



**GCEDC Board Meeting
Thursday, March 26, 2020
Location: Electronically
4:00 PM**

GCEDC MINUTES

Attendance

Board Members: P. Battaglia, M. Gray, C. Yunker, A. Vanderhoof, T. Bender, A. Young, P. Zeliff
Staff: L. Farrell, M. Masse, L. Casey, P. Kennett, J. Krencik, S. Hyde, C. Suozzi
Guests: D. Cunningham (GGLDC Board Member), S. Noble-Moag
(GGLDC Board Member), G. Torrey (GGLDC Board Member), M. Wiater
(GGLDC Board Member), Tom Felton (GGLDC Board Member), R. Gaenzle
(Harris Beach)

Absent:

1.0 Call to Order

P. Battaglia called the meeting to order at 4:03 p.m. via conference call.

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020 suspending the Open Meetings Law, this Meeting is being held electronically via conference call instead of a public meeting open for the public to attend in person.

1.1 Enter Executive Session

A. Young made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 4:04 p.m. for the following reasons:

1. The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

The motion was seconded by C. Yunker and approved by all members present.

1.2 Enter Public Session

A. Vanderhoof made a motion to enter back into public session at 4:23 p.m., seconded by A. Young and approved by all members present.

2.0 Chairman's Report & Activities

2.1 Upcoming Meetings:

Next Scheduled Board Meeting: Thursday, May 7th at 4:00 p.m.

Audit & Finance Committee Meeting: Tuesday, May 5th at 8:30 a.m.

STAMP Committee Meeting: Tuesday, May 5th at 10:30 a.m.

Governance & Nominating Committee Meeting: Thursday, May 7th at 3:00 p.m.

2.2 Agenda Additions / Deletions / Other Business-

M. Gray made a motion to switch agenda items 4.0 and 7.0 so that Audit and Finance Committee agenda items are discussed last; the motion was seconded by T. Bender. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zelif -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

P. Zelif made a motion to add “Partner Fee Agreement” as agenda item 6.3; the motion was seconded by C. Yunker. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zelif -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

2.3 Minutes: February 27th, 2020

P. Zelif made a motion to approve the February 27, 2020 minutes as presented; the motion was seconded by T. Bender. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zelif -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

3.0 Report of Management

3.1 Nothing at this time.

4.0 Employment & Compensation Committee

4.1 Nothing at this time.

5.0 Governance & Nominating Committee – C. Yunker

5.1 Nothing at this time.

6.0 STAMP Committee – P. Zelif

6.1 Award of Contract Phase IV Water – Pembroke Line - Three bids were received for the STAMP Offsite Water Main Phase IV Project. Morsch Pipeline, Inc submitted the lowest bid (Base Bid B outlined in the Board packet on pages 5 - 6) in the amount of \$2,220,743.00. This is covered under the \$4 million County funds.

This was recommended for approval by the Committee.

P. Zeliff made a motion to accept the Morsch Pipeline bid for the STAMP Offsite Water Main Phase IV Project; the motion was seconded by M. Gray. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zeliff -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

6.2 Monroe County Water Authority Main Extension Agreement (MCWA)- MCWA has submitted an agreement for engineering, construction and repair deposit associated with the construction of the transmission main in the Town of Pembroke. MCWA is the retail provider of water in the Town of Pembroke. This contract will only cover work that is completed in the Town of Pembroke.

Fund Commitment: The \$6,911.20 is covered under the \$4 million County funds.

This was recommended for approval by the Committee.

P. Zeliff made a motion to approve the Monroe County Water Authority Main Extension Agreement as presented; the motion was seconded by P. Battaglia. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zeliff -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

6.3. Partner Fee Agreement – Gary Homonai, a Professional Business Development Consultant, would like to enter into an agreement with the GCEDC to market the STAMP site. After reviewing the partner fee agreement, Committee members expressed concern that Gary Homonai could be classified as an employee of the GCEDC as opposed to an independent contractor. The Committee had discussed that the approval and payment of out of pocket expenses, as outlined in the agreement, tends to lean more towards employee status. The Committee requested changes to the language in order to clarify “employee” versus “contractor” status in the agreement.

R. Gaenzle stated that the approval and payment of out of pocket expenses is one of a number of factors when determining employee versus independent contractor. He confirmed that the contract as a whole is defensible as a contract with an independent contractor.

P. Zelif made a motion to approve the partner fee agreement subject to the change that the GCEDC will approve and pay for travel and related expenses upfront, but these expenses will be subtracted from his partner fee / commission earned; the motion was seconded by C. Yunker.

Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zelif -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

7.0 Audit & Finance Committee

7.1 12/31/2019 Audit- M. Gray shared that David Brownell of Mostert, Manzanero & Scott, LLP reviewed the audit with the committee and answered questions in regard to the audit. L. Farrell stated that the management letter states that no material deficiencies in internal controls were identified during the audit. It is their opinion that the audited financial statements present fairly, in all material respects, the financial position of the GCEDC as of December 31, 2019 in accordance with accounting principles generally accepted in the United States of America.

This was recommended for approval by the Committee.

M. Gray made a motion to approve the 12/31/2019 Audit; the motion was seconded by A. Vanderhoof. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zelif -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

Prior to discussion of agenda item 7.2, M. Gray recused himself and left the conference call. M. Gray stated that he would not participate in the discussion due to a conflict of interest as the co-owner of a company that has a loan with the GGLDC. The Deferral & Extension of Loans topic is on both the EDC and LDC agendas for discussion.

7.2 Deferral & Extension of Loans - Regarding the current situation regarding COVID-19, the GCEDC should consider a deferment of principal and interest on loans for a six-month period, at which time normal principal and interest payments will resume. The amortization of the loan will be extended by that six-month deferral period.

M. Masse shared the Committee's points of discussion and are outlined below:

1. Any company with an existing loan with the GCEDC must request a loan deferment and quantify economic injury due to COVID-19.
2. GCEDC staff determines, as requests are received, if the company qualifies for a loan deferment not to exceed 6 months.
3. Not openly marketed in the community.

This was recommended for approval by the Committee.

T. Bender made a motion to approve that 1) any company with an existing loan with the GCEDC must request a loan deferment and quantify economic injury due to COVID-19 and 2) staff is authorized to determine, as requests are received, if the company qualifies for a loan deferment not to exceed 6 months; the motion was seconded by A. Vanderhoof. Roll call resulted as follows:

P. Battaglia - Yes
T. Bender - Yes
A. Young - Yes
A. Vanderhoof – Yes

C. Yunker - Yes
P. Zeliff - Yes
M. Gray - Absent

The item was approved as presented.

8.0 Other Business

8.1 Nothing at this time.

9.0 Adjournment

As there was no further business, T. Bender made a motion to adjourn at 4:54 p.m., which was seconded by A. Vanderhoof and passed unanimously.