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TOWN OF BROOKHAVEN
LOCAL DEVELOPMENT CORPORATION

- - - - -x

BOARD MEETING
HELD BY ZOOM VIDEOCONFERENCE

- - - - -x

September 16, 2020
12:00 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
ANN-MARIE SCHEIDT
FRANK C. TROTTA

ALSO PRESENT :

LISA M.G. MULLIGAN, CHIEF EXECUTIVE 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
DANIEL P. DEEGAN, ESQ.,
FORCHELLI DEEGAN TERRANA LLP
DANIEL S. DORNFELD, ESQ.,
FORCHELLI, DEEGAN TERRANA LLP
FRANCIS LEE, INTEGRATED STRUCTURES
TIM REXON, INTEGRATED STRUCTURES
JOANNA CUEVAS, CONIFER REALTY, LLC
ROGER PINE, CONIFER REALTY, LLC
GWEN O'SHEA, CDCLI

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MR. BRAUN: It's Wednesday,

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September 16th, approximately noon. We do

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have a quorum.

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Just for the record, just to announce

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the directors that are on the call,

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Mr. Callahan, Mr. Grucci, Mr. Middleton,

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Ms. Scheidt, Mr. Trotta and Fred Braun. We're

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waiting for Gary Pollakusky. We do have a

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quorum.

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First order of business is our minutes

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for our meeting from July 15th. I'll take a

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motion to approve those.

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MR. GRUCCI: So moved.

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MR. TROTTA: Second.

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MR. BRAUN: Is that you, Frank?

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MR. TROTTA: Yes, I'm sorry.

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MR. BRAUN: Thank you.

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Are there any questions, corrections

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for those minutes?

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(No response.)

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MR. BRAUN: Hearing none, all those in

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favor; let's go down the list, excuse me.

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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: Mr. Middleton?

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(No response.)

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MR. BRAUN: Mr. Middleton?

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MR. MIDDLETON: 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: And Mr. Braun votes yes.

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Lisa, is Lori on the call for the CFO

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report?

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MS. MULLIGAN: No, Lori is not joining

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us today.

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MR. BRAUN: Okay.

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MS. MULLIGAN: Would you like me to, if

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I could find the document, do the CFO report?

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We presented -- we sent out the LDC

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profit and loss budget versus actual document.

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This was for July since we didn't have a

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July -- I'm sorry, an August LDC meeting.

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Does anyone have any questions; is

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there anything that you would like me to go

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through with it?

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MR. GRUCCI: Lisa, I'm having difficulty downloading that on the -- on my iPhone.

6

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Is there any way to put it up on the screen, a screen share?

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9

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MS. MULLIGAN: Probably. Not that I can actually do it, but I betcha there is a way. Give me a second.

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12

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MS. SCHEIDT: Felix, it was pasted into the email, itself; that's where I'm reading it.

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MR. GRUCCI: Never mind, I'm sorry, it just now downloaded, so I got it.

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MS. MULLIGAN: Okay. Great. Perfect.

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MR. BRAUN: I think, Felix, basically the highlights are the results for the period from January through July, just a little under five million, deficit versus a forecast of a budget of 61,000. On the plus side, we --

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MS. MULLIGAN: Fred, is that LDC?

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MR. BRAUN: Yes.

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MS. MULLIGAN: Okay.

25

MR. BRAUN: The annual budget was

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almost 105,000 to the good, we know we've got

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a couple of closings coming up and we'll get

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Lori get into greater detail when she returns

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next month.

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MR. GRUCCI: Okay.

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MR. BRAUN: Are there any other

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questions?

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MR. TROTTA: No.

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MR. BRAUN: I'll entertain a motion to

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accept that report.

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MR. TROTTA: Yes.

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MS. SCHEIDT: 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?

18

MR. GRUCCI: Yes.

19

MR. BRAUN: Mr. Middleton?

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MR. MIDDLETON: Yes.

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MR. BRAUN: Ms. Scheidt?

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MS. SCHEIDT: Yes.

23

MR. BRAUN: Mr. Trotta?

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MR. TROTTA: Yes.

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MR. BRAUN: And Mr. Braun votes yes.

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Lisa, I'll turn it back to you and I think, Felix, you and I have to remove ourselves from the meeting for this resolution.

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Go ahead, Lisa, I'm sorry.

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MS. MULLIGAN: Before you leave the meeting, I just wanted to mention that at our October meeting we're going to start the budget process, so I just wanted to mention that to the group.

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12

MR. GRUCCI: Is Annette on the line?

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MS. MULLIGAN: Annette is on.

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MR. GRUCCI: I just got a question.

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If I -- I'm wearing the earphones. If I take them off and close my camera, does that constitute the recusal or do I need to sign off completely?

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19

MS. EADERESTO: No, that's fine. You can take your earphones off so you can't hear and cut your video and don't watch. That's fine.

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MR. GRUCCI: Okay. That's what I'm going to do then.

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MR. BRAUN: And I will leave the room.

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Lisa, back to you.

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MS. MULLIGAN: Okay.

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So the next item on the agenda is an amended and restated authorizing resolution for the Long Island Community Hospital project.

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Bill, do you want to give an overview of what's -- why we're doing this resolution?

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MR. WEIR: We've decided that one series of bonds that we're refinancing, the 2006 IDA bonds, for a number of reasons need to be refinanced on a taxable basis and not a tax-exempt basis because some changes of uses of some of those projects that were financed back in '06.

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Therefore, we're going to have two series of bonds -- I'm sorry, was somebody asking a question?

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(Inaudible.)

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22

MR. MIDDLETON: I don't think Fred's muted. He left the room, but he's not muted.

23

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MR. WEIR: So anyway, there are now -- the original resolution from earlier in the year just had all tax-exempt bonds and now we

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will have one series of tax-exempt bonds and

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one series of taxable bonds, so it's really

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just a change of how we're treating one of the

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series of bonds.

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MR. TROTTA: Question:

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What if Long Island Community Hospital

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merges with Stony Brook, what then happens?

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MR. WEIR: If -- well, it's not

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technically a merger, it's going to be a --

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MR. TROTTA: Correct. I know.

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MR. WEIR: It's an affiliation.

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MR. TROTTA: Yup.

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MR. WEIR: They will lease the hospital

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to -- the actual building to Stony Brook

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Medical Center and the employees will be under

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a contract to operate the hospital on behalf

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of Stony Brook Medical Center. The lease

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payments will include an amount sufficient to

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not only pay all the employees, but to pay the

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debt service on these bonds and a couple of

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other loans that are outstanding.

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MR. TROTTA: Okay. So that doesn't

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change anything from our perspective if that

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happens with these bonds that we're talking

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about today?

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MR. WEIR: No. In fact, part of the reason we have to refinance their existing bonds is that that affiliation would have been prohibited under the prior bonds the way the covenants are structured, so while that affiliation agreement has not been entered into yet, we have added into our bond documents as well as we've created a master trust indenture for the hospital that contemplates that there may be this affiliation in the future and that will be a permitted transaction.

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MR. TROTTA: Okay. Very good, thank you.

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MR. WEIR: You're welcome.

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MS. MULLIGAN: Did anyone have any other questions?

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(No response.)

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MS. MULLIGAN: Do we have a motion?

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MR. TROTTA: I'll make a motion.

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MR. MIDDLETON: Second.

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MS. MULLIGAN: I think Frank made the most and Scott seconded it, is that what I

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2 heard?

3 MR. MIDDLETON: Yes.

4 MR. TROTTA: Correct.

5 MS. MULLIGAN: Okay. And I'm just
6 going to go around.

7 Marty?

8 MR. CALLAHAN: Yes.

9 MS. MULLIGAN: Scott?

10 (No response.)

11 MR. TROTTA: He's probably --

12 MR. WEIR: He's still muted.

13 Scott, you're muted.

14 MS. MULLIGAN: Frank?

15 MR. TROTTA: Yes.

16 MS. MULLIGAN: Ann-Marie?

17 MS. SCHEIDT: Yes.

18 MS. MULLIGAN: Scott?

19 MR. CALLAHAN: Someone needs to unmute

20 him.

21 MS. MULLIGAN: Joce, will you unmute

22 him?

23 MS. LINSE: I'm actually not seeing

24 him.

25 MR. CALLAHAN: I see him to the left

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underneath Amy.

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MS. LINSE: Oh, there he is.

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MS. EADERESTO: He's up there.

5

MS. LINSE: I asked him to unmute.

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MR. TULLO: Give a thumbs up.

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MR. MIDDLETON: Yes.

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Sorry. I couldn't get the screen back

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up, so I couldn't unmute myself, but it's

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back.

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MS. MULLIGAN: Okay. I think I got

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everybody.

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So that's all the business that we have

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in the LDC.

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Can I have a motion to adjourn the

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meeting?

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MR. CALLAHAN: So moved.

18

MS. SCHEIDT: Second.

19

MS. MULLIGAN: Okay.

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Marty?

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MR. CALLAHAN: Yes.

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MS. MULLIGAN: Scott?

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MR. MIDDLETON: Yes.

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MS. MULLIGAN: Frank?

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MR. TROTTA: Yes.

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MS. MULLIGAN: Ann-Marie?

MS. SCHEIDT: Yes.

MS. MULLIGAN: Okay.

Can somebody let Fred and Felix know that they can come back in, we'll start the IDA, it's 12:14 and we're ending the LDC meeting?

(Time noted: 12:14 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