

MINUTES

DUTCHESS COUNTY INDUSTRIAL DEVELOPMENT AGENCY

3 Neptune Road, Poughkeepsie, NY 12601
Tel. # - (845) 463-5400 / Fax # - (845) 463-5401

BOARD OF DIRECTORS REGULAR MEETING

Tuesday, March 17, 2015

PRESENT: Charles Daniels III
Tim Dean
Angela Flesland
Alfred Torreggiani

ABSENT: Mark Doyle
Phyllis DiStasi Keenan (via phone)
Edward Summers

ALSO PRESENT: Catherine Maloney, DCIDA Chief Executive Officer
Don Cappillino, DCIDA Counsel (*via video*)
Lynn Heuermann, DCIDA Chief Financial Officer
Jasmin Haylett, DCEDC Office Administrator
Corinne LaRocca, DCEDC Compliance Coordinator
Don Minichino, DCEDC Director of Business Attraction
Sarah Lee, DCEDC Director of Business Development
Ron Hicks, Dutchess County
Mary Kay Vrba, Dutchess Tourism, Inc.
Robert Ryan, Harris Beach
Rachel Coon, Poughkeepsie Hospitality
Terri Waivada, Consultant

On Tuesday, March 17, 2015, the Dutchess County Industrial Development Agency [DCIDA] Board of Directors Meeting was called to order by Chairman Daniels at 8:00 a.m. Present were: Charles Daniels III, Tim Dean, Angela Flesland and Alfred Torreggiani. Absent were: Mark Doyle, Phyllis DiStasi Keenan (via phone) and Edward Summers.

APPROVAL OF MINUTES

Chairman Daniels asked for a motion to approve the February 10, 2015 Minutes of the Dutchess County Industrial Development Agency.

A motion was made by Ms. Flesland, duly seconded by Mr. Dean to approve the DCIDA Board of Directors Meeting Minutes for February 10, 2015. All voted in favor. Motion carried.

CONSIDERATION AND APPROVAL OF RESOLUTION

1. Consideration and Approval of a Preliminary Resolution Authorizing a Mortgage Tax and Sales Tax Exemption for Poughkeepsie Hospitality, LLC

Mr. Cappillino gave a brief over of the resolution. He noted that the project is not interested in the mortgage tax exemption because the project is scheduled to close on March 17, 2015. It is only interested the exemption from sales and use taxes. He then introduced Mr. Ryan who proceeded to give a brief presentation about the project and answer any questions.

The board decided to consider this resolution once the project receives a letter of approval from the municipality where the project will be located.

2. Consideration and Approval of Lease Agreements between Neptune Capital Investors LLC and:
 - a. Bounce Hudson Valley, LLC d/b/a Bounce Trampoline Sports;
 - b. Hang Loose, Inc. d/b/a Crunch Fitness;
 - c. Hang Loose, Inc. d/b/a Gravity Vault; and
 - d. Hungry Guys Neptune, LLC d/b/a Hardee'sand Authorizing Execution of Tenancy Agency Compliance Agreements between those Lessees and the Agency

A motion was made by Mr. Dean, duly seconded by Ms. Flesland to approve Lease Agreements between Neptune Capital Investors LLC and Authorizing Execution of Tenancy Agency Compliance Agreements between those Lessees and the Agency. All voted in favor. Motion carried.

EDC TRANSITION

- Ms. Maloney gave the following update about the transition:
 - At the recent governance meeting, the suggestion was made by Chairman Daniels that in lieu of hiring an interim President and CEO for EDC that the Chairman of the EDC and the Chairman of the DCIDA jointly take on the responsibilities. It was agreed that they would have weekly meetings/conference calls with the staff.
 - She met with Ron Hicks to review her job description and to delegate certain responsibilities to the remaining staff. Both Chairman Daniels and Ed Kellogg will be responsible for managing the organization.
- Chairman Daniels informed the board that EDC decided not to hire an interim President and CEO. It was agreed that during the transition, Charlie and Ed will meet and/or have conference calls with the staff every Tuesday at 9:00 a.m.
- Ron Hicks said that he will take a three-week leave from his County responsibilities to assist EDC for the month of April.
- The DCIDA board will consider hiring a consulting firm to assist with the process of searching for an Executive Director.
- Resolution to appoint an Interim Executive Director for DCIDA
The DCIDA board hereby appoints Sarah Lee, Director of Business Development for DCEDC, as Interim Executive Director for DCIDA, affective April 3, 2015.

A motion made by Mr. Dean, duly seconded by Ms. Flesland to approve the resolution to appoint Sarah Lee as Interim Executive Director for DCIDA, effective April 3, 2015. All voted in favor. Motion carried.

- Check signers as of April 4, 2015 are Charles Daniels, Tim Dean, Phyllis Keenan, and Lynn Heuermann.

THERESA G. WAIVADA, CONSULTANT PROGRESS REPORT

Ms. Waivada gave an overview of the compliance/best practice findings and recommendations report which consists of:

- Monthly/annual/special meetings
- Confidential annual evaluation form of board performance
- New board members orientation
- Certificates of liability by projects
- Website maintenance
- Files and record keeping
- Audit services
- Board committees
- Suggested monthly tasks

The Board discussed hiring Ms. Waivada to help implement the procedures and to provide expertise and guidance during the transition.

A motion was made by Mr. Dean, duly seconded by Ms. Flesland to authorize Chairman Daniels to execute a contract with Terri Waivada not to exceed \$8,250 which would be from April 2015 to July 2015. All voted in favor. Motion carried.

FINANCIAL REPORT

Ms. Heuermann reported on the 2/28/15 audited financials:

- Cash balance was \$1,383,092.24
- Year-to-date total revenues were \$664,876.10
- Year-to-date total expenditures were \$894,492.78

A motion was made by Ms. Flesland, duly seconded by Mr. Dean to approve the 2/28/15 audited financials. All voted in favor. Motion carried.

STANDING MEETING DATES

The Board meeting dates will be the third Tuesday of every month at 8:00 a.m.

DISCUSSION AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS

Ms. Keenan gave an overview of the audited financials via phone.

Ms. Keenan noted that Lynn suggested moving funds from one bank (Bank of America) to another (Orange County Trust) in order to receive better interests.

A motion was made by Mr. Dean, duly seconded by Ms. Flesland to approve the 2014 audited financial statements. All voted in favor. Motioned carried.

DISCUSSION AND APPROVAL OF PARIS

Ms. Maloney gave an overview of the following reports:

- Annual Report
- Procurement Report
- Investment Report

She noted that a question came up during the audit meeting about insurance for both the IDA and LDC. Defense and indemnification of board members for both the IDA and LDC is handled through county. Currently the IDA has a treasurer's bond. The question is if the IDA still needs a treasurer's bond and if so, does the LDC also need to have a treasurer's bond.

Discussion ensued. It was agreed that both the IDA and LDC will need a treasurer's bond. A policy will be established for the LDC to have a treasurer's bond.

She also explained why under the project listings, the CHF-CIA project was listed twice. It was listed twice because negative amount cannot be entered in the PARIS report. To solve this issue a new project was created that allow the numbers to match. Once the updated employment numbers are received from the CIA, the report will be submitted.

A motion was made by Mr. Dean, duly seconded by Mr. Torreggiani to approve the previously reviewed PARIS Annual Report, Investment Report and Procurement Report for 2014. All voted in favor. Motion carried.

NEW BUSINESS

1. **FOIL Request**

Ms. Maloney noted that she received a FOIL request from Laurie Gardner who requested copies of any PILOTs from 2011 through 2015.

2. **Executive Session**

Chairman Daniels stated that he would like to enter into Executive Session to discuss an HR issue. Executive Session started at 9:45 a.m.

Motion to end Executive Session was made by Mr. Dean, duly seconded by Ms. Flesland. All voted in favor. Motion carried. Executive Session ended at 10:00 a.m.

Regular meeting resumed at 10:00 a.m.

3. A motion was made by Mr. Dean, duly seconded by Ms. Flesland to approve up to \$10,000 in transition costs for the dissolution process of DCEDC to DCIDA. All voted in favor. Motion carried.

ADJOURNMENT

There being no further business, a motion was made by Ms. Flesland, duly seconded by Chairman Daniels to adjourn the meeting. All voted in favor. Motion carried. Meeting adjourned at 10:05 a.m.

Respectfully submitted,

Phyllis DiStasi Keenan, Secretary

Date

Meeting	<u>03-17-15</u>
Approved	<u>04-21-15</u>
Certified	<u>04-21-15</u>