

**SENECA COUNTY  
INDUSTRIAL DEVELOPMENT AGENCY**

**MEETING MINUTES**

Regular Meeting  
Thursday, December 12, 2007  
12:00 p.m.  
Abigail's Restaurant  
Waterloo, New York

**Attendance:**

Board Members Present: Robert Rosenkrans, Chairman; Kenneth Lee Patchen, Jr.; Robert Kernan; Thomas Kime; and David M. Kaiser

Board Members Absent: None

Staff Attending: Stephen Dennis, Executive Director; Patricia Jones, Project Coordinator for Reuse/Empire Zone; Monica Novack, IDA Administrative Assistant; Greg Keefe, IDA Chief Financial Officer; and Shawn Griffin, Legal Counsel, Harris Beach;

Others Attending: Sharon Secor, County Manager; Kevin Swartley and Ed Primrose, Empire Green Biofuels; Jane Shaffer and Craig Sessler, Sessler Wrecking; Rob Kriss, John Patti, Carol Richardson, and Sandra Dranias

**Call to Order:**

Chairman Rosenkrans called the meeting to order at 12:00 P.M. A quorum of the Agency's members was present.

**Consideration of Executive Session:**

Chairman Rosenkrans requested a motion to enter into Executive Session for the purpose of sale or lease of real property and pending or current litigation. A motion was made by Lee Patchen at 12:01 a.m. to enter into Executive Session. Seconded by Thomas Kime. Motion carried. A motion was made by Robert Kernan at 1:35 p.m. to come out of Executive Session. Seconded by Lee Patchen. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye. Motion carried.

**Approval of IDA Minutes / Regular Meeting of November 1, 2007:**

The minutes of the Agency's regular meeting of November 1, 2007 had been sent to Board members prior to the meeting. A motion was made by David Kaiser to accept the minutes of November 1, 2007. Seconded by Robert Kernan. Rosenkrans, Kime, Kaiser Kernan, , and Patchen voting aye. Motion carried.

**Approval of October 2007 Financial Statements:**

The October 2007 financial statements had been mailed to Board members prior to the meeting. Pat Jones summarized the financial statements. After discussion, a motion was made David Kaiser to approve the October 2007 financial statements. Seconded by Lee Patchen. Rosenkrans, Kime, Kaiser Kernan, , and Patchen voting aye. Motion carried.

**IDA Consent to for Town of Varick to the Lead Agency under SEQR for the Sessler Depot Project:**

Chairman Rosenkrans noted the Town of Varick did not agree with the designation of the Seneca County IDA as lead agency under SEQR for the Sessler Depot Project and that the town had so notified the NYS Department of Conservation. After discussion and advice of agency counsel, a motion was made by Lee Patchen to the IDA's consent to the designation of the Town of Varick as Lead Agency under SEQR for the Sessler Depot Project. Seconded by David Kaiser. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye. Motion carried.

Agency counsel advised the IDA would take no further action on the project until the SEQR process was completed.

**Acceptance of Resignation of Bruce Bonafiglia as IDA Board Member:**

Steve Dennis advised the Board that a letter of resignation, previously distributed to Board, had been received from Bruce Bonafiglia. A motion was made by Robert Kernan to accept the resignation, with regret, of Bruce Bonafiglia effective December 12, 2007. Seconded by Thomas Kime. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye. Motion carried.

**Appointment of Nominating Committee for 2008 IDA Officers:**

Chairman Rosenkrans had originally appointed Lee Patchen and Bruce Bonafiglia to the Nominating Committee for IDA officers for 2008. Because of Bruce's resignation, the Chairman has now appointed Lee Patchen and Robert Kernan to the Nominating Committee for IDA officers for 2008.

**Approval of IDA / EDC / Seneca Knit 2007 Audit Proposals:**

Steve Dennis advised the Board that proposals/quotes had been received from Raymond F. Wager, CPA, P.C. and presented as follows.

Seneca County IDA: \$7,975

Seneca EDC: \$3,995

Seneca Knit: \$4,210

Mr. Kernan requested a meeting be scheduled of the Audit Committee with the Auditor prior to the start of the audit. After discussion, a motion was made by David Kaiser to approve the IDA / EDC / Seneca Knit 2007 Audit Proposals. Seconded by Thomas Kime. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye Motion carried.

**Approval of Property Disposition Policy / Appoint Contracting Officer:**

Steve Dennis advised the Board that, via Resolution #2006-19, the Board had adopted the Disposition of Property Guidelines and designated the Executive Director as Contracting Officer for the Agency. Steve also advised that as per ABO auditor recommendation, the Contracting Officer should be designated by name. Steve then advised that the Board is therefore requested to re-adopt the Guidelines and to designate a Contracting Officer by name, and that the proposed Contracting Officer is Stephen L. Dennis, Executive Director. After discussion, David Kaiser made a motion to approve the property disposition policy and appoint Stephen L. Dennis, Executive Director, as Contracting Officer. Seconded by Robert Kernan. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye. Motion carried.

**Approval of Governance Charter / Appointment of Governance Committee:**

Steve Dennis advised the Board that Resolution #2006-19, Section 7, created a Governance Committee. Steve then advised that as per ABO Auditor recommendation, the Board is requested to adopt a Governance Committee Charter to more fully outline Committee responsibilities, structure, meetings, reports, relationship to Agency's Board, Evaluation of Agency's Policies, and other duties with the charter to be effective as of date of adoption, December 12, 2007. Steve advised the Board that it is now requested to appoint two members to the Committee, comprised of "independent members" as per PAAA. Chairman Rosenkrans proposed appointing Tom Kime and Lee Patchen. After discussion, a motion was made by Robert Kernan to approve the Governance Charter and appoint Tom Kime and Lee Patchen as the committee members. Seconded by David Kaiser. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye. Motion carried.

**Adoption of Audit Charter:**

Steve Dennis advised the Board that Resolution #2006-19, Section 6, created an Audit Committee. Steve then advised that as per ABO Auditor recommendation, the Board is requested to adopt an Audit Committee Charter to more fully outline the purpose, powers, composition, selection, meetings, and responsibilities with the charter to be effective as of date of adoption, December 12, 2007. After discussion, a motion was

made by David Kaiser for the adoption of the audit charter. Seconded by Lee Patchen. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye Motion carried.

**Designation of IDA Chief Financial Officer (CFO) and Chief Executive Officer:**

Steve Dennis advised the Board that Resolution #2006-19, Exhibit D, referenced and provided for designation of a Chief Executive Officer and a Chief Financial Officer. Steve then advised the Board that as per ABO Auditor recommendation the Board is requested to designate Stephen Dennis, Executive Director, as Chief Executive Officer and Gregory Keefe, Treasurer, as IDA Chief Financial Officer. After discussion, a motion was made by David Kaiser to designate Dennis, Executive Director, as Chief Executive Officer and Gregory Keefe as IDA Chief Financial Officer. Seconded by Robert Kernan. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye. Motion carried.

**Deer Run Corporate Park - Dedication of Rodman Road and utilities to Village of Seneca Falls:**

Steve Dennis advised the Board that the Deer Run Corporate Park was partially funded by a grant from the U.S. Department of Commerce, Economic Development Administration (EDA) Project #01-49-03685. Steve then informed the Board that Glenn Cooke had previously requested EDA approval to dedicate Rodman Road and utilities (water lines, sewer lines, drainage facilities, lighting) to the Village of Seneca Falls, letter Jan. 19, 2007. Steve then stated that there is no record of EDA's response and subsequently EDA has responded that the required procedure will be to amend of the grant award to add the Village as a co-recipient and this will satisfy EDA's requirement of "ownership, maintenance, operation for the useful life of the improvement which has been identified as 20 years". After discussion, a motion was made by Lee Patchen to approve the Village of Seneca Falls as co-recipient of the EDA grant award for the purposes of dedication of Rodman Road and utilities to the Village and to authorize the Executive Director to obtain the necessary approvals from the Village to comply with EDA requirements. Seconded by Robert Kernan. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye. Motion carried.

**Approval of Quarterly Loan and Grant Status Reports:**

The Loan and Grant Status reports had been provided to Board members prior to the meeting. Pat Jones summarized the loan and grant status reports and noted to Board members that all loans were current. After discussion, a motion was made by Lee Patchen approving the quarterly Loan Status report. Seconded by David Kaiser. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye. Motion carried.

**Approval of IDA Final Resolution No. 2007-21 Bedford Falls Enterprises, LLC:**

Steve Dennis advised the Board that Resolution #2007-21 was tabled at the previous meeting for further information. Steve then advised that subsequently the IDA has been informed that project SEQR status needs to be reclassified from "Unlisted" to "Type 1"

based on site's inclusion within a Historic District. No further action until determination of SEQR status. Resolution remains tabled.

**Approval of Extension for Goulds/ITT / Sales Tax Exemption:**

Steve Dennis advised the Board that ITT/Goulds Pumps has requested an extension through March 31, 2008 of the IDA Sales Tax Exemption which expires December 31, 2007. Steve advised that the Sales Tax Exemption was granted via an IDA Resolution on December 7, 2006 for a project consisting of acquisition and installation of equipment in furtherance of the Company's pump manufacturing operations located at 240 Fall Street and 2881 East Bayard Street, Seneca Falls. After discussion, a motion was made by Thomas Kime to approve an extension for Goulds/ITT sales tax exemption and authorize the Executive Director to execute the documents as provided by agency counsel. Seconded by Lee Patchen. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye. Motion carried.

**Approval for Out-of-State Travel for Pat Jones to Attend NAID/ADC Conference – February 2008:**

Pat Jones advised the Board that she would need approval to attend the winter Base Re-Use Conference in New Orleans in February. A motion was made by David Kaiser approving out-of-state travel for Pat Jones to attend NAID/ADC Conference in February 2008. Seconded by Lee Patchen. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye. Motion carried.

**Other Business:**

**Approval of Contract for Professional Services between Seneca Knit Development Corporation and Nancy Mangano:**

A motion was made by Robert Kernan to approve the Contract for Professional Services through 2008 between Seneca Knit Development Corporation and Nancy Mangano. Seconded by Lee Patchen. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye. Motion carried.

**Approval of Contract for Professional Services between Seneca County Economic Development Corporation and David Christler:**

A motion was made by Thomas Kime to approve the Contract for Professional Services through 2008 between Seneca County Economic Development Corporation and David Christler. Seconded by Lee Patchen. Rosenkrans, Kime, Kaiser, Kernan, and Patchen voting aye. Motion carried.

**Approval to Execute Economic Development and Administrative Services Agreement between Seneca County IDA and Seneca County Economic Development Corporation:**

Steve Dennis advised the Board that in order to execute the contracts for Nancy Mangano and David Christler, an agreement between the Seneca County IDA and the Seneca County EDC was needed which would cover the scope of services, administrative service fees, reporting and accountability, notices, termination for convenience, termination for cause, governing law and modification. After discussion, a motion was made Robert Kernan approving the Economic Development and Administrative Services Agreement between the Seneca County IDA and Seneca County. Seconded by Lee Patchen. Rosenkrans, Kime, Kaiser, Kernan and Patchen voted aye. Motion carried.

**Update of IDA Board Member Appointments:**

Chairman Rosenkrans advised the Board of the three newly appointed Board members: G. Thomas Macinski, Kenneth Riemer, and Fred Gaffney. Chairman Rosenkrans also stated that their appointments were effective immediately, that they would need to get the required state training, and have an orientation meeting to get them up to speed on IDA projects.

**Adjournment:**

A motion to adjourn the meeting was made by Robert Kernan and seconded by Lee Patchen. Rosenkrans, Kime, Kaiser Kernan, and Patchen voting aye. Motion carried. The meeting adjourned at 2:10 p.m.

The next scheduled meeting will be held on **January 10, 2008 at 12:00 Noon** at Deerhead Inn, Lower Lake Road, Seneca Falls.

Respectfully submitted,

*Kenneth Lee Patchen Jr. (S)*

Kenneth Lee Patchen, Jr.  
Secretary

pc: Seneca County Manager  
Margaret Li, Clerk, Board of Supervisors  
Shawn Griffin, Esq, Harris Beach  
Russell Gaenzle, Esq, Harris Beach  
Justin Miller, Esq, Harris Beach