

TOWN OF BETHLEHEM

Albany County - New York

INDUSTRIAL DEVELOPMENT AGENCY

445 DELAWARE AVENUE
DELMAR, NEW YORK 12054
Telephone: (518) 439-4955
www.bethlehemida.com

Victoria Storrs
Chair

Vacant
Vice Chair/ Assistant Secretary

Tim Maniccia
Secretary

Richard Kotlow
Treasurer

David Kidera
Member

Jared Finke
Member

Christopher Bub
Member

Catherine M. Hedgeman, Esq.
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Allen F. Maikels
*Chief Financial Officer and
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John Taylor
*Senior Economic Developer
Ext. 1189*

Robin Nagengast
*Assistant Executive Director
Ext. 1164*

Governance Committee Agenda Friday – March 18, 2022 8:00 a.m., Room 101

1. Call to Order/Roll Call/Quorum Determination
2. Approval of Minutes 4/23/21 Meeting
3. Discussion regarding adding a Projects Committee
4. Livestream services for our meetings
5. Board self-evaluation review
6. Applications for open Board Seat
7. Procedures for board and committee minutes review
8. Review and Approve Governance Committee Charter
9. Review of Mission Statement/By-Laws
10. Adjournment

Frank S. Venezia
Chair

Victoria Storrs
Vice Chair

Richard Kotlow
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Assistant Secretary

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MINUTES GOVERNANCE COMMITTEE MEETING

April 23, 2021 Remote

A meeting of the Town of Bethlehem Industrial Development Agency Governance Committee Meeting met via Zoom at 8am on Friday, April 23, 2021.

Attendance was recorded as follows:

David Kidera, Chair
Richard Kotlow
Kate Hedgeman
Tom Connolly
Robin Nagengast

Chair Kidera called the meeting to order at 8am.

Approval of Minutes

Upon motion by Mr. Kotlow, seconded by Mr. Kidera, the members approved the minutes of the Governance Committee Meeting held on April 24, 2020.

Review 2020 Evaluation of Board Performance by BIDA Members

The 2020 evaluation was reviewed and compared to the 2019 evaluation. The 2020 evaluation will be presented to the full board at the next regular meeting.

Review BIDA Bylaws

(a) Mr. Kotlow proposed that Article II of the agency bylaws be revised as follows:

“Members have a responsibility to attend and participate at Board meetings. A member who has not attended 50% of annual scheduled meetings shall retire from the Board. However the Town Board may if deemed appropriate reappoint such retired member.” No action was taken as further language revision seems likely.

(b) A discussion took place about the CFO having the responsibilities of the Treasurer and about the role of the Assistant Secretaries.

(c) The Committee unanimously agreed to propose to the full Board of the Agency that Bylaws Article VI General Provision should be amended as follows:

1. Section 3. Replace the first sentence with the following: “Regular meetings of the Agency shall take place at the time and in the manner approved at the Agency’s annual meeting.” The second sentence is unchanged.

2. Section 4. In the first sentence, delete “written” so that a request for a special meeting can be verbal. The rest of Section 4 is unchanged.

Ethics Policy

Members discussed the Ethics Policy.

Review Responsibilities of Members

The Committee reviewed the “Responsibilities of Members” which call for an annual review of the Executive Director. Ms. Hedgeman will circulate an evaluation form.

Advise Town Board on Skills and Experiences required of Potential Agency Members

The Committee approved the use of the 1/19/2021 letter to the Supervisor and Town Board on skills and experiences required of potential Agency members.

Review Training of New Members and Staff

The Committee discussed additional training after three years of initial training. Chair Kidera will take the ABO training and report to the Committee.

Fees for Project Transfers

The issue of the fee schedule when transferring benefits to a new owner was referred to the Finance Committee.

Discuss Best Governance Practices/Review Committee Charter

The Committee discussed the Charter, ABO Model Charter and ABO Advice on Understanding Corporate Government Concepts. The Committee approved the Governance Committee Charter with no changes.

Motion to Adjourn

The meeting was adjourned at 9:41am on a motion by Ms. Hedgeman, seconded by Mr. Kotlow.

Respectfully submitted,
Robin Nagengast

TOWN OF BETHLEHEM INDUSTRIAL DEVELOPMENT AGENCY GOVERNANCE COMMITTEE CHARTER

AUTHORITY and PURPOSE

The Members of the Town of Bethlehem Industrial Development Agency ("Agency") established the Governance Committee (the "Committee") to assist the Members of the Agency in governance matters, including:

- keeping the board and staff informed of current best governance practices;
- reviewing corporate governance trends;
- updating the agency's corporate governance principles;
- advising appointing authorities on the skills and experiences required of potential board members;
- encouraging and enabling training of new Members and staff of the Agency.

COMMITTEE MEMBERSHIP

The Committee members shall be appointed, and may be replaced, by the Agency. All members of the Committee shall meet the independence standards as specified in the Public Authority Accountability Act of 2005 ("PAAA").

MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities. The Chairman of Committee shall report on any Committee meetings held at the next regularly scheduled Agency meeting following the Committee meeting.

QUALIFICATIONS FOR MEMBERS OF THE AGENCY

The Committee recommends that, in reviewing nominees for membership in the Agency, the Town Board consider qualifications which include: an understanding of the legal, ethical and fiduciary responsibilities of membership on the Agency, personal and professional integrity, good independent business judgment, demonstrated commitment to the community, and relevant experience and skills which will enable the Agency to carry out its mission of enhancing economic development in the Town. The overall membership of the Agency should include a mix of individuals with experience and skills in public and private finance, economic development, business management, public policy, and other areas the Town Board considers relevant.

ANNUAL REVIEW

The Committee shall review this Charter annually and recommend any proposed changes to the Agency for approval.

BETHLEHEM IDA MISSION STATEMENT

ADOPTED – AUGUST 25, 2010

The Town of Bethlehem's Comprehensive Plan, as adopted by the Town Board in 2005 recommends that the Town grow in a manner that maintains and enhances its preeminent residential and semi-rural character through high quality and clean non-residential development in carefully planned and strategically located sites. Residential neighborhoods in the Town will be enhanced by proximity to open space, pedestrian-oriented facilities, high quality employment opportunities and neighborhood-scale commercial services.

The Agency's mission is to assist the Town in implementing the non-residential development components of the Plan by actively promoting, attracting, retaining and developing high quality jobs and capital investment in the Town with a focus on appropriate, economically sound and sustainable commercial, industrial, manufacturing, warehousing, educational, research and recreational facilities and projects. To secure expanded jobs and investment associated with such development, the Agency will provide to such projects technical and other assistance and "financial assistance" to such projects in accordance with Article 18-A of the General Municipal Law of the State of New York.

**TOWN OF BETHLEHEM INDUSTRIAL DEVELOPMENT AGENCY
BY-LAWS**

Pursuant to the authority contained in Section 858, Title 1 of Article 18-a of the General Municipal Law, as set out in Chapter 1030 of the Laws of 1969, and Section 909-b of the General Municipal Law, as set out in Chapter 582 of the Laws of 1973 of the State of New York, the Town of Bethlehem Industrial Development Agency hereby approves the following By-Laws for the regulation of its activities.

ARTICLE I

NAME, SEAL

Section 1. NAME. The name of the Agency shall be the "Town of Bethlehem Industrial Development Agency."

Section 2. SEAL. The official seal of the Agency shall be in a design circular in form bearing the words and dates as follows:

TOWN OF BETHLEHEM INDUSTRIAL DEVELOPMENT AGENCY, NEW YORK
CORPORATE SEAL
1980

Section 3. OFFICE. The office of the Agency shall be at 445 Delaware Avenue, Delmar, New York 12054.

ARTICLE II

MEMBERS

Section 1. Members. The members of the Agency shall be appointed by the Town Board of the Town of Bethlehem, and shall serve at the pleasure of the Town Board.

Section 2. Number of Members. The members of the Agency shall consist of not less than three nor more than seven members.

Section 3. Responsibility of Members. It is the policy of the Agency that board members commit themselves to acting in accordance with accepted principles of good corporate governance. Board members have a duty to be informed, knowledgeable and engaged in the activities of the Agency and to actively exercise oversight of Agency management. If a board member is unable to fulfill these commitments, it is the duty of the board member to resign from the Agency board.

ARTICLE III

OFFICERS

Section 1. OFFICERS. The officers of the Agency shall be a Chair, Vice-Chair, Treasurer, Secretary (each of whom shall be members), Assistant Secretary and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided, all of whom shall be elected by the members of the Agency. Such officers shall be elected at the annual meeting of the Agency in each fiscal year.

ARTICLE IV

TENURE OF OFFICE

Section 1. Each officer of the Agency shall hold office for one year and each member shall continue to hold office until his successor is appointed or elected and qualifies in his stead. If the term of an Agency member should terminate, his term of office as an officer shall also terminate and at the regular meeting next succeeding such termination the members of the Agency shall elect from among their number a successor who shall serve until the next annual meeting of the Agency.

Section 2. Each member shall continue to hold office as a member until his successor is appointed or elected and qualifies in his stead.

ARTICLE V

DUTIES OF OFFICERS

Section 1. CHAIRMAN. The Chairman shall preside at all meetings of the Agency. He shall sign and execute on behalf of the Agency all contracts, notes, bonds, trust indentures or other evidences of indebtedness when so authorized by the Agency, and shall perform such other duties as may be prescribed for him by law or by Agency. The Chairman shall submit to the Agency such recommendations and information as he may consider proper concerning the business, affairs, and policies of the Agency.

Section 2. SECRETARY. The Secretary shall record all the votes and record the minutes of the Agency in a journal to be kept for that purpose; attend to the serving of notice of all meetings when required; shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all papers or other documents as may be required; shall attend to such correspondence as may be assigned; shall perform all duties as the Agency may designate.

Section 3. TREASURER. The treasurer shall oversee the financial management procedures and systems implemented by the Agency. This includes coordinating the financial reporting and the budgeting process with the Agency's management, committees, and the Members.

Section 4. ADDITIONAL DUTIES. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by the By-Laws of the Agency, or by the rules and regulations of the Agency.

Section 5. REMOVAL, RESIGNATION, SALARY, ETC. Any officer elected or appointed by the Agency may be removed by the Agency with or without cause. In the event of the death, resignation or removal of an officer, the Agency in its discretion may elect a successor to fill the unexpired term at the next regular meeting of the Agency. All officers who are members of the Agency shall serve without compensation.

Section 6. ADDITIONAL PERSONNEL. The Agency may appoint such other officers and employees including a Chief Executive Officer and a Chief Financial Officer, as the Agency may require for the performance of its duties. The Agency may also appoint Counsel and may retain and employ private consultants for professional and technical assistance and advice. The appointment duties and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

Section 7. BONDING OF OFFICERS. The Chairman, the Treasurer, and such other officers as the Agency may require, shall execute bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Agency and the premiums thereof shall be paid by the Agency.

ARTICLE VI

GENERAL PROVISIONS

Section 1. FISCAL YEAR. The fiscal year of the Agency shall begin on January 1.

Section 2. ANNUAL MEETING. The annual meeting of the Agency shall be held in February each year at the regular meeting place of the Agency in conjunction with the Regular Meeting for February.

Section 3. REGULAR MEETINGS. Regular meetings of the Agency shall take place at a time and manner approved by the Agency at its annual meeting. Regular meetings may be adjourned to any other place at the will of a majority of the members of the Agency present and voting at such meeting.

Section 4. SPECIAL MEETINGS. The Chairman of the Agency may, when he deems it desirable, and shall, upon the formal request of two members of the Agency, call a special meeting of the Agency for the purpose of transacting any business designated in the notice of such meeting. The notice of such meeting shall be served on each member of the Agency by delivery or mail received by each such member at least 24 hours prior to the date of such meeting. Pursuant to Section 94 of the Public Officers Law, notice of such special meeting shall be given to news media at the same time.

Section 5. EXECUTIVE SESSIONS. When determined by the Agency that any matter pending before it is confidential in nature it may, in accordance with the laws of the State of New York, establish an executive session and exclude non-members from such session.

Section 6. QUORUM. At all meetings of the Agency, a majority of the members of the Agency then in office shall constitute a quorum and the vote of a majority of the members present and voting at a meeting of the Agency shall be deemed the act of the Agency. A majority of the members present whether or not a quorum is present may adjourn any meeting to another time and place.

Section 7. ORDER OF BUSINESS. The order of business at regular meetings shall be:

- (a) Roll call. Determination of quorum.
- (b) Reading of minutes of previous meeting.
- (c) Approval of the minutes of previous meeting.
- (d) Reports of Committees.
- (e) Communications.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

Section 8. MANNER OF VOTING. The voting on all questions coming before the Agency shall be by the recorded vote of its members, and the yeas and nays shall be entered in the minutes of each meeting, except in the case of appointment when the vote may be by ballot.

Section 9. COMMITTEES. The Chairman, Vice Chairman and members of all committees shall be appointed by the chairman of the Agency who shall be an ex officio member of each committee. A quorum

of any committee shall consist of a majority of members of that committee.

Section 10. EXECUTION OF INSTRUMENTS. All Agency instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officials or other person or persons as provided in these By-Laws or as the Agency may from time to time designate.

ARTICLE VII

AMENDMENTS

Section 1. AMENDMENTS TO BY-LAWS. The By-Laws of the Agency shall be amended only with the approval of at least a majority of all of the members of the Agency at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Agency.