

MINUTES

DUTCHESS COUNTY INDUSTRIAL DEVELOPMENT AGENCY

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BOARD OF DIRECTORS REGULAR MEETING

Tuesday, October 20, 2015

PRESENT: Charles Daniels III
Tim Dean
Mark Doyle
Angela Flesland
Phyllis DiStasi Keenan
Edward Summers
Alfred Torreggiani

ALSO PRESENT: Sarah Lee, CEO
Lynn Heuermann, CFO
Jasmin Haylett, Office Administrator
Corinne LaRocca, Compliance Coordinator
Don Minichino, Director of Business Attraction
Mary Kay Vrba, Dutchess Tourism
Don Cappillino, Counsel
Terri Waivada, Consultant
Sue Sullivan, Jaleli 2015 Project

On Tuesday, October 20, 2015, the Dutchess County Industrial Development Agency [DCIDA] Board of Directors Meeting was called to order by Chairman Daniels at 8:30 a.m. Present were: Charles Daniels III, Tim Dean, Mark Doyle, Angela Flesland, Phyllis DiStasi Keenan, Edward Summers, and Alfred Torreggiani.

APPROVAL OF MINUTES

Chairman Daniels asked for a motion to approve the September 15, 2015 Minutes of the Dutchess County Industrial Development Agency.

A motion was made Ms. Flesland, duly seconded by Mr. Doyle to approve the DCIDA Board of Directors Meeting Minutes for September 15, 2015. All voted in favor. Motion carried.

CONSIDERATION AND APPROVAL OF RESOLUTIONS

1. Consideration and Approval of Resolution Authorizing Termination of Overlook-Chelsea LLC 2014 Facility

Mr. Cappillino gave a brief overview. The Chelsea deal closed in December 2014. They sold the project and a repayment agreement was negotiated with them for the two years. They will repay all the benefits they received from the DA grant which includes \$210,000 in mortgage tax. The amount of the

sales tax will be placed in escrow to cover the maximum amount of the estimated sales tax amount. The documents will then be released for the closing.

A motion was made by Mr. Dean, duly seconded by Ms. Flesland to approve the resolution authorizing termination of Overlook-Chelsea LLC 2014 Facility. All voted in favor. Motion carried.

The following changes should be made to page 2:

- The second “Whereas” paragraph – replace “... *as of October __, 2015*” with “... *on or about October 21, 2015*”
- Section 1 – “*of the Agency*” is stated twice, remove one

A motion was made by Mr. Summers, duly seconded by Mr. Doyle to approve the amended changes to resolution authorizing termination of Overlook-Chelsea LLC 2014 Facility. All voted in favor. Motion carried.

2. Consideration and Approval of Resolution Authorizing Termination of IBM Corporation East Fishkill Project Series 2012

Mr. Cappillino gave a brief overview. This resolution is to terminate the lease and company agreement.

The following change should be made to page 2:

- Section 1 – “*of the Agency*” is stated twice, remove one

A motion was made by Ms. Flesland, duly seconded by Mr. Torreggiani to approve the amended changes to resolution authorizing termination of IBM Corporation East Fishkill Project Series 2012. All voted in favor. Motion carried.

3. Consideration and Approval of Preliminary Resolution for Jaleli 2015 PILOT

Mr. Hicks gave a brief overview. He has been working on the project for over a year. There was an effort in Orange County to establish a new facility for Hudson Valley Lighting which failed. The company decided to look for other opportunities in Orange County and was also shown the property on 151 Airport Drive, a former IBM that was recently vacated by Southeastern Container. They like the building and decided to move the project to this facility. A closing is expected during the November.

Ms. Sullivan introduced herself and gave a brief history about Hudson Valley Lighting and reason for this new project.

Mr. Cappillino noted that a public hearing needs to be scheduled as soon as possible, possibly on November 4.

A motion was made by Mr. Summers, duly seconded by Ms. Keenan to approve preliminary resolution for Jaleli 2015 PILOT. All voted in favor. Motion carried.

FINANCIAL REPORT

Ms. Heuermann reported on the 9/30/15 financials:

- Cash balance was \$1,114,564.89
- Year-to-date total revenues were \$968,446.41
- Year-to-date total expenditures were \$1,455,043.76

A motion was made by Ms. Flesland, duly seconded by Mr. Doyle to approve the 9/30/15 financials. All voted in favor. Motion carried.

IDA BUDGETS

1. 2016 Budget

Ms. Lee noted that the budget remains the same except for some minor changes. Revenue changes includes: administrative, application, and compliance fees and the RLF payment. Expenditure changes includes: audit, board committees, CFO cost, dues, insurance, and professional service contracts.

A motion was made by Ms. Flesland, duly seconded by Ms. Keenan to approve the 2016 IDA budget as presented. All voted in favor. Motion carried.

2. Five-Year Budget

Ms. Lee said the five-year budget is a three percent increase for the next five years.

A motion was made by Mr. Dean, duly seconded by Mr. Doyle to approve the IDA five-year budget as presented. All voted in favor. Motion carried.

APPROVAL OF BY-LAWS

Chairman Daniels stated that the Governance Committee is recommending that the board approves the By-Laws with all the changes that is noted in the Consultant's report.

A motion was made by Ms. Flesland, duly seconded by Mr. Summers to approve the revisions to the By-Laws that was presented at the Governance meeting. All voted in favor. Motion carried.

Chairman Daniels asked Ms. Waivada to give a brief summary of her experience over the last few months and thanked her for the work she has done.

NEW BUSINESS

▪ Business Excellence Awards

Ms. Lee reminded the board about the upcoming Business Excellence Awards and noted that IDA typically purchases a table at the event. She asked the board for permission to purchase a table.

A motion was made by Ms. Keenan, duly seconded by Mr. Doyle for IDA to purchase a table at the upcoming Business Excellence Awards on October 29. All voted in favor. Motion carried.

▪ Project Restoration

Mr. Hicks noted that due to the Troutbeck deal falling through, there will be no project restoration.

▪ Local Construction Contractor Qualification Requirements

Ms. Waivada gave an overview of this requirement. The requirement is that project applicants will be required to utilize local contractors, subcontractors, vendors, and the local workforce for all projects involving the construction, expansion, equipping, demolition and/or remediation of new, existing, expanded or renovated facilities.

Discussion ensued.

Mr. Hicks agreed to revise the policy based on the comments received from the board.

ADJOURNMENT

There being no further business, a motion was made by Mr. Summers to adjourn the meeting. All voted in favor. Motion carried. Meeting adjourned at 10:20 a.m.

Respectfully submitted,

Phyllis DiStasi Keenan, Secretary

Date

Meeting	<u>10-20-15</u>
Approved	<u>11-17-15</u>
Certified	<u>11-17-15</u>