

Minutes
Southold LDC
Annual/Regular Meeting
February 10, 2017

Approved 2/24/17

Present

John Schopfer, Chairman
Rona Smith, Vice Chair
Jeanne Kelley, Treasurer
Noreen McKenna, Secretary
Steve Latham, Member

Also Present

Bill Ruland Southold Town Board Member
Bruce Ferguson, Executive Director

The annual/regular meeting of the Southold Local Development Corporation held in the Town Hall Annex, Second Floor Conference Room 54375 Route 25 Southold, New York 11971 was called to order by Mr. Schopfer, Chairman at 10:34 a.m.

Reappointment of Noreen McKenna and Steve Latham

Mr. Ferguson informed Board Members that both Ms. Noreen McKenna and Mr. Steve Latham have been re-appointed to the Southold LDC by the Town Board.

Election of Officers

Board Members agreed to re-elect the current officers.

After further discussion and;

Upon a motion by Mr. Latham seconded by Ms. McKenna it was:

RESOLVED, to re-elect John Schopfer as Chairman; Rona Smith as Vice Chair; Jeanne Kelley as Treasurer; and Noreen McKenna as Secretary of the Southold LDC.

Unanimously carried 5/0.

Committees

It was suggested to appoint all Board Members to each of the 3 Committees (Audit, Finance, and Governance).

After further discussion and;

Upon a motion by Mr. Schopfer seconded by Mr. Latham it was:

RESOLVED, to appoint all 5 Board Members to each of the SLDC's 3 Committees (Audit, Finance and Governance).

Unanimously carried 5/0.

Bond Counsel

Mr. Ferguson noted that after soliciting RFPs from 5 Bond Counsel firms last year the Board had selected Hawkins Delafield at the December 16, 2016 LDC meeting to be Bond Counsel for the remainder of 2016 and for a period of 3 years thereafter renewable annually.

After further discussion and;

Upon a motion by Mr. Latham seconded by Ms. McKenna it was:

RESOLVED, to appoint Hawkins Delafield as Bond Counsel for the SLDC for a period of 3 years renewable annually.

Unanimously carried 5/0.

Corporate Counsel

Mr. Ferguson indicated that Maureen Liccione of Jaspan Schlesinger had indicated that their 2017 fee would remain the same at \$235 per hour.

After further discussion and;

Upon a motion by Ms. McKenna seconded by Ms. Kelley it was:

RESOLVED, to appoint Jaspan Schlesinger as Corporate Counsel for the SLDC for 2017.

Unanimously carried 5/0.

Review Revise Adopt and Readopt Policies

Mr. Ferguson explained that the SLDC needs to review and readopt various policies.

After discussion and;

Upon a motion by Mr. Schopfer seconded by Ms. Kelley it was:

RESOLVED, to readopt the Procurement Policy; the Conflict of Interest Policy; the Compensation, Reimbursement and Attendance Policy; the Investment Guidelines Policy; the Whistleblower Protection Policy; the Defense and Indemnification Policy; the Mission Statement and Performance Standards; the Disposition of Real Property Policy and the Records Retention Policy of the Southold Local Development Corporation for 2017.

Unanimously carried 5/0.

Finance Committee Minutes

Board Members reviewed the minutes of the December 16, 2016 Finance Committee meeting.

After discussion and;

Upon a motion by Mr. Schopfer seconded by Mr. Smith it was;

RESOLVED to approve the minutes of the December 16, 2016 Finance Committee meeting.

Unanimously carried 5/0.

Governance Committee Minutes

Board Members reviewed the Governance Committee minutes for the September 30, 2016 meeting. Ms. Kelley noted that she had recently completed the Board Member training course. Mr. Schopfer noted that all 5 SLDC Board Members have now completed the ABO Board Member training course.

After further discussion and;

Upon a motion by Mr. Schopfer seconded by Mr. Latham it was:

RESOLVED, to approve the Governance Committee minutes for the September 30, 2016 meeting.

Unanimously carried 5/0.

Minutes

Board Members reviewed the minutes of the December 16, 2016 meeting of the SLDC.

After further discussion and;

Upon a motion by Mr. Schopfer seconded by Ms. McKenna it was:

RESOLVED, to approve the minutes for the December 16, 2016 meeting of the Southold LDC.

Approved 4-0-1 (Ms. Kelley abstaining).

ELIH Public Hearing

Mr. Ferguson noted that the Public Hearing notice was published in the Suffolk Times on Thursday January 19, 2017 and the hearing was held on Friday February 3, 2017. He indicated that no comments were received.

ELIH Discussion

Mr. Ferguson indicated that at the last meeting a Preliminary Inducement had been adopted for the ELIHA project pending further information which has been provided by the Hospital. Specifically the Hospital indicates there will be approximately 20 to 22 new jobs as a result of increased healthcare activity resulting from the affiliation agreement and that the additional \$3 to \$5 million in bond financing will be used for renovations to operating rooms and the main lobby and the physical plant as well as replacement of 2 X-ray suites. Board Members wanted some clarification of the affiliation agreement and more information in regard to the Local Advisory Committee. Mr. Ferguson indicated that Bond Counsel had been asked to look at the affiliation documents but unfortunately due to the inclement weather yesterday they could not attend. Mr. Schopfer felt the Board could still do a full Inducement resolution which would be helpful to the Hospital in terms of reimbursing themselves for some of the pre-bond issue expenses they are incurring but it does not lock the SLDC into adopting a final resolution in the future.

After further discussion and;

Upon a motion by Mr. Schopfer seconded by Ms. McKenna it was:

RESOLVED, to adopt a full Inducement resolution for the Eastern Long Island Hospital Association project

Unanimously carried 5/0.

Board Members indicated they would like to hear from Bond Counsel in regard to the agreements and Mr. Ferguson indicated he would look into setting up a meeting in the next couple of weeks. Mr. Ruland indicated that it was very encouraging to see the amount of discussion the SLDC Board is putting into this application. He noted that making the loan to the owner assumes the owner can pay the debt. He is concerned about the value of the property in regard to the amount of the debt. He indicated that the Hospital is of great value to the Town and to Shelter Island and losing it would turn Southold and Shelter Island upside down. Losing the Hospital would be in direct opposition to the mission of the LDC.

Peconic Landing Update

Mr. Ferguson explained that Peconic Landing now has 305 employees with 174 of them full time. He noted that at application they had 122 full time employees. All of the new independent living units have been sold and approximately 75% of both the new skilled nursing beds and the new memory care units are now occupied. Board Members felt Peconic Landing was a good

SLDC project that has been beneficial for the Town.

After further discussion and;

Upon a motion by Mr. Latham, seconded by Ms. McKenna it was:

RESOLVED, to adjourn the meeting of the Southold LDC at 11:20 a.m.

Unanimously carried 5/0.