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TOWN OF BROOKHAVEN
LOCAL DEVELOPMENT CORPORATION

- - - - -x

BOARD MEETING
HELD BY ZOOM VIDEOCONFERENCE

- - - - -x

February 10, 2021
10:04 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 CALLAHAN
FELIX J. GRUCCI, JR.
GARY POLLAKUSKY
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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MR. BRAUN: We'll open up the meeting
for the Local Development Corporation.

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It is Wednesday, February 10th. It is
now 10:04.

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The minutes of our meeting of
January 20th have been sent to everybody.
I'll accept a motion to accept those minutes.

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MR. TROTTA: Motion.

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MR. POLLAKUSKY: Second.

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MR. BRAUN: On the vote, 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. Pollakusky?

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MR. POLLAKUSKY: Yes.

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MR. BRAUN: Skip Ms. Scheidt for now.

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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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Motion carries.

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Lori, I'll turn it over to you for the
CFO report.

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MS. LaPONTE: Sure.

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So the statements are not fully

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completed for January, so I just want to give

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you an update on the status of our year-end

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audit and PARIS completion for the LDC.

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The audit field work has been

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completed, so we're waiting for drafts.

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There's one or two open items, confirms, that

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we're waiting for, but most everything that

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they have asked for, we have provided them.

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We're expecting to get a draft in the next

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week and expecting to have some preliminary

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meetings with the committees just to review

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them.

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That's the audit and PARIS update. The

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information has already been entered and

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updated in PARIS, so it's just a matter of

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pressing the button once we get everything

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finalized and approved.

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The other item on the CFO's report is

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the state comptroller audit. As you're aware,

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we received a notification back in January

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that we were selected for an audit from the

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New York State OSC. We have not heard any

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secondary communication back from them.

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We did make contact, Lisa and I, with

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Town of Hempstead, who's currently having an

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LDC audit by the New York State OSC. They

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gave us some highlights of what they're

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looking at; again, open ended, it's not

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completed and their thoughts are once they

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finish with Hempstead, they will be contacting

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us.

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Any questions?

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MR. BRAUN: Lori, two questions.

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When did Hempstead's audit start, do we

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know?

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MS. LaPONTE: I believe in January,

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also.

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MR. BRAUN: Okay.

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MR. WEIR: I think they were notified

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in end of December and then the audit started

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in January.

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MS. LaPONTE: Okay. Thank you, Bill.

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MR. BRAUN: Lori, I know you and Lisa

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have had conversations with the auditors; is

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there a possibility we'll have a draft for our

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meeting next week?

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MS. LaPONTE: That is what we have been

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asking for. No confirmation.

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MR. BRAUN: Okay.

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MS. LaPONTE: But as far as I'm concerned, everything -- I've given them everything, so nothing should hold back; you know, there's one or two confirms, but all the number information's been provided and audited, no questions.

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MR. BRAUN: Thank you.

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Any questions for Lori?

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(No response.)

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MR. BRAUN: Need a motion to accept her report.

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MR. GRUCCI: So moved.

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MR. POLLAKUSKY: Seconded.

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MR. BRAUN: On the vote, 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. Pollakusky?

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MR. POLLAKUSKY: Yes.

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MR. BRAUN: Mr. Trotta?

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MR. TROTТА: Yes.

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MR. BRAUN: And Mr. Braun votes yes.

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Lisa, I think you're muted.

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MS. MULLIGAN: Okay. Sorry, I was having some technical issues.

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Annette is having some trouble getting in and she just asked . . . okay, I just sent her the log-in stuff, she's having some issues and when we send out the calendar invites, let's update them with the log-in information as soon as we have it so that everybody has it in one place to try and find it. It is always available on our website; Annette can't hear me saying this right now, but I just sent her the link to the website, just so everybody knows.

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MR. POLLAKUSKY: I think that if the calendar invite has the link, that makes it a lot easier because otherwise you're routing through email.

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MS. MULLIGAN: Yup, I agree a hundred percent and Annette's email has just gone down, so she's going to join us.

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MR. WEIR: It's also helpful, though, when Joce includes it, when she sends out the agenda with the full package, she always includes the link as well and that's always

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helpful.

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MS. MULLIGAN: Yup. Because it's all
in one place.

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I'm not sure what it takes to go back
into the calendar invite and insert it, but
we'll try. It's always a work in progress.

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MS. LINSE: We can do that.

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MS. MULLIGAN: All right. Annette's
having --

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MR. POLLAKUSKY: It just goes into the
notes, that's all.

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MS. MULLIGAN: Okay. All right, good.

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So that's . . . you know, we try and
clean things up as we can.

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Okay. So we have a couple of things on
the agenda, a couple of resolutions. I want
to just take one thing out of order.

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Included in your packets was a letter
that we received from Scott Middleton
resigning from the board. So it's included in
your packets. I just wanted to let you know.

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I don't know, does the board need to
vote on that, do they need to take any action
or is that just a matter of information?

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MR. WEIR: Just a matter of
information.

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MS. MULLIGAN: Okay. Okay.

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So Scott, the letter's in there, he
thanked everybody and expressed his
appreciation for his time on the board, but
explained that he has work responsibilities
that are making staying on the boards not
feasible for him right now.

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MR. BRAUN: The question that may be on
some people's minds is whether or not the
board has contacted any of us or me with
regard to a replacement for Scott. The answer
is no. I don't know where they stand on
potential candidates and we'll fill you in as
soon as we know.

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MS. MULLIGAN: Yes and I know that
senior staff had a meeting, I want to say two
weeks ago and it was on the agenda, so they're
definitely thinking about it and I just
touched base with Annette about it the other
day. She said that there hadn't been any
movement that she was aware of, but she's
keeping an eye on it and she'll let us know

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and if she were on here she might be able to

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give us an update, I'm getting texts that

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she's trying to join the meeting, but she's

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have some -- I think there must be some

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computer issues at Town Hall because she said

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other people in her office are having problems

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participating in Zoom.

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MR. GRUCCI: How many board members do

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we have currently with Scott missing?

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MR. BRAUN: Six. We're authorized for

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seven. I know there are other IDA's around

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the state that have more, but current

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authorization is for seven.

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MR. GRUCCI: Is it a majority of the

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quorum or a majority of the board for a vote?

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MR. BRAUN: Bill, Howard?

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MR. WEIR: You need four members to

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have a quorum and four members need to vote

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affirmatively for a project -- for a

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resolution.

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MR. GRUCCI: Okay.

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MR. WEIR: So if you have four members

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present, that's a quorum and there's a vote

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that's three to one in favor of it, by law the

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motion does not pass.

That's different from say a not-for-profit corporation, but for . . . under state -- for laws for public authorities and General Municipal Law, you need -- a majority of the board has to vote for something and a majority of the board is also needed for a quorum.

MR. GRUCCI: Thanks, Bill.

MR. BRAUN: Hello, Annette.

MS. EADERESTO: Hi. I finally got on.

MS. MULLIGAN: Annette, we were just discussing that Scott resigned and we have an open seat on both the IDA and the LDC. Okay.

MR. BRAUN: Lisa, you have some resolutions?

MS. MULLIGAN: I do have some resolutions.

So the first resolution in your packets is the appointment of officers. So since Scott has resigned, Scott was our assistant treasurer. The update to this is that I'm going to remove Scott from this resolution and I wanted to see if we wanted to put anyone in

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his assistant treasurer's space, if we wanted

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to leave that open, if we wanted to shuffle

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anything.

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MR. BRAUN: I promised Frank we'd find

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a position for him, I think this is very

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appropriate.

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MR. TROTTA: Timing, last month you

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asked and here it is. I'd rather have Scott

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here.

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MR. BRAUN: We would need a motion to

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accept that and the change in the resolution.

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MR. GRUCCI: So moved.

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MR. BRAUN: I call a vote.

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MR. POLLAKUSKY: Second.

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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. Pollakusky?

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MR. POLLAKUSKY: 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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MS. MULLIGAN: Thank you.

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The next item on the agenda is an update to our resolution number five, which is the adoption of ethics, procurement, property disposal, whistleblower and investment policies.

What I'm suggesting is that historically we have followed the Town's ethics and procurement policies and Bill's office has sent us some standalone just for IDA's, it's some of the other IDA's around the state use, Hempstead and Islip specifically use these policies that we're looking at and so what I'm suggesting is that we no longer use the Town's ethics and procurement and instead have our own.

MR. GRUCCI: Do these new ethics weaken what the Town had or strengthen to what the Town had?

MS. MULLIGAN: My perspective on it is that it's not necessarily a weaken or a strengthen, it's just cleaner for us. Rather than us having a system where we're dependent on let's say the Town Clerk, for instance, to

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2 handle our ethics issues, we take it in-house.

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MR. WEIR: However, this does not
excuse you from doing your financial
disclosures, you still have to do those.

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MS. EADERESTO: Yeah, they have to go
to the County.

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MS. MULLIGAN: Yeah.

MR. GRUCCI: Annette, you've seen the
new ethics proposal?

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MS. EADERESTO: Yeah, I think it
just -- as Lisa was trying to say, it fits the
IDA a little bit better.

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MR. GRUCCI: Okay.

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MR. BRAUN: Annette, you started to say
something?

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MR. GRUCCI: I'm sorry, the board's not
going to be accused of weakening the ethics of
the board by adopting this, would it?

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MS. EADERESTO: No.

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MR. GRUCCI: Thank you.

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MS. EADERESTO: You're welcome.

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MR. BRAUN: Annette, did I hear you to
say we still have to send to the Town the
conflict of interest policy?

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MS. EADERESTO: Yeah; to the County,
too, yup.

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MR. BRAUN: I don't know that I've ever
sent it to the counties.

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MS. EADERESTO: Lisa, does it for you.

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MR. BRAUN: Okay.

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MS. MULLIGAN: You're talking about the
annual conflict of interest --

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MS. EADERESTO: Right.

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MS. MULLIGAN: -- forms.

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MR. BRAUN: Okay.

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On the resolution, a motion, please.

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MR. GRUCCI: So moved.

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MR. CALLAHAN: Second.

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MR. BRAUN: Call a vote.

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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. Pollakusky?

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MR. POLLAKUSKY: 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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MS. MULLIGAN: Thank you.

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The next item on the agenda is a change to resolution number six, which is our governance, finance and audit committees.

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Since Scott has left, I think we should -- this resolution needs to be shuffled a little bit and I also want to remind you that the treasurer and the assistant treasurer cannot be on the audit committee, so it's going to restructure a little bit.

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I'll remove Scott and put Frank in, but not on the audit committee, as the assistant treasurer.

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MR. BRAUN: Motion to accept that resolution, please.

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MR. POLLAKUSKY: So moved.

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MR. BRAUN: Second?

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MR. TROTTA: Second.

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MR. BRAUN: Any questions?

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(No response.)

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MR. BRAUN: Call a vote.

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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. Pollakusky?

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MR. POLLAKUSKY: 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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MS. MULLIGAN: The last resolution.

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Included in your packets is a draft, a
draft LDC mission statement.

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So the mission statement and
measurement report was included in your
packets, but then also it's called proposed
changes to resolution seven was also included
in your report and this is what I'm proposing
we update our mission statement to.

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Did everyone have a chance to look at
it?

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(No response.)

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MS. MULLIGAN: Okay.

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Does anyone have any questions; what do
you think, does it better outline what we do,
would you like it to be . . . what do you

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think?

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MR. BRAUN: I think it covers what we do and it should be adopted.

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I'll take a motion to that effect.

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MR. TROTTA: Motion.

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MR. POLLAKUSKY: So moved.

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MR. BRAUN: Any questions or

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clarifications?

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(No response.)

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MR. BRAUN: Call a vote.

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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. Pollakusky?

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MR. POLLAKUSKY: 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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The motion carries.

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MS. MULLIGAN: Okay. So we'll update

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our mission statement on our website and our

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mission and measurement report and everywhere

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else that it appears. Thank you.

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The only other thing I just wanted to make sure is everybody did their oath of office. We started talking about it before the meeting started, but if you have not done it yet, please schedule some time.

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Is anybody still outstanding?

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MR. GRUCCI: I am, but I have it scheduled for tomorrow.

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MS. MULLIGAN: Awesome.

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Thank you, Felix.

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MR. GRUCCI: You're welcome.

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MR. BRAUN: Gary, you're all good?

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MS. MULLIGAN: I think Gary was there the other day, that's what I heard.

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MR. BRAUN: Gary, you're muted.

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(No response.)

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MR. BRAUN: All right, we'll check back with Gary then.

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If there's no other business to be brought before the Local Development Corporation, take a motion to adjourn.

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MR. CALLAHAN: So moved.

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MR. BRAUN: Second?

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MR. GRUCCI: Second.

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MR. BRAUN: Call a vote.

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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. Pollakusky?

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MR. POLLAKUSKY: Yes; sorry about that

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guys.

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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 and we

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are adjourned.

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(Time noted: 10:20 a.m.)

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I, JOANN O'LOUGHLIN, a Notary Public

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for and within the State of New York, do hereby

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certify that the above is a correct transcription

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of my stenographic notes.

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JOANN O'LOUGHLIN

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