

MINUTES OF THE MEETING OF THE  
VILLAGE OF PORT CHESTER  
INDUSTRIAL DEVELOPMENT AGENCY

**HELD:** June 28, 2010

**TIME AND PLACE:** 6:30 P.M., Village Hall, Conference Room, 222 Grace Church Street, Port Chester, New York

**ROLL CALL:** In attendance were Chairman Neil Pagano, Vice-Chairman Joseph Kenner and members James Taylor II, John Hiensch and Dennis Pilla. Also in attendance were IDA Secretary, Elisa Sciarabba, CFO Leonie Douglas IDA Administrative Director, Dwight Douglas and IDA Counsel, Justin Miller of Harris Beach, PLLC.

Absent was member Charles Rosabella

Chairman Pagano called the Annual Meeting of the PCIDA to order at 6:56 p.m. As first order of business Chairman Pagano noted that Joan Mancuso had resigned as Secretary for the IDA and Elisa Sciarabba, Assistant to the Village Manager, had expressed interest in acting as Interim Secretary. Vice-Chairman Kenner asked what the procedure was for hiring a Secretary. Administrative Director, Dwight Douglas stated that this would be an interim appointment which could be followed by a more intensive outreach, but since the PCIDA has been playing catch up and trying to get a handle on the important issues confronting it, such as the G&S project, it seemed to make sense to take advantage of Ms. Sciarabba's talent and availability. Mr. Pilla asked if such an appointment would be in compliance with New York State regulations. Mr. Miller affirmed that the appointment would be in compliance.

Chairman Pagano also wanted to reflect the correct date in the previously drafted resolution to hire Ms Sciarabba as June 28, 2010. Mr. Taylor noted that the rate of pay of \$150.00 would be per meeting rather than per month and so was reflected in the resolution.

Resolution No. 06/2010 – 1

On motion of MEMBER PILLA, seconded by VICE-CHAIRMAN KENNER, the following resolution was adopted by the Industrial Development Agency of the Village of Port Chester, New York:

WHEREAS, PCIDA secretary, Joan Mancuso, has submitted a letter of resignation, and

WHEREAS, the PCIDA Board Members have received and reviewed the resume of Elisa Sciarabba, currently Assistant to the Village Manager, who has expressed an interest in serving as PCIDA Secretary, and

WHEREAS, the PCIDA now wishes to appoint Elisa Sciarabba as Interim Secretary at the prior Secretary's same monthly flat rate,

NOW, THEREFORE, BE IT RESOLVED, THAT, effective immediately, the Board of the PCIDA herein appoints Elisa Sciarabba as Interim Secretary at the rate of \$150.00 per meeting.

Ayes: Members Hiensch, Pilla, Taylor, Vice-Chairman Kenner and Chairman Pagano

Nos: None

Absent: Member Rosabella

**CHAIRMAN'S REMARKS:**

At this time, Chairman Pagano went through his Annual Report of Activities of the PCIDA:

Since 6/9/10, the PCIDA has held 10 meetings, 2 others were postponed due to date conflicts and lack of quorum.

1. As of 5/31/10 we spent \$28,040 (65.6%) against our proposed budget of \$42,700.
2. Cash on hand at the beginning of our FY was \$221,078 - the estimated cash on hand at 5/31/10 is \$196,327 – or approximately an 11% erosion of our cash resources.
3. All current IDA Board members are trained.
4. Developed Job Descriptions for Administrative Director and following publication of an RFP – hired Dwight Douglas
5. Developed a legal services agreement for New Board Council and following publication of an RFP, interviewed with prospective candidates, hired Harris Beach
6. Hired/Appointed a Board Secretary.
7. Adopted/Updated working PCIDA By Laws
8. Developed the application to the PCIDA for Tax Exempt Bond Financing &/or Straight Lease transaction which included the fee structure
9. PCIDA obtained its first IDA application – under the new fee schedule and application Jetro and has it presently scheduled for Public Hearing on 7/12/10
10. Filed the PARIS report on a timely basis – 12/18/09
11. Received timely budget reports from our Treasurer.
12. Clarifying payment history and current obligations of G & S PILOT payments and affirmed policy of sending delinquent notices and invoices for amounts due and invoices outstanding.
13. Continue the identification of inventory of properties leased by G & S. Project still underway;
14. In process of gathering up and assembling all relevant PCIDA documents – ie Unit Leases, PILOT agreements, etc for G & S Kingsport, etc.
15. Took major steps in developing the PCIDA web site which now has.
  - a. 52 sets of PCIDA Minutes are posted on the web site beginning with 3/31/1998.
  - b. Agendas are posted.

- c. Application for Tax Exempt Financing and Lease transaction is posted
- 16. Ratified policies and procedures including:
  - a. Agency Compensation, Reimbursement and Attendance Policy
  - b. Agency Code of Ethics
  - c. Agency Whistleblower policy
  - d. Agency Investment Policy
  - e. Agency Travel Policy
  - f. Agency Procurement Policy
  - g. Agency Defense and Indemnification Policy
- 17. Reviewed and adopted Guidelines for Property Disposition
  - Amended Audit/Finance Committee Charter
  - Amended Governance Committee Charter
- 18 With regard to the UTEP, the PCIDA voted to accept the form of the UTEP policy and set a public hearing for 7/12/10 following notices to the various taxing jurisdictions.

**PC IDA's Ongoing Priority/Concerns – Going into FY 2010-2011:**

Continue to focus all resources towards full compliance with the PAAA

- 1 Continue to work in removing any ambiguity with G & S in connection with start and end dates of PILOT agreements. Establish a working document to clarify same.
- 2 Develop Mission statement of the PCIDA and develop Measurement Reports against the Mission statement (due by 3/31/2011)
- 3 Begin to consistently measure and monitor the annual performance of projects/companies under PCIDA program. Delegate Board responsibility for oversight.
- 4 With the UTEP provide clear guidelines for claiming real property, mortgage recording and sales tax exemptions as well as procedures for payments in lieu of taxes
- 5 Continue efforts towards full Agency compliance with PAAA to include:
  - a) Web site development including mission statement;
  - b) Listing of recent projects
  - c) Publishing By Laws, Code of Ethics, Whistleblower Policy, Investment, Property Disposition and Procurement policies;
  - d) Publishing our annual report to the NY State Authority Budget Office
  - e) Publishing our most recent Independent Financial Audit
  - f) Publish our Uniform Tax Exemption Policy
  - g) Publish our monthly meeting dates
- 6 Continue with our efforts to clearly identify ALL properties held by PCIDA
- 7 Continue to identify and assemble all of the documents pertaining to all transactions connected to the PCIDA
- 8 Develop a strategy and plan to reach out to our market area to inform business of the role of the PCIDA
- 9 Begin to perform self-assessment of PCIDA performance.
- 10 Help to identify potential candidates for IDA Board member and recommend same to the PCBOT

- 11 Develop the strategy to move to clear independence of the PCIDA - audit and insurance

Chairman Pagano thanked Dwight Douglas and Justin Miller for all of their hard work with the IDA.

**ADMINISTRATIVE DIRECTOR'S REMARKS:**

Mr. Douglas noted that all of the policies and charters are now listed on the PCIDA webpage and the updated By-Laws will be added as soon as a clean version is available.

Mr. Douglas gave the Board an update on the Embassy Theater project, stating that while the project hinged on resolving the parking situation, there may be a way to solve the issue. Mr. Douglas is in the process of tracking down a grant that was awarded to the Village by the Federal Transit Administration and had been dormant. In order to move the grant project along, the timeframe needs to be aggressive.

Mr. Douglas also updated the Board on the JETRO project, noting that he has been in constant contact with the Village Engineer and the Planner to get it moving along.

Mr. Douglas also thanked the Board for appointing Elisa Sciarabba as IDA secretary. Chairman Pagano also wanted to thank Leonie Douglas for the great financial reporting she has been giving to the Board.

**APPROVAL OF MINUTES:**

The minutes of May 10, 2010 were reviewed and adopted on a motion of Mr. Taylor, seconded by Vice- Chairman Kenner and carried unanimously.

**REPORT OF THE TREASURER:**

Ms. Douglas gave an overview of the PCIDA finances. As of June 1, 2009, the PCIDA had a cash balance of \$221,078, \$3,000 was made during the year from the JETRO application. As of May 31, 2010, \$15,566 was spent. There is currently a balance of \$196,327.

Mr. Hiensch asked if there was any reporting done on (G&S) escrow or if there are any outstanding bills. Mr. Pilla asked if the Board could receive a status report of G&S escrow for the July 12<sup>th</sup> meeting.

G&S Project: There was discussion of the G&S PILOT payment status, especially for the current fiscal year. The Board discussed ways to streamline the procedure for new building occupancies. Mr. Pilla thought the new Port Chester Building Inspector would be helpful in notifying the PCIDA when a CO is issued for a new occupant. Mr. Pilla stated that there needs to be procedures in place for this process. Chairman Pagano echoed the importance of the Board being aware of occupancy dates.

There was a discussion of G&S PILOT payments and particularly how the funds are accounted for. The Board asked Ms. Douglas to research prior year payments and total revenues going back since the inception of the project.

Ms. Douglas went over the proposed budget, which was worked on with Mr. Douglas.

Chairman Pagano asked about the audit process. Ms. Douglas stated that the Village has gone through the RFP process and will be ready to make a recommendation to the Board of Trustees. The IDA may be able to negotiate a price with the auditor.

Mr. Miller stated that traditionally the IDA was a component unit of the Village and now to do a standalone independent audit for the PCIDA, the price should be between \$3,000-\$5,000. This should also include a review of all of the PILOT agreements.

While the PCIDA was taken out of the Village's audit RFP process, the prospective auditors are aware of the RFP. If the IDA chooses to negotiate with the Village's auditor, it would not have to go out for an RFP process since it is a professional service.

Chairman Pagano thought \$5,000 in the budget would be reasonable for the audit services and Mr. Miller echoed that it is a fair number.

On a motion of Mr. Taylor, seconded by Mr. Heinsch, and carried unanimously the 2010/2011 FY budget was adopted.

#### **PAYMENT OF INVOICES:**

Invoices from Harris Beach, PLLC, attorneys for the Board were presented. The total amount of invoice # 1837854 is in the amount of \$9,474.13. On a motion of Vice-Chairman Kenner, seconded by Member Pilla, and carried unanimously, the bill was approved to be paid.

Mr. Taylor moved to authorize monthly payment to Treasurer, Leonie Douglas for the Month of June. The motion was carried unanimously.

An invoice for the Month of May was presented from the Administrative Director, Dwight Douglas in the amount of \$3,000. Vice-Chairman Kenner moved to authorize payment and Member Heinsch seconded the motion. Carried unanimously.

Ms. Douglas asked the Board to authorize payment to Elisa Sciarabba for secretarial services for this meeting in the amount of \$150.00. On a motion of Vice-Chairman Kenner, seconded by Mr. Pilla, and carried unanimously, the Board authorized payment.

#### **INDEPENDENCE OF IDA:**

Chairman Pagano asked about meeting dates for the PCIDA going forward. Chairman Pagano also noted that the next Board meeting was scheduled for July 12, 2010 at which time there would be a Public Hearing on UTEP and the Jetro Application. The meeting is going to be held in the Senior Center.

The Board decided that going forward, the future meetings of the PCIDA will be held on the second Wednesday of every month beginning on August 11, 2010 at 6:30 pm in the Village Hall Conference Room at 222 Grace Church Street.

On a motion of Vice-Chairman Kenner, seconded by Mr. Pilla and carried unanimously the regular meeting schedule date of the second Wednesday of every month was adopted.

A brief discussion was held in connection with the PCIDA's bank accounts and check signing authority. It was proposed that signature authority would be given to Dwight Douglas and Leonie Douglas for dual signatures on checks. The Board decided to hold off on this matter until a formal resolution was put forth at the July 12, 2010 meeting.

#### **UTEP COMMENTS RECEIVED:**

The Public Hearing for the UTEP has been set for July 12, 2010. Mr. Miller reported that Ms. Maura J. McAward, the Ass't Supt of Business for the Port Chester-Rye Union Free School District had been in contact with him. While she did not have any major concerns regarding the UTEP proposal, clarification and understanding were sought on minor items such as explaining the PILOT agreements, etc. She did not propose any changes. They now understand that the Village of Port Chester administers the PILOTS for the IDA.

Chairman Pagano requested that it be made a practice going forward that whatever PCIDA communications are transmitted between Members and counselor Members and staff via email or otherwise are to be circulated to all Board Members simultaneously..

Mr. Miller noted that the Board of Trustees are entitled to comment on the UTEP. It was discussed that the new Village Board should be briefed on the UTEP and it was asked that Vice-Chairman Kenner and Mr. Pilla, who are both members of the Village Board, explain the process to the Board of Trustees, whose next meeting is on July 6, 2010. Mr. Miller stated he would send Mr. Pilla a copy of the UTEP to pass on to the new Board for review.

Chairman Pagano noted that the minutes of this meeting should reflect that because of a scheduling conflict with the Board of Trustees, Mr. Douglas and Mr. Miller did not attend the Board of Trustees meeting as originally planned on June 7, 2010 to discuss the UTEP.

#### **ANNUAL MEETING**

Official Newspaper: Chairman Pagano discussed the selection of the official newspaper of the PCIDA and it was clarified by Mr. Miller that if the Journal News and Westmore News are both designated, the Board can use either paper rather than having to use both. On a motion of Vice-Chairman Kenner and seconded by Mr. Taylor, the official newspapers previously mentioned were unanimously approved.

#### Election of Officers:

Member Pilla made a motion to nominate Neil Pagano as Chairman, Mr. Taylor seconded the motion and it was carried unanimously.

Chairman Pagano nominated Joe Kenner as Vice-Chairman, the motion was seconded by Mr. Pilla and carried unanimously

Elisa Sciarabba was nominated as Secretary on a motion of Vice-Chairman Kenner, seconded by Member Pilla, and carried unanimously.

Mr. Heinsch brought up the status of the Didden - Bologna lawsuit and asked for a status update from Mr. Miller. The Board decided to go into an executive session to discuss this matter further.

At 8:27 p.m on a motion of Mr. Taylor, seconded by Mr. Hiensch, and carried unanimously the Board entered into executive session to consult with counsel regarding pending litigation.

At 8:36 p.m on motion of Mr. Taylor, seconded by Vice-Chairman Kenner, the Board came out of executive session

There being no further business before the Board, on motion of Chairman Pagano, seconded by Mr. Pilla, the meeting was adjourned at 8:38 p.m.

Respectfully submitted,

*Elisa Sciarabba*

Elisa Sciarabba  
Secretary