

TOWN OF UNION LOCAL DEVELOPMENT CORPORATION
SPECIAL MEETING
THURSDAY, AUGUST 30, 2018
TOWN OF UNION OFFICE BUILDING
3111 EAST MAIN STREET, ENDWELL, NEW YORK 13760
2ND FLOOR, SUPERVISORS CONFERENCE ROOM
8:00 AM

I. THE MEETING WAS CALLED TO ORDER AT 8:00 A.M.

MEMBERS PRESENT: Diane Julian, Robert Corwin, Gary Leighton, James Peduto,
Mary O'Malley-Trumble

MEMBERS ABSENT: Stephen Trichka, Jeffrey L'Amoreaux

OTHERS PRESENT: Rosemarie Pope (LDC Counsel) participated via conference call

STAFF PRESENT: Joseph Moody (LDC Director), Robin Shimer (Admin. Asst.)

II. APPROVAL OF THE MINUTES

- A. The Minutes of the Regular LDC Board Meeting of June 21, 2018 were reviewed and approved.

Motion: Jim Peduto

Motion 2nd: Gary Leighton

Motion: To approve the minutes of the regular LDC Board Meeting held on June 21, 2018, as written.

Vote: All yes, motion approved [5 - Yes, 0 - No, 2 - Absent].

III. VICE PRESIDENT'S REMARKS

- A. Vice President Julian extended the Board's condolences to Mr. Moody regarding the recent passing of his mother. Mr. Moody replied by sharing his sympathies concerning the same-day passing of Ms. Julian's father. Vice President Julian then provided best wishes to teachers, administrators and children as they begin the new school year.

IV. DIRECTOR'S REMARKS

- A. Director Moody recommended beginning Board discussion with old business litigation matters. He then requested Counselor Pope's insight about the status of current situations.

V. OLD BUSINESS

- A. There was an expression of desire for the Board to enter into Executive Session prior to Counselor Pope's provision of insight about litigation matters. Vice President Julian then requested a motion for the LDC Board to enter into Executive Session at 8:02 a.m.

Motion: Mary O'Malley-Trumble
Motion 2nd: Jim Peduto
Motion: To approve LDC Board action to enter Executive Session at 8:02 a.m.
Vote: Motion approved [5 - Yes, 0 - No, 2 - Absent].

Upon completion of Executive Session discussion, Vice President Julian requested a motion for the LDC Board to exit from Executive Session at 8:10 a.m.

Motion: Bob Corwin
Motion 2nd: Gary Leighton
Motion: To approve LDC Board action to exit Executive Session at 8:10 a.m.
Vote: Motion approved [5 - Yes, 0 - No, 2 - Absent].

No action was taken.

VI. NEW BUSINESS

A. Director Moody advised the Board that Mr. Corwin has decided to conclude – effective September 19, 2018 – his several years of service as an LDC Board voting member. In recognizing the notable value of Mr. Corwin's prior contributions and experience, Mr. Moody sought and has attained Mr. Corwin's agreement for further LDC service as a non-voting Emeritus Board member. Mr. Moody referred to his August 30, 2018 memo to the Board requesting appointment of Mr. Corwin as an Emeritus Board member. Mr. Corwin expressed his appreciation to Board members and Mr. Moody for their many years of friendship, knowledge and dedication to making a positive difference for town businesses. He stated his resignation as a voting Board member, and referenced the August 30, 2018 Letter of Resignation he provided to Board members and Mr. Moody. Mr. Corwin also stated that he desired to further serve on the LDC Board as an Emeritus member. Vice President Julian expressed, on behalf of the Board, sincere appreciation to Mr. Corwin for his years of dedicated service and instrumental contributions to the LDC Board and the Town of Union business community. Ms. Julian then requested a motion to accept Mr. Corwin's Letter of Resignation (dated on August 30, 2018), and thereby his resignation, as a voting member of the LDC Board effective September 19, 2018.

Motion: Gary Leighton
Motion 2nd: Jim Peduto
Motion: To accept Mr. Robert Corwin's Letter of Resignation (dated August 30, 2018), and thereby his resignation, as a voting member of the Town of Union Local Development Corporation Board of Directors. Mr. Corwin's resignation shall take effect on September 19, 2018.
Vote: All yes, motion approved [5 - Yes, 0 - No, 2 - Absent].

Vice President Julian then requested a motion to appoint Mr. Corwin as an Emeritus LDC Board member, which is a non-voting Board position. The appointment of Mr. Corwin to Emeritus status shall be effective on September 20, 2018. The term of the position expires on December 31, 2018.

Motion: Jim Peduto
Motion 2nd: Mary O'Malley-Trumble
Motion: To approve the appointment of Mr. Robert Corwin as an Emeritus Board member of the Town of Union Local Development Corporation Board of Directors. The Emeritus position is a non-voting position. Mr. Corwin's appointment shall be effective on September 20, 2018. The term of the position expires on December 31, 2018.
Vote: All yes, motion approved [5 - Yes, 0 - No, 2 - Absent].

- B. The Board members and Mr. Moody discussed the potential appointment of Mr. Timothy Strong as an LDC Board member. Appointment of Mr. Strong would fill the vacant Board position previously held by Mr. Corwin. Board members and Mr. Moody offered supportive comments about Mr. Strong's commendable comportment, community service and professionalism. Such sentiment included Ms. O'Malley-Trumble's laudable opinion of Mr. Strong's qualities. Following discussion, Vice President Julian requested a motion to approve the appointment of Mr. Strong as a member of the Town of Union LDC Board of Directors. The term of the position expires on December 31, 2020.

Motion: Mary O'Malley-Trumble
Motion 2nd: Gary Leighton
Motion: To approve the appointment of Mr. Timothy Strong as a member of the Town of Union Local Development Corporation Board of Directors. The term of the position expires on December 31, 2020.
Vote: All yes, motion approved [5 - Yes, 0 - No, 2 - Absent].

- C. There was discussion regarding action taken by the LDC in seeking Requests for Proposals (RFPs) pertaining to (1) preparation of the Town of Union LDC's Financial Audit for fiscal years 2018, 2019 and 2020 and (2) preparation and submittal of the Town of Union LDC's tax returns for fiscal years 2018, 2019 and 2020. The RFPs were sought from five auditing firms, and are due to be received by September 13, 2018. Ms. Julian recommended having the LDC Board's Audit Committee and LDC Treasurer Leighton initially review the RFPs received by the LDC. The purpose of review would be to provide Board members with Audit Committee suggestion as to auditing firm preference. The Board and Mr. Moody concurred with Vice President Julian's recommendation. Mr. Moody will arrange the Audit Committee meeting.
- D. Mr. Moody shared with Board members that a town legislative inquiry was made about the possibility of application by the Town of Union Volunteer Emergency Squad (UVES) for LDC loan monies. The purpose of the loan would be to purchase three town-owned properties valued at \$325,000. Such a transaction would make the town whole. Mr. Moody and Board members discussed if such a loan would conform with the LDC job creation requirement. Treasurer Leighton introduced aspects for LDC Board discussion, including the need to determine appropriate LDC loan source categorization (e.g. CDBG), whether UVES has applied to the banking industry, and means of verification of UVES ability to cover potential loan payment shortcomings.

Mr. Peduto asked if there is LDC precedent for providing such a loan to a non-profit organization. Mr. Moody said a short-term loan was made to United Health Services for slums and blight removal, but criteria for that loan met an economic development national objective. Ms. Julian then inquired if such a loan represents a conflict. It was decided Counselor Pope will investigate LDC ability to provide funding to UVES.

VII. OTHER BUSINESS

- A. Mr. Moody advised the Board of a request by Dr. Kenneth McLeod of Sonostics, Inc. for a three month extension of monthly interest only payments of \$139.00. The three month extension was stated as a potential option in the previously amended Sonostics resolution, which was approved by the Board on February 15, 2018. The amended resolution provided Sonostics, Inc. with six months of interest only loan payments. Upon the conclusion of Board discussion, Vice President Julian asked for a motion to approve Dr. McLeod's request for a three month extension of interest only payments. Subsequent to LDC Board approval, Counselor Pope will amend the prior Sonostics, Inc. Loan Modification Agreement (approved on February 15, 2018) by including the LDC Board-approved three month extension of interest only payments of \$139.00.

Motion: Mary O'Malley-Trumble

Motion 2nd: Gary Leighton

Motion: To approve the request by Dr. Kenneth McLeod of Sonostics, Inc. for a three month extension of interest only monthly loan payments in the amount of \$139.00. The interest only payments will be an extension of the LDC Board-approved resolution amendment of February 15, 2018 for six months of interest only payments. The proposed three month extension shall apply to the September-November, 2018 timeframe.

Vote: All yes, motion approved [5 - Yes, 0 - No, 2 - Absent].

- B. Mr. Moody spoke about the recent Downtown Revitalization Initiative grant. He said tourism looks to have played an important role in the Village of Owego's attainment of DRI funds. Mr. Moody said the Village of Endicott had a very strong application focusing on jobs, which was the goal and within the parameters of the program.. He noted the possibility of the villages of Endicott and Johnson City receiving Greater Binghamton funds, pending announcement from the Governor's Office.

VIII. ADJOURNMENT

- A. Vice President Julian asked Board members and Director Moody if they had other topics to come before the LDC Board. Due to the completion of discussion of all desired Board matters, Ms. Julian requested a motion to adjourn the meeting.

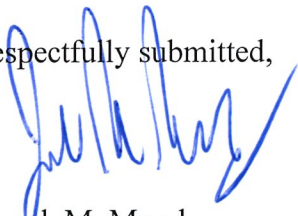
Motion: Mary O'Malley-Trumble

Motion 2nd: Bob Corwin

Motion: To adjourn the special LDC Board meeting of August 30, 2018 at 8:44 a.m.

Vote: All yes, motion approved [5 - Yes, 0 - No, 2 - Absent].

Respectfully submitted,



Joseph M. Moody
Director