



**DAVID R. ROEFARO**  
MAYOR

# CITY OF UTICA

Utica Industrial Development Agency  
1 Kennedy Plaza, Utica, New York 13502  
(315)792-0195 fax: (315)797-6607

**JOSEPH HOBICA, SR.**  
CHAIRMAN

**JACK SPAETH**  
EXECUTIVE DIRECTOR

December 7, 2010                      8:30 a.m.  
Utica Industrial Development Agency Regular Meeting  
City Hall – Urban & Economic Development Conference Room

**Members Present:** Angela VanDerhoof, Nancy Pattarini, Emmett Martin,

**Excused:** Joseph Hobika, Sr, John Buffa

**Also Present:** Jack Spaeth (Executive Director), Laura Ruberto (B,S&K – Agency Counsel), Robert Sullivan (U&ED Commissioner)

**Others:** Dick Zweifel and Scott Hosler (Gruver, Zweifel & Scott – agency auditors)

**1) CALL MEETING TO ORDER:** The meeting was called to order by the Mr. Spaeth at 8:41a.m.

**2) APPROVAL OF MINUTES:** A motion was made by Ms. VanDerhoof, seconded by Ms. Pattarini, to approve the minutes of the November 9, 2010 meeting. With no discussion, the motion passed unanimously.

**3a) OLD BUSINESS: ESK Realty, LLC**

Ms. Ruberto gave a short description of the project and the benefits to be provided to the company.

A motion was made by Mr. Martin and seconded by Ms. Pattarini to approve the Final Authorizing Resolution for the ESK Realty, LLC project. With no discussion, the motion passed unanimously.

**3b) OLD BUSINESS: Indie Garage Sale**

Agency members discussed the Indie Garage Sale utilizing the Harza Building's first floor for their event on December 18-19, 2010. Mr. Spaeth stated he did not have their insurance forms as of yet. Agency members expressed concern from the protocol standpoint should an entity desire to use the space in the future. Members asked that a checklist of items be prepared to include insurance requirements (Mr. Martin will forward an example), need for proposal and a Policy Statement outlining what is to be expected from all parties. A fee of \$200.00 was thought fair to cover utility and preparation costs. It was further stated that any use of the facility would be brought to the attention of the Board and respectively passed.

**3c) OLD BUSINESS: Auditing RFP**

Mr. Spaeth stated that he was in the process of preparing a Request For Proposal for the agency's auditing services. (Ms. VanDerhoof suggested Mr. Spaeth contact the chief financial officer of the ARC for an example.)

### **3d) OLD BUSINESS: Auditor meeting**

Mr. Spaeth introduced Dick Zweifel and Scott Hosler from Gruver, Zweifel & Scott. Discussion ensued as to the process for this year's audit. Discussion also took place as to the reporting of some income and expense items by the agency's accounting firm. While stating the accounting firm's procedure was correct, Mr. Zweifel and Mr. Scott agreed that there may be a better way of reporting certain items. Mr. Hosler will contact the accounting firm to discuss. Mr. Zweifel reviewed the GF-6 form - Audit Questionnaire. Ms. Pattarini will be the Agency representative to complete and execute. She will make comments on the form and forward to other Agency members for discussion and will subsequently forward to the auditors.

### **3e) OLD BUSINESS: Harza Building**

Mr. Spaeth gave a brief update on the sale of the building. Buck Construction has not stepped forward to purchase the building and is waiting on a meeting with the Federal Transportation Authority that will not take place until January 2011. The thought of turning the building over to NYS is at hand and will be discussed at length at the next meeting of the Agency.

As to rental payments by the tenants, Fortus Group is in the process of securing funding for expanding business operations and will have funding by January 2011 and has stated the account will come current then. Fortus is five payments delinquent.

Claim Solutions is three months delinquent. Chris Salatino, owner, informed Mr. Spaeth that during the replacement of the roof water had leaked into his office and made several pieces of office equipment inoperable. Mr. Spaeth subsequently sent a letter to Mr. Salatino asking for receipts that represent his loss. Agency members told Mr. Spaeth to send another letter giving Mr. Salatino a deadline for response and asked why he did not go through his insurance company.

### **4a) NEW BUSINESS:**

Mr. Spaeth provided Agency members with an Internal Control Policy for adoption. Mr. Spaeth had reviewed the Policy with counsel to which there was no issue.

As such, a motion was made by Mr. Martin and seconded by Ms. VanDerhoof to approve the Internal Control Policy as required by the Public Authorities Accountability Act. With no further discussion, the motion passed unanimously.

### **4b) NEW BUSINESS: Mission Statement**

Mr. Spaeth noted to Agency members that under the PAAA, a mission statement is needed for all authorities in NYS and provided a copy of the existing. Along with the mission statement, Mr. Spaeth stated that NYS also requires authority boards to adopt, on a yearly basis, performance measures. As this is due in March 2011, Mr. Spaeth suggested that the statement and the measures be a topic for discussion at the next meeting.

### **4c) NEW BUSINESS: Finance Committee and Charter**

Mr. Spaeth provided Agency members with a Finance Committee Charter and By-Law amendment language. Mr. Spaeth informed members that the committee and charter are required per PAAA. As seven days written notice is required to change the By-Laws, per the By-Laws, approval of both is anticipated at the next regular meeting of the Agency.

### **4d) NEW BUSINESS: Agency member count**

Ms. Pattarini, noticing the composition requirements stated for the audit, governance and finance charters, asked Mr. Spaeth to review the procedure for increasing the Agency board complement.

**4e) NEW BUSINESS: NYSEDC conference**

Mr. Spaeth informed Agency members that the NYSEDC is holding their IDA Conference in Albany in mid-January and requested permission to attend.

As such, a motion was made by Ms. VanDerhoof and seconded by Mr. Martin to approve Mr. Spaeth's attendance at the NYSEDC IDA conference. The registration fee is \$275.00. With no further discussion, the motion passed unanimously.

**5) EXECUTIVE SESSION:**

Executive Session was not entered into.

**6) ADJOURNMENT:** There being no further business brought before the Agency, Ms. Pattarini made a motion to adjourn which was seconded by Mr. Martin and the meeting was adjourned at 9:42 a.m.

The next regular meeting of the Utica Industrial Development Agency is scheduled for Tuesday, January 4, 2011 at 8:30am.