

**ST LAWRENCE CO INDUSTRIAL DEVELOPMENT AGENCY
MINUTES OF MEETING – January 26, 2012**

CALL TO ORDER: Chairman Brian Staples called to order a meeting of the St. Lawrence County Industrial Development Agency at 8:30 AM at the Best Western, Canton.

ROLL CALL:

Blevins	Present	Hall	Present
LaBaff.....	Present	McMahon.....	Present
Peck.....	Present	Staples.....	Present
Weekes.....	Present		

Others: Staff Patrick Kelly, Kimberly Gilbert, Richard Williams, Natalie Sweatland; Brian Norton, Leigh Rodriguez, Andrew Silver, Esq., Counsel.

PUBLIC NOTICE: Public notifications sent January 12, 2012 to, at a minimum: St. Lawrence County's newspapers designated for the publication of local laws and other matters required by law to be published; additional local media sources and websites.

PUBLIC COMMENT: None

EXECUTIVE COMMITTEE: Peck/LaBaff motion for Executive Session at 8:30 AM to discuss litigation with a specific company. LaBaff/Hall motion to return to Regular Session at 8:37 AM.

MINUTES: LaBaff/Hall move to accept the minutes of the December 20, 2011 meeting. Accepted.

FINANCIAL REPORTS: November 2011: Mrs. Gilbert notes that the November financial report reflects receipt of Northern Corridor Transportation Group grant funds and disbursement of NCTG funds to the BDC. Report is accepted and filed for audit.

COMMITTEE REPORT:

Audit/Finance Committee: Committee Chairman Andrew McMahon reports on the January 23, 2012 meeting with auditors. There was one item open from last year, that being a collective audit for the IDALDC, Greater Massena Economic Development Fund and the St. Lawrence River Valley Redevelopment Agency, as all three are under one tax ID number. Auditors will conduct 3 separate audits, as per their audit agreement; and they will provide an additional, combined audit at a cost of approximately \$2,000. The Committee will meet again in late February. Mrs. Gilbert notes that the auditors finished their on-site work yesterday [January 25, 2012].

Governance Committee: Committee Chairman Brian Staples reports on the January 23, 2012 meeting, noting a number of governance items were addressed and forwarded to the full board for review and approval at this meeting.

STAFF REPORT: Mr. Kelly reports the following:

- FishCap – Board members have a copy of the FishCap annual report.
- Governance Manual – Mrs. Sweatland reports that board members have been provided an update to their Governance Manuals. Additional updates will be provided as a result of today's policy reviews.
- Financial Disclosures – Mrs. Sweatland reports that board members have been provided the Annual Financial Disclosure information, which must be completed and returned to her by March 30 for a March 31 filing deadline with the County Board of Ethics.
- Self-Evaluations – Mrs. Sweatland reports that the Governance Committee tabulated the self-evaluation forms during yesterday's committee meeting for review and discussion today during Executive Session.
- ABO Notice – Mrs. Sweatland advises board members that the ABO released information regarding changes to Open Meetings Law subject to Public Authorities Law. The changes take effect on Feb. 2, 2012 and mandate that any documents subject to discussion during an open meeting must be made available to the public prior to the meeting. The documents must be uploaded to the authority's website. Examples provided by the ABO of such types of documents included project applications. Board

members cite concerns over provision to the public of financial and personal information, and balancing this with the Open Meetings Law requirement.

- Applications and Fee Structure – Mr. Kelly reports that staff are looking at ways to increase efficiency in operations. One such project is to streamline the application for use by all entities. Chairman Staples asks if the application could be restructured in such a way so the application's cover sheet could satisfy the recent change to the Open Meetings Law? Mr. Kelly also notes that he is looking to review and assess our fee structure and is researching how other IDAs structure their fees.

(Mr. Silver is excused at 8:55 AM)

- Joint Meeting – Mr. Kelly notes he has also been pursuing the idea of creating a joint meeting structure. He has been advised by Agency Counsel Andrew Silver and the law firm of Underberg & Kessler that a joint meeting is possible, as the membership of the three boards is the same. Joint meetings would ease the confusion associated with moving in and out of session. One meeting record would be created. Official actions, however, would need separate motions and votes. The joint meeting process will take effect at the February 2012 meeting.
- Affinity Potsdam Cottages – Mr. Kelly reports that the Buffalo-based development project involves a 186-unit housing complex near SUNY Potsdam. The project requires consent of the Affected Local Taxing Jurisdictions, and we have been involved in discussions between the developer and the local jurisdictions as they work to come to agreement on the value of the proposed project and the abatement schedule. Project information may be available for Board action at next month's meeting.
- Power Contract – The IDA/RVRDA Working Group representatives have reached agreement on language revisions. RVRDA attorney Eric Gustafson has incorporated the revisions and forwarded them to the working group for review and consent.
- Northern Corridor Transportation Group – Mr. Kelly reports that Jason Clark recently contacted him regarding our progress on the formation of a successor organization (LDC) for NCTG funds. IDA Board members acknowledge that they had committed funds to assist in the formation of an LDC; however, they presumed that the BDC assumed the role of successor organization when it accepted funds from the County. After lengthy discussion, Mr. Kelly is instructed to provide the financial assistance required to help with the formation of the LDC. Board members also advise Mr. Kelly that this financial assistance will be the limit of the IDA's involvement with the new LDC.
- Newton Falls Rail Rehabilitation – Mr. Kelly notes that he has had discussions with ESD regarding the spending of the \$9.97 Million grant awarded through the North Country Regional Economic Development Council. Concerns are raised regarding the risk of spending IDA funds for reimbursement by the State as other entities have experienced difficulty securing reimbursement from the State for their projects.
- Clearwater Trestle Project – Mrs. Rodriguez reports that the project received CFA funding through the Department of Transportation. DOT has advised that the owner needs to be a public body for the duration of the life of the trestle. Staff are discussion with Clearwater Paper lease/leaseback options.
- 2012 Meeting Schedule – Hall/McMahon motion to accept a revised 2012 meeting schedule. Board members accept the new meeting dates. The revised schedule will be uploaded to the Agency's website.

OLD BUSINESS: None

NEW BUSINESS:

Resolution: Adopting Procurement Lobbying Law Policy and Guidelines – LaBaff/Hall. Mrs. Sweatland reports that the policy outlines restrictions on contacts during the procurement process, when the estimated annualized expenditures are in excess of \$15,000. Approved unanimously.

Resolution: Adopting Policy Prohibiting Loans and Credit to Officer, Directors and Employees – Peck/LaBaff. Mrs. Sweatland reports that the policy is being presented pursuant to Section 2824 of Public Authority Law. No questions or comments. Approved unanimously.

Resolution: Annual Review of Corporate Credit Card Usage Policy – Hall/LaBaff. Change to the policy (reference to the Agency's policy) is noted. Approved unanimously.

Resolution: 2012 Review of Disposition of Real Property and 2011 Report of Agency – Weekes/LaBaff. No questions or comments. Approved unanimously.

Resolution: Annual Review of Investment Policy and Authorization of Depositories – Peck/LaBaff. No changes from last year’s investment policy are noted. Approved unanimously.

Resolution: Annual Review of Procurement Policy – Hall/LaBaff. Changes to the policy (Inclusion of item B2 and changes to bid ceiling amounts) are noted. Approved unanimously.

Resolution: Authorizing Purchase Option Renewal with Curran Renewable Energy. LaBaff/McMahon. Mr. Kelly notes that the IDA and the IDALDC both wish to continue to make the property (4th Massena Building and Lot 13 within the Massena Industrial Park) available to Curran Renewable Energy, LLC. Approved unanimously.

Resolution: Authorizing Modifications to the Agency FY2012 Budget – Weekes/Hall. Mr. Kelly explains that the resolution moves the majority of the marketing funds to the IDALDC. Approved unanimously.

Resolution: Authorizing RFP (12-CIP-01) for Final Design and Specifications and General Engineering Services for a Mixed-Use Building – Peck/Weekes. Mr. Williams distributes the consultant’s 18,000 sq ft final conceptual design and a scaled-down 15,000 sq ft design. Board members discuss the differences between the two designs (office space, common space, open space, green technology, cost, etc.). Mr. Williams advises that the project will incorporate prevailing wage scale. Approval to move forward with the RFP process for a 15,000 sq ft design approved unanimously.

Resolution: Authorizing RFP (12-NFR-01) for Consulting Engineer Services Relating to the Newton Falls Rail Line Rehabilitation. Hall/Weekes. Mr. Williams noted that the Agency will require outside expertise with this project and if the Agency were to use a consulting engineer for the sole purpose of guiding us through the necessary processes, they would be disqualified from bidding on other portions of the project. Utilizing a Qualifications Based Selection as DOT encourages for their larger contracts, allows us to eliminate the requirement of bidding out each portion of engineering. This saves a tremendous amount of time that would be used in advertising and bidding as well as ensuring we don’t inadvertently disqualify contractors from bidding. Engineering costs are reimbursable with the State grant. Approved unanimously.

The Chairman appoints Mssrs. Hall and Weekes to provide as-needed counsel and direction to Agency staff working on the rail projects.

2011 Mission and Performance Review: The 2011 document is presented for review and acceptance by Board membership. Hall/LaBaff. Accepted unanimously.

The Board recesses at 9:50 AM and returns from recess at 10:35 AM.

EXECUTIVE SESSION: Hall/McMahon motion for Executive Session at 10:35 AM to discuss the Agency Board Self-Evaluation document and to discuss the credit history of a particular corporation. McMahon/Blevins motion for return to Regular Session at 11:25 AM.

ADJOURNMENT: Adjourned at 11:25 AM by unanimous consent.

/s/
(Mr.) Lynn Blevins, Secretary