

UCIDA

Ulster County Industrial Development Agency

ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY MINUTES June 10, 2020

A regular monthly meeting of the Ulster County Industrial Development Agency was held on Wednesday, June 10, 2020 at 9:00 A.M. via Zoom.

Roll Call:

The following agency members were present:

Faye Storms	Vice Chair/Assistant Treasurer	
Richard O. Jones	Treasurer	
Michael J. Ham	Secretary	
James Malcolm	Assistant Secretary	
Dr. Diane Eynon	Member	left at 11:05 AM
Orlando Reece	Member	
Daniel Savona	Member	

Additional Attendees:

Rose Woodworth	Agency Staff
Joseph P. Eriole, Esq.	Board Counsel
A. Joseph Scott, III, Esq.	Special Counsel

The meeting was called to order at 9:00 A.M. by Vice Chair, Faye Storms.

Nina Postupack, Ulster County Clerk, administered the Oath of Office to all Board Members.

Roll was called, and it was noted that a quorum was present.

READING OF THE UCIDA MISSION STATEMENT

The mission of the Ulster County Industrial Development Agency is to advance the job opportunities, general prosperity and long-term economic vitality of Ulster County residents by targeting tax incentives, bonding and other assistance to foster creation and attraction of new business and the retention and expansion of existing business.

MINUTES

Motion: James Malcolm, seconded by Michael J. Ham moved to approve the minutes of the May 13, 2020 meeting as presented.

Vote: The motion was unanimously adopted (7-0).

FINANCIALS

Executive Director Rose Woodworth presented the financial report for May 2020. Ms. Woodworth reminded the Board that since the bookkeeping is done on the accrual basis, the Project Administrative Fees reflects the amount billed, not the amount collected. Legal Fees of \$14,190 represents invoices from Board Counsel that were paid covering services rendered from January to April 2020. The 12-month CD at Bank of Greene County matured and was rolled into the Agency's savings account.

Motion: James Malcolm, seconded by Michael J. Ham, made a motion to accept the financial report for May 2020 as presented.

Vote: The motion was unanimously adopted (7-0).

CHAIR'S REPORT

Vice Chair Faye Storms presented the Chair's Report. As part of her report, the Vice Chair reported on the following:

- A. Social Media –A Facebook page for the Agency has been created.
- B. Training – A training program for new members took place and included basic IDA background information from Special Counsel Joseph Scott and Rose Woodworth. They are also working on a more extensive training program for the future, which the Executive Director will discuss further in her report.
- C. COVID-19 Response – The Vice Chair has been working alongside Board Counsel to respond to the Pandemic. Joseph Eriole will elaborate.
- D. Agency Information – The Vice Chair has been discussing how the Agency can showcase what it is about, how to apply, what it can offer, etc.

- E. Office of Economic Development – The Vice Chair, the Executive Director, and Board Counsel met with Lisa Berger of the Office of Economic Development and had a productive meeting in which they set goals for working in unison for the health of Ulster County and current and future business growth and maintenance.
- F. Ulster County Executive, Pat Ryan – The Vice Chair and Rose Woodworth spoke with Pat Ryan and discussed moving forward in a unified manor by working with the knowledge and expertise of various county departments to help sustain, maintain and grow the economic vitality of Ulster County.
- G. Resolution 177 –During the May 19 meeting of the Ulster County Legislature, Resolution 177 was passed appointing the members to the IDA. The Vice Chair welcomed the two new board members, Orlando Reece and Diane Eynon. She also thanked the exiting members, Randall Leverette and Paul Andreassen. Mr. Leverette will receive a plaque as a thank you for his service as Chair for two years and his integral role in amending the Agency’s UTEP.

The Vice Chair closed her report by stating that it is crucial to work with others and see the big picture of economic health, sustainability and growth in Ulster County.

EXECUTIVE DIRECTOR’S REPORT

Executive Director Rose Woodworth presented her Executive Director’s Report. As part of her report, she reported on the following:

- A. New York State Economic Development Council’s IDA Academy –The workshop was cancelled due to COVID-19 and is now being offered digitally. She anticipates that the new Chair will replace Randall Leverette’s paid spot. The EDC still has openings if anyone is interested in attending.
- B. Brooklyn Bottling – The Executive Director noticed an error in the closing documents when doing the PARIS Report. Board Counsel has sent them a copy of the page revision.
- C. Resolution 157 Report – The Executive Director has finished the report for the Legislature and will send it to Richard Jones for his review prior to submitting.
- D. M&T Bank Transfer – The Chair signed the documents to get the Agency’s collateral accounts set up and begin the transfer to M&T Bank.
- E. Winery Close Out –Royal Winery, an old project from the 1980s, needed a letter explaining that the Agency no longer had interest in their property. Board Counsel researched and drafted a letter which the Vice Chair signed.

- F. Governance Update – The Governance Committee will revisit the compliance issues once officer and committee appointments are completed.
- G. Open Meetings Law – On June 6, the Governor passed an Executive Order which includes the extension for public meetings and hearings to be held remotely for another 30 days (until July 6).
- H. Proposed IDA Legislation – A bill was delivered to the Governor’s office on June 5, authorizing IDAs to establish a State Disaster Emergency Loan Program. A copy of the bill and brief overview was presented.
- I. ABO email – The Agency received an inquiry from the ABO about one of its projects as part of their oversight function and will respond accordingly.
- J. Training Session – A brief training session was set up for the two new Board members. Ms. Woodworth is planning another training in the next few months. As part of the phone call with Lisa Berger, they discussed having the Department of Economic Development involved in future trainings. A copy of information for IDA trainings from both The Eriele Law Firm and Hodgson Russ, LLP were presented.
- K. Economic Development, Tourism, Housing, Planning and Transit (EDTHPT) Committee – The Executive Director received an email from Legislator Brian Cahill, Chairman of the EDTHPT Committee inviting the leadership of the IDA to make a presentation at an upcoming meeting, possibly July 7.
- L. Supplies –Aaron, of Lacan Agency, created letterhead, business cards, and envelopes for the Agency. The supplies were included in last year’s budget and will be ordered once roles are established.
- M. Social Media – The Executive Director created a Facebook page for the IDA to help improve transparency and increase the Agency’s outreach. Per Orlando Reece’s suggestion, the Executive Director has also created a Twitter and Instagram account to reserve the name but those accounts are not active yet.
- N. Meeting Room Rental –SUNY Ulster has no official plans to host outside events at this time. They do not foresee opening up for at least one to two months but possibly not until the fall. The Executive Director has looked at pricing from a local hotel and event facility, both would be in the \$200 price range compared to the \$80 fee for the meeting room at SUNY Ulster. Brian Cahill invited the Agency to use the library or legislative chambers free of charge. The Board agreed to utilize that space.
- O. The Eriele Law Firm –The Executive Director presented an invoice for the month of May.

Motion: James Malcolm, seconded by Richard Jones, made a motion to approve payment of the invoice.

Vote: The motion was unanimously adopted (7-0).

- P. Deadline for Annual Administrative Fees – The prior Chair had sent letters to all projects granting an extension for payment of the Agency’s annual administrative fees until June 30. The Executive Director and Vice Chair proposed another 60-day extension to the Board.

Motion: Richard Jones, seconded by Orlando Reece, made a motion in support of the second 60-day extension.

Vote: The motion was unanimously adopted (7-0).

COMMITTEE REPORTS

Finance Committee

No report; reports will resume next month when the committee Chair has been selected.

Governance Committee

No report; reports will resume next month when the committee Chair has been selected.

Audit Committee

Richard Jones, Chair of the Audit Committee, presented the construction monitoring report from Loewke Brill for the Inness NY, LLC project. The monthly compliance was 90%. He reminded the Board that Brooklyn Bottling did not commit to using local construction labor so there is no comparable information for that project. An Audit Committee meeting is required once per quarter and should be set up once the Committee is finalized.

Motion: James Malcolm, seconded by Daniel Savona, made a motion to approve the Audit Report.

Vote: The motion was unanimously adopted (7-0).

OLD BUSINESS

Status of Pending Projects

Board Counsel Joseph Eriole reported on the status of pending projects:

- Wildberry Lodge, LLC – No change. Project is completing SEQR process. No action can be taken until the process is completed.

HVKD Tax Credit Sublease

Board Counsel, Joseph Eriole, reported that the Board approved the tax credit sublease transaction by oral resolution in the interest of time, but a written resolution is required. Board Counsel prepared the resolution, but first wanted to assure the Board that that he, Richard Jones and Joseph Scott thoroughly reviewed the sublease document to be sure it does not contradict the existing agreement with the IDA.

EXECUTIVE SESSION

Motion: James Malcolm, seconded by Michael Ham, made a motion to go into Executive Session for the purpose of considering contract and contractual negotiations and to discuss legal memorandum which contains privileged and confidential information.

Vote: The motion was unanimously adopted (7-0).

Before entering Executive Session, Brain Cahill welcomed the new members and stated that the Economic Development Committee did a lot of work selecting the Board which the Legislature felt is a good representation of the community. The Legislature has an open door and is looking forward to a cooperative relationship.

The Board entered into Executive Session at 9:32 A.M.

Motion: James Malcolm, seconded by Michael Ham, made a motion to come out of Executive Session.

Vote: The motion was unanimously adopted (7-0).

The Board came out of Executive Session at 10:50 AM.

No action was taken during Executive Session.

NEW BUSINESS
Officer Appointments

MOTION to open nominations for **Chair**: Michael Ham, seconded by Diane Eynon, made a motion to nominate **James Malcolm** for **Chair**. Richard Jones made a motion to nominate **Faye Storms** for **Chair**.

The Vice Chair made three calls for other nominations.

MOTION to close nominations for **Chair** made by Faye Storms, seconded by James Malcolm.

The Board voted by roll call as follows:

Faye Storms	Faye Storms
Richard O. Jones	Faye Storms
Michael J. Ham	James Malcolm
Diane Eynon	Faye Storms
James Malcolm	James Malcolm
Orlando Reece	James Malcolm
Daniel Savona	James Malcolm

James Malcolm is elected Chair.

Vice-Chair: The Board members present acknowledged that the position of **Vice-Chair** is held by **Faye Storms**.

MOTION to open nominations for **Assistant Secretary**: James Malcolm, seconded by Richard Jones, made a motion to nominate **Orlando Reece** and **Daniel Savona** for **Assistant Secretary**.

The Board voted by roll call as follows:

Faye Storms	Aye
Richard O. Jones	Aye
Michael J. Ham	Aye
Diane Eynon	Aye
James Malcolm	Aye
Orlando Reece	Aye
Daniel Savona	Aye

Orlando Reece and Daniel Savona are elected Assistant Secretary.

Committee Appointments

Chair Malcolm presented the Appointments of Committee Chairs.

The Chair of the Governance Committee will be Michael Ham.

The Chair of the Audit Committee will be Diane Eynon. As Chair of Audit, Diane Eynon is now Treasurer.

The Chair of the Finance Committee will be Faye Storms. The Committee will be composed of all Board members.

Chair Malcolm instructed the Chairs to assess the various skillsets of the Board members and form their respective committees.

Officer Appointments Continued

MOTION to open nominations for **Chief Executive Officer** and **Chief Financial Officer**: Daniel Savona, seconded by Faye Storms made a motion to nominate **Rose Woodworth** for **Chief Executive Officer** and **Richard Jones** for **Chief Financial Officer**.

The Board voted by roll call as follows:

Faye Storms	Aye
Richard O. Jones	Aye
Michael J. Ham	Aye
Diane Eynon	Aye
James Malcolm	Aye
Orlando Reece	Aye
Daniel Savona	Aye

Rose Woodworth is elected Chief Executive Officer and Richard Jones is elected Chief Financial Officer.

Note: Diane Eynon left at 11:05 AM.

Contract for Administrative Services

Board Counsel Joseph Eriole discussed the Contract for Administrative Services with Christopher J. O'Connor, CPA. The contract presented is similar to what was agreed upon last year with small changes to memorialize decisions made during the last contract year. Board Counsel stated that the contract is ready to approve but may need an amendment reflecting Rose Woodworth's role as CEO.

Motion: Richard Jones, seconded by James Malcolm, made a motion to approve the contract for Administrative Services contingent on final review from Counsel and revision to reflect CEO services.

Vote: The Board voted by roll call as follows:

Faye Storms	Aye
Richard O. Jones	Aye
Michael J. Ham	Aye
Diane Eynon	Absent
James Malcolm	Aye
Orlando Reece	Aye
Daniel Savona	Aye

COVID Response

Board Counsel Joseph Eriole discussed the Agency's response to COVID. The Board would like to make it clear to the public that it is open for business on projects large and small. The Agency is considering designing a program that allows for incentives for projects of less than \$1 million. Agency Fees and legal costs would be low and the transactions could be acted upon quickly because projects that confer less than \$100,000 in benefits do not require a public hearing. These would be straight lease transactions which allows the applicant to save on sales tax and mortgage tax. This response would be aimed at businesses that need help responding to post COVID regulations as well as businesses that need to expand after identifying a weakness and businesses that have been doing well and need assistance growing. There will be a task force led by Faye Storms, Orlando Reece, and Daniel Savona.

Ulster NH Realty, LLC

Board Counsel Joseph Eriole presented the application for the Project and introduced Elliot Lee, the attorney representing Ulster NH Realty, LLC. The application is to assume the benefits of Golden Hill Acquisition after the purchase the Golden Hill property and operation in two separate phases which would be two separate transactions with the Agency. Mr. Lee anticipates the real estate acquisition closing within the next 30 days. The Dept. of Health needs to issue approval prior to the applicant purchasing the operation of the facility, which could take months. The Agency does not have the results of the background checks of the owners. A full background check of the one member (with 25% or greater ownership) is almost complete by the Agency's background check provider. Agency Staff is working to research news articles, social media, etc. for owners of more than 5%. Agency Staff will also research businesses of which they own 25% or more or have a managing stake in. Mr. Lee informed the board that there is a state review process that would take place before the new owners could assume control of the operations. Some members of the new ownership group are already owners of other nursing homes, including one in Ulster County. Mr. Jones requested the Medicaid and NYS health ratings for the last 5 years for any facility that any owners or members of owning LLCs own or operate. Mr.

Jones will send Ms. Woodworth a list of requested information and she will forward the request to the applicant.

PUBLIC COMMENT

No public comment received.

ADJOURNMENT

Motion: Richard Jones, seconded by Michael Ham, moved to adjourn the meeting.

Vote: The motion was unanimously adopted (6-0).

The meeting was adjourned at 11:32 A.M.

Respectfully submitted,

Michael Ham, Secretary