

Town of Brookhaven

Local Development Corporation

MEETING AGENDA

Wednesday, January 23, 2024 at 12:30 PM

1. ROLL CALL

2. MINUTES

September 20, 2023

3. CFO'S REPORT

Actual vs. Budget Report – November 30, 2023
Timely Payments

4. RESOLUTIONS

Organizational Resolutions

5. CEO'S REPORT

Board Assessments
Fiduciary Responsibilities
Harassment Training
February Meeting Date

6. EXECUTIVE SESSION

The next LDC meeting is scheduled for Wednesday, February 7, 2024.

TOWN OF BROOKHAVEN
LOCAL DEVELOPMENT CORPORATION

MEETING MINUTES

SEPTEMBER 20, 2023

MEMBERS PRESENT: Frederick C. Braun, III
Martin Callahan
Mitchell H. Pally
Gary Pollakusky
Ann-Marie Scheidt
Frank C. Trotta

EXCUSED MEMBER: Felix J. Grucci, Jr.

ALSO PRESENT: Lisa M. G. Mulligan, Chief Executive Officer
Lori LaPonte, Chief Financial Officer
Amy Illardo, Director of Marketing
Jocelyn Linse, Executive Assistant
Terri Alkon, Administrative Assistant
William F. Weir, Nixon Peabody, LLP (via Zoom)
Barry Carrigan, Nixon Peabody, LLP
Howard Gross, Weinberg, Gross & Pergament (via Zoom)

Chairman Braun opened the Local Development Corporation meeting at 8:22 A.M. on Wednesday, September 20, 2023, in the Corporation's Office on the Second Floor of Brookhaven Town Hall, One Independence Hill, Farmingville, New York. A quorum was present.

MEETING MINUTES OF AUGUST 16, 2023

The motion to approve these Minutes as presented was made by Ms. Scheidt and seconded by Mr. Pally. All voted in favor.

CFO'S REPORT

Banking Resolution

This resolution was amended to clean up the language in the resolution and allow the LDC to use Letters of Credit issued by the Federal Home Loan Bank as collateral.

LDC Meeting
September 20, 2023

The motion to approve this resolution was made by Ms. Scheidt, seconded by Mr. Trotta, and unanimously approved.

Budget vs. Actual Report – August 31, 2023

Ms. LaPonte presented the Actual vs. Budget Report for the period of January 1, 2023, through August 31, 2023. Revenue is up due to two termination fees and expenses are in line with the budget. Interest rates continue to increase; the LDC is operating at a \$30,000 loss.

2024 Budget

The Finance Committee recommended approving the draft budget for 2024 that is due to be filed with PARIS by October 31, 2023. The motion to accept the recommendation of the Finance Committee and authorize filing with the PARIS system was made by Mr. Pollakusky and seconded by Ms. Scheidt. All voted in favor.

All payroll taxes and related withholdings have been paid timely in accordance with Federal and State guidelines. All regulatory reports have been made in a timely fashion.

At 8:26 A.M., Mr. Callahan made a motion to close the LDC meeting. The motion was seconded by Mr. Trotta, and unanimously approved.

The next LDC meeting is scheduled for October 23, 2023.

2024 LDC RESOLUTIONS

1. Appointment of Officers and Staff
2. Appointment of Counsel
3. Appointment of Bank
4. Adopting a Prevailing Wage Policy
5. Adopting a Property Disposition Policy, Investment Policy, Whistleblower Policy, Procurement Policy & Ethics Policy
6. Adoption of Governance, Finance and Audit Committee Charters and Establishment and Appointing of Committees
7. Adopting a Mission Statement and Measurement Report
8. Adopting a Policy Concerning Board Members Loans
9. Adopting a Compensation Policy
10. Adopting an Incentive and Conditional Compensation Policy
11. Appointment of Website Design and Maintenance Consultant
12. Check Signing Authorization
13. Audit and Accounting Services
14. Adopting a Travel & Discretionary Funds Policy
15. Appointment of Insurance Broker
16. Meeting Schedule
17. Adopting Conflict of Interest Policy
18. Appointment of Insurance Risk Manager
19. Harassment Policy
20. Fee Schedule Adoption

21. Public Relations Firm
22. Shared Services Agreement
23. Newspaper of Record
24. Acquisition of Real Property
25. Record Retention Policy

**Local Development Corporation
2023 Board Assessment**

Rating Scale:
1 = Do Not Agree
2 = Somewhat Agree
3 = Agree
4 = Highly Agree
5 = No Opinion

Circle One:

Mission, Values, Vision and Strategic Direction:

1 2 3 4 5 The Board's policy and strategic decisions reflect and support the LDC's mission, values and vision.

Comments:

1 2 3 4 5 The Board is actively involved in strategic planning.

Comments:

Board Structure and Processes:

1 2 3 4 5 Board disagreement is seen as a search for solutions rather than a win/lose proposition.

Comments:

1 2 3 4 5 The Board contains a sufficient range of qualities (i.e. expertise, perspectives, external relationships and size) to ensure effectiveness.

Comments:

1 2 3 4 5 Board agendas provide adequate time for discussing significant issues impacting our LDC's progress, and requiring Board action.

Comments:

1 2 3 4 5 I receive meeting materials in advance and come prepared to engage in meaningful dialogue and critical decision-making.

Comments:

1 2 3 4 5 The timeliness, quality, quantity and presentation of information provided to the Board meets our needs in understanding issues and challenges and enables effective decision-making.

Comments:

1 2 3 4 5 The Board demonstrates good problem solving skills.

Comments:

1 2 3 4 5 The Board Chair leads fairly and effectively.

Comments:

1 2 3 4 5 The number of meetings, meeting length and attendance of directors is sufficient for our LDC's needs. Board agendas provide adequate time for discussing significant issues impacting our LDC's progress and requiring Board action.

Comments:

1 2 3 4 5 The time and day of LDC meetings is convenient and productive.

Comments:

Board / CEO Relationships:

1 2 3 4 5 A climate of trust, respect and support exist between the Board and the CEO.

Comments:

1 2 3 4 5 The Board supports the CEO in implementing Board policy; Board members understand their 'policy-making' vs. the CEO's 'management' role.

Comments:

1 2 3 4 5 The Board receives timely and helpful information from the CEO on how well the LDC is meeting its planned objectives.

Comments:

Servicing the Community:

1 2 3 4 5 The Board is effective in representing and promoting the LDC in the community.

Comments:

1 2 3 4 5 Board members receive appropriate continuing education and orientation to better understand their role in providing healthy community leadership.

Comments:

1 2 3 4 5 The Board develops a positive image for our LDC and has gained a high level of public confidence.

Comments:

1 2 3 4 5 The Board is well-informed about market, environmental and competitive factors that affect its services and programs.

Comments:

Finances:

1 2 3 4 5 The Board effectively carries out its responsibility for the oversight of fiscal resources.

Comments:

1 2 3 4 5 Financial reports are presented in a format that builds understanding and enables effective decision-making.

Comments:

1 2 3 4 5 The Board adopts operating and capital budgets (where applicable) annually and consistently monitors performance.

Comments:

1 2 3 4 5 The Board has committed the resources necessary to address community issues and challenges.

Comments:

1 2 3 4 5 The Board has a corporate compliance plan in effect, and ensures that compliance policies and procedures are fully functioning.

Comments:

1 2 3 4 5 This survey tool is an appropriate length to gather pertinent data.

Comments:

Additional Comments:

Signature

Date

Authorities Budget Office Policy Guidance



No. 10-01

Date Issued: March 1, 2010

Supersedes: New

Subject: Acknowledgement of Fiduciary Duty

Statutory Citation: Public Authorities Law Section 2824(1)(h)

Provisions: Section 6(i) of Public Authorities Law, as amended by Chapter 506 of the Laws of 2009 (“The 2009 Public Authorities Reform Act” or “PARA”), requires the Authorities Budget Office (ABO) to develop and issue a written acknowledgement that all board members must execute as part of their duties and responsibilities under Section 2824 of Public Authorities Law. By signing this acknowledgement a board member is stating they understand their role and fiduciary responsibilities as well as their duty of loyalty and care to the organization and commitment to the authority’s mission and the public interest.

Pursuant to PARA, every board member of a Public Authority is required to sign an acknowledgement of fiduciary duty at the time they take the oath of office. The effectiveness of the acknowledgement will be deemed applicable throughout the duration of such board member's term and/or for as long as such director continues to serve in such capacity. Board members appointed to their positions prior to the effectiveness of PARA and the implementation of this new requirement are required to execute an acknowledgement by May 1, 2010.

Authorities Budget Office Policy Guidance: The primary responsibility of a board member is to understand the mission and public purpose of the Authority and to act in the best interests of the Authority, its mission, and the public. The intent of this written acknowledgement is to re-affirm the importance of this duty to board members.

The ABO is directing all state and local public authorities to use the attached acknowledgement form to satisfy this statutory requirement. Public authorities are to maintain signed copies of the acknowledgement throughout the official term of each active board member. State and local authorities will also be expected to certify as part of the Annual Report submission that these statements were executed in accordance with Section 2824 of Public Authorities Law. The failure to execute this acknowledgment will be considered a failure to comply with the requirements of Public Authorities Law. The failure to act in accordance with the principles stated in this acknowledgment can be considered a breach of fiduciary duty and could result in a recommendation that the board member be sanctioned.

A board member is to sign a new acknowledgement document at the start of each new term to which the board member is appointed.



Acknowledgement of Fiduciary Duties and Responsibilities

As a member of the Authority's board of directors, I understand that I have a fiduciary obligation to perform my duties and responsibilities to the best of my abilities, in good faith and with proper diligence and care, consistent with the enabling statute, mission, and by-laws of the Authority and the laws of New York State. The requirements set forth in this acknowledgement are based on the provisions of New York State law, including but not limited to the Public Authorities Reform Act of 2009, Public Officers Law, and General Municipal Law. As a member of the board of directors:

I. Mission Statement

I have read and understand the mission of the Authority; and the mission is designed to achieve a public purpose on behalf of the State of New York. I further understand that my fiduciary duty to this Authority is derived from and governed by its mission.

I agree that I have an obligation to become knowledgeable about the mission, purpose, functions, responsibilities, and statutory duties of the Authority and, when I believe it necessary, to make reasonable inquiry of management and others with knowledge and expertise so as to inform my decisions.

II. Deliberation

I understand that my obligation is to act in the best interests of the Authority and the People of the State of New York whom the Authority serves.

I agree that I will exercise independent judgment on all matters before the board.

I understand that any interested party may comment on any matter or proposed resolution that comes before the board of directors consistent with the laws governing procurement policy and practice, be it the general public, an affected party, a party potentially impacted by such matter or an elected or appointed public official. However, I understand that the ultimate decision is mine and will be consistent with the mission of the Authority and my fiduciary duties as a member of the Authority's board of directors.

I will participate in training sessions, attend board and committee meetings, and engage fully in the board's and committee's decision-making process.

III. Confidentiality

I agree that I will not divulge confidential discussions and confidential matters that come before the board for consideration or action.

IV. Conflict of Interest

I agree to disclose to the board any conflicts, or the appearance of a conflict, of a personal, financial, ethical, or professional nature that could inhibit me from performing my duties in good faith and with due diligence and care.

I do not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of my duties in the public interest.

Signature: _____

Print Name: _____

Authority Name: _____

Date: _____