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TOWN OF BROOKHAVEN  
LOCAL DEVELOPMENT CORPORATION

- - - - -x

BOARD MEETING

HELD VIA ZOOM VIDEOCONFERENCE

- - - - -x

January 12, 2022  
11:00 a.m.

TRANSCRIPT OF PROCEEDINGS

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A P P E A R A N C E S :

**MEMBERS :**

FREDERICK C. BRAUN, III  
MARTIN G. CALLAHAN  
FELIX J. GRUCCI, JR.  
LENORE PAPROCKY  
GARY POLLAKUSKY  
ANN-MARIE SCHEIDT  
FRANK C. TROTTA

**ALSO PRESENT :**

LISA M.G. MULLIGAN, CHIEF EXECUTIVE OFFICER  
LORI J. LaPONTE, CHIEF FINANCIAL OFFICER  
JOCELYN LINSE, EXECUTIVE ASSISTANT  
TERRI ALKON, ADMINISTRATIVE ASSISTANT  
AMY ILLARDO, ADMINISTRATIVE ASSISTANT  
WILLIAM F. WEIR, ESQ., NIXON PEABODY  
HOWARD R. GROSS, ESQ.,  
WEINBERG GROSS & PERGAMENT, LLP

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MR. BRAUN: It is exactly 11:00. This is the meeting of the Town of Brookhaven Local Development Corporation. It is Wednesday, January 12th. The following directors are with us: Mr. Callahan, Mr. Grucci, Ms. Paprocky, Mr. Pollakusky, Ms. Scheidt, Mr. Trotta and Mr. Braun. A quorum is present and -- Lisa.

MS. MULLIGAN: This meeting has been conveyed (sic) in accordance with Chapter 417 of the laws of 2021 effective September 2, 2021 through January 15, 2022 permitting local governments to hold public meetings by telephone and videoconference.

MR. BRAUN: Thank you.

The minutes of our meetings of October 20th, November 17th and December 8th have been circulated to everyone.

Motion to accept those, please.

MR. GRUCCI: So moved.

MS. SCHEIDT: Second.

MR. BRAUN: Questions?

(No response.)

MR. BRAUN: On the vote, Mr. Callahan?

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MR. CALLAHAN: Yes.

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MR. BRAUN: Mr. Grucci?

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MR. GRUCCI: Yeah.

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MR. BRAUN: Ms. Paprocky?

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MS. PAPROCKY: Yes.

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MR. BRAUN: Mr. Pollakusky?

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MR. POLLAKUSKY: Yes.

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MR. BRAUN: Ms. Scheidt; here I go

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again?

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MS. SCHEIDT: Thank you, sir. Yes.

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MS. MULLIGAN: I'll throw something at

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him.

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MR. BRAUN: I haven't done that in 20

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years.

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Mr. Trotta?

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MR. TROTTA: Yes.

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MR. BRAUN: Mr. Braun votes yes.

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Minutes are accepted.

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I promise the number of resolutions, if

21

you haven't looked at it lately, is about half

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of what we had for the IDA.

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MS. MULLIGAN: Before we go into the

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organizational resolutions, I just want to

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give Lori the floor for one second --

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MR. BRAUN: Sure.

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MS. MULLIGAN: -- she wants to just give a quick update.

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MS. LaPONTE: Hi all.

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I just wanted to mention that we have not received our final or a draft report from the New York State Office of State Comptroller. They performed an audit on the LDC and they haven't asked us -- they're not waiting for anything from our end, we gave them everything they wanted, we had an exit conference back in August and we still have not received a report.

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Subsequently, in the past week we received a phone call for them looking for Lenore's email address, which is puzzling because she was not on the board during their indicated audit period, so if you hear anything from them -- we communicated to Lenore -- also, if you hear anything from New York State OSC regarding the LDC, just keep us in the loop and we will keep you in the loop if we get a draft report or anything.

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MS. PAPROCKY: Yeah, nobody's reached

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out to me so far.

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MS. MULLIGAN: Okay.

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MS. LaPONTE: Okay.

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Thank you, Lisa.

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MS. MULLIGAN: Thanks, Lor.

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Resolutions?

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MR. BRAUN: To the resolutions.

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Appointment of officers under number  
one. I might as well read them because they

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mirror the IDA's.

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Lisa Mulligan is the CEO. Chief

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Financial Officer is Lori LaPonte. Executive

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Assistant is Jocelyn Linse and the two

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administrative assistants are Terri Alkon and

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Amy Illardo. Counsel is Annette, as we know.

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No change in the bank.

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MS. MULLIGAN: That resolution actually

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appoints Howard and Bill, also, for the LDC.

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I don't know why they're different and that's

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what -- that's part of what made me think of

22

it in the last meeting. We can change it, I

23

don't really know if there's a distinction

24

between -- there is a distinction between the

25

IDA and the LDC and I don't know if it applies

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here.

3

You guys tell me what you want me to

4

do.

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(No response.)

6

MS. MULLIGAN: Bill, you're muted.

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MR. WEIR: Sorry about that.

8

You can just leave the resolution as

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is, it will be fine.

10

MS. MULLIGAN: Okay, thank you.

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MR. BRAUN: Okay.

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Number four's a prevailing wage policy,

13

which we've discussed and it may need to be

14

changed sometime in 2022.

15

Number five is the adoption of a

16

property disposition policy, investment

17

policy, whistleblower. Disposition policy

18

really relates to those IDA's that have a lot

19

of capital assets. Other than a car and a

20

couple of pieces of office equipment, we have

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none.

22

I'll entertain a motion for

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resolutions --

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MS. MULLIGAN: I did update the ethics

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policy, though; the same updates that I made

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in the IDA were made in the LDC.

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MR. BRAUN: Need a motion for

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resolutions --

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MR. TROTTA: Motion, Mr. Chairman.

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MR. BRAUN: Thank you.

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Second?

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MS. SCHEIDT: Second.

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MR. BRAUN: On the vote --

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MR. GRUCCI: Second.

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MS. MULLIGAN: That was Ann-Marie?

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MS. SCHEIDT: Yes.

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MS. MULLIGAN: Thank you.

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MR. BRAUN: Mr. Trotta?

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MR. TROTTA: Yes.

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MR. BRAUN: Ms. Scheidt?

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MS. SCHEIDT: Yes.

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MR. BRAUN: Mr. Pollakusky?

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MR. POLLAKUSKY: Yes.

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MR. BRAUN: Ms. Paprocky?

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MS. PAPROCKY: Yes.

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MR. BRAUN: Mr. Grucci?

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MR. GRUCCI: Yes.

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MR. BRAUN: Mr. Callahan?

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MR. CALLAHAN: Yes.



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MR. BRAUN: Mr. Braun votes yes. That motion is carried.

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Number six, adoption of Governance, Finance and Audit Committee charters, establishment of committees which will mirror the IDA's and are the same as last year.

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Number seven is our mission statement.

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Lisa.

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MS. MULLIGAN: So like with the IDA, we have to adopt this mission statement and measurement report.

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12

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I'm going to read our mission statement, which we actually updated last year, yeah, last year.

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The Town of Brookhaven Local Development Corporation is formed and operated for the charitable and public purposes of benefiting and furthering the activities of the Town of Brookhaven. The mission is to conduct activities to relieve and reduce unemployment, promote employment and job opportunities through training to develop capabilities and to encourage the development of or retention of industry in the Town

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through financing facilities for

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not-for-profit corporations to acquire,

4

improve, maintain, equip and furnish projects

5

through the issuance of bonds.

6

It goes on like the other one to

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outline our measurements, which again, are

8

secure capital investment commitments, secure

9

job creation commitments and improve the

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marketing of the LDC and then everything else

11

mirrors what we just discussed in the LDC,

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that, you know, what your roles are, who the .

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. . who appoints management, what the roles .

14

. . that you acknowledge that you've read and

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understand the mission statement, that you're

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going to do a self-evaluation, so that's

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basically what this one says, just like the

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IDA.

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MR. BRAUN: Number eight is adopting a

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policy concerning board member loans, of which

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there are none and cannot be.

22

Number nine is a compensation policy.

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Number ten is adopting incentive and

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conditional compensation policy.

25

You might remember -- Lenore would know

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this -- we do not have an incentive

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compensation for the LDC.

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So I'll entertain a motion for

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resolutions six through ten.

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MS. SCHEIDT: I see Lenore making a

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motion again.

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MR. BRAUN: Thank you.

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Is there a second?

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MS. SCHEIDT: I'll second.

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MR. BRAUN: Thank you.

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Mr. Callahan?

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MR. CALLAHAN: Yes.

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MR. BRAUN: Mr. Grucci?

15

MR. GRUCCI: Yes.

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MR. BRAUN: Ms. Paprocky?

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MS. PAPROCKY: Yes.

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MR. BRAUN: Mr. Pollakusky?

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MR. POLLAKUSKY: Yes.

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MR. BRAUN: Ms. Scheidt?

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MS. SCHEIDT: Yes.

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MR. BRAUN: Mr. Trotta?

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MR. TROTTA: Yes.

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MR. BRAUN: Mr. Braun votes yes.

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Motion carries.

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Number 11 is appointment of our website design and maintenance consultant and again, Lisa has added language in there as it relates to ADA compliance.

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No changes in check signing authority, number 12.

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Number 13 is the appointment of auditors. No change there and there were estimates that Lori has given us for the numbers for PKF for 2022 at 3,400 and Jones Little at a thousand.

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Number 14 is a travel and discretionary funds policy.

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Lisa?

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MS. MULLIGAN: I made the same amendments that I made in the IDA as far as cleaning up some of the language so that our policy is more in line with what we actually do.

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MR. BRAUN: And number 15 is the appointment of our insurance broker.

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Motion, please, for resolutions 11 through 15.

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MR. CALLAHAN: So moved.

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2 MR. BRAUN: Thank you, Mr. Callahan.

3 MS. SCHEIDT: Second to Marty.

4 MR. BRAUN: All right.

5 On the vote, Ms. Scheidt?

6 MS. SCHEIDT: Yes.

7 MR. BRAUN: Mr. Pollakusky?

8 MR. POLLAKUSKY: Yes.

9 MR. BRAUN: Ms. Paprocky?

10 MS. PAPROCKY: Yes.

11 MR. BRAUN: Mr. Trotta?

12 MR. TROTTA: Yes.

13 MR. BRAUN: Mr. Grucci?

14 MR. GRUCCI: Yes.

15 MR. BRAUN: Mr. Callahan?

16 MR. CALLAHAN: Yes.

17 MR. BRAUN: Mr. Braun votes yes.

18 Motion carries.

19 Number 16 is a meeting schedule.

20 Number 17 is a conflict of interest

21 policy.

22 Number 18 is the appointment of

23 insurance risk manager.

24 MS. MULLIGAN: Again, I made the same

25 edits that I made in the IDA as far as

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adjusting the cap, although we have much --

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way fewer interactions with insurance through

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the LDC, but I figured I'd just keep them

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consistent.

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MR. BRAUN: Number 19 is the harassment

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policy and number 20 is a new fee schedule.

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Not a new fee schedule, the fee schedule is a

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new resolution based on the recommendation of

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the Office of Comptroller.

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I'll entertain a motion for resolutions

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16 through 20.

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MR. TROTTA: Motion.

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MR. GRUCCI: So moved.

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MR. BRAUN: Thank you.

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MS. MULLIGAN: I'm sorry, that was

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Frank and?

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MR. TROTTA: Felix.

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MS. MULLIGAN: Felix seconded it, thank

20

you.

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MR. CALLAHAN: Yes.

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MR. BRAUN: Mr. Callahan?

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MR. CALLAHAN: Yes.

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MR. BRAUN: Mr. Grucci?

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MR. GRUCCI: Yes.

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MR. BRAUN: Ms. Paprocky?

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MS. PAPROCKY: Yes.

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MR. BRAUN: Mr. Pollakusky?

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MR. POLLAKUSKY: Yes.

6

MR. BRAUN: Ms. Scheidt?

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MS. SCHEIDT: Yes.

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MR. BRAUN: Mr. Trotta?

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MR. TROTTA: Yes.

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MR. BRAUN: Mr. Braun votes yes.

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That motion is carried.

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And the last two, number 21 is the

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appointment of the public relations firm.

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MS. MULLIGAN: Which is new.

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MR. BRAUN: And number 20 is also new,

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is a shared service agreement.

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MS. MULLIGAN: So like in the IDA, we

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thought it would be wise to reaffirm the

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shared services agreement annually and we put

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in the public relations firm because the

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shared services agreement references that and

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we thought it was appropriate to have that as

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a resolution.

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MR. BRAUN: Motion for resolutions 20

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and 21, please.

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MS. SCHEIDT: So moved.

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MS. PAPROCKY: Second.

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MS. MULLIGAN: Thanks, Lenore.

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MR. BRAUN: All right.

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On the final resolution vote,

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Mr. Trotta?

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MR. TROTTA: Yes.

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MR. BRAUN: Ms. Scheidt?

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MS. SCHEIDT: Yes.

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MR. BRAUN: Mr. Pollakusky?

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MR. POLLAKUSKY: Yes.

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MR. BRAUN: Ms. Paprocky?

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MS. PAPROCKY: Yes.

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MR. BRAUN: Mr. Grucci?

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MR. GRUCCI: Yes.

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MR. BRAUN: Mr. Callahan?

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MR. CALLAHAN: Yes.

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MR. BRAUN: Mr. Braun votes yes.

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Motion is carried.

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Lisa, do you have anything else?

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MS. MULLIGAN: I don't think so. I

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think that's it.

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Our next meeting is February 23rd.

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Did anyone else have anything?



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(No response.)

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MR. BRAUN: If not, I appreciate your indulgence and patience and thank you for your contributions throughout the year and I'll entertain a motion to adjourn.

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MR. CALLAHAN: So moved.

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MS. PAPROCKY: So moved.

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MR. GRUCCI: Lisa, it's the same time, correct, nine a.m.?

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MS. MULLIGAN: Yes.

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MR. GRUCCI: The next meeting?

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MS. MULLIGAN: That's the plan.

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MR. BRAUN: Sorry, Felix.

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MR. CALLAHAN: Guys, enjoy Florida.

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(Inaudible comments.)

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MS. MULLIGAN: That's actually a good point.

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Unless we hear anything about the open meeting -- the option to have the meetings remote, in theory the 23rd could be in person. I'll keep you posted as we learn more.

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MR. BRAUN: Motion to adjourn.

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MR. GRUCCI: Motion.

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MS. SCHEIDT: So moved.

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MR. BRAUN: Okay. Everybody wants that

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one.

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On the vote, Mr. Callahan?

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MR. CALLAHAN: Yes.

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MR. BRAUN: Mr. Grucci?

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MR. GRUCCI: Yes.

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MR. BRAUN: Ms. Paprocky?

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MS. PAPROCKY: Yes.

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MR. BRAUN: Mr. Pollakusky?

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MR. POLLAKUSKY: Yes.

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MR. BRAUN: Ms. Scheidt?

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MS. SCHEIDT: Thank you, sir. Yes.

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MR. BRAUN: Mr. Trotta?

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MR. TROTTA: Yes.

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MR. BRAUN: Mr. Braun votes yes.

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We are adjourned.

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Thank you all very much.

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(Time noted: 11:12 a.m.)

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I, JOANN O'LOUGHLIN, a Notary Public

21

for and within the State of New York, do hereby

22

certify that the above is a correct transcription

23

of my stenographic notes.

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JOANN O'LOUGHLIN