

**CARTHAGE INDUSTRIAL DEVELOPMENT CORPORATION  
MINUTES OF MEETING  
FEBRUARY 26, 2014**

**Present:** John McHugh, David Zembiec, James Wright, Bruce Armstrong, Wayne McIlroy, Mark Keddy, Terry Buckley, Thomas Piche', Derek Davis

**Excused:** Terry Roche, Robert Gormley, Paul Smith

**Absent:**

**Others Present:** Lori Borland, Admin. Asst.

**Call to Order:** Vice-President Terry Buckley called the meeting to order at 4:15 p.m.

Open Forum: None

Minutes of the February 26, 2014 meeting were previously distributed and read. Motion made by Mr. McHugh, seconded by Mr. Keddy, to approve the minutes as written. Motion passed unanimously.

**Executive Session:** NONE

**Treasurer's Report:**

a.) and b.) The March financial reports, as prepared by Ms. Borland, were distributed and discussed. It was noted that the True-Up payment of over \$116,000 was not reflected in the report, and that the total cash on hand is closer to \$900,000. A corrected Balance Statement will be prepared and forwarded to the Board before the next meeting. Upon motion by Mr. Piche', seconded by Mr. Armstrong, the Treasurer's Report and payment of bills were authorized and accepted. Motion passed unanimously.

c. Audit Review:

It was noted that the ABO had questioned why the CIDC was providing maintenance services to the CDG. It was our understanding that the CDG could not have employees. It was noted that NDC, the Investor, was contacted as to the CDG hiring a part-time maintenance person, and their representative said they will look into it by reviewing the Partnership Agreement. If NDC has no problem with having a part-time maintenance person, that position will be moved from CIDC to CDG.

It was further noted that the Bowers and Company audit indicated no material weaknesses or misstatements. As with the CDG, it was suggested that we contact M.R. Gaebel to see what their fee would be for preparing the annual Financial Statement prior to audit.

Upon motion by Mr. Keddy, seconded by Mr. Davis, the Audit and review were accepted. Motion passed unanimously.

**Old/New Business:**

a.) 253/255 State Street Project Update: It was noted that Mr. Gormley, Mr. McHugh and Mr. Piche met with TLC Real Estate again, to discuss the matter of them purchasing 253 State Street property from the Kehoe Family. TLC agreed to make the offer, contingent upon confirming that the State grant funds remain available for the project under a revised schedule and scope. We have been advised that a signed purchase agreement had been received by TLC on or about (3/25/14). It was discussed that the State's time frame for the completion of the project may be a problem. The deadline of December, 2014 to complete the project is not a realistic deadline, given the current starting date and the complexity of the various components of the project including other funding sources and renovation schedules. It was discussed that a Development Schedule be prepared and to go to the Regional Council for endorsement of the revised plan. The revised plan could then present it to the State DHCR for approval. The members of this Board who will prepare the revised plan are Mr. Armstrong, Mr. Zembiec on behalf of the CIDC and Mr. McHugh on behalf of the Village of Carthage. It was further noted that there is a possibility that the State could disapprove the extension, as they have other projects to give the funds to. It was suggested that the documents be put together as soon as possible, and have preliminary conversations with DHCR to see if they will even entertain the possibility of an extension. It was also noted that the CIDC may have to

provide some funds in this project to make it come to fruition. It was also noted that design and testing work would need to start almost immediately, which would also be an expense risk to the CIDC if the project did not move to construction. It was noted that funding sources will not reimburse expenses incurred from projects that are not completed. The board recognized that these challenges exist, but also recognize the critical importance of this building to the future character and economic sustainability of downtown and the Carthage economy.

b.) PARIS Annual Report – It was noted that the Governance and Audit Committee consisted of Mr. McIlroy, Mr. Armstrong, (and Mr. McHugh in place of Mr. Roche who is out of town). The committee went through each of the items necessary for the PARIS report which was presented to the full board for review.

1. The Assessment of Internal Controls was discussed, and upon motion by Mr. Keddy, seconded by Mr. Piche', the internal controls assessment was approved as recommended by the committee.
2. Mission Statement – It was noted that the JCJDC and EDCC no longer exist, and that the Mission Statement needs to be amended for 2014 to reflect these changes. It was further noted that a new Mission Statement be adopted as soon as possible.
3. The Measurements Report was accepted as recommended by the Committee upon motion by Mr. Armstrong, seconded by Mr. Buckley. Motion passed unanimously.
4. Investment Policy – there were no changes suggested by the Committee for this year, and the Investment Policy as it stands was accepted as recommended by the Committee, upon motion by Mr. Davis, seconded by Mr. Armstrong. Motion passed unanimously. It was noted that requests for proposals be obtained for the Money Market Account, as well as the Certificates of Deposit accounts, as the money market account is where the majority of the funds are.
5. Procurement Policy and all other policies – The Committee suggested no changes to the Procurement Policy or any of the other policies at this time. Upon motion by Mr. Piche', seconded by Mr. Keddy, the Board voted to accept the Committee review and approve the policies as they stand at this point. Motion passed unanimously.
6. Performance Report - The Performance Report was reviewed, and a motion was made by Mr. Zembiec, seconded by Mr. McHugh to accept the same. Motion passed unanimously.
7. Annual PARIS Report - The draft annual PARIS report recommended by the committee was reviewed by the Board. Upon motion by Mr. Piche', seconded by Mr. Davis, the PARIS report was approved as recommended by the Committee, and is to be submitted prior to the end of the month, on schedule. It was suggested that the board make note of any actions that are required as part of the 2014 PARIS report and initiate those changes before the next yearly report is due.

**Next meeting:** The next meeting will be on April 23, 2014 at 4:00 p.m. It was noted that Mr. Buckley will be gone in April.

There being no further business before the Board, a motion was made by Mr. Piche', seconded by Mr. Davis to adjourn. Meeting adjourned at 5:10 p.m.