



6122 South Park Avenue  
Hamburg, New York 14075  
716.648.4145  
[www.HamburgIDA.com](http://www.HamburgIDA.com)

**Hamburg Industrial Development Agency  
Board of Directors Meeting  
April 7, 2020, 7:30am  
Via Zoom Teleconferencing – due to the COVID 19 Pandemic**

**Present**

Andy Palmer  
Tom Moses  
Davis Podkulski  
Bob Hutchison  
Cam Hall  
Norma Rusert -Kelly  
Robert Reynolds

**Excused**

Wence Valentin  
Janet Plarr

**Guests**

Jennifer Strong, Neill & Strong  
Mary Doran, Hamburg Development Companies  
Francesca Bond, Hamburg Sun

**Executive Director**

Sean Doyle

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**-Motion** to open the board meeting at 7:35am Director Doyle.

**Moved:** Norma Rusert- Kelly

**Seconded:** Tom Moses

**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly

**Nays:** none

**Carried**

**- Roll Call**

Chairman, Andy Palmer, spoke of the pandemic and how it is impacting everyone. He stated "*now as a board we have to be victor not a victim*" he thanked the board for their participation today.

**-Motion** to approve the February 2020 Board meeting minutes.

**Moved:** Bob Hutchinson

**Seconded:** Andy Palmer

**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly

**Nays:** none

**Carried**

Treasurer, Bob Reynolds, recapped the 2019 Audit. Current cash position is \$701,438. There were no red flags in the audit, cash position increased from 2018, as there were no litigation issues in 2019. The audit specifically stated "*The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under Government Auditing Standards.*"

**-Motion** to approve the 2019 Audit Report

**Moved:** Bob Reynolds           **Seconded:** Davis Podkulski  
**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly  
**Nays:** none  
*Carried*

Director Doyle told the board going forward we will send a copy of the audit to the Hamburg Town Clerk's Office. Currently, the budget report is filed in the Town Clerk's Office according to the HIDA Policy a copy of the yearly audit should also be filed with the Town Clerk.

Bob Reynold's briefly went over the February Treasures reports, the February and March reports will be reviewed for approval at the April 23<sup>rd</sup> board meeting. As always please contact him or Mary if you have any questions or concerns.

#### **Executive Director Update:**

-Thru the Hamburg Development Corporation, Hamburg New York Land Development Corporation and the Hamburg Industrial Development Agency Director Doyle pooled his resources with the community and local business to offer help in any way possible. He has had training on how to advise businesses to apply for available programs, a lot of support is offered thru the Small Business Association (SBA). However the volume of applicants the SBA has received is immense and unprecedented due to the pandemic. Director Doyle held a Hamburg Development Corporation (HDC) Loan Committee meeting last week. They passed a motion to grant a 90 day deferral on loan payments to the HDC. If the borrower accepts the aid penalties would not be accessed. The loan payments would resume as normal after the 90 day period. Doyle stated there is a lot of information on social media, however if the board knows of struggling businesses please refer them. There is a business retention component on loans offered thru the HDC.

-Doyle is on the IDA leadership council and gave an update on the proposed revisions to the Universal Tax Exemption Policy (UTEP). The existing PILOT schedules are the largest area of change to the program. There are currently 4 PILOT schedules in the UTEP Program. The proposal is a new 5 year PILOT and altering the abatement percentages on the 10 and 7 year PILOTS. The new models have a more gradual tier of abatement percentages and would eliminate the 10 year Enhanced PILOT along with the 485(b) Equivalent. The tax savings of the proposed new PILOT schedules are slightly more favorable to the business on the 10 and 7 year proposed PILOTS. The new 5 year PILOT is less generous to the business applying and does not place as large of a tax burden on the taxing jurisdictions. Additionally Doyle stated a deviation from the proposed policies can still be approved by the board if deemed appropriate, an example of a previous project with deviation is Erie Wind. Notification of the deviation has to be sent to the effected counties.

Bob Hutchinson suggested that businesses involved with projects that aid in the recovery or assist in the production of materials pertaining to the COVID 19 Pandemic should get some type of tax relief. Doyle stated revisions to the UTEP policy were going on prior to the COVID 19 Pandemic. He suggested adding a line in the PILOT Determination Scoring Worksheet under Strategic Industry that would give the business applying bonus points for doing work to aid in the COVID 19 Pandemic. The board was in agreement that would be a good idea.

Director Doyle additionally stated he gets a report and gives it to local companies that could possibly assist with critical manufacturing components needed to fight the COVID 19 Pandemic.

Sexual Harassment Policy – still need certificate of completion from, Janet, Norma and Wence.

Policy Review – The Conflict of Interest Policy was tabled at the February Board meeting for further review. After looking at the ECIDA Policies for comparison, Director Doyle thought it would make sense to do as the ECIDA does and combine the Conflict of Interest and the Code of Ethics Policies into one. The previous Conflict of Interest Policy stated a board member had to resign if he had a conflict. The new policy states the Board member needs to communicate with the board his conflict and board will decide how they proceed.

**-Motion** to approve the new combined Conflict of Interest and Code of Ethics Policy

**Moved:** Andy Palmer

**Seconded:** Bob Hutchinson

**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly

**Nays:** none

**Carried**

#### **Executive Director – New Business**

-Update on 4307 South Park PILOT, the Executive Committee met and a letter was drafted and sent to the project operator regarding the status of their PILOT and if all conditions are being met. The project operator will have an opportunity to address the board if they so choose.

-The HIDA received a notice of claim for personnel injury on the property at 5690 Camp Road, the former Cheektowaga Concrete LLC. HIDA was named on their deed because of a previous PILOT on the property. In 2017 it was reconveyed and documentation was forwarded to the appropriate parties as the HIDA currently has no connection with the property. A hearing was held and the Matter of Claim was tabled. The claimant has 12 months from the date of hearing to further pursue the case. The attorney feels there should be no further action from the claimant. Director Doyle stated expenses in the amount of \$500 were incurred for an attorney and court reporter. It's an unforeseen expense but there is money in the budget to cover the cost.

The board discussed including language in the Project and Agent Agreement to avoid this in the future. It was agreed this was more of an odd occurrence and stipulating this in an agreement could be more of an unnecessary red flag to a client.

-March 31<sup>st</sup> the PARIS reports were completed and filed with the state. Director Doyle authorized the purchase of a laptop for Mary Doran and she was able to complete the reports working from home due to the COVID 19 Pandemic.

-Policy Review Part 1 of 2, Director Doyle and Chairman Palmer agreed this would be a good time to go over the agency's policies as some of them have not been reviewed in quite some time. Half of the policies will be reviewed today and the rest at the next board meeting. Doyle, Mary Doran and the HIDA attorney, Jennifer Strong, met via conference call and reviewed the policies prior to today's meeting.

**-Motion** to approve and readopt the Audit Committee Charter as written

**Moved:** Bob Reynolds                    **Seconded:** Cam Hall  
**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly  
**Nays:** none  
**Carried**

Doyle noted, the By-Laws state an Assistant Secretary and Assistant Treasurer should be named at the annual meeting and will have these positions filled in 2021. The By-Laws also state voting should be done thru roll call. Going forward all votes will be done in this matter. Additionally, the matter which the Chairman of the Board is elected is not clearly defined in the current by-laws. Doyle proposes to change Section 7 – Appointment of Officers and eliminate “*except the first Chairman*”. The line will now read “*All officers of the Agency shall be appointed at the annual meeting of the Agency.*”

**-Motion** to approve and readopt the By-Laws as amended above.

**Moved:** Cam Hall                            **Seconded:** Andy Palmer  
**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly  
**Nays:** none  
**Carried**

**-Motion** to remove the current Code of Ethics Policy and replace with the combined Code and Ethics and Conflict of Interest Policy which was approved earlier in today’s meeting.

**Moved:** Norma Rusert-Kelly    **Seconded:** Bob Hutchinson  
**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly  
**Nays:** none  
**Carried**

Doyle stated since the UTEP is currently under review to keep the Fee Schedule as written and review /amend after the new UTEP is approved.

**-Motion** to approve and readopt the Fee Schedule as written.

**Moved:** Andy Palmer                        **Seconded:** Norma Rusert-Kelly  
**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly  
**Nays:** none  
**Carried**

The current Data Gathering Policy states the Agency will hire an independent auditor to gather data. Attorney, Strong, agreed this is an unnecessary expense and something the agency can do, has been doing and stated the other local IDA’s do their own data gathering. Doyle proposes changing the Responsibility section from “*independent auditor*” to “*internal auditor.*” Additionally, he recommends the dates also be changed in the same section which to reflect a more realistic timeline of events as follows:

confirmations sent – change “*Dec.30<sup>th</sup>*” to “*Jan 15<sup>th</sup>*”  
second confirmations sent – change “*Jan 15<sup>th</sup>*” to “*Feb 15<sup>th</sup>*”  
third confirmations sent – change “*Jan 30<sup>th</sup>*” to “*Feb 28<sup>th</sup>*”  
no response – change “*Feb 15<sup>th</sup>*” to “*March 15<sup>th</sup>*”

**-Motion** to approve and readopt the Data Gathering Policy as amended above.

**Moved:** Andy Palmer                   **Seconded:** Davis Podkulski  
**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly  
**Nays:** none  
*Carried*

**-Motion** to remove the current Conflict of Interest Policy and replace with the combined Code and Ethics and Conflict of Interest Policy which was approved earlier in today's meeting

**Moved:** Norma Rusert-Kelly   **Seconded:** Bob Reynolds  
**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly  
**Nays:** none  
*Carried*

**-Motion** to approve and readopt the Defense and Indemnification of Officer and Employees Policy as written.

**Moved:** Cam Hall                   **Seconded:** Andy Palmer  
**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly  
**Nays:** none  
*Carried*

**-Motion** to approve and readopt the Employee Compensation Program as written.

**Moved:** Tom Moses                   **Seconded:** Andy Palmer  
**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly  
**Nays:** none  
*Carried*

**-Motion** to approve and readopt the Financial Disclosure Policy as written.

**Moved:** Cam Hall                   **Seconded:** Robert Reynolds  
**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly  
**Nays:** none  
*Carried*

**-Motion** to approve and readopt the Finance Committee Charter as written.

**Moved:** Bob Reynolds                   **Seconded:** Norma Rusert-Kelly  
**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly  
**Nays:** none  
*Carried*

Doyle added the Audit Committee and Finance Committee are to perform a self-evaluation of their performance. To assist with this task a checklist of tasks will be created by the HIDA staff. It will also include a place for individual comments. This will be distributed to the appropriate committees annually. Completed evaluations will be kept on file in the HIDA office.

**-Motion** to adjourn at 8:34am

**Moved:** Andy Palmer                    **Seconded:** Bob Hutchinson  
**Ayes:** Palmer, Moses, Hutchison, Hall, Podkulski, Reynolds, Rusert-Kelly  
**Nays:** none  
**Carried**

Sincerely,



Sean Doyle, Executive Director

**The next meeting will be April 23<sup>rd</sup> – 7:30am**  
**Via Zoom - Teleconferencing due to the COVID 19 Pandemic.**