

TOWN OF LOCKPORT INDUSTRIAL DEVELOPMENT AGENCY

BOARD OF DIRECTORS Meeting Minutes of January 13, 2011 9:00 AM – Lockport Town Hall

REVISED 5/12/11

1.0 Public Hearing

Present – Chairman – Al Hamilton, Vice Chairman – Paul Haber, Treasurer – Robert Lipp, Secretary – Duncan Carlson, Directors – Thomas Sy, Thomas Weeks and Eric Connor, Town Supervisor – Marc Smith, Administrative Director – David Kinyon, Legal Counsel - Daniel Seaman; Ali Shams and Eileen Smith of Introl Design, Inc., Glenn Provencher of Spartech Polycom, Inc. and Joe Olenick of the Lockport Union-Sun & Journal.

The meeting was called to order at 9:00 AM by Chairman Alan Hamilton. Mr. Hamilton announced that two Public Hearings had been advertised, and he directed that Legal Counsel Daniel Seaman read the Notice for the Public Hearing regarding the application by Introl Design, Inc. for IDA Assistance. Following a reading of the Legal Notice by Mr. Seaman, Mr. Hamilton requested if any communications had been received regarding the application submitted by Introl Design, Inc. There having been no communications received, Mr. Hamilton inquired whether anyone present wished to make a verbal statement regarding the application submitted by Introl Design, Inc. There being no verbal statements, Mr. Hamilton declared the Public Hearing closed.

Chairman Hamilton directed Legal Counsel Daniel Seaman to read the Legal Notice for the Public Hearing regarding the application for financial assistance from Spartech Polycom, Inc. Following a reading of the Legal Notice by Mr. Seaman, Mr. Hamilton requested if any communications had been received regarding the application submitted by Spartech Polycom, Inc. There having been no communications received, Mr. Hamilton inquired whether anyone present wished to make a verbal statement regarding the application submitted by Spartech Polycom, Inc. Glenn Provencher, Lockport Plant Manager for Spartech Polycom, Inc, provided a brief overview of the company's history in Lockport and plans for re-starting operations at the Lockport site. There being no further statements, Mr. Hamilton declared the Public Hearing closed. Mr. Hamilton announced that the Annual Meeting would immediately be convened in the IDA Conference Room.

2.0 Annual Meeting

The Chairman noted that the annual meeting of the Town of Lockport Industrial Development Agency is required to be held in January, and called the meeting to order. The Chairman noted that the meeting has been duly called and noticed to all members, and that the regularly scheduled meeting shall also be the annual meeting.

I. Roll Call:

Members Present:

- NAME:
- ALAN M. HAMILTON
- PAUL J. HABER
- ROBERT A. LIPP
- DUNCAN N. CARLSON
- ERIC W. CONNOR
- R. THOMAS WEEKS
- THOMAS A. SY

Members Absent: None

Election of Chairman

Nomination made by Duncan Carlson, seconded by Thomas Weeks to elect Alan M. Hamilton to be Chairman. No other nominations having been received, nominations were closed by the Chairman.

Roll call vote on the nomination of Alan M. Hamilton as Chairman:

NAME:	VOTE:
ALAN M. HAMILTON	<u>Aye</u>
PAUL J. HABER	<u>Aye</u>
ROBERT A. LIPP	<u>Aye</u>
DUNCAN N. CARLSON	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
R. THOMAS WEEKS	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Election of Vice Chairman

Nomination made by Robert Lipp, seconded by Duncan Carlson to elect Paul J. Haber Vice Chairman. No other nominations having been received, nominations were closed by the Chairman.

Roll call vote on the nomination of Paul J. Haber as Vice Chairman:

NAME:	VOTE:
ALAN M. HAMILTON	<u> Aye </u>
PAUL J. HABER	<u> Aye </u>
ROBERT A. LIPP	<u> Aye </u>
DUNCAN N. CARLSON	<u> Aye </u>
ERIC W. CONNOR	<u> Aye </u>
R. THOMAS WEEKS	<u> Aye </u>
THOMAS A. SY	<u> Aye </u>

Election of Secretary

The Chairman opened the nominations of Secretary. Nomination of Duncan N. Carlson as Secretary made by Paul Haber, seconded by Thomas Weeks. No further nominations having been made, the Chairman closed the nominations and called for a roll call vote on the nomination of Duncan N. Carlson as Secretary:

NAME:	VOTE:
ALAN M. HAMILTON	<u> Aye </u>
PAUL J. HABER	<u> Aye </u>
ROBERT A. LIPP	<u> Aye </u>
DUNCAN N. CARLSON	<u> Aye </u>
ERIC W. CONNOR	<u> Aye </u>
R. THOMAS WEEKS	<u> Aye </u>
THOMAS A. SY	<u> Aye </u>

Election of Deputy Secretary

Motion made by Duncan Carlson, seconded by Paul Habor to appoint Daniel E. Seaman, Deputy Secretary and to authorize him to execute any required documents in connection with induced projects of the Agency, including all closing documents.

NAME:	VOTE:
ALAN M. HAMILTON	<u> Aye </u>
PAUL J. HABER	<u> Aye </u>
ROBERT A. LIPP	<u> Aye </u>
DUNCAN N. CARLSON	<u> Aye </u>
ERIC W. CONNOR	<u> Aye </u>
R. THOMAS WEEKS	<u> Aye </u>
THOMAS A. SY	<u> Aye </u>

Election of Treasurer

Chairman Hamilton opened the nominations for Treasurer. Nomination made by Duncan Carlson, seconded by Paul Haber to elect Robert A. Lipp Treasurer. No other nominations having been received, nominations were closed by the Chairman.

Roll call vote on the nomination of Robert A. Lipp as Treasurer:

NAME:	VOTE:
ALAN M. HAMILTON	<u>Aye</u>
PAUL J. HABER	<u>Aye</u>
ROBERT A. LIPP	<u>Aye</u>
DUNCAN N. CARLSON	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
R. THOMAS WEEKS	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Election of Assistant Treasurer

Chairman Hamilton opened the nominations for Assistant Treasurer. Nomination made by Robert Lipp, seconded by Duncan Carlson to elect Paul J. Haber Assistant Treasurer. No other nominations having been received, nominations were closed by the Chairman.

Roll call vote on the nomination of Paul J. Haber as Assistant Treasurer:

NAME:	VOTE:
ALAN M. HAMILTON	<u>Aye</u>
PAUL J. HABER	<u>Aye</u>
ROBERT A. LIPP	<u>Aye</u>
DUNCAN N. CARLSON	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
R. THOMAS WEEKS	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Appointment of Chief Executive Officer

Motion made by Duncan Carlson, seconded by Paul Haber to appoint David R. Kinyon as Chief Executive Officer, known as Administrative Director, (pursuant to an Agreement between the Town of Lockport and the Town of Lockport Industrial Development Agency dated January 13, 2011).Chairman Hamilton called the vote:

NAME:	VOTE:
ALAN M. HAMILTON	<u>Aye</u>
PAUL J. HABER	<u>Aye</u>
ROBERT A. LIPP	<u>Aye</u>
DUNCAN N. CARLSON	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
R. THOMAS WEEKS	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Appointment of Chief Financial Officer

Motion made by Alan Hamilton, seconded by Paul Haber to appoint Kathleen D. Carter at an annual contract rate of \$1,750 as Chief Financial Officer.

Roll call vote on the nomination of Kathleen D. Carter as Chief Financial Officer:

NAME:	VOTE:
ALAN M. HAMILTON	<u>Aye</u>
PAUL J. HABER	<u>Aye</u>
ROBERT A. LIPP	<u>Aye</u>
DUNCAN N. CARLSON	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
R. THOMAS WEEKS	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Appointment of Legal Counsel

Motion made by Alan Hamilton, seconded by Thomas Weeks to appoint Daniel E. Seaman, Attorney for the Town of Lockport Industrial Development Agency at an annual contract rate of Fifteen Thousand and 00/100 (\$15,000.00) Dollars, payable in quarterly installments of Three Thousand Seven Hundred Fifty and 00/100 (\$3,750.00) Dollars, and to authorize him, and such associate counsel as he shall deem appropriate to act as IDA counsel in all project closings at the established rate:

NAME:	VOTE:
ALAN M. HAMILTON	<u>Aye</u>
PAUL J. HABER	<u>Aye</u>
ROBERT A. LIPP	<u>Aye</u>
DUNCAN N. CARLSON	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
R. THOMAS WEEKS	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Appointment of Independent Auditor

Motion made by Alan Hamilton, seconded by Paul Haber to authorize Lumsden & McCormick to perform the annual audit of the Town of Lockport Industrial Development Agency and to cause the filing of all required financial reports with State and local agencies, at an annual contract rate of \$4,000.00:

NAME:	VOTE:
ALAN M. HAMILTON	<u>Aye</u>
PAUL J. HABER	<u>Aye</u>
ROBERT A. LIPP	<u>Aye</u>
DUNCAN N. CARLSON	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
R. THOMAS WEEKS	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Designation of Bank Depositories

Motion made by Duncan Carlson, seconded by Robert Lipp to authorize the Treasurer to maintain accounts in the following banks in his discretion: HSBC; M&T Bank; KeyBank; First Niagara Bank (Commercial Banking Division); and Citizens Bank:

NAME:	VOTE:
ALAN M. HAMILTON	<u>Aye</u>
PAUL J. HABER	<u>Aye</u>
ROBERT A. LIPP	<u>Aye</u>
DUNCAN N. CARLSON	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
R. THOMAS WEEKS	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Adoption of Fee Schedule

Motion made by Robert Lipp, seconded by Duncan Carlson to re-adopt the existing Fee Schedule:

NAME:	VOTE:
ALAN M. HAMILTON	<u>Aye</u>
PAUL J. HABER	<u>Aye</u>
ROBERT A. LIPP	<u>Aye</u>
DUNCAN N. CARLSON	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
R. THOMAS WEEKS	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Establishment of Regular Meeting Dates

Motion made by Paul Haber, seconded by Duncan Carlson to establish the regular meeting dates as follows: February 17, 2011, March 17, 2011, April 21, 2011, May 19, 2011; June 16, 2011, July 21 2011; August 18, 2011; September 15, 2011; October 20, 2011; November 17, 2011; December 15, 2011; January 19, 2012:

NAME:	VOTE:
ALAN M. HAMILTON	<u>Aye</u>
PAUL J. HABER	<u>Aye</u>
ROBERT A. LIPP	<u>Aye</u>
DUNCAN N. CARLSON	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
R. THOMAS WEEKS	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

Alan Hamilton requested that proposed changes to the IDA Policy Manual and the proposed Bylaws amendment be held over for further review and consideration at the February meeting.

Appointments to Committees

Chairman Hamilton made the following appointments:

Auditing Committee: Lipp, Haber and Sy.

Governance Committee: Weeks, Carlson and Connor.

Finance Committee: Lipp, Haber and Kinyon

3.0 Commencement of Regular Business

3.1 Motion made by Thomas Sy, seconded by Robert Lipp to commence the business of the regular meeting:

NAME:	VOTE:
ALAN M. HAMILTON	<u>Aye</u>
PAUL J. HABER	<u>Aye</u>
ROBERT A. LIPP	<u>Aye</u>
DUNCAN N. CARLSON	<u>Aye</u>
ERIC W. CONNOR	<u>Aye</u>
R. THOMAS WEEKS	<u>Aye</u>
THOMAS A. SY	<u>Aye</u>

3.2 Secretary's Report

Duncan Carlson presented the Minutes for the December 9, 2010 Board of Directors meeting. Alan Hamilton requested that the Board's action relative to removing from the table a motion from the November 18, 2010 meeting be added to the Minutes so that the Board could consider the December Minutes for approval at the February meeting.

3.3 Treasurer's Report

Robert Lipp presented the Financial Statements for the period ending December 31, 2010, which were approved on a motion by Thomas Sy seconded by Paul Haber. On a motion by Robert Lipp seconded by Duncan Carlson, the current invoices presented were approved for payment.

4.0 Administrative Director's Report

In addition to his written report, David Kinyon distributed copies of the Buffalo Niagara Enterprise Section of the "2011 Book of Lists", which contains the Town of Lockport IDA ad. Delta Pro has invited the IDA Board to hold the March Board meeting at its facility at 6747 Akron Road; Alan Hamilton suggested that similar arrangements be made for Yahoo! and Contracts Unlimited. On a motion by Thomas Weeks seconded by Duncan Carlson, Mr. Kinyon's registration and travel expenses for the January 19-20 IDA Section Conference sponsored by the NYS Economic Development Council was approved.

5.0 Old Business

David Kinyon reported that he will update the Board regarding the status of IDA Reform and the IDA Administrative Fee following the IDA Section Conference. Daniel Seaman stated that he has reviewed and approved the content of the motion prepared by the County Attorney regarding the former Electruk Battery Facility; further action by the Lockport Town Board may be required in order to complete the transfer of this property from the County to the Town. Mr. Seaman also reported that the refinancing of Contracts Unlimited had been completed.

6.0 New Business

6.1 Introl Design. Daniel Seaman read the inducement resolution (attached) and authorization for purchase of land for Introl Design, Inc. Following a motion by Paul Haber, seconded by Duncan Carlson, the following roll call vote was taken:

NAME:	VOTE:
ALAN M. HAMILTON	<u> Aye </u>
PAUL J. HABER	<u> Aye </u>
ROBERT A. LIPP	<u> Aye </u>
DUNCAN N. CARLSON	<u> Aye </u>
ERIC W. CONNOR	<u> Aye </u>
R. THOMAS WEEKS	<u> Aye </u>
THOMAS A. SY	<u> Aye </u>

6.2 Spartech Polycom. Daniel Seaman read the inducement resolution for Spartech Polycom, Inc. Following a motion by Paul Haber seconded by Robert Lipp, the following roll call vote was taken:

NAME:	VOTE:
ALAN M. HAMILTON	<u> Aye </u>
PAUL J. HABER	<u> Aye </u>
ROBERT A. LIPP	<u> Aye </u>
DUNCAN N. CARLSON	<u> Aye </u>
ERIC W. CONNOR	<u> Aye </u>
R. THOMAS WEEKS	<u> Aye </u>
THOMAS A. SY	<u> Aye </u>

6.3 IMPLAN Economic Modeling. On a motion by Paul Haber seconded by Robert Lipp, the Board voted to authorized David Kinyon to attend training on the use of IMPLAN software at a cost of approximately \$850.

6.4 IDA/Town Agreement. Daniel Seaman agreed to add a section to the proposed Agreement Between the Town of Lockport Industrial Development Agency and the Town of Lockport regarding the payment of administrative services to provide for an annual review of the Agreement and the ability of the IDA to opt out of the Agreement. This proposal will be presented for approval at the February Board meeting.

7.0 Executive Session. On a motion by Paul Haber seconded by Robert Lipp, the Board voted to enter into Executive Session for the purpose of consultation with attorney. On a motion by Mr. Lipp seconded by Thomas Weeks, the Board voted to come out of Executive Session.

8.0 Adjournment. On a motion by Duncan Carlson seconded by Paul Haber, the Board voted to adjourn the meeting at 11:14 AM.

Respectfully submitted,
Duncan N. Carlson
Secretary