

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

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
Wednesday, August 24, 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

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 8:01 AM with the presence of a quorum noted.

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

II. Minutes Approval

1. Wednesday, July 27, 2016

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

III. Reports of Committees

- **DRAFT MINUTES OF AUDIT COMMITTEE MEETING 7/27/16**
- **AUDIT COMMITTEE RECOMMENDATION OF AUDITOR/RESOLUTION**

The Audit Committee met July 27 to review responses from auditors to an RFP for financial audit services. The recommendation is to engage Cusack and Company, the current auditor, for a five-year period beginning year end 2016.

Upon motion by Ms. Shapard, seconded by Ms. Storrs, the following resolution was unanimously adopted by all Members present:

Resolved, that the Agency approves the engagement of Cusack and Company for the next five years.

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

IV. Communications

- **MEMO FROM NYS DED PRIVATE ACTIVITY BOND ADJUSTMENT RECAPTURE UNUSED ALLOCATION 8/1/16**

The Agency received notice from NYSDED that the 2016 private activity bond allocation will be recaptured by ESD.

V. Old Business

- **PLANNING BOARD UPDATE (LESLIE)**

The Planning Board will consider an extension for 85 Vista Boulevard (Monolith). The Town Board approved the MEDD master plan for the Gateway Commerce Center - the next steps will be site plan review for each of the three buildings proposed. Harrison Burrows on Hannay Lane received approval for a building expansion and contractor yard.

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

A public hearing will be held for Garden Bistro's application for a grant through community renewal for equipment needed to expand their catering business on Vista Boulevard. As part of the LWRP advisory group process, Ms. Staubach is visiting businesses in the study area to understand their relationship to river and plans for the future. Meetings to conclude by the end of year. There will be an LWRP open public workshop October 19 at the Little Red Schoolhouse - formal presentation to be announced.

- **COLUMBIA 15 PROJECT (CONNOLLY)**

No update on this project which was approved prior to the Agency adopting an expiration policy.

- **SAE SUN (MONOLITH) PROJECT**

- **A. LETTER 8/10/16 EXTEND APPROVING RESOLUTION (CONNOLLY)**

Mr. Connolly provided a recap of the timeline of approvals and extension of approvals granted by the Agency for the project. Steven Erby, Monolith Solar, updated the Agency on what has taken place since financial assistance was approved February 27, 2015 and the company's request for another extension and discussed some of the regulatory hurdles working with the utilities.

- **B. MEMBER QUESTIONS FOR COMPANY (ERBY/FOBARE)**

Agency members asked questions, confirmed number of expected new full time jobs (76), and discussed granting another extension.

- **C. RESOLUTION TO EXTEND APPROVING RESOLUTION CONSTRUCTION START 3 MONTHS AND CONSTRUCTION COMPLETION 2 YEARS (SCOTT)**

Upon motion by Mr. Richardson, seconded by Ms. Shapard, with all members present in favor, the Agency approved the resolution granting extension of financial assistance approval to SAE SUN and Earth Energy Incorporated.

RESOLUTION APPROVING AN ADDITIONAL EXTENSION OF THE EXPIRATION DATE RELATING TO THE FINAL APPROVAL RESOLUTION ADOPTED BY THE TOWN OF BETHLEHEM INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT TO A COMMERCIAL PROJECT FOR SAE SUN AND EARTH ENERGY INCORPORATED.

WHEREAS, 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 commercial, manufacturing 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 and install one or more projects (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in November, 2014, SAE Sun and Earth Energy Incorporated, a New York business corporation (the Company), 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 4.03 acre parcel of land located at 85 Vista Boulevard in the Town of Bethlehem, Albany County, New York (the Land), (2) the construction on the Land of an approximately 26,000 square foot building (the Facility), and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (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 its corporate headquarters and research, development and manufacturing facility and other 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 property taxes, real property 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, by resolution adopted by the members of the Agency on December 18, 2014 (the Public Hearing Resolution), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the Public Hearing) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on December 23, 2014 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located, (B) caused notice of the Public Hearing to be posted on December 22, 2014 on a bulletin board located outside the Town Clerk's office located at 445 Delaware Avenue in the Town of Bethlehem, Albany County, New York and on the Agency's website, (C) caused notice of the Public Hearing to be published on December 26, 2014 in the Albany Times Union, a newspaper of general circulation available to the residents of the Town of Bethlehem, Albany County, New York, (D) conducted the Public Hearing on January 14, 2015 at 5:00 o'clock p.m., local time in the Auditorium of the Town of Bethlehem Town Hall located at 445 Delaware Avenue in the Town of Bethlehem, Albany County, New York, and (E) prepared a report of the Public Hearing (the Hearing Report) fairly summarizing the views presented at such Public Hearing and caused copies of said Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the SEQR Act) and the regulations (the Regulations) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, SEQRA), (A) on May 9, 2008 the Town of Bethlehem Planning Board (the Town Board), acting as lead agency with respect to a larger project (the Vista Project) in which this Project is a part of, accepted a final environmental impact statement (the FEIS) with respect to the Vista Project, (B) on May 29, 2008, the Town Board adopted findings with respect to the Vista Project, as required by SEQRA, and filed such findings with the Agency, as an involved agency, and the other involved agencies and (C) by resolution adopted by the members of the Agency on June 22, 2011 (the SEQR Resolution Adopting Findings of Lead Agency), the Agency adopted the findings of the Town Board with respect to the Vista Project; and

WHEREAS, further, pursuant to SEQRA, by resolution adopted by the members of the Agency on February 27, 2015 (the SEQR Resolution), the Agency determined, upon review of the Application and other materials submitted by the Company to the Agency with respect to the Project (collectively, the Reviewed Materials), that (A) the Project will be carried out in conformance with the conditions and thresholds established for such actions identified in the FEIS and (B) therefore, pursuant to Section 617.10(d)(1) of the Regulations, the Agency determined that no further SEQR compliance is required with respect to the Project; and

WHEREAS, by resolution adopted by the members of the Agency on February 27, 2015 (the Approving Resolution), the Agency determined to grant the Financial Assistance and to enter into a lease agreement (the Lease Agreement) between the Agency and the Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the Basic Documents); and

WHEREAS, pursuant to Section 10 of the Approving Resolution, the Approving Resolution was scheduled to expire on February 27, 2016, unless the Agency granted an extension to such expiration date; and

WHEREAS, by resolution adopted on February 26, 2016, the Agency approved an extension of the expiration date to August 25, 2016; and

WHEREAS, the Company has provided a written request dated August 10, 2016 (the Second Extension Request), a copy of which Second Extension Request is attached as Schedule A to this resolution, requesting an additional extension of the expiration date of the Approving Resolution; and

WHEREAS, the members of the Agency have reviewed the Second Extension Request and desire to extend the expiration date of the Approving Resolution; and

WHEREAS, the members in connection with their discussion regarding the Second Extension Request desire to make clear in the minutes of the Agency that any decision by the Agency with respect to the Second Extension Request does not modify the Agency's policy with respect to any subsequent requests for the Project or any other project considered or to be considered by the Agency;

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

Section 1. Based upon the representations made by the Company in the Second Extension Request, the Agency hereby finds that the Project is important to the development of the Vista Project and the creation of jobs in the Town of Bethlehem, New York, and, therefore, the Agency hereby determines that it is desirable and in the public interest to extend the expiration dates provided in the Approval Resolution.

Section 2. The Agency hereby determines to extend the expiration dates described in Section 10 of the Approval Resolution as follows:

(A) That construction must start no later than November 25, 2016; and

(B) That the Project must be complete no later than November 25, 2018.

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed, for and in the name and on behalf of the Agency, to do all acts and things required or provided for by the provisions of this Resolution, and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of this Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of this Resolution binding upon the Agency.

Section 4. Except as modified by this Resolution, the Approving Resolution, as previously modified, shall remain in full force and effect and the terms and conditions thereof are hereby confirmed.

Section 5. This Resolution shall take effect immediately.

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

VI. New Business

- **FINANCIAL STATEMENTS 7/31/16 (MAIKELS)**

Mr. Maikel's reported out on the July 31, 2016 financial statement, noting the Agency is still even with the 2016 budget and a closing this year would put fee revenue well on the plus side.

- **REGULAR MEETING - SEPTEMBER 23, 2016 8:00 A.M. AUDITORIUM**

The next regular meeting is *Friday*, September 23 at 8am.

VII. Adjournment

Motion To: Adjourn

RESULT: ADJOURN [UNANIMOUS]
MOVER: Sandra Shapard, Board Member
SECONDER: Victoria Storrs, Board Member
AYES: Venezia, Richardson, Storrs, Shapard, Maniccia, Kidera