

MINUTES
Industrial Development Agency
Board of Directors Meeting
October 17, 2011

Board Members present:

Jim Unckless, Chairman
Kevin Clark, Vice-Chairman
Ken Rohr, Treasurer
Andree Mastrosimone
Donna Yawman

Staff present:

Kal Wysokowski, Exec. Director
Monika Salvage, Exec. Assistant

Others present:

Lucien Morin II, Counsel

The regular meeting of the Fairport IDA Board of Directors was called to order by Chairman Jim Unckless at 5:00 pm.

I. Approval of Minutes

A motion to approve the minutes of the September 19 meeting was made by Donna Yawman, seconded by Andree Mastrosimone, unanimous. Jim Unckless abstained from the vote. A motion to approve the minutes of the continued meeting on September 28 was made by Donna Yawman, seconded by Andree Mastrosimone, unanimous. Kevin Clark abstained from the vote.

II. Financial Reports

- a. **Resolution 2011-10** authorizing payment of bills was reviewed. Ken Rohr informed the Board that Fairport Village Partnership expenses, which occurred already in September, are included in this resolution. Motion to authorize payment of bills was made by Ken Rohr, seconded by Kevin Clark, unanimous.
- b. **Reconciliation Report** was reviewed and accepted. Kal Wysokowski clarified that the actual Fairport Village Partnership balance as of September 30 showed a deficit of \$2,674.

III. Old Business

a. **Amendment to Commercial Loan – Geoff Harder (April 2011)**

Kal Wysokowski informed the Board that Harder requested the refinancing of a line of credit with Citizens Bank. Our loan agreement allows for \$16,787. A motion to approve the amendment of the loan agreement to allow for a \$25,000 line of credit with Citizens Bank was made by Ken Rohr, seconded by Andree Mastrosimone, unanimous.

IV. New Business

a. **Organizational Meeting**

Election of Officers: Andree Mastrosimone resigned from the Board effective December 31, 2011. The Board thanked her for her contributions over the past five years and wished her well in her new endeavors. Donna Yawman made a motion proposing the current slate of officer nomination for a one-year term, seconded by Andree Mastrosimone, unanimous.

Jim Unckless (Chairman)
Kevin Clark (Vice-Chairman)
Ken Rohr (Treasurer/Secretary)

Reappointment of Committee Members: A motion to reappoint the members of the Audit and Governance Committee for a one-year term was made by Kevin Clark, seconded by Andree Mastrosimone, unanimous.

Donna Yawman, Andree Mastrosimone (Governance Committee)
Ken Rohr, Jim Unckless, Donna Yawman (Audit Committee)

Approval of Meeting Calendar for the FY 2011/2012: A motion to approve the Board of Directors meeting calendar was made by Donna Yawman, seconded by Ken Rohr, unanimous. Meeting times will revert back to 4:30 pm. Meeting dates will be posted on the bulletin boards at Fairport Village Hall and Fairport Library and on the Agency's website.

Renewal of Service Contracts: A motion to approve the renewal of service contracts was made by Kevin Clark, seconded by Andree Mastrosimone, unanimous.

Perinton Tax & Accounting Services (accounting services)
Raymond F. Wager, CPA, P.C. (audit services)
Synergy Global Solutions (network hardware support)
Happy Software (software support)

Regarding the Fairport IDA/URA contract, Kal Wysokowski suggested to change the time distribution for the Executive Assistant to 50% IDA and 50% URA. A motion to renew the IDA/URA service contract with the suggested changes was made by Ken Rohr, seconded by Donna Yawman, unanimous.

A motion to ratify a promissory note of \$599,554 from the IDA to the URA, payable on demand, but at the latest at the end of the fiscal year, was made by Donna Yawman, seconded by Kevin Clark, unanimous.

Ratification of Policies: A motion to ratify existing Agency policies was made by Andree Mastrosimone, seconded by Donna Yawman, unanimous. New policies adopted in 2011 were Computer Use, Mission Statement, Real Property Acquisition. A policy revised in 2011 was Procurement.

Designation of Official Newspaper: A motion to approve the Fairport-East Rochester Messenger Post as the Agency's official newspaper was made by Ken Rohr, seconded by Kevin Clark, unanimous.

Authority Budget Office Requirements: Board members signed "Acknowledgement of Fiduciary Duties and Responsibilities" as provided by the ABO. Board members individually handed in "Confidential Evaluation of Board Performance", which will be submitted to the ABO.

V. Internal End-of-the-Fiscal-Year Review

a. Executive Session

A motion to go into Executive Session at 5:45 pm to discuss pending litigation was made by Kevin Clark, seconded by Andree Mastrosimone, unanimous. A motion to come out of Executive Session at 6:45 pm was made by Ken Rohr, seconded by Andree Mastrosimone, unanimous.

On the day of the meeting, the Agency received a letter from the ABO stating that the Fairport IDA is subject to the provisions of the GML, Section 882, calling for its automatic dissolution. An Agency response by November 1, 2011 was requested.

The same day, an ABO special report titled IDA Grant Awards was published and listed the Fairport IDA.

Agency response – ABO letter: Counsel drafted and sent a legal opinion to the ABO, arguing that named section does not apply to the Fairport IDA. The Chairman will send a letter to the ABO, acknowledging receipt of the letter and enclosing a copy of the recent resolution of the Fairport Village Board, which endorses the Fairport IDA and its value to the Village.

Agency response – ABO report: In light of this report and the ABO's guidance in interpreting the appropriate uses of IDA funds, the Fairport IDA will expend its funds consistent with the GML and within the objectives outlined in Section 858. The Agency's 2011-2012 budget will be amended to reflect this interpretation by the ABO.

VI. Motion to adjourn at 6:45 pm was made by Ken Rohr, seconded by Kevin Clark, unanimous.

The next regular meeting is scheduled for November 21, 2011 at 4:30 pm.