commerce Center application is still in process. When a tenant is located, an application to the IDA is anticipated. At the March meeting, the Development Planning Committee heard presentations from TACS on a proposed expansion on Route 9W and International Trade Routes on a proposed expansion on Wemple Road that will go to the TB and possibly an application to the IDA.

- **REPORT OF ED COORDINATOR (STAUBACH)**

The spring marketing event is scheduled for June 9 at 8am at the former NYSARC building at 393 Delaware Avenue - the focus will be on promoting projects, available properties, and economic development incentives.

- **COLUMBIA 15 PROJECT (CONNOLLY)**

No update to report.

- **SAE SUN (MONOLITH) PROJECT (SCOTT)**

The developer is still working on a mortgage commitment and hopes to close in April.

VI. New Business

- **APPLICATION COEYMANS RECYCLING CENTER LLC (CARVER LARAWAY/MIKE MORELLI)**

Mike Morelli presented the Carver Laraway Project Application requesting relief from mortgage and sales and use tax for the purchase of the land and an existing building at 126 South Port Road as well as proposed equipment and improvements. The project, located adjacent and accessible to the Hudson River waterway, will have four employees conducting stevedoring operations associated with loading and unloading precast concrete panels from shore onto barges. There will be space for additional tenants. A site plan approval application will be submitted to the Planning Board.

- **A. RESOLUTION AUTHORIZING HEARING (SCOTT)**

Mr. Scott presented the Public Hearing Resolution. The Agency scheduled the Public Hearing for April 13 at 5pm.

Upon motion by Mr. Richardson, seconded by Mr. Maniccia, the following resolution was unanimously accepted by all members present:

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF THE TOWN OF BETHLEHEM INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE

UNDERTAKEN FOR THE BENEFIT OF COEYMANS RECYCLING CENTER,
LLC D/B/A COEYMANS INDUSTRIAL PARK.

WHEREAS, the Town of Bethlehem Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 582 of the 1973 Laws of New York, as amended, constituting Section 909-b of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Coeymans Recycling Center, LLC d/b/a Coeymans Industrial Park (the “Company”), a New York limited liability corporation, has submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 6.07 acre parcel of land located at 126 South Port Road in the Town of Bethlehem, Albany County, New York (the “Land”), together with the existing buildings located thereon containing in the aggregate approximately 93,000 square feet of space (the “Facility”), (2) the renovation of the Facility to provide for the internal refit-up of the Facility, and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Equipment”) (the Land, the Facility, and the Equipment being collectively referred to as the “Project Facility”), all of the foregoing to be owned by the Company and operated by the Company as a pre-cast concrete stevedoring facility and other directly and indirectly related uses; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any “financial assistance” (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TOWN OF BETHLEHEM INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby authorizes the Executive Director of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project (the “Public Hearing”); (B) to cause the Public Hearing to be held in a city, town or village where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the “Report”) to be prepared; and (F) to cause a copy of the Report to be made available to the members of the Agency.

Section 2. The Chairman, Vice Chairman and/or Executive Director of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Executive Director of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. All commitments of the Agency hereunder are subject to the condition that the following events shall have occurred not later than one (1) year from the date hereof (or such other date as shall be mutually satisfactory to the Agency and the Company):

(A) The Agency and the Company shall have agreed on mutually acceptable terms and conditions of the agreements to be entered into with respect to the Project; and

(B) All necessary governmental approvals shall be obtained.

Section 5. If the events set forth in Section 4 hereof do not take place within the time set forth in said Section 4, or any extension thereof, or if the Company provides written notice of its intent to not proceed with the Project upon thirty (30) days prior written notice to

the Agency, the Company agrees that it will promptly reimburse the Agency (and its officers, members, agents or employees) for all reasonable and necessary direct out-of-pocket expenses (including legal fees and expenses) which the Agency (and its officers, members, agents or employees) may incur with respect to the Project.

Section 6. This Resolution shall take effect immediately.

RESULT: APPROVED [UNANIMOUS]
MOVER: Joseph P. Richardson, Board Member/Vice Chairman
SECONDER: Tim Maniccia, Board Member
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

- **B. SCHEDULE SPECIAL MEETING TO DISCUSS APPLICATION (VENEZIA)**

A special meeting to discuss the application was scheduled immediately following the April 13 Public Hearing. No action will be taken at the meeting.

RESULT: APPROVED [UNANIMOUS]
MOVER: Joseph P. Richardson, Board Member/Vice Chairman
SECONDER: Tim Maniccia, Board Member
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

- **2015 AUDITED FINANCIAL STATEMENTS/RESOLUTION & POST GOV LETTER (VENEZIA)**

Chairman Venezia reviewed the 2015 Audited Financial Statement. There were no comments from members on the MD&A, which isn't audited. The auditor reported the Agency's financial statement is materially correct and conforms with accounting principles. The PARIS Report isn't audited and isn't required to be.

Upon motion by Mr. Richardson, seconded by Ms. Shapard, and unanimously approved by all Members present, the Agency accepted the 2015 Audited Financial Statements as recommended by the Audit Committee.

RESULT: APPROVED [UNANIMOUS]
MOVER: Joseph P. Richardson, Board Member/Vice Chairman
SECONDER: Sandra Shapard, Board Member
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

- **2015 ASSESSMENT OF THE EFFECTIVENESS OF INTERNAL CONTROL STRUCTURE & PROCEDURE (VENEZIA)**

The auditor reported no issues with the Agency's internal controls.

Upon motion by Ms. Shapard, seconded by Mr. Maniccia, and unanimously approved by all Members present, the Agency accepted the 2015 Assessment of the Effectiveness of Internal Controls.

Motion To: Accept the Assessment of the Effectiveness of the Internal Control Structure

RESULT: APPROVED [UNANIMOUS]
MOVER: Victoria Storrs, Board Member
SECONDER: Tim Maniccia, Board Member
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

- **REVIEW/APPROVAL 2015 PARIS REPORT/RESOLUTION (MAIKELS)**

There was a discussion of the PARIS Report for 2015.

Upon motion by Mr. Richardson, seconded by Ms. Shapard, and unanimously approved by all Members present, the Agency accepted the 2015 PARIS Report as recommended by the Audit Committee.

RESULT: APPROVED [UNANIMOUS]
MOVER: Joseph P. Richardson, Board Member/Vice Chairman
SECONDER: Sandra Shapard, Board Member
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

- **REVIEW/APPROVAL 2015 PERFORMANCE MEASURES/RESOLUTION (CONNOLLY)**

Upon motion by Ms. Shapard, Seconded by Ms. Storrs, and unanimously approved by all Members present, the Agency accepted the 2015 Performance Measures.

RESULT: APPROVED [UNANIMOUS]
MOVER: Sandra Shapard, Board Member
SECONDER: Victoria Storrs, Board Member
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

- **REVIEW/APPROVAL 2015 ANNUAL INVESTMENT REPORT/RESOLUTION (MAIKELS)**

Upon motion by Mr. McCann, seconded by Ms. Storrs, and unanimously approved by all Members present, the Agency accepted the 2015 Investment Report.

RESULT: APPROVED [UNANIMOUS]
MOVER: Tim McCann, Board Member/Assistant Secretary
SECONDER: Victoria Storrs, Board Member
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

- **REVIEW/APPROVAL 2015 ANNUAL PROCUREMENT REPORT/RESOLUTION (MAIKELS)**

Upon motion by Ms. Storrs, seconded by Mr. Richardson, and unanimously approved by all Members present, the Agency accepted the 2015 Procurement Report.

RESULT: APPROVED [UNANIMOUS]
MOVER: Victoria Storrs, Board Member
SECONDER: Joseph P. Richardson, Board Member/Vice Chairman
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

- **REVIEW/APPROVAL 2015 REPORT OF REAL PROPERTY OWNED/RESOLUTION (CONNOLLY)**

Upon motion by Mr. McCann, seconded by Mr. Maniccia, and unanimously approved by all Members present, the Agency accepted the 2015 Real Property Owned Report.

RESULT: APPROVED [UNANIMOUS]
MOVER: Tim McCann, Board Member/Assistant Secretary
SECONDER: Tim Maniccia, Board Member
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

- **FINANCIAL STATEMENTS 2/29/16 (MAIKELS)**

Mr. Maikels presented the financials for the month ending 2/29/16.

- **OSC AUDIT (CONNOLLY)**

There is no new information on the status of the OSC audit.

- **APPROVE \$250 FOR EXECUTIVE DIRECTOR ATTENDANCE AT EDC IDA SECTION MEETING**

Upon motion by Mr. Maniccia, seconded by Ms. Shapard, and unanimously approved by all Members present, the Agency approved the \$250 registration fee for Mr. Connolly to attend the NYSEDC 2016 Annual Meeting in Cooperstown.

RESULT: APPROVED [UNANIMOUS]
MOVER: Tim Maniccia, Board Member
SECONDER: Sandra Shapard, Board Member
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera

- **REGULAR MEETING - FRIDAY, APRIL 22, 2016 8:00 A.M. AUDITORIUM**

The next regular meeting is scheduled for April 28 at 8am.

VII. Adjournment

Motion To: Adjourn

RESULT: ADJOURN [UNANIMOUS]
MOVER: Tim McCann, Board Member/Assistant Secretary
SECONDER: Victoria Storrs, Board Member
AYES: Venezia, Richardson, McCann, Storrs, Shapard, Maniccia
ABSENT: David Kidera