

Town of Colonie Industrial Development Agency

Board Minutes
March 19, 2018 Meeting

Meeting called to order by John Kearney, Chairman, at 6:25 pm, The Agency meeting was conducted simultaneously with the Town of Colonie Local Development Corporation meeting due to the common actions necessary this evening.

Members in attendance:

John Kearney, Chairman	
Alison Blessing	Peter Gannon
Eric Phillips (Exited 6:50)	Gary Rinaldi
Benjamin Syden	

Members absent:

Carmino Basile

Other Persons in attendance:

Agency Counsel: Connie Cahill and Melissa Bennett, Barclay Damon LLP
Chief Executive Officer:
Chief Fiscal Officer: Christopher Kelsey

Mr. Kearney advised the members that Mr. LaCivita was unable to attend the meeting this evening due to a family commitment.

Approval of the Minutes

Mr. Kearney indicated the draft of the January 22, 2018 minutes were in the Board packets for review.

MOTION: To accept the January 22, 2018 minutes as provided. Motion offered by Alison Blessing and seconded by Gary Rinaldi. Mr. Gannon abstained. Motion was unanimously approved by the remaining members in attendance.

Committee Reports

Governance –Mr. Syden indicated the Committee met at 5:30 this evening to reaffirm the following statements, policies, and reports previously approved in January 2018:

- a) Mission Statement
- b) By-Laws
- c) Code of Ethics
- d) Conflicts of Interest Policy
- e) Procurement Policy
- f) Property Acquisition Policy

- g) Property Disposition Policy
- h) Whistleblower Policy
- i) Operations and Accomplishments Report for 2017
- j) Report of Real Property Owned for 2017

Additionally, it reviewed and approved the following reports 2017:

- a) New York State Authorities Budget Office Public Authorities Reporting Information System Annual Report, Certified Financial Audit Report, Investment Report, and Procurement Report.
- b) Annual Self-evaluation of Governance Committee Performance Report
- c) Performance Measurement Report

The Committee voted to recommend to the full Board adoption of the above statements and policies for 2018 and reports for 2017 as presented.

Mr. Syden indicated the Committee also reviewed the revised Self-Evaluation Form which was provided to all the Agency Members and will be collected this evening. Mr. Syden intends to provide a summary of the findings at the next meeting of the Agency.

Other items discussed included requesting a Brownfield Opportunity Area Project status update from the project's contractor, Barton & Loguidice, DPC. Mr. Kelsey will inform Mr. LaCivita via e-mail tomorrow.

The Governance Committee also discussed the proposed legislation before the New York State Legislature authorizing IDA funds for grants, loans and equity financing. As the Agency is extremely supportive of this legislation the Committee recommends the proposed resolution under the new business section of tonight's agenda.

Mr. Syden indicated the Governance Committee continued to discuss the potential for a full Board retreat to discuss the direction the Agency wanted to go in 2018 along with Barclay Damon providing a brief training update at the same time. They will also look to schedule a meeting with the Town Supervisor to coordinate the Town and Agency's goals.

Mr. Syden would also like Mr. LaCivita to investigate expanding the New York State Economic Development Council membership to include the full board. This would show additional support to the Council and their efforts on the behalf of the industry, and provide the Agency's members with additional benefits and educational opportunities.

Mr. Gannon and Mr. Phillips then discussed the idea of transforming the Agency's website to be more of a marketing tool to attract development of the Town and Agency. They would like to see it be more than a way to disseminate the requirements of the New York State Authorities Budget Office. Mr. Gannon indicated he thought it would be good to have a sub-committee dedicated to the website and its redesign.

Mr. Phillips excused himself at 6:50 pm, and exited the meeting.

Audit - Mr. Rinaldi indicated the Audit Committee met this evening at 5:30 with William Freitag, an audit Partner from BST & Co., LLP CPAs, who provided a summary of the audit reports for the year ended December 31, 2017 on behalf of Brendan Kennedy who had a prior commitment this evening. The Independent Auditor's Report and the Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with Government Auditing Standards opinions were both unmodified which is the best opinion that can be issued. There were no adjustments proposed to the Agency's records and no management letter comments were issued, which is very good.

The Committee voted to recommend to the full Board acceptance of the 2017 audit reports.

Mr. Rinaldi also indicated the Committee met also met to reaffirm the Committee's Charter for 2018, previously approved in January 2018:

Additionally, it reviewed and approved the following reports 2017:

- a) Annual Self-evaluation of Audit Committee Performance Report
- b) Assessment of the Effectiveness of Internal Controls Report
- c) Annual Investment Report

The Committee voted to recommend to the full Board adoption of the above Charter for 2018 and reports for 2017 as presented.

Finance – Mr. Rinaldi indicated the Committee met this evening, after the Audit Committee meeting, to review and reaffirm the following polices for 2018, previously approved in January 2018:

- a) Investment Policy
- b) Procurement Policy
- c) Financing Guidelines
- d) Fee Structure
- e) Insurance Coverage
- f) Finance Committee Charter

Additionally, it reviewed and approved the following reports 2017:

- a) Annual Self-evaluation of Finance Committee Performance Report
- b) Annual Investment Report

The Committee voted to recommend to the full Board adoption of the above Policies and Statements for 2018 and reports for 2017 as presented.

Ms. Cahill stated there is a resolution before the Board this evening to approve, re-affirm, and adopt the Agency's Governance, Audit and Finance Committees recommendations for 2018, and various reports for 2017.

RESOLUTION 2018-006: Approving additional annual actions. Resolution offered by Benjamin Syden and seconded by Peter Gannon. Resolution was unanimously approved by the members in attendance.

Chief Executive Officer's Report

Mr. LaCivita was unable to attend this evening, but indicated via e-mail to Mr. Kelsey the following:

- a) Mr. LaCivita was working the Brownfield Opportunity Area Project contractor to set up meetings with the BOA advisory committee for April 2018. Additionally, he is working with the New York State Department of State on the second drawdown on the grant.
- b) Mr. LaCivita is working with Camoin Associates to finalize the retail analysis study.
- c) A potential applicant had reached out to Mr. LaCivita investigating funding opportunities for market rate apartment construction. Mr. LaCivita had indicated this was something the Agency would not entertain based on past experience.

Several questions arose from the Board, which Mr. Kelsey indicated he would communicate to Mr. LaCivita via e-mail. They primarily related to the BOA Project and updating the Agency as to status.

Chief Fiscal Officer's Report

Mr. Kelsey indicated there had been little activity in the Agency financially within the first quarter, but will provide a quarterly interim financial statement to the Board once the quarter officially closes on March 31st.

Two items of note:

- a) The Afrim Realty Company, LLC Project closed on March 9th, and the Agency has received the \$50,000 administrative fee.
- b) The appraisal report of the 272 Old Maxwell Road vacant land was completed and the appraiser valued the property at \$80,000.

Old Business

- a) **Starlite Associates & The Ayco Company:** Ms. Cahill had been contacted regarding setting a public hearing date for the above projects. The project representatives were hoping for an April 2018 public hearing.

As the Local Development Corporation was meeting related to a project before them on April 23, 2018 would the Agency entertain holding the public hearing that evening?

The Board discussed and felt that a public hearing on April 23, 2018 was fine, although the Agency could not act on the project until the Town of Colonie Planning Board had given its final approval.

Discussion then turned to the necessary cost-benefit study for the project and it was decided Camoin Associates would be contacted to prepare the study with a due date to provide the Board with time to review it prior to the public hearing. Camoin then would present the study at the public hearing.

Mr. Gannon requested the public notices for the hearing be published for longer than the minimum requirements.

- b) **Member Training:** Ms. Blessing and Mr. Gannon will work to schedule the necessary ABO training sessions. Then as discussed by the Governance Committee, Barclay Damon LLP will develop and update session for the full Board.
- c) **Website Updates:** This item was discussed under the Governance Committee in detail. To summarize the Agency is interested in making the current website more of a marketing tool, rather than a way to communicate ABO required information.

New Business

Proposed New York State Legislation: As indicated by Mr. Syden during the Governance Committee Report, there is proposed legislation before the New York State Legislature authorizing Industrial Development Agency funds for grants, loans and equity financing. These uses of Agency funds are currently prohibited by General Municipal Law, and this would allow the Agency to expand its assistance to potential projects.

As such the Agency offers the following resolution this evening.

RESOLUTION 2018-007 – In support of A8358/S6230, an Act to amend the General Municipal Law to Permit Industrial Development Agencies to make grants and loans with their own funds in furtherance to their authorized corporate purposes. Resolution offered by Peter Gannon and seconded by Benjamin Syden. The resolution was unanimously approved by the members in attendance.

Meeting adjourned at 7:40 pm.

Next meetings will be April 23, 2018, for a public hearing, and June 18, 2018, for a regular meeting, both at 6:00 pm at 347 Old Niskayuna Road, Latham, NY 12110.

RESOLUTION 2018-006 - APPROVING ADDITIONAL ANNUAL ACTIONS

WHEREAS, the Town of Colonie Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 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 594 of the Laws of 1980 of New York, as amended, constituting Section 911-d 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, renovating, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreation 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, the Act and the Public Authorities Law require that the Agency prepare various annual reports (the “Annual Reports”); and

WHEREAS, the Agency’s auditor has submitted draft audited financial statements for the year ended December 31, 2017 (the “Audited Financial Statements”) to the Agency; and

WHEREAS, the Finance Committee has reviewed the Annual Reports and recommended their approval by the Agency; and

WHEREAS, the Governance Committee has reviewed the Annual Reports, and has recommended their approval by the Agency; and

WHEREAS, the Audit/Finance Committees has reviewed the Audited Financial Statements and has recommended their approval by the Agency; and

WHEREAS, the Audit Committee, the Finance Committee, the Governance Committee each did not have a quorum at their respective committee meetings on January 22, 2018 and therefore, each committee has re-reviewed the relevant policies and reports approved by each committee at their January 22, 2018 meetings (the “January 22 Documents”) and has recommended a reaffirmation by the Chairman (the “Committee Charter Revisions”); and

WHEREAS, the members of the Agency desire to review and approve the Annual Reports, reaffirm their approval of the January 22 Documents and the Committee Charter Revisions and accept the Audited Financial Statements, in the forms presented at this meeting;

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

Section 1. The Agency hereby: (a) approves the Annual Reports; (b) reaffirms its approval of the January 22 Documents; and (c) accepts the Audited Financial Statements, each in the form presented at this meeting.

Section 2. The Executive Director of the Agency is hereby directed to: (a) post copies of the Annual Reports, the January 22 Documents, and the Audited Financial Statements on the Agency's website; and (b) file the Annual Reports and the Audited Financial Statements with the New York State Authorities Budget Office, as required by the Public Authorities Law.

Section 3. This Resolution shall take effect immediately.

RESOLUTION 2018-007 – IN SUPPORT OF A8358/S6230, AN ACT TO AMEND THE GENERAL MUNICIPAL LAW TO PERMIT INDUSTRIAL DEVELOPMENT AGENCIES TO MAKE GRANTS AND LOANS WITH THEIR OWN FUNDS IN FURTHERANCE TO THEIR AUTHORIZED CORPORATE PURPOSES.

WHEREAS, the Town of Colonie Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 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 594 of the Laws of 1980 of New York, as amended, constituting Section 911-d 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, renovating, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreation 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 “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, Assemblyman William Magnarelli (129th Assembly District) and Senator Patrick Gallivan (59th Senate District) have introduced legislation (A8358/S6230) (the “Proposed Legislation”) that would significantly benefit the local economy by authorizing industrial development agencies (“IDAs”), including the Agency, to make grants and loans with their own funds in furtherance of the Agency’s corporate purposes; and

WHEREAS, the Proposed Legislation expands the powers of IDAs to provide loans and make grants to any private or public corporation and any legal entity, provided the loan or grant proceeds are used in the furtherance of the IDA’s proposes; and

WHEREAS, the Proposed Legislation would additionally authorize IDAs to provide “seed and early-stage equity funding” to any private or public corporation and any legal entity based upon criteria established by the IDA; and

WHEREAS, the Town of Colonie would benefit from the enactment of the Proposed Legislation as the small business entrepreneurs, commercial ventures, industrial and manufacturing facilities located within Town of Colonie, or contemplating investing in Town of Colonie, would be the direct beneficiaries of business loans, grants, and start-up equity funding that could be provided by the Agency should the Proposed Legislation be adopted; and

WHEREAS, the members of the Agency desire to support the enactment of the Proposed Legislation;

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

Section 1. The Agency hereby supports the enactment of the Proposed Legislation.

Section 2. The Executive Director of the Agency is hereby directed to forward copies of this Resolution to Assemblyman Marnarelli and Senator Gallivan, as well as New York State Legislators for the Town of Colonie, Senator Neil Breslin and Assemblyman Phil Steck and the New York State Economic Development Council, for immediate consideration.

Section 3. This Resolution shall take effect immediately.