



Cortland County

Business Development Corporation

Board of Directors Meeting – November 12th, 2024 – Noon
40 Main Street, Suite A, Cortland, New York, 13045

To Live Stream This Meeting, go to:

<https://us06web.zoom.us/j/88938696233?pwd=7rbvJMtvEaxgco8AlhFB5GMkQwandr.1>

Roll Call

Michael McMahon	<u>Chairman</u>	
Stephen Compagni	<u>Vice Chairman</u>	
Clint Brooks	<u>Secretary</u>	
Deborah Hayden	<u>Director</u>	
Amy Kremeneck	<u>Director</u>	
Donald Richards	<u>Director</u>	
Dr. Kathleen Burke	<u>Director</u>	
Jason Hage	<u>Director</u>	
Jerry Contento Jr.	<u>Director</u>	
Johanna Ames	<u>Director</u>	
Paul Dries	<u>Director</u>	
Renee Neiderman	<u>Director</u>	
Robert Edwards	<u>Director</u>	
Brendan O'Bryan	Executive Director	
John Sidd	Counsel-Hancock Estabrook LLP	
Andrea Skeels	Director of Finance and Special Projects	



Cortland County

Business Development Corporation

AGENDA

Approval of Minutes – September 9th, 2024

New Business –

1. Review/Authorize new slate of signatories for all BDC Accounts
2. Review and Discussion: BDC/IDA Conflict of Interest Policy

Monthly Reports

- Finance Report
- Revolving Loan Fund
- Director's Report

Adjourn



Cortland County
Business Development Corporation

Minutes



Cortland County

Business Development Corporation

Minutes of the Board of Directors Meeting

September 9, 2024 – Noon

40-42 Main Street, Suite A, 2nd Floor Cortland New York, 13405

Roll Call – Chairman McMahon called the meeting to order at 12:26 PM

Michael McMahon	<u>Chairman</u>	<u>Present</u>
Stephen Compagni	<u>Vice Chairman</u>	<u>Remote</u>
Clint Brooks	<u>Secretary</u>	<u>Present</u>
Deborah Hayden	<u>Treasurer</u>	<u>Remote</u>
Amy Kremenyuk	<u>Director</u>	<u>Absent</u>
Donald Richards	<u>Director</u>	<u>Present</u>
Dr. Kathleen Burke	<u>Director</u>	<u>Present</u>
Jason Hage	<u>Director</u>	<u>Present</u>
Jerry Contento Jr.	<u>Director</u>	<u>Absent</u>
Johanna Ames	<u>Director</u>	<u>Absent</u>
Renee Neiderman	<u>Director</u>	<u>Present</u>
Paul Dries	<u>Director</u>	<u>Absent</u>
Robert Edwards	<u>Director</u>	<u>Present</u>
Brendan O'Bryan	Executive Director	<u>Present</u>
John Sidd	Counsel-Hancock Estabrook LLP	<u>Present</u>
Karen Niday	Chief Financial Officer	<u>Present</u>
Marie Weiss	Marie Weiss Carpenters Local 277	<u>Present</u>



AGENDA

Approval of Minutes – July 8th, 2024, Chairman McMahon moved the minutes as presented, Mr. Edwards seconded the motion; all voting in favor, none opposed.

New Business

Review/Accept Proposed BDC 2025 Budget – Budget was reviewed and presented by CFO Karen Niday. Mr. Hage made a motion to adopt the 2025 BDC budget as presented, Mr. Edwards seconded the motion; all voting in favor, none opposed.

Mr. Hage presented a motion presented to the full board by the Revolving Loan Committee to Extend Amortization of Loan Balance for the S. Mironti Loan in the amount of \$36,877.75 for three years – Mr. Hage made the motion to Extend Amortization of Loan Balance for the S. Mironti Loan, Mr. Edwards seconded the motion; all voting in favor, none opposed.

Monthly Reports

- Finance Report – Ms. Niday reviewed the monthly financial reports.
- Revolving Loan Fund – Ms. Niday said all borrowers are current, and reviewed the status of all loans.
- Director's Report

Adjourn – The meeting was adjourned at 1:12 PM



Cortland County
Business Development Corporation

New Business



Cortland County
Business Development Corporation

Review/Discussion: BDC/IDA Conflict of Interest Policy

CORTLAND COUNTY BUSINESS DEVELOPMENT CORP. CONFLICT OF INTEREST POLICY

Conflicts of Interest: A conflict of interest is a situation in which the financial, familial, or personal interests of a director or employee come into actual or perceived conflict with their duties and responsibilities with the Corporation. Perceived conflict of interest are situation where there is the appearance that an Board director and/or employee can personally benefit from actions or decisions made in their official capacity, or where an Board director or employee may be influenced to act in a manner that does not represent the best interests of the corporation. The perception of a conflict may occur if circumstances would suggest to a reasonable person that a board member or employee may have a conflict. The appearance of a conflict and an actual conflict should be treated in the same manner for the purposes of this Policy.

Board directors and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affect by the position of or relationship with any other party, or that they are acting in violation of their public trust. While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever a director or employee has or will have:

- A financial or personal interest in any person, firm, corporation or association which has or will have a transaction, agreement or any other arrangement in which the corporation participates.
- The ability to use his or her position, confidential information or the assets of the corporation, to his or her personal advantage.
- Solicited or accepted a gift of any amount under circumstance in which it could reasonable be inferred that the gift was intended to influence him/her, or could reasonably be expected to influence him/her, in the performance of his/her official duties or was intended as a reward for any action on his/her part.
- Any other circumstance that may or appear to make it difficult for the board member or employee to exercise independent judgment and properly exercise his or her official duties.

Outside Employment of Corporation's Employees: No employee may engage in outside employment if such employment interferes with his/her ability to properly exercise his or her official duties with the corporation.

PROCEDURES

Duty to Disclose: All material facts related to the conflicts of interest (including the nature of the interest and information about the conflicting transaction) shall be disclosed in good faith and in writing to, when reasonably feasible, the Governance Committee, otherwise to the corporation members at a meeting of the corporation. Such written disclosure shall be made part of the official record of the proceedings of the corporation.

Determining Whether a Conflict of Interest Exists: The Governance Committee or the directors of the corporation, as applicable, shall advise the individual who appears to have a conflict of interest how to proceed. The Governance Committee or the directors of the corporation, as applicable, should seek guidance from counsel or New York State agencies, such as the Authorities Budget Office, State Inspector General or the Joint Commission on Public Ethics (JCOPE) when dealing with cases where they are unsure of what to do.

Recusal and Abstention: No Board director or employee may participate in any decision or take any official action with respect to any matter requiring the exercise of discretion, including discussing the matter and voting, when he or she knows or has reason to know that the action could confer a direct or indirect financial or material benefit on himself or herself, a relative, or any organization in which he or she is deemed to have an interest. Board directors and employees must recuse themselves from deliberations, votes, or internal discussion on matters relating to any organization, entity or individual where their impartiality in the deliberation or vote might be reasonably questioned, and are prohibited from attempting to influence other Board directors or employees in the deliberation and voting on the matter.

Records of Conflicts of Interest: The minutes of the corporation's meetings during which a perceived or actual conflict of interest is disclosed or discussed shall reflect the name of the interested person, the nature of the conflict, and a description of how the conflict was resolved.

Reporting of Violations: Board directors and employees should promptly report any violations of this policy in accordance with the corporation's Whistleblower Policy.

Penalties: Any director or employee that fails to comply with this policy may be penalized in the manner provided for in law, rules and regulations.

Note: All Board Directors and employees should be provided with this Conflict of Interest Policy upon commencement of employment or appointment and required to acknowledge that they have read, understand and are in compliance with the terms of the policy. Board directors and employees should review on an ongoing basis circumstances that constitute a conflict of interest or the appearance of a conflict of interest, abide by this policy and seek guidance when necessary and appropriate.

This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to public authorities.



Cortland County
Business Development Corporation

Monthly Financial Reports

Business Development Corp
Balance Sheet
October 31, 2024

ASSETS

Current Assets		
Petty Cash	\$ 145.00	
NBT - Checking	176,675.92	
NBT-Cty ARPA MM Acct	2,468.97	
NBT Money market savings	375,202.60	
A/R: CVB	16.32	
Security Deposits	5,800.00	
Prepaid Expenses	4,602.20	
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Total Current Assets		564,911.01
Property and Equipment		
Office Equipmnt/Furniture	26,974.95	
Accumulated Depreciation	(24,096.05)	
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Total Property and Equipment		2,878.90
Other Assets		
	<hr/>	
Total Other Assets		0.00
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Total Assets	\$	567,789.91
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LIABILITIES AND FUND BALANCE

Current Liabilities		
Accrued Fed Unemployment	\$ 134.65	
Accrued NYS Unemployment	30.29	
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Total Current Liabilities		164.94
Long-Term Liabilities		
Sublet Security Deposit	2,400.00	
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Total Long-Term Liabilities		2,400.00
Total Liabilities		2,564.94
Fund Balance		
Unrestricted net assets	31,018.28	
Board designated net assets	370,437.71	
Net Income	163,768.98	
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Total Fund Balance		565,224.97
Total Liabilities & Fund Balance	\$	567,789.91
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Business Development Corp
Income Statement
For the Ten Months Ending October 31, 2024

	Current Month Actual	Current Month Budget	Variance	Year to Date Actual	Year to Date Budget	Variance
REVENUE AND SUPPORT						
County Gov't Funding	129,200.75	129,200.75	0.00	516,803.00	516,803.00	0.00
IDA Administrative Support	0.00	0.00	0.00	50,000.00	50,000.00	0.00
Sublet Rent	1,900.00	1,900.00	0.00	19,000.00	19,000.00	0.00
Interest Income	36.27	0.00	36.27	324.78	0.00	324.78
Total General Revenue	131,137.02	131,100.75	36.27	586,127.78	585,803.00	324.78
Projects & Events Income						
Grant Revenue County ARP	0.00	0.00	0.00	17,967.79	0.00	17,967.79
Agri Econ Summit Income	0.00	0.00	0.00	3,855.07	0.00	3,855.07
Total Projects & Events	0.00	0.00	0.00	21,822.86	0.00	21,822.86
Special Project Grants						
Total Special Projects	0.00	0.00	0.00	0.00	0.00	0.00
Total Revenue & Support	131,137.02	131,100.75	36.27	607,950.64	585,803.00	22,147.64
EXPENDITURES						
General Expenses						
Salary-Executive Director	9,230.76	9,230.76	0.00	101,538.36	101,538.36	0.00
Salary-Economic Dev Spec.	9,224.69	7,782.38	1,442.31	87,048.49	85,606.18	1,442.31
Salary-Community Relations	0.00	5,900.92	(5,900.92)	47,207.37	64,910.12	(17,702.75)
Employee Benefits	3,374.93	3,543.37	(168.44)	38,070.02	42,113.26	(4,043.24)
Pension 401 K expenses	0.00	0.00	0.00	600.00	600.00	0.00
Retirement Contributions	1,701.32	2,236.09	(534.77)	11,622.76	17,083.49	(5,460.73)
Employers F.I.C.A	1,439.22	1,816.77	(377.55)	18,229.60	19,919.42	(1,689.82)
Fed Unemployment Tax	8.65	0.00	8.65	302.65	126.00	176.65
State Unemployment Insure	30.29	0.00	30.29	871.42	1,000.00	(128.58)
DBL/ PFL Insurance	220.57	8.33	212.24	(46.81)	83.30	(130.11)
Workers Comp Insure	77.08	100.00	(22.92)	700.80	1,000.00	(299.20)
Intern / Sp Projects	120.00	0.00	120.00	120.00	0.00	120.00
Office Rent	2,350.00	2,350.00	0.00	23,500.00	23,500.00	0.00
Sublet Rent	1,900.00	1,900.00	0.00	19,000.00	19,000.00	0.00
Internet/Web Site	304.91	304.91	0.00	10,084.28	10,084.28	0.00
Telephone	152.91	291.67	(138.76)	1,975.94	2,916.70	(940.76)
Office Expense	1,228.25	500.00	728.25	4,465.04	5,000.00	(534.96)
Postage	12.85	83.33	(70.48)	217.49	833.30	(615.81)
Office Maintenance	362.00	541.67	(179.67)	3,638.11	5,416.70	(1,778.59)
Equipment Purchase	0.00	0.00	0.00	896.40	896.40	0.00
Equipment Maintenance	202.50	250.00	(47.50)	2,101.94	2,500.00	(398.06)
Office Equipment Lease	432.91	760.86	(327.95)	4,606.50	4,698.36	(91.86)
Accounting	0.00	0.00	0.00	7,900.00	7,900.00	0.00
Legal	0.00	0.00	0.00	1,020.00	1,020.00	0.00
Payroll Service	75.00	70.00	5.00	750.00	700.00	50.00
Dues	195.00	195.00	0.00	1,659.00	1,700.14	(41.14)
Subscriptions/Publication	50.86	50.86	0.00	618.38	618.38	0.00
Marketing Expense	1,980.00	1,980.00	0.00	11,437.59	11,437.59	0.00
Agri Econ Event	0.00	0.00	0.00	5,462.14	0.00	5,462.14
State/Federal Filing Fees	0.00	0.00	0.00	275.00	275.00	0.00

Business Development Corp
Income Statement
For the Ten Months Ending October 31, 2024

	Current Month Actual	Current Month Budget	Variance	Year to Date Actual	Year to Date Budget	Variance
Directors & Officers Ins.	113.42	133.33	(19.91)	1,134.16	1,333.30	(199.14)
Property Insurance	49.57	66.67	(17.10)	479.23	666.70	(187.47)
Mtg/Seminars/Conferences	21.40	21.40	0.00	3,754.34	3,754.34	0.00
Board Meetings	0.00	0.00	0.00	588.65	588.65	0.00
EDS Auto Allowance	384.62	384.62	0.00	4,230.82	4,230.82	0.00
Mileage/Gas/Tolls/Parking	0.00	0.00	0.00	787.24	787.24	0.00
Auto Allowance/Director	384.62	384.62	0.00	4,230.82	4,230.82	0.00
Utilities	38.09	791.67	(753.58)	4,139.00	7,916.70	(3,777.70)
Depreciation	0.00	0.00	0.00	997.14	997.14	0.00
Total General Expenses	35,666.42	41,679.23	(6,012.81)	426,213.87	456,982.69	(30,768.82)
Projects and Events						
Cty ARPA Grant Programs	0.00	0.00	0.00	17,967.79	0.00	17,967.79
Total Projects & Events	0.00	0.00	0.00	17,967.79	0.00	17,967.79
Special Projects Expense						
Total Special Projects	0.00	0.00	0.00	0.00	0.00	0.00
Other Income/Expense						
Total Other Income/Expense	0.00	0.00	0.00	0.00	0.00	0.00
Total Expenses	35,666.42	41,679.23	(6,012.81)	444,181.66	456,982.69	(12,801.03)
NET INCOME	95,470.60	89,421.52	6,049.08	163,768.98	128,820.31	34,948.67

Business Development Corporation

Budget Summary

October 31, 2024

	BUDGETED AMOUNT	EXPENDED YTD	AVAILABLE BALANCE	% BUDGET REMAINING
Personnel:				
Executive Director Salary	120,000.00	101,538.36	18,461.64	15.38%
Econ. Dev. Specialist Salary	101,171.00	87,048.49	14,122.51	13.96%
Community Relations Salary	76,712.00	47,207.37	29,504.63	38.46%
Employee Benefits	49,200.00	38,070.02	11,129.98	22.62%
DB/PFL Insurance	100.00	-46.81	146.81	146.81%
FICA	23,553.00	18,229.60	5,323.40	22.60%
FUTA	126.00	302.65	-176.65	-140.20%
SUI	1,000.00	871.42	128.58	12.86%
Retirement	21,019.00	11,622.76	9,396.24	44.70%
Workers C Insurance	1,200.00	700.80	499.20	41.60%
TOTAL PERSONNEL	394,081.00	305,544.66	88,536.34	22.47%
Insurances:				
Directors Liability	1,600.00	1,134.16	465.84	29.12%
Business Property	800.00	479.23	320.77	40.10%
TOTAL INSURANCES	2,400.00	1,613.39	786.61	32.78%
Contractual:				
Audit	7,900.00	7,900.00	0.00	0.00%
Charities Bureau	275.00	275.00	0.00	0.00%
401K Admin/5500	600.00	600.00	0.00	0.00%
Legal	7,000.00	1,020.00	5,980.00	85.43%
TOTAL CONTRACTUAL	15,775.00	9,795.00	5,980.00	37.91%
Office:				
Rent	28,200.00	23,500.00	4,700.00	16.67%
Sublet Rent	22,800.00	19,000.00	3,800.00	16.67%
Internet/Web Site	15,000.00	10,084.28	4,915.72	32.77%
Telephone	3,500.00	1,975.94	1,524.06	43.54%
Office Expense	6,000.00	4,465.04	1,534.96	25.58%
Postage	1,000.00	217.49	782.51	78.25%
Office Maintenance	6,500.00	3,638.11	2,861.89	44.03%
Equipment Purchase	7,000.00	896.40	6,103.60	87.19%
Equipment Maintenance	3,000.00	2,101.94	898.06	29.94%
Equipment Lease	5,250.00	4,606.50	643.50	12.26%
Professional Services	6,000.00	0.00	6,000.00	100.00%
Payroll Services	840.00	750.00	90.00	10.71%
Dues	2,750.00	1,659.00	1,091.00	39.67%
Subscriptions/Publications	1,500.00	618.38	881.62	58.77%
Meetings/Seminars	5,000.00	3,754.34	1,245.66	24.91%
Administrative Board Meetings	800.00	588.65	211.35	26.42%
Special projects	112,000.00	0.00	112,000.00	100.00%
Gas/Parking/Tolls	2,000.00	787.24	1,212.76	60.64%
EDS Auto Allowance	5,000.00	4,230.82	769.18	15.38%
Exec Director Auto Allowance	5,000.00	4,230.82	769.18	15.38%
Utilities	9,500.00	4,139.00	5,361.00	56.43%
TOTAL OFFICE	248,640.00	91,243.95	157,396.05	63.30%
Marketing:				
Marketing	40,000.00	11,437.59	28,562.41	71.41%
TOTAL MARKETING	40,000.00	11,437.59	28,562.41	71.41%
TOTALS :				
	700,896.00	419,634.59	281,261.41	40.13%
Non Budget Expenses:				
ARPA Grant Programs		17,967.79		
Agri Economic Event		5,462.14		
Depreciation		997.14		
Intern / Spec Projects		120.00		
Total Non Budget Expense		24,547.07		
Total Budget and Non Budget:		444,181.66		



Cortland County
Business Development Corporation

Revolving Loan Fund

**BDC Revolving Loan Fund
Income Statement**

Current Month	Ratio	Year to Date	Ratio
0.00	0.00	\$ 225.00	0.78
2,500.70	89.19	25,455.43	87.84
303.08	10.81	<u>3,297.37</u>	<u>11.38</u>
<u>2,803.78</u>	<u>100.00</u>	<u>28,977.80</u>	<u>100.00</u>
<u>2,803.78</u>	<u>100.00</u>	<u>28,977.80</u>	<u>100.00</u>
<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
<u>2,803.78</u>	<u>100.00</u>	<u>\$ 28,977.80</u>	<u>100.00</u>

BDC Revolving Loan Fund
 Balance Sheet
 October 31, 2024

ASSETS

Current Assets		
NBT-Checking	\$ 50,855.60	
NBT Money market account	<u>738,595.32</u>	
Total Current Assets		789,450.92
Property and Equipment	<u> </u>	
Total Property and Equipment		0.00
Receivables		
J. Brown Perform Horse(COVID)	4,271.60	
Paul Smith	7,575.24	
Community Restaurant/NAFS1571	15,481.26	
Sandro & Denise Mironti	36,890.98	
Allowance for Doubtful Accts	<u>(25,000.00)</u>	
Total Receivables		39,219.08
Total Assets	\$ <u> </u>	<u>828,670.00</u>

LIABILITIES AND FUND BALANCE

Current Liabilities	<u> </u>	
Total Current Liabilities		0.00
Long-Term Liabilities	<u> </u>	
Total Long-Term Liabilities		0.00
Total Liabilities		0.00
Fund Balance		
Retained Earnings	\$ 799,692.20	
Net Income	<u>28,977.80</u>	
Total Fund Balance		828,670.00
Total Liabilities & Fund Balance	\$ <u> </u>	<u>828,670.00</u>

CORTLAND COUNTY BUSINESS DEVELOPMENT CORP. RLF
October 31, 2024

BORROWER	Rating	Original Loan Amount	Mthly Pymnt Amount	Date Last Paid	# of Total Payments	# of Payments Remaining	# of Payments Past Due	Amount Past Due	LOAN BALANCE
Armedeo Housing (COVID)	**	\$ 25,000.00	\$ 716.06	5/13/2024	36	0 PIF		\$ -	
J Brown Performance Horse	W *****	\$25,000.00	\$ 716.06	10/25/2024	36	5		\$ 4,271.60	
Community Restaurant COVID	**	\$ 25,000.00	\$ 716.06	5/29/2024	36	0 PIF		\$ -	
60 Main LLC COVID	***	\$ 25,000.00	\$ 716.06	9/26/2024	36	0		\$ -	
Mironti Enterprise COVID	***+	\$15,000.00	\$ 429.64	9/5/2024	36	0		\$ -	
Community Restaurant/NAFS		\$75,000.00	\$ 1,449.96	9/26/2024	60	12		\$ 15,481.26	
Mironti, Sandro & Denise		\$63,000.00	\$ 699.43	08/07/24	60	0		\$ -	
Mironti Enterprise (balloon finance loan)		\$37,847.75	\$ 1,157.84	10/16/24	36	35		\$ 36,890.98	
P Smith/Crown Stove		\$50,000.00	\$ 555.10	10/28/24	120		*	\$ 7,575.24	
Allowance for doubtful accts								(\$25,000.00)	
		\$ 340,847.75	\$ 3,878.96					\$ -	39,219.08

BDC RLF Assets as of

10/31/2024

\$ 828,670.00

Rating * W - Watch L Rating * W - Watch List

Less outstanding loans

\$ (39,219.08)

\$ 789,450.92

Funds available

Rating * W - Watch L Rating * W - Watch List

Rating D - Legal Proc Rating D - Legal Proceedings

Rating B-Bankruptcy Proceedings

* Any monies received are applied as principal payments

** COVID loan-payments begin 6/1/2021

*** COVID loan-payments begin 10/1/2021

**** COVID loan-payments begin 11/1/2021

***** COVID loan-payments begin 2/1/2022