

TOWN OF LOCKPORT INDUSTRIAL DEVELOPMENT AGENCY

**BOARD OF DIRECTORS
Meeting Minutes of January 14, 2016
8:00 AM – IDA Conference Room**

1.1 Roll Call

Present: Chairman – Thomas Sy; Vice Chairman – Eric Connor; Treasurer – Sallie Reed; Secretary – (vacant) ; Directors Harry Anderson (en-route), Daniel Antkowiak, Todd Fragale and Robert Runk
Administrative Director – Marc Smith; Legal Counsel – Dan Seaman and Brian Seaman.

Chairman Thomas Sy noted that the Annual Meeting of the Town of Lockport Industrial Development Agency is required to be held in January, and called the meeting to order. The Chairman noted that the meeting has been duly called and noticed to all members, and that the regularly scheduled meeting shall also be the Annual Meeting.

Election of Chairman

Nomination made by Robert Runk, seconded by Sallie Reed to elect Thomas A. Sy to be Chairman. No other nominations having been received, nominations were closed by the Chairman.

Roll call vote on the nomination of Thomas A. Sy as Chairman:

NAME:	VOTE:
HARRY ANDERSON	<u>Absent</u>
DANIEL ANTKOWIAK	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
TODD FRAGALE	<u>Aye</u>
SALLIE P. REED	<u>Aye</u>
ROBERT M. RUNK	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Election of Vice Chairman

Nomination made by Sallie Reed, seconded by Robert Runk to elect Eric Connor to be Vice Chairman. No other nominations having been received, nominations were closed by the Chairman.

Roll call vote on the nomination of Eric Connor as Vice Chairman:

NAME:	VOTE:
HARRY ANDERSON	<u>Absent</u>
DANIEL ANTKOWIAK	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
TODD FRAGALE	<u>Aye</u>
SALLIE P. REED	<u>Aye</u>
ROBERT M. RUNK	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Election of Secretary

The Chairman opened the nominations of Secretary. Nomination of Harry Anderson as Secretary was made by Sallie Reed, seconded by Eric Connor. No further nominations having been made, the Chairman closed the nominations and called for a roll call vote on the nomination of Harry Anderson as Secretary:

NAME:	VOTE:
HARRY ANDERSON	<u>Absent</u>
DANIEL ANTKOWIAK	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
TODD FRAGALE	<u>Aye</u>
SALLIE P. REED	<u>Aye</u>
ROBERT M. RUNK	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Election of Deputy Secretary

Motion made by Sallie Reed, seconded by Daniel Antkowiak to appoint Daniel E. Seaman, Deputy Secretary and to authorize him to execute any required documents in connection with induced projects of the Agency, including all closing documents.

NAME:	VOTE:
HARRY ANDERSON	<u>Absent</u>
DANIEL ANTKOWIAK	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
TODD FRAGALE	<u>Aye</u>
SALLIE P. REED	<u>Aye</u>
ROBERT M. RUNK	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Election of Treasurer

Chairman Sy opened the nominations for Treasurer. Nomination made by Eric Connor, seconded by Robert Runk to elect Sallie Reed as Treasurer. No other nominations having been received, nominations were closed by the Chairman.

Roll call vote on the nomination of Sallie Reed as Treasurer:

NAME:	VOTE:
HARRY ANDERSON	<u>Absent</u>
DANIEL ANTKOWIAK	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
TODD FRAGALE	<u>Aye</u>
SALLIE P. REED	<u>Aye</u>
ROBERT M. RUNK	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Appointment of Chief Executive Officer

Motion made by Sallie Reed, seconded by Eric Connor to appoint Marc R. Smith as Chief Executive Officer, known as Administrative Director, (pursuant to an Agreement between the Town of Lockport and the Town of Lockport Industrial Development Agency dated 01/14/2016).

Roll call vote on the appointment of Marc R. Smith as Chief Executive Officer:

NAME:	VOTE:
HARRY ANDERSON	<u>Absent</u>
DANIEL ANTKOWIAK	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
TODD FRAGALE	<u>Aye</u>
SALLIE P. REED	<u>Aye</u>
ROBERT M. RUNK	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Appointment of Chief Financial Officer

Motion made by Sallie Reed, seconded by Robert Runk to appoint Kathleen D. Carter at an annual contract rate of \$2,200 as Chief Financial Officer.

Roll call vote on the appointment of Kathleen D. Carter as Chief Financial Officer:

NAME:	VOTE:
HARRY ANDERSON	<u>Absent</u>
DANIEL ANTKOWIAK	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
TODD FRAGALE	<u>Aye</u>
SALLIE P. REED	<u>Aye</u>
ROBERT M. RUNK	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Appointment of Legal Counsel

Motion made by Eric Connor, seconded by Robert Runk to appoint Seaman & Norris, LLP, Attorney for the Town of Lockport Industrial Development Agency at an annual contract rate of Twenty Six Thousand (\$26,000) Dollars, payable in quarterly installments of Six Thousand Five Hundred Dollars (\$6,500) and to authorize him, and such associate counsel as shall be deemed appropriate to act as IDA counsel in all project closings at the established rate:

HARRY ANDERSON	<u>Absent</u>
DANIEL ANTKOWIAK	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
TODD FRAGALE	<u>Aye</u>
SALLIE P. REED	<u>Aye</u>
ROBERT M. RUNK	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Appointment of Independent Auditor

Motion made by Sallie Reed, seconded by Daniel Antkowiak to authorize Lumsden & McCormick, LLP to perform the annual audit of the Town of Lockport Industrial Development Agency and to cause the filing of all required financial reports with State and local agencies, at an annual contract rate of \$4,500.00:

NAME:	VOTE:
HARRY ANDERSON	<u>Aye</u>
DANIEL ANTKOWIAK	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
TODD FRAGALE	<u>Aye</u>
SALLIE P. REED	<u>Aye</u>
ROBERT M. RUNK	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Designation of Bank Depositories

Motion made by Eric Connor, seconded by Robert Runk to authorize the Treasurer to maintain accounts in the following banks in her discretion: M&T Bank; Key Bank; First Niagara Bank (Commercial Banking Division); Evans Bank, and Citizens Bank:

NAME:	VOTE:
HARRY ANDERSON	<u>Aye</u>
DANIEL ANTKOWIAK	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
TODD FRAGALE	<u>Aye</u>
SALLIE P. REED	<u>Aye</u>
ROBERT M. RUNK	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Adoption of Fee Schedule/2016 Policies

Motion made by Daniel Antkowiak, seconded by Eric Connor to re-adopt the existing Fee Schedule and Policy Manual, including PILOT Policy:

NAME:	VOTE:
HARRY ANDERSON	<u>Aye</u>
DANIEL ANTKOWIAK	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
TODD FRAGALE	<u>Aye</u>
SALLIE P. REED	<u>Aye</u>
ROBERT M. RUNK	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Establishment of Regular Meeting Dates

Motion made by Todd Fragale, seconded by Eric Connor to establish the regular meeting dates as follows: February 11, 2016, March 10, 2016, April 14, 2016, May 12, 2016; June 09, 2016, July 14, 2016; August 11, 2016; September 08, 2016; October 13, 2016; November 10, 2016; December 08, 2016; January 12, 2017:

NAME:	VOTE:
HARRY ANDERSON	<u>Aye</u>
DANIEL ANTKOWIAK	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
TODD FRAGALE	<u>Aye</u>
SALLIE P. REED	<u>Aye</u>
ROBERT M. RUNK	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Appointments to Committees

Chairman Sy made the following appointments:

Auditing Committee: Eric Connor, Harry Anderson, Todd Fragale

Governance Committee: Sallie Reed, Robert Runk, Daniel Antkowiak

Commencement of Regular Business

Motion made by Robert Runk, seconded by Eric Connor to commence the business of the regular meeting:

NAME:	VOTE:
HARRY ANDERSON	<u> Aye </u>
DANIEL ANTKOWIAK	<u> Aye </u>
ERIC W. CONNOR	<u> Aye </u>
TODD FRAGALE	<u> Aye </u>
SALLIE P. REED	<u> Aye </u>
ROBERT M. RUNK	<u> Aye </u>
THOMAS A. SY	<u> Aye </u>

2.0 General Business

Chairman Thomas Sy called the meeting to order.

2.1 Secretary's Report

On a motion by Eric Connor seconded by Robert Runk, the Minutes for the December 15, 2015 Board of Directors meeting were approved.

2.3 Treasurer's Report

Treasurer Sallie Reed presented the Financial Statements for the period ending December 31, 2015. The Financial Statements were approved on a motion by Eric Connor seconded by Robert Runk. On a motion by Sallie Reed seconded by Eric Connor, the current invoices presented were approved for payment.

2.4 Attorney's Report

Attorney Daniel Seaman recommended that the Board adopt a resolution authorizing the Chief Executive Officer to prepay utilities and contractual obligations as needed in the course of our regularly scheduled business. This item should be placed on the agenda for future Annual Meetings.

On a motion by Robert Runk and seconded by Eric Connor to authorize the Chief Executive Officer to prepay utilities and contractual obligations of the Town of Lockport Industrial Development Agency as needed in the course of regularly scheduled business. Motion approved, unanimously.

2.5 Introduction of Board Members

Since the IDA Board had 3 newly appointed board members in attendance, Chairman Tom Sy asked each member of the IDA Board for a brief introduction of their backgrounds. Welcome new Board members!

3.0 Administrative Director's Report

Marc Smith described his first two weeks on the job. PARIS reporting data is flowing nicely into the office. The report is due April 1, 2016 and we want all project data in so the report can be prepared with due diligence. Marc Smith described his work hours as 7am-11am, then 1pm to 5pm most days. Once secretarial staff is secured the office would be manned those hours as well. All telephone calls into 716-478-0608 are forwarded to Marc Smith's cell phone. This will be the published number on all future documents.

4.0 Old Business

None

5.0 New Business

None

6.0 Executive Session

On a motion by Robert Runk seconded by Eric Connor, the Board voted to enter Executive Session for the purpose of consultation with attorney at 8:45am. On a motion by Sallie Reed seconded by Dan Antkowiak, the Board voted to leave Executive Session at 9:01am.

7. Adjournment

On a motion by Sallie Reed seconded by Eric Connor, the meeting was adjourned.

Respectfully submitted,
Harold Anderson, Secretary