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TOWN OF BROOKHAVEN
LOCAL DEVELOPMENT CORPORATION

- - - - -x

BOARD MEETING
HELD BY ZOOM VIDEOCONFERENCE

- - - - -x

January 20, 2021
12:02 p.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 CALLAHAN
FELIX J. GRUCCI, JR.
SCOTT MIDDLETON
GARY POLLAKUSKY
ANN-MARIE SCHEIDT
FRANK C. TROTTA

ALSO PRESENT :

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

* * *

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2

MR. BRAUN: We'll start with the LDC.

3

Minutes of our meeting of December 9th

4

have been sent to everyone.

5

I'll entertain a motion to accept.

6

MR. POLLAKUSKY: So moved.

7

MR. BRAUN: Is there a second?

8

MS. SCHEIDT: Second.

9

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

10

MR. GRUCCI: Yes.

11

MR. BRAUN: Mr. Pollakusky?

12

MR. POLLAKUSKY: Yes.

13

MR. BRAUN: Mr. Callahan?

14

MR. CALLAHAN: Yes.

15

MR. BRAUN: Mr. Middleton?

16

MR. MIDDLETON: Yes.

17

MR. BRAUN: Mr. Trotta?

18

MR. TROTТА: Yes.

19

MR. BRAUN: Ms. Scheidt?

20

MS. SCHEIDT: Yes.

21

MR. BRAUN: Mr. Braun votes yes.

22

Motion carries.

23

We'll turn it over to Lori for the

24

CFO's report.

25

LORI LaPONTE: I'm going to start on

1

2

the November operating statement for the LDC
that's included in the packet.

4

5

6

7

8

9

So in the month of November on the LDC,
we had very little activity and -- well, other
than we actually did have one closing, we had
Jefferson's Ferry that closed in November for
175,000. The rest of the activities are
normal recurring expenditures.

10

11

12

13

14

I'm going to now switch over to the
December operating report for the LDC. This
also presents our cumulative results for the
year and I'll go through some items just to
point them out.

15

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25

So we didn't have any closings in
December, but year to date, you'll see the
revenue is up versus budget by 218,000 and
then just looking down on this operating
statement, you'll see in the expenditures we
had some favorable variances; for example, our
insurance we budgeted at 18,000. When we
budgeted for insurance for 2020, it was
actually done 2018, it was based on at the
time we were pretty -- our premiums were
pretty high, there was a reduction, we asked

1

2

them to look further at our business and make

3

sure the numbers were in line and we got to

4

cut it down to like 14,000, so we're seeing

5

the results of that savings. Same insurance,

6

nothing has changed, it's just that we got

7

better rates.

8

And then as far as the other

9

expenditures, comparing to budget, everything

10

is relatively the same, you know, relatively

11

close to what budgeted.

12

So that is the December and November

13

reports.

14

The actual official audit is starting

15

Monday, so these numbers are unaudited, but

16

they're pretty well adjusted, I scrubbed them

17

the best I could for the auditors and I've

18

actually already sent them some of the

19

preliminary financials to start the audit.

20

They're doing it mostly remotely, you

21

know, we've suggested that and it works pretty

22

well; we did interim remotely.

23

There's two other things I want to

24

mention; that the bank -- now we're a full

25

month and a half with Flushing Bank -- they

1

2 did increase our rates on our investment
3 accounts from .25 to .26 percent, so every
4 little helps.

5 We're well started on doing our PARIS
6 reporting and starting to get all ready for
7 that and that's the end of the financial
8 report.

9 Are there any questions for the LDC?

10 MR. BRAUN: Lori, with respect to the
11 audit -- and I want it to apply to both the
12 LDC and the IDA -- same team that we had from
13 AVZ will now represent the new firm?

14 LORI LaPONTE: Yes, PKF O'Connor
15 Davies. Everything's been the same, the only
16 thing that's been slightly different is the
17 letterhead says now PKF O'Connor Davies and
18 the people that work on the audit, their
19 handles now have the PKF O'Connor Davies, but
20 I haven't seen much affected other than just
21 the names change, which went into effect
22 January 1st.

23 MR. BRAUN: Thank you.

24 Any other questions?

25 (No response.)

1

2

MR. BRAUN: Hearing none, I'll
entertain a motion to accept the report.

3

MR. TROTTA: Motion.

4

MS. SCHEIDT: Second.

5

MR. BRAUN: Thank you.

6

On the vote, Mr. Callahan?

7

MR. CALLAHAN: Yes.

8

MR. BRAUN: Mr. Grucci?

9

MR. GRUCCI: Yes.

10

MR. BRAUN: Mr. Middleton?

11

MR. MIDDLETON: Yes.

12

MR. BRAUN: Mr. Pollakusky?

13

MR. POLLAKUSKY: Yes.

14

MR. BRAUN: Ms. Scheidt?

15

MS. SCHEIDT: Yes.

16

MR. BRAUN: Mr. Trotta?

17

MR. TROTTA: Yes.

18

MR. BRAUN: Mr. Braun votes yes.

19

The next item on our agenda are the
organizational resolutions.

20

A list was sent to everyone, I don't
know how many requested the actual
resolutions.

21

22

I'd like to do what we did last year

1

2

and kind of take them in groups of five, if that's all right with everyone.

3

4

5

The first five are the appointment of officers and I should indicate that the

6

recommended or the slate of officers would be

7

Fred Braun as Chairman, Felix Grucci as Vice

8

Chairman, Treasurer is Marty Callahan,

9

Assistant Treasurer Scott Middleton, Secretary

10

Ann-Marie Scheidt, Assistant Secretary Gary

11

Pollakusky and Frank, we're still trying to

12

find a title for you.

13

MS. MULLIGAN: Board member.

14

MR. BRAUN: So the first five then are

15

the appointment of officers; appointment of

16

counsel; appointment of bank, which is now

17

Flushing; appointment of prevailing wage

18

policy; adoption of a property disposition

19

policy, investment policy, whistleblower

20

policy, procurement policy and ethics policy.

21

MS. MULLIGAN: Before we --

22

MR. BRAUN: I'll entertain a motion to

23

accept those five.

24

MR. GRUCCI: Before we take a motion to

25

accept that, Fred, just a procedural question.

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2

MR. BRAUN: Yes, sir.

3

4

MR. GRUCCI: Should the appointment of the board members be in that first group?

5

MR. BRAUN: It's interesting --

6

MS. MULLIGAN: It is.

7

8

MR. BRAUN: It's interesting you say that because if you look at the IDA resolutions, there's a separation between the officers of the IDA in that case and now LDC and the board members, themselves.

10

11

12

When the LDC was formed, the attorneys drafted something a little bit more formal and they combined the officers of the LDC and the board.

13

14

15

16

MR. GRUCCI: Okay.

17

18

So by appointing the officers, we're appointing the board?

19

20

MR. BRAUN: The officers of the board and the officers of the LDC.

21

22

23

24

25

MS. MULLIGAN: That's what that resolution includes and just before we vote on this, I want to point out just to the board members that at the last Town board meeting you were all reappointed. You're going to get

1

2 letters from the Clerk's office that are going
3 to give you directions how to take your oath
4 of office. I'm going to send around an email
5 the person that you should reach out to and
6 her direct phone number. You must do this
7 within 30 days of the appointment, so I just
8 wanted to let everyone know that you've been
9 reappointed.

10 MR. BRAUN: Felix, it used to be a lot
11 easier when the clerk used to come to our
12 meeting with a book and all you had to do was
13 sign.

14 There was a motion, I don't think I
15 heard a second.

16 MS. SCHEIDT: Second.

17 MR. BRAUN: For those five resolutions,
18 let's do it by order.

19 Mr. Callahan?

20 MR. CALLAHAN: Yes.

21 MR. BRAUN: Mr. Grucci?

22 MR. GRUCCI: Yes.

23 MR. BRAUN: Mr. Middleton?

24 MR. MIDDLETON: Yes.

25 MR. BRAUN: Mr. Pollakusky?

1

2

MR. POLLAKUSKY: Yes.

3

MR. BRAUN: Ms. Scheidt?

4

MS. SCHEIDT: Yes.

5

MR. BRAUN: Mr. Trotta?

6

MR. TROTTA: Yes.

7

MR. BRAUN: Mr. Braun votes yes.

8

On the next set, adoption of
governance, finance, audit committee charters
and establishment and appointing of
committees.

12

13

14

15

16

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21

Just a note there, we had separate
members on each one of those committees, as
you know, we don't meet very often, there's
occasion when we do meet, usually the audit
committee where we have trouble getting a
quorum, so what the suggestion is this year is
all seven members of the agency will be on all
committees, so it's a little easier to get a
quorum when we need them; again, these
meetings are few and far between.

22

23

24

25

Number seven is the adoption of a
mission statement and measurement report;
number eight is the adopting of a policy
concerning board member loans, of which there

1

2

are none; number nine is adopting of a

3

compensation policy and number ten is adopting

4

an incentive and conditional compensation

5

policy.

6

May I have a motion on those?

7

MR. GRUCCI: So moved.

8

MR. BRAUN: Is there a second?

9

MR. CALLAHAN: Second.

10

MR. BRAUN: Discussion?

11

MS. MULLIGAN: Fred, I think we should

12

discuss possibly changing our mission

13

statement.

14

MR. BRAUN: Go ahead.

15

MS. MULLIGAN: Okay.

16

So the mission statement that we have

17

right now is very broad and Bill suggested

18

that I put together something that follows our

19

certificate of incorporation a little bit

20

closer.

21

I know that we have a lot of business,

22

so if you want to just stay the course with

23

what we have right now and I can bring it back

24

at the next meeting, we can do that if you

25

think that would be cleanest because I do know

1

2 that Marty's got a time constraint and we have
3 a lot to do.

4 MR. BRAUN: Okay, why don't we do that?

5 MS. MULLIGAN: Okay.

6 MR. BRAUN: We'll approve it the way it
7 is, assuming the board votes that way and just
8 change it next month.

9 MS. MULLIGAN: I'm also going to
10 possibly bring back an edit to resolution
11 number five, which is the property
12 disposition, investment, whistleblower,
13 procurement and ethics policies because
14 there's a couple of policies in there that I
15 think we might want to adopt our own, but
16 that's something we can do, I'll put it on the
17 agenda for next month, I just wanted to
18 mention both of those things.

19 MR. BRAUN: Okay.

20 It's been moved and seconded for
21 resolutions number six through ten.

22 On the vote, Mr. Callahan?

23 MR. CALLAHAN: Yes.

24 MR. BRAUN: Mr. Grucci?

25 MR. GRUCCI: Yes.

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2

MR. BRAUN: Mr. Middleton?

3

MR. MIDDLETON: Yes.

4

MR. BRAUN: Mr. Pollakusky?

5

MR. POLLAKUSKY: Yes.

6

MR. BRAUN: Ms. Scheidt?

7

MS. SCHEIDT: Yes.

8

MR. BRAUN: Mr. Trotta?

9

MR. TROTТА: Yes.

10

MR. BRAUN: Mr. Braun votes yes.

11

Motion carries.

12

The next five, the appointment of

13

website design and maintenance consultant,

14

number 12 is the check signing authorization,

15

number 13 is the appointment of auditors,

16

number 14 is the adopting of travel and

17

discretionary funds policy and number 15 is

18

the appointment of the insurance broker.

19

Take a motion.

20

MS. MULLIGAN: On these, the only thing

21

that changed was we increased the dollar

22

amount for the auditors since their fee rose

23

slightly, it's now \$3,300 for them to do the

24

LDC audit.

25

Lori, did I get that number right; I'm

1

2 pretty sure that's what Lori told me?

3

Okay, she's nodding.

4

MR. BRAUN: Lori's shaking her head.

5

MS. MULLIGAN: Okay. Thank you.

6

MR. TROTTA: Question.

7

8

 MR. BRAUN: Let's put a motion on the
floor first.

9

MR. GRUCCI: So moved.

10

MR. BRAUN: Second?

11

MS. SCHEIDT: Second.

12

MR. BRAUN: Thank you, Ann-Marie.

13

Question, Frank?

14

MR. TROTTA: Yeah.

15

16

 Website design and maintenance, who
does that?

17

MS. MULLIGAN: It's a company called

18

Cybernet.

19

MR. TROTTA: Okay.

20

MS. MULLIGAN: Reviews them for . . .

21

it's been a few years now.

22

MR. TROTTA: Yeah, obviously, I guess.

23

MS. MULLIGAN: Yeah, they've been good.

24

They designed both the LDC and the IDA

25

website. Amy deals with them probably more

1

2 than anybody else, but they're very responsive
3 and we have a lot of items that are time
4 sensitive that need to get up on the website
5 in order for us to have our public hearings
6 and they've been very, very good, even if we
7 get them stuff at the last minute, they get it
8 up, so --

9 MR. TROTTA: Thank you.

10 MS. MULLIGAN: -- everything's been
11 good. And the price is reasonable.

12 MR. TROTTA: Good. That's even better.

13 MR. BRAUN: Now I'm losing track, did
14 we have a take a vote on those five?

15 MS. SCHEIDT: We have not yet voted.

16 MR. BRAUN: On resolutions 11 through
17 15, Mr. Callahan?

18 MR. CALLAHAN: Yes.

19 MR. BRAUN: Mr. Grucci?

20 MR. GRUCCI: Yes.

21 MR. BRAUN: Mr. Middleton?

22 MR. MIDDLETON: Yes.

23 MR. BRAUN: Mr. Pollakusky?

24 MR. POLLAKUSKY: Yes.

25 MR. BRAUN: Ms. Scheidt?

1

2

MS. SCHEIDT: Yes.

3

MR. BRAUN: Mr. Trotta?

4

MR. TROTTA: Yes.

5

MR. BRAUN: Mr. Braun votes yes.

6

7

The last three, meeting schedule, which we actually adopted last month; number 17 is

8

the adopting of a conflict of interest policy;

9

number 18 is the appointment of the insurance

10

risk manager and number 19 is harassment

11

policy.

12

Take a motion on those four.

13

MR. TROTTA: Motion.

14

MR. BRAUN: Second?

15

MR. POLLAKUSKY: Second.

16

MR. BRAUN: Any discussion?

17

MR. TROTTA: Yes.

18

I just want to go back to the meeting

19

schedule with regard to the time while we are

20

Zooming.

21

Is it possible to do an earlier time,

22

is this the appropriate time to talk about it,

23

10:00 as opposed to 12:00 or ? . . I'm just

24

throwing it out there, but anything earlier

25

would be better.

1

2

MR. BRAUN: I am okay with time, with
10:00.

3

4

MR. GRUCCI: Ten o'clock is good for
me.

5

6

MS. SCHEIDT: Yup.

7

MR. CALLAHAN: Yeah.

8

MR. BRAUN: Gary?

9

MR. POLLAKUSKY: I can do 10:00 on a
Wednesday, yes.

10

11

MR. BRAUN: Scott?

12

MR. MIDDLETON: That's fine.

13

MR. BRAUN: All right. It's not 8:00,
but it's 10:00.

14

15

MS. MULLIGAN: Does that work for the
attorneys?

16

17

(No response.)

18

MS. MULLIGAN: Bill, Howard, Annette;
does that work for you guys?

19

20

MS. EADERESTO: I'm fine. Yeah,
whatever is good for the board.

21

22

MR. GROSS: Yes.

23

MR. WEIR: Ten is fine.

24

MR. BRAUN: Mr. Callahan?

25

MR. CALLAHAN: Yes.

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2

MR. BRAUN: Mr. Grucci?

3

MR. GRUCCI: Yes.

4

MR. BRAUN: Mr. Middleton?

5

MR. MIDDLETON: Yes.

6

MR. BRAUN: Mr. Pollakusky?

7

MR. POLLAKUSKY: Yes.

8

MR. BRAUN: Ms. Scheidt?

9

MS. SCHEIDT: Yes.

10

MR. BRAUN: Mr. Trotta?

11

MR. TROTTA: Yes.

12

MR. BRAUN: Mr. Braun votes yes.

13

Lisa, is there any other business to be

14

brought before the LDC?

15

MS. MULLIGAN: Just a reminder to

16

Ann-Marie, Marty and Gary, your board

17

assessments are due. I think we got one from

18

Marty.

19

MS. LINSE: We got Marty's.

20

MS. MULLIGAN: We got Marty's, okay.

21

So just if you would, I think Joce sent

22

out blanks again, if you would fill them out

23

and send them in, I'd appreciate that.

24

MR. TROTTA: Did you get mine?

25

MS. MULLIGAN: Yeah, I think you sent

1

2

yours a while ago.

3

MS. LINSE: Yes.

4

MR. TROTTA: Okay, thank you.

5

MS. MULLIGAN: Okay.

6

7

MR. BRAUN: If there is no other
business to be brought before the LDC, I'll

8

entertain a motion to adjourn.

9

MR. CALLAHAN: So moved.

10

MR. BRAUN: Second?

11

MS. SCHEIDT: Second.

12

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

13

MR. CALLAHAN: Yes.

14

MR. BRAUN: Mr. Grucci?

15

MR. GRUCCI: Yes.

16

MR. BRAUN: Mr. Middleton?

17

MR. MIDDLETON: Yes.

18

MR. BRAUN: Mr. Pollakusky?

19

MR. POLLAKUSKY: Yes.

20

MR. BRAUN: Ms. Scheidt?

21

MS. SCHEIDT: Yes.

22

MR. BRAUN: Mr. Trotta?

23

MR. TROTTA: Yes.

24

MR. BRAUN: Mr. Braun votes yes.

25

We are adjourned.

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(Time noted: 12:17 p.m.)

I, JOANN O'LOUGHLIN, a Notary Public
for and within the State of New York, do hereby
certify that the above is a correct transcription
of my stenographic notes.

JOANN O'LOUGHLIN