

Victoria Storrs
Chair

David Kidera
Vice Chair/ Assistant Secretary

Richard Kotlow
Secretary and Treasurer

Victor Franco
Member

Edward W. De Barbieri
Member

Georgette Steffans
Member

VACANT
Member

TOWN OF BETHLEHEM
Albany County - New York
INDUSTRIAL DEVELOPMENT AGENCY

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

Catherine M. Hedgeman, Esq.
*Executive Director,
Assistant Secretary and
Agency Counsel*
518-439-4955

Allen F. Maikels
*Chief Financial Officer and
Contracting Officer*
518-487-4679

John Taylor
Senior Economic Developer
518-439-4995Ext.

Governance Committee

Meeting Agenda

Friday
February 17, 2023
8:00 AM

Town Hall Room 101

Livestream:

<https://us02web.zoom.us/j/89150095392?pwd=cThhQTlCdEtNUkk2UjZwdEVLeXZOZz09>

- I. Call to Order/Roll Call/Quorum Approval
- II. Approval of Minutes from September 21, 2022 Joint Governance and Finance Committee Meeting

III. New Business

A. Items For Action

1. Board Self-Evaluation review and Discussion
2. Mission Statement and Performance Measures discussion
3. Assessment of Internal Controls
4. Operations and Accomplishments

B. Items For Discussion

1. Belles Board

Two-minute video link: <https://bellesboard.com/about/>

Pricing Package information: <https://bellesboard.com/plan-options/>

Security Overview (**attached**)

Confirming that it's 10GB of data included (1GB = 677,000 pages), so 6.7M pages

2. Appointment of New Members
3. Public Comment Policy Review
4. Review of current IDA Application and all policies (Board Manual to be provided)
5. Discussion of potential Housing Policy

III. Adjourn

TOWN OF BETHLEHEM

Albany County - New York

INDUSTRIAL DEVELOPMENT AGENCY

445 DELAWARE AVENUE

DELMAR, NEW YORK 12054

Telephone: (518) 439-4955

Email: info@bethlehemida.com

www.bethlehemida.com

Victoria Storrs

Chair

Vacant

Vice Chair/Assistant Secretary

Vacant

Secretary

Richard Kotlow

Treasurer

David Kidera

Member

Victor Franco

Member

Edward W. De Barbieri

Member

Catherine M.

Hedgeman, Esq.

Executive Director,

Assistant Secretary and

Agency Counsel

518-439-4955

Allen F. Maikels

Treasurer, Chief Financial Officer

and Contracting Officer

518-487-4679

John Taylor

Senior Economic Developer

Ext. 1189

JOINT FINANCE AND GOVERNANCE COMMITTEE MEETING

Meeting Minutes

Wednesday, September 21, 2022

8:30 AM, Room 101

A meeting of the Town of Bethlehem Industrial Development Agency Joint Governance Committee and Finance Committee meeting was convened in public session in the Bethlehem Town Hall, 445 Delaware Avenue, Delmar, NY at 8:30 am on Wednesday, September 21, 2022.

Attendance was recorded as follows:

David Kidera, Chair

Richard Kotlow

Victor Franco

Victoria Storrs

Edward W. De Barbieri

Catherine M. Hedgeman, Executive Director and Agency Counsel

Allen F. Maikels, CFO

Chairs David Kidera and Richard Kotlow called the meeting to order at 8:37 a.m.

Introduction of New Members:

Governance Committee

1. David Kidera (Chair)
2. Victor Franco
3. Richard Kotlow

Finance Committee

1. Richard Kotlow (Chair)

2. Victoria Storrs
3. Edward De Barbieri

Approval of Minutes

Finance Committee Minutes: Upon motion by Mr. Kidera, seconded by Mr. Franco members approved the minutes of the Finance Committee Meeting held on July 1, 2022.

Governance Committee

The last Meeting was July 20, 2022.

Training

A date must be chosen to coordinate a training. Kate proposed keeping the training only one day; Dick Kotlow proposed 4 or 5 hours at a time. Ted proposed end of November, early December for a training date.

Kate proposed waiting to begin the training with the hope of appointing two new individuals to the board. Kate Hedgeman stated that the training would cover topics such as, conflicts of interest, approving a PILOT, and other tax benefits for those who are unfamiliar.

Victoria Storrs mentioned that there should be strategy discussed during the training.

Victoria is open to one-on-one training to accommodate scheduling conflicts.

Victor Franco proposed holding the meeting on Veterans' Day (2022).

The general process for a PILOT is as follows: application is reviewed by Kate Hedgeman, then reviewed by executive committee; at least 2 meetings will be held before a PILOT is approved.

Victoria noted that the review process is two- pronged. A public hearing would be held, then a special meeting. Usually, the applicant would still be present for the meeting.

A benefit-cost analysis would be prepared during the meeting.

Policy Review

Credit Cards: Must establish a formal credit card policy; who can sign, limits, how many credit cards to have.

David Kidera mentioned that there is currently only one card. It would be best to have multiple cards with both the name of the individual holder and the name of the organization (Bethlehem IDA). One statement for multiple cards without individual names is not ideal.

Document Retention: Kate Hedgeman discussed how to retain all official documents and correspondence as members. Does it suffice for all documents to be retained on one computer rather than all members' individual computers? Kate has been updating the website to meet ABO standards. Kate and Special Counsel Joe Scott were able to pull all projects and update the website. When the new website is ready, Kate proposed giving out new email addresses to each

member through gmail. This will allow for sharing of documents through the Google Suite.

Once the new website is active, all documents within the previous decade will be available there.

Kate and John Taylor will continue working to put documents in the “cloud” as opposed to a memory stick; this way, all members will be able to access documents.

Kate may edit document retention policy to be sure that all sections are still pertinent, and Authorities Budget Office (ABO) standards are kept in mind.

Performance Measures: There is an ABO guide for performance measures. Kate suggested completing the attachment and responding to questions asked on document. Kate suggested revisiting focus, adopting new performance measures, and posting them on the website.

Edward suggested reviewing the new Town of Bethlehem comprehensive plan and making performance measures consistent with new plan.

Public Comment Policy:

Members discussed adopting a formal Public comment Policy that will address when the public comment may be taken and when it can be restricted while still complying with the law.

Victoria mentioned that allowing public commentary tends to lengthen meetings.

Victoria suggested being clear with the public on how the public should get in touch with the board and effectively voice opinions.

David suggested allowing time for IDA to fully assess projects before allowing for public comments.

Richard questioned what the law allows in terms of restricting public comment.

Kate responded that the statute does not require the IDA to take public comments, but is permissive if members would like to take public comment.

Victoria mentioned modeling other IDAs in terms of how they respond to and handle public comments.

Edward suggested simply responding, in some cases, that not all questions can be or will be responded to.

Kate suggested that if there is a new project proposal, a project developer is invited to present for the board and members of the public; this method avoids lengthy commentary.

Discussion of Projects Committee

Members discussed whether the board should form a project committee to review projects. Committee would stay knowledgeable about current and future projects

requiring IDA assistance. The committee's goal would be to encourage economic development in the town.

Kate mentioned a legal duty of properly monitoring and documenting projects; this would be a function of the projects committee.

Richard suggested the committee work with specific new projects to see them through.

Motion to Adjourn Governance Committee Meeting

The Governance committee meeting was adjourned at 9:43 a.m. by Davida Kidera.

Finance Committee

Review of Financials

Allen recaps financial report through the end of August.

Review of Budget

Joe Scott's work is typically compensated during closings. His attendance during board meetings is not compensated.

Kate would like to create an agenda and determine time commitment for budget purposes.

CHPE transaction will incur significant fee. An estimate is needed to determine whether Kate's fees will be covered.

A budget must be adopted and posted by October 31, 2022.

The budget should be approved by the October regular board meeting.

Fee Schedule

3 items were discussed:

1. Application Fee
2. Fee for refinancing
3. Proposal of administrative fee being billed in advance

Kate suggested a fee assessment before PILOT begins. This prevents construction from being postponed for an extended period of time.

Richard suggested requiring an up-front deposit with the reasoning that it will keep project managers more accountable. Victoria suggested having a fee due upon inducement; after accepting the application and beginning review process. If the project is not approved, no fee (other than initial application fee) will be incurred.

Richard suggested the fee act as bid deposit; if project review is conducted, and project is not approved, the fee is returned to individual.

Kate rebuts with the idea that reviewing of a project needs to be covered by the fee. Time should be billed against the fee to cover for attorney expenses and any other expenses incurred during the review process.

Victoria suggested raising the application fee to \$10,500. \$500 will be for receiving the application. If the project undergoes review and the application is accepted, then the remaining \$10,000 will be billed.

These ideas will be brought before the full board at the next meeting.

Miscellaneous Transaction Fees

Splitters ~ \$7,500

Refinancing ~ \$2,500

Joe Scott's fees paid, and Kate's legal fees covered as well.

Victoria suggests an inducement fee to come before the board at next week's meeting.

Kate plans to put a schedule in writing for next week's meeting in terms of fees.

Motion to Adjourn Finance Committee Meeting

The meeting was adjourned at 10:20 a.m. by Richard Kotlow.

Town of Bethlehem Industrial Development Agency

2022 AUTHORITY MISSION AND GOALS MEASUREMENT REPORT

Name of Public Authority: Bethlehem Industrial Development Agency

Public Authority's Mission Statement:

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.

List of Performance Goals and Measurement of Progress in Meeting Goals:

1. Advance job opportunities

For the year ended December 31, 2022, the Agency closed on six different projects during the year which sought to add new 1600+ jobs to the Town of Bethlehem.

2. Promote general prosperity and long-term economic vitality in the County

The Agency continues to review, promote, develop and encourage projects that will advance job opportunities, health, general prosperity and economic vitality in the Town.

3. Foster creation of new business

The BIDA partners with various Stakeholders to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial and manufacturing facilities or educational and cultural facilities for the benefit of residents and taxpayers in the Town.

4. Foster retention and expansion of existing businesses

The BIDA partners with various stakeholders including the Bethlehem Chamber of Commerce for the purpose of fostering retention and expansion of existing businesses.

5. Identify new opportunities for the local economy

The BIDA members attend meetings and conduct research on new opportunities to help it meet the goals and objectives of advancing job opportunities, business expansion and retention to help protect jobs that help bolster the Town's economy.

6. Enhance the economic wellbeing of Town residents and businesses

The BIDA accomplished this goal by providing grants to Town businesses and organizations for personal protection equipment needed to maintain operations during the COVID-19 pandemic in 2020-21.

Additional questions:

1. Have the board members acknowledged that they have read and understood the mission of the public authority?

2. Who has the power to appoint the management of the public authority?

The Town Board

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?

No.

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

The Role of Management of the Agency is delegated to an Executive Director. The Executive Director is responsible for the daily operations of the Agency including, but not limited to:

- Reviewing all applications
- Reviewing correspondence of the Agency
- Overseeing the financial operations of the Agency
- Providing support for Board and other meetings
- Maintaining the Agency website
- Ensuring compliance with all Federal, State and local laws

The Role of the Board is to hire and fire staff and to oversee the operations. The Board carries out its role by holding regular board and committee meetings and conducting an annual financial audit.

5. Has the Board acknowledged that they have read and understood the responses to each of these questions?

Town of Bethlehem Industrial Development Agency

Assessment of Internal Controls

12/31/2022

A. Define major business functions

- **Enhance economic development potential by:**
 - Issuance of bonds
 - Offering PILOT agreements
 - Providing Sales and Mortgage Tax Exemptions
- Foster increased living wage jobs by inducing quality projects for residents and taxpayers
- Ensure IDA Applications are correct, and appropriate tracking is conducted.
- Ensure the financial stability of the IDA
- Promote a culture of governance through transparency while adhering to and adopting IDA statewide best practices

B. Determine the risks associated with operations

Risks:

- Issuance of Bonds - **Low**
- Foster Business development while balancing tax Payer concerns - **High**
- Improper influence of project taxing jurisdictions on BIDA decisions - **High**
- Improper political influence on BIDA decisions - **Moderate**
- Board conflicts of interest - **Moderate**
- Negligent or fraudulent administration of BIDA - **Moderate**
- Independence of BIDA - **Moderate**
- Project does not accomplish its goals or meet financial obligations - **Moderate**
- Financial Operations Fraud - **Moderate**
- Administrative Errors – **Low**

C. Internal and External Controls in place to mitigate risks

- Mission Statement
- Bylaws
- Internal Controls Policy
- Rigorous pre-screening and questioning of applicant for suitability of Projects
- Strong project compliance by administrative staff
- Clear procedures involving approval process

- Rigorous review of contract and contract negotiation
- Annual audit of financials
- Website for information and education
- Rigorous examination and audit of tax bills utilized by municipal taxing Entities

D. Assessment of effectiveness of internal controls

- Internal review suggests a more rigorous annual compliance with reporting from BIDA clients that is timely for State Reporting and also requires higher accuracy and precision in data reporting.
- Internal review suggests continuous and rigorous review of policies to insure equitable balance between being “business-fair” and “taxpayer- friendly.”

E. Corrective Actions

- Actions will be developed where weaknesses have been identified
- Corrective Actions are included in public records

Bethlehem Industrial Development Agency

2022 Operations and Accomplishments

The Bethlehem Industrial Development Agency (the “Agency”) is a public benefit Agency which operates in the Town of Bethlehem, New York. The Agency is classified by the New York State Authorities Budget Office as a public authority. 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.

Financial Highlights

The Agency’s net position increased by \$_810,820 as a result of operations in 2022:

- Revenues increased by \$79,3841 compared to 2021.
- Expenses decreased \$6,266 compared to 2021

Agency Highlights

During 2022, the Agency continued to successfully establish and/or improve administrative processes, policies, Board training and project awareness, intra-agency relationships, and community outreach:

- Prioritized Transparency and Training for Board and Accountability for Projects
 - The Agency invested in a chrome book and a camera/microphone for continued livestreaming all meetings and posting the recordings on the website
 - Approved the purchase of a new cost benefit analysis tool to better analyze potential projects
 - Reviewed and purchased SIZEUP Business Planning Tool in partnership with the Bethlehem Chamber of Commerce
 - Performed site visits for Projects to ensure compliance
- Repealed, Created, or Updated Policies
 - Adopted amendments to the Uniform Tax Exemption Policy (UTEP) regarding fee schedule for projects
 - Revised bylaws to be gender neutral
 - Reviewed current records of the Agency and Record Retention Policy as required by New York State law
 - Updated the current website to ensure compliance with New York State law

- Initiated the design of a new website
- Projects
 - \$125 Million 400,000 square foot fuel cell manufacturing facility (Plug Power) at Vista Technology Park economic development cooperation agreement
 - Albany Port District Commission \$235,213, 646 Off-Shore Wind Project: \$853,000 Sales Tax Exemption
 - Vista Technology Park Infrastructure Bond Fee Splitter Agreement for 125 Vista
 - Finke Enterprises, LLC refinance
 - CHPE Transmission line economic development cooperation agreement
 - Cannon Development/Burt Crane \$3, 912,051 acquisition of Land on River Road for a new facility: \$535,000 of Sales tax, mortgage tax and rea property tax abatement.
- Improved Inter-Agency and Stakeholders Relationships
 - Attended Albany County Alliance Quarterly Meetings
 - Attended Weekly Meetings with the Albany County Alliance and Town officials regarding the Plug Power Project

HOW DOES BELLESBOARD APPROACH SECURITY?

BellesBoard provides a multifaceted defense to protect your board information and documents. We take security seriously and follow OWASP (Open Web Application Security Project) best practices. BellesBoard is also HIPAA, AICPA and SSAE Certified. With BellesBoard, your organization will have the peace of mind to know that your information and documents are safe and secure.

SECURITY OVERVIEW

PORTAL INFORMATION	<ul style="list-style-type: none">• BellesBoard enforces HTTPS connections. A 256bit SSL certificate is used to ensure an encrypted connection from the user's computer to BellesBoard.• Passwords are one way encrypted.• Two-factor authentication is employed.• Unique account per user.
WEB APPLICATION FIREWALL	<ul style="list-style-type: none">• BellesBoard's hosting uses redundant firewalls that provide for intrusion prevention and detection.• BellesBoard firewalls use deep packet inspection.• Firewall rules are updated hourly by a third party service.• Web application firewalls are also used.• BellesBoard code is hardened against attacks such as SQL injection attacks and cross-site scripting attacks.
DATA & HOSTING	<ul style="list-style-type: none">• Data is backed up daily.• Our managed hosting provider performs nightly third party security audits.• Our host blocks access to all non-common ports.• The data belongs to the Client, as stated in the BellesBoard Master Agreement.
PORTAL MAINTENANCE	<ul style="list-style-type: none">• All patches are applied in off hours and• customers are notified prior to the patches being applied.• All patches are tested before applying to production servers.• Production servers are backed up before applying patches.

Town of Bethlehem Industrial Development Agency

PUBLIC COMMENT POLICY

Notices of Board of Directors meetings are advertised on the Bethlehem IDA website at www.bethlehemida.com. Members of the general public are invited to attend and given the opportunity to address the Board during the Public Comment Period on the agenda in accordance with the following rules and procedure:

1. Each meeting will include a designated period for public comment (Public Comment Period), at which time members of the general public will be given the opportunity to speak before the board with regard to items on the Agenda only.
2. Any person wishing to speak must register by at least seventy-two (72) hours in advance of the meeting by sending an email to the Executive Director at: Chedgeman@bethlehemida.com. Any person wishing to speak must state their name and the topic on which they will speak in the email. This pre-registration will be used by the Chair or the presiding officer to set the order and recognize speakers.
3. Speakers will be given a maximum of two (2) minutes to address the Board.
4. Written material, questions or comments requiring responses will not be accepted by the Board. The Public Comment Period will not be a question and answer period.
5. Upon a motion and majority vote of the members of the Agency, the public comment period may be suspended and/or extended.
6. Board Members, speakers, and audience members must observe proper decorum. Any statement made during the Public Comment Period shall not involve personal, impertinent, or slanderous attacks on individuals.
7. The Chair or the presiding officer shall control the meeting. The use of profane, vulgar, inflammatory, threatening, abusive or disparaging language or racial or ethnic slurs directed at any other individual shall not be tolerated.
8. Banners, flyers or other signs are not permitted in the meeting room.

9. Distribution of flyers is not permitted in the meeting room.
10. Any individual who disregards the directives of the Chair or the presiding officer in enforcing the rules or who generally conducts himself or herself in a boisterous or inappropriate manner while addressing the Board and/or is disruptive will be barred from further participation and forfeit their opportunity to address the Board and will be subject to removal by law enforcement.

Adopted this _____ day of _____, ____