

NAME

6-22-21 UCIDA Governance Meeting <https://www.youtube.com/watch?v=JtfhxXHJS5Y>

DATE

July 20, 2021

DURATION

1h 43m 46s

7 SPEAKERS

Rose Woodworth

Michael J. Ham

All

Diane Eynon

Richard Jones

Joe Scott

Speaker2

START OF TRANSCRIPT

[00:00:01] Rose Woodworth

Ok, go for it.

[00:00:02] Michael J. Ham

Rose, let's call to order here at 11:11 January, twenty second two thousand twenty one governance committee meeting. Can we all stand for the Pledge of Allegiance?

[00:00:15] All

I pledge allegiance to the flag of the United States of America and to the republic for which it stands, one nation under God, indivisible, with liberty and justice for all.

[00:00:30] Michael J. Ham

OK, Rose, will you do the roll call, please?

[00:00:34] Rose Woodworth

Mike Ham.

[00:00:42] Michael J. Ham

Here

[00:00:43] Rose Woodworth

Diane Eynon.

[00:00:43] Diane Eynon

Here

[00:00:43] Rose Woodworth

And Rick Jones.

[00:00:43] Richard Jones

Here

[00:00:43] Michael J. Ham

Everybody should have in front of them the minutes from the April six, twenty twenty one meeting, could you please give those a brief review and then we'll accept the motion.

[00:01:05] Richard Jones

Mr. Chairman, I reviewed the minutes of the previous meeting and I make a motion that they be approved.

[00:01:11] Michael J. Ham

Alright, motion and do we have a second. Diane is on mute, so we'll take it.

[00:01:20] Rose Woodworth

Oh yeah. She raised her hand, she second it.

[00:01:23] Diane Eynon

Second. Sorry.

[00:01:23] Michael J. Ham

Well, good, well, good. OK, old business Rose let's bring me up everybody up the street.

[00:01:32] Rose Woodworth

Well, I want to also just verify for the record, even though I know the answer. Joe, can you please verify that you sent out the letter to Ulster NH Realty asking them, telling them that they needed to attend the meeting today to discuss their project compliance issues for 2020.

[00:01:55] Joe Scott

Yes, I copied you on that, Rose, so you have it right, but yes.

[00:02:00] Rose Woodworth

Thank you. So, yes, he did obviously he sent it out. He double checked the address and a few things with me. So we know it went to the right location and we know that there should have been no issue.

[00:02:12] Joe Scott

And we turned.

[00:02:13] Michael J. Ham

No one in the waiting room.

[00:02:14] Joe Scott

And it went out last week.

[00:02:17] Michael J. Ham

Ok.

[00:02:17] Rose Woodworth

Yes, yes. He did it right away. Yes.

[00:02:20] Richard Jones

No phone call. No email. Is that right? Rose.

[00:02:23] Speaker2

No, sir. I have not gotten, I checked my emails this morning, even though I'm away. I check my emails this morning and made sure that I don't I didn't get anything. And I got zero response last week about the letter sent from Joe. As a reminder, we asked them to attend the board meeting in May. And then I called and spoke to him personally and said, you have to attend the June board meeting because you missed May. And then they did not attend. I sent him a calendar invite that was accepted. So I know he had it. And like I said, we spoke on the phone and then Joe sent them the letter that we had discussed in the board meeting about it being necessary for them to attend. If you turn to page seven, you will see the ratings drop. Part of that is possible with the ratings dropping happened when it was still Golden Hill as opposed to Ulster NH, because the switchover was in May. However, if you go to page eight, you will see that there is a decrease in the number of patients from 19 to 20. So top the top bold number is 20 in the bottom bull number is 19. The patient numbers did drop by a couple of hundred. However, the number of employees dropped by about one hundred. So it doesn't proportionately it's not the same drop. I just think it was excusable.

[00:03:56] Michael J. Ham

Rose. Can I bring your attention back to page eight or seven, OK, where you have the the operations and the project facility and total FTE's. That and red with the covid information. I have a question on that. So the facility was cited two times during the most recent infection and control inspection. Twenty two residents of one hundred and two have been confirmed by the end of twenty five April, twenty fifteen thousand twenty one. Then under it it says zero residents and zero staff.

[00:04:30] Rose Woodworth

So for the week, for that week. So that week. So that was like a year to date is copied and pasted directly from the nursing home database website. So it's not my information. The information I physically got from them is what's on page eight. And then when I got from them was also the total FTE's they were supposed to have three hundred and thirty. We agreed to it in September. By December, the average FTE was down to two or five. So it's not like they were down to two or five by December thirty first they were down to a point that that was the average.

[00:05:13] Richard Jones

December of what year? December of

[00:05:13] Rose Woodworth

The same year. We closed in September of twenty twenty. And this drop happened four months, within a four month time period. So it wasn't at December thirty first they cut one hundred employees. The average of that whole time was down that much.

[00:05:33] Richard Jones

Rose.

[00:05:33] Diane Eynon

Didn't we asked them about this when we did. How many people do I know? I think I asked him how many employees they felt they would retain.

[00:05:41] Rose Woodworth

They said, no, they were not allowed to cut a single nurse.

[00:05:45] Diane Eynon

Right?

[00:05:45] Richard Jones

In the contract, Diane and Mike, I went through I went back over the contract.

[00:05:51] Rose Woodworth

Yes.

[00:05:52] Richard Jones

Rose provided me with and in the contract they pledged three hundred thirty FTE's.

[00:05:58] Diane Eynon

Right.

[00:05:59] Richard Jones

On page eight. You mean to tell me they have at any given point in time, they have 7000 people there?

[00:06:07] Rose Woodworth

Yes, that's what they say. Yeah.

[00:06:10] Richard Jones

This is not. Does that seem. (inaudible)It's impossible to anybody.

[00:06:17] Rose Woodworth

That's the number during the month, that's the number for the month, right. So, like, you might have been there for a week or two. Yeah.

[00:06:26] Richard Jones

Cumulative.

[00:06:27] Rose Woodworth

Yeah.

[00:06:27] Richard Jones

OK

[00:06:27] Michael J. Ham

Joe.

[00:06:29] Joe Scott

Yeah, I was going to ask the same question, it didn't seem possible that they had seven thousand people at the facility.

[00:06:36] Rose Woodworth

Yeah, so that would be the entire number of patients for the month. So you might not stay there for the full month. And obviously the temporary ones do not.

[00:06:46] Richard Jones

Rose it would be useful to go back to when this was being managed by the previous entity and get at least 12 months worth of back data.

[00:06:54] Rose Woodworth

Well, those are the form. Those are the same five months in twenty nineteen as down below.

[00:07:01] Richard Jones

Oh OK. Sorry.

[00:07:03] Rose Woodworth

That's yeah. You. No that's OK. So that's, it's confusing. This is the chart they did. So I didn't edit it in any way, so like...

[00:07:09] Richard Jones

(inaudible) so quick. I don't, I don't remember when we closed on this. It was August of last year.

[00:07:14] Rose Woodworth

Yeah. It was August of twenty twenty. And that's what's so frustrating about the decrease in staff.

[00:07:20] Richard Jones

So Chair, I thought a lot about this. What. And I have two approaches, and maybe this for one reason, we send him a letter from Joe that says under the contract we're allowed to send in an accountant to look at your books. And I'm paraphrasing the books being to be examined and ask questions around why did they drop so many people? Did they decrease hours of these people and people quit? Did they change the medical coverage of the people who worked there and therefore people quit? What are all the reasons for that? I mean, that's one possibility. I don't know how much you're going to learn by going in there. They're just going to potentially make it up as they go along.

[00:08:09] Rose Woodworth

We've asked them to come in and tell us what happened and they won't come in.

[00:08:12] Richard Jones

Right, exactly so we go in there. So there's a lot of cost to us, whatever. Which brings me...

[00:08:18] Michael J. Ham

I don't think it incurred the costs, though. Rick asked them to come in several times, three times, as a matter of fact, to actually explain the reductions on all these sheets and all (inaudible). If you remember when he was applying, when they were applying for the tax inducements, did not miss a meeting or call Rose or make sure something was going on or a special meeting. So I feel as though that we're all doing our due diligence here to bring in this client, the client, and he's refusing to come in. He's refusing to answer our questions. I feel as though we should just move ahead. We should follow the process and we should keep the ball rolling. OK.

[00:09:03] Richard Jones

My second, my second recommendation was exactly that, since the firm seems problematic, although it shows continued great diligence on our part. And the second choice is to simply centralize and inform him that the board that the board will be moving ahead. I assume that you have no intention of talking to us and therefore we are going to kill your inducement.

[00:09:27] Michael J. Ham

Yeah, I've I've read some of Joe's crafty letters and I'm very impressed with them. So I'm sure (inaudible).

[00:09:34] Richard Jones

I make a motion to that effect that the recommendation of the governance committee to be reviewed in the meeting in July is that we tell essentially the nursing home that their inducement is coming to an end.

[00:09:48] Rose Woodworth

So we we would need we're going to ask Joe, just so Joe and I are both clear to prepare a resolution to put them back on the tax roll. Are we going to claw back or just simply move forward?

[00:10:01] Richard Jones

Move forward, clawing back, goes back. Who do we claw back?

[00:10:06] Rose Woodworth

And we go back until September. They paid the school tax in September, January property tax.

[00:10:14] Richard Jones

At this point, I don't disagree. However, I don't want to be vindictive. If you would, we could claw back the tax benefit, accrue to a different owner in the past. Let's just go forward.

[00:10:30] Rose Woodworth

No, September did not September.

[00:10:32] Richard Jones

I know that. I mean, for the discussion,

[00:10:35] Diane Eynon

I think we should just move forward in the letter is we operated in good faith. We invited them here. How many times? No show. They've left us no recourse. We operate in good faith. They have not. This clearly is not an important relationship to them. You know, we're done. We're divorcing.

[00:10:52] Rose Woodworth

Another thing I wanted to say, too, is we did receive a letter from a staff person at Golden Hill that was telling us that the conditions had changed and that it was not a nice place to be.

[00:11:04] Michael J. Ham

And, you know, that was not part of the original conversation or contract when we first worked this out with them.

[00:11:12] Diane Eynon

No.

[00:11:13] Michael J. Ham

And I think we all moved ahead with this transition, thinking that we were going to create something that we could be involved in a little bit more and have our finger on the pulse. And it just it spiraled so fast. It's unbelievable.

[00:11:28] Rose Woodworth

So really disappointing.

[00:11:29] Michael J. Ham

It is disappointing. It's disappointing. And I think we should move this ahead and Joe should get his letter out, you know, and go ahead, Joe.

[00:11:41] Joe Scott

Thank you Chair. Should so should I invite them to the July meeting also?

[00:11:48] Michael J. Ham

You know, Joe, it wouldn't hurt, right?

[00:11:51] Rose Woodworth

I mean, do we invite I simply say it's on the agenda. Just say it's OK, but it's on the agenda.

[00:11:58] Michael J. Ham

Know what? That that may be better off. It's put it they are on the agenda. Yeah. Yeah.

[00:12:04] Rose Woodworth

There on the agenda for a resolution to(inaudible), blah, blah, blah.

[00:12:09] Richard Jones

Let's stop a nursing that's not referring to there's a nursing home. Rose has it listed here correctly. It's Ulster NH Realty. This is a real estate transaction for them. They don't care about...

[00:12:22] Michael J. Ham

Yeah, they fail to respond. I think...

[00:12:25] Diane Eynon

No. Three strikes three strikes your out.

[00:12:27] Michael J. Ham

Will put them on the agenda. Let's not do the invite with them and Joe will get his letter out.

[00:12:35] Rose Woodworth

So, Joe, we'll send them a letter that will be on the agenda and with the resolution

[00:12:42] Michael J. Ham

That we're moving ahead to put them back on the tax rolls.

[00:12:45] Rose Woodworth

And then Joe should also prepare a resolution for us to put them back on the tax roll.

[00:12:50] Michael J. Ham

Forward on to the Board.

[00:12:51] Rose Woodworth

I'm sorry. I just I have to say, I'm so disappointed that this is the way it went.

[00:12:58] Richard Jones

Rose. I am, too. I think we need to have, thinking of all eventualities. If they come to the meeting and plead, plead whatever we need to have and I can work with you. Mike can and Diane. A laundry list of information that we want from them with the deadline. Things like, well, tell us about your medical plans. Did you change them causing people to quit? Did you change the hours of your staff from 40 hours a week or 30?

[00:13:27] Michael J. Ham

Rick. I agree with you, but I think we're going to get nothing but lip service there.

[00:13:30] Richard Jones

Yes, that's true. (inaudible)

[00:13:35] Rose Woodworth

I was so when we did our site visit, I was told about all these positive things that were going on. And so when the numbers actually come back, it was like, whoa. That's not.

[00:13:46] Diane Eynon

And listen, if you're not going to show up to defend yourself three times to a meeting and say, oh, look, here's what happened, we had to cut staff because of this, this, they would have come.

[00:13:56] Rose Woodworth

They were lost a month and a half late, paying their their second portion of the IDA fee. They relate with their annual reporting and ask that we waive the late fee. They, I asked them to send per Jimmy that chart showing the patients, I'm making up the date, you know, but we said we need it by Friday. And then I emailed them and I said, I still don't have this. What happened? Oh we thought we sent it to you. (inaudible) everything has been this way?

[00:14:27] Michael J. Ham

Well, apparently it's important enough to show up at every meeting to get a tax inducement, but it's not important enough to maintain the level of health care and service you have here, your people (inaudible). So.

[00:14:41] Joe Scott

Chair I do have one follow up question. The idea that this these this series of transactions was, if I could go back in my memory bank, was an effort by the county to get out of the county nursing home business, which is not unusual, obviously, in upstate New York. When this project goes back on the tax rolls, obviously their tax, their taxes are presumably going to go up. That may have some impact on their pro forma. I don't that's not on us, obviously. But what I wanted to do is just make sure that we were thinking about there's no there's no county health issues implicated here or county operation issues or local operation issues. I mean, the county has dealt with the fact that the county is no longer in the nursing home business. And whether this survives or doesn't survive is really not is not of concern to us or of concern to the county.

[00:15:44] Michael J. Ham

I think that's how we have to look at it, because it's a separate entity completely.

[00:15:49] Joe Scott

I'm just making sure that we're thinking about all the possible ramifications. I got it. Great.

[00:15:54] Richard Jones

The entity has shown bad faith.

[00:15:58] Joe Scott

Oh, there's no doubt about that. No doubt about that.

[00:16:01] Richard Jones

And if they claim that doing this is going to degrade their service even further, then hopefully they'll have to deal with the the state agency that manages them in terms of maintaining the level of service.

[00:16:13] Rose Woodworth

Yeah, one positive is that law passed recently. Right. So now there is actual staffing requirements in New York State. So, yeah.

[00:16:23] Joe Scott

So my letter to them is going to be very firm, very direct retribution on the agenda. I'm not going to say, by the way, it's a public meeting. You're invited to attend or and nor am I going to say that, that they are invited to attend. I'll just do them to do them to do governance. Committee has reviewed you didn't come to the governance committee. You didn't come to two other meetings. OK, got it.

[00:16:48] Michael J. Ham

OK.

[00:16:49] Joe Scott

Very good.

[00:16:49] Michael J. Ham

Perfect. Ok, let's move on to the foiled policy.

[00:16:54] Rose Woodworth

Do we need a motion.

[00:16:56] Michael J. Ham

Do be in a motion for that letter? I don't think so.

[00:16:59] Rose Woodworth

For the recommendation to the board.

[00:17:01] Michael J. Ham

Maybe we should. (inaudible).

[00:17:04] Richard Jones

I made the motion. I made the motion. I'll make the motion.

[00:17:09] Michael J. Ham

There's a motion. Do I have a second.

[00:17:12] Diane Eynon

Second.

[00:17:13] Michael J. Ham

All in favor.

[00:17:16] All

Aye.

[00:17:16] Rose Woodworth

Thanks, guys.

[00:17:20] Michael J. Ham

Ok, under old business foil policy, page nine.

[00:17:26] Rose Woodworth

And we want to explain a little of what you're looking at, it's a little confusing as a couple parts issue, and this is the reason I asked Joe, to attend the meeting today, so number one there is a copy of the policy that are former board counsel had prepared and then somebody in Joe's office, a colleague of Joe's at Hudgson Russ helped go through it and kind of correct some issues and some things that maybe should be changed. However, that on page nine is what Joe's colleague had looked through on page 16 was the one we had from our prior board counsel with a few changes we had made. So I have a couple of questions of things to add to page nine. And then also the reason for Joe was a clarification of duties here, because it seems that. I just hope everybody knows we have a foil officer, our foil officer is Joe at this moment OK. And the way we were wording it was to say that it was going to be our board counsel. Hopefully that continues to be Joe, but I think it makes more sense. You know, you don't name the person. You just say it's the board counsel. But then the person in Joe's office had recommended we actually change the titles here and that Joe wouldn't be the foil officer. He would be the in my head, I want to say, like the foil override, but that's not the only foil appeals officer, right?

[00:19:17] Joe Scott

Actually, I would be the counsel there would be two, I think it was you would be the first level and then the chair or some other member of the IDA would be the second level. And what my what my colleague recommended is that I step out or any counsel step out of that of those two positions because it's a potential, and again, the context here is we were there was a letter attacking our foil policy prepared by the same law firm that is the beneficiary of the developer's litigation work relating to the Kingstonian. And we thought after I discussed this with one of my colleagues, we said, well, why don't we get the lawyer out of that chain? Because that way there's no question that the lawyer is in a position to give independent advice to the foil officers in connection with the consideration of foil requests. So it's really, in my view, it's a clean up. There are situations where and our original policy had the lawyer as one of the participants or one of the the officers, if you will. But we thought, given the scrutiny being applied to our policy, why not get the lawyer out of it and just and just have staff and a member of the IDA as the entities. So that's really about the background.

[00:20:57] Rose Woodworth

So we would be the responsible party. And then this is a part I just wanted like clarity on with the segregation of duties here. Right now, a foil comes in now that we've gone back to using just one law firm, Hudgson Russ here, a FOIL comes in, I send it to Joe, and then Joe's firm sends out a five day letter saying that we'll get back to you in five days with the timeline of when we'll have the rest. We'll have the information together for you. Then by the end of the time period we're within that time period, Joe's firm sends out the documents that were requested as part of the foil. Is that still the way it would work? It's just that the responsibility is then on the staff for getting that done in a certain time frame.

[00:21:51] Joe Scott

Yeah, yeah. We'd still be doing the work on your behalf and giving you legal advice, it just would be clear that there'd be a separation.

[00:22:04] Richard Jones

Joe or Rose on page 14 section G.

[00:22:11] Rose Woodworth

Yeah, so then. Section which one?

[00:22:16] Richard Jones

G. I guess we seem to have a couple of caveats here and the biggest amount of time, the most money spent was regarding a lawsuit. So, Joe, when we get a request that takes more than two hours of Rose's time or one of her people's time, it says we can charge it at twenty five cents a page. But then she almost there were a couple of caveats here, which almost make me believe that lawsuits are exempted or.

[00:22:51] Rose Woodworth

No. So, Rick, this other policy, the second one that you're looking at is the one that we had had and then Joe's firm needs to go over some of the fees. Part of it again, they had fixed some of the segregation of duties issues. But one of the issues that we had when we talked about this is we thought that we could charge for staff time. What let me rephrase. We can charge for staff time at the rate of the lowest paid staff person, regardless of what that dollar amount is, whoever is able to perform that duty. The issue is we thought that would be from like the beginning of the process. So we thought that would be like, OK, it took me 20 hours to do this. Two hours in, we're going to start charging. That's not the way it works. So we can't charge for me to research or to find those documents no matter how much time it takes. The only thing we can charge for is for me to make the copies right Joe.

[00:23:52] Joe Scott

That's right.

[00:23:53] Rose Woodworth

I was thinking that was one of the things we would have to revise here when we come up with this policy and governance. We never did put it through to the full board. And it was like, well, let's do this and then we'll get the advice of counsel. So now we have the advice of counsel for a couple of issues here. And I was thinking, unfortunately, that it does make sense to charge from the beginning for making those copies because the time of getting the information and pulling it doesn't count. And that's really, I think, the most time consuming part. Joe, we can't charge for blacking out information either right.

[00:24:31] Joe Scott

No.

[00:24:31] Rose Woodworth

No. Yeah, that's literally the bulk of the time.

[00:24:33] Richard Jones

So I'm still confused as to what we could charge for.

[00:24:38] Joe Scott

It's (inaudible) photocopy machine.

[00:24:40] Richard Jones

Standing a photocopy so if Rose has to spend.

[00:24:44] Joe Scott

That's the essence. It's if it's something crazy that you need to do to make the photocopies. But the cost of being a government is you've got to run around for citizens.

[00:24:56] Rose Woodworth

Yeah. So now let me clarify again here. So again, for time purposes, if so, let's say this. One of the foils was ten thousand pages. Right. I because of the sheer volume, I couldn't just print PDF's from my emails I had, I printed them out on the paper and then blacked out because that made it easier because the amount of stuff we're dealing with then I have to scan it in to send back to Joe for him to send to Joe. So Joe my printing there. Does that count or my scanning back in, does that count because it's hard when everything is done virtually now, like we're not making physical copies to FedEx off somewhere. Or we need we can get clarification on that.

[00:25:52] Michael J. Ham

But hypothetically speaking, if you made ten thousand copies. Yeah, you only can charge for everything in excess of 10, correct?

[00:26:03] Rose Woodworth

In excess of 10 copies

[00:26:05] Michael J. Ham

Ten copies, you're allowed, aren't you, allowed up to ten and then you start the...

[00:26:10] Rose Woodworth

Yes.

[00:26:10] Michael J. Ham

The billing right on your not only if it exceeds the two hours worth of your time.

[00:26:16] Rose Woodworth

Well, the two hours was our choice.

[00:26:18] Michael J. Ham

OK.

[00:26:20] Rose Woodworth

Is the 10 copies the open government rule I don't think, and maybe we made that up ourselves.

[00:26:25] Michael J. Ham

I think we made that up because I don't have that in my office. I do it after X amount of copies. You know, whoever's foiling us is responsible for the cost of that.

[00:26:36] Rose Woodworth

OK.

[00:26:37] Michael J. Ham

Well, as far as the search goes for the inspection of records and stuff, I do know we're on the hook for that. Just like Joe said. That's that's the that's the...

[00:26:47] Richard Jones

And for that reason, for that reason that we're on the hook for that researching and gathering it, I think we need to get rid of the two hours because certainly you can make a lot of copies in two hours, in which case you're never going to collect the fees for it. So get rid of that two hours. (inaudible)

[00:27:03] Michael J. Ham

Correct us if we're wrong, can we eliminate that part of the foil policy where they can be on the hook the minute Rose starts.

[00:27:11] Rose Woodworth

Yeah but with only way making copies, not with them finding the data.

[00:27:15] Michael J. Ham

Just what I'm saying. I'm saying this to play devil's advocate here. Who's to say? Something doesn't come up enormous again, where nobody's nobody's for it and everybody wants copies and it's eight thousand pages. I mean, that's not going to take you 20 minutes, you know what I mean? You're going to be standing there for a while now.

[00:27:37] Rose Woodworth

It literally took, I would say, 10 to 20. I wouldn't know. It was definitely 20 hours or so. I was a very long time.

[00:27:45] Michael J. Ham

Contracts and I'm just like doo to do to do doo doo.

[00:27:48] Rose Woodworth

The problem was we were trying to be trying to not be I hate it, it's not punitive, but, I know, trying to not be like over the top because, you know, like I know we had specifically talked about if a reporter calls and Bill Kemble calls and says, hey, can I just get a copy of X? You know, it's not an issue for us to just give a copy of X if it's not a huge, the problem is when it becomes abusive.

[00:28:17] Richard Jones

That's an easy one. If I understand it correctly our, your administrative time to gather the stuff is on us, OK? And we start charging twenty five cents at the 11th copy, whether it's 12 copies or twelve thousand copies.

[00:28:38] Rose Woodworth

With the idea of leaving the pages. (inaudible)

[00:28:42] Richard Jones

Is that correct, what I just said?

[00:28:45] Michael J. Ham

Excuse me Rick, are we within the guidelines to pull that out of this within two hours? OK.

[00:28:52] Rose Woodworth

I like leaving the ten copies for free. What's ten copies.

[00:29:01] Michael J. Ham

(inaudible) And just remember, ten copies is nothing until a thousand people request ten copies.

[00:29:09] Rose Woodworth

Right. Don't be foiling our office, Michael. So, Joe, can you get can we get clarification on what copy's means when today's standards are a little bit different than 10 years ago?

[00:29:27] Joe Scott

So like, for instance, whether a PDF...

[00:29:31] Rose Woodworth

Counts as a copy and like if me, you know, like I said, I have to print it out, is me printing it, does that count? And then me scanning it back in, does that count? I don't know. But I wouldn't do that unless it was the volume of a ridiculous, you know.

[00:29:53] Michael J. Ham

Would it be time spent in front of the copier Joe?

[00:29:57] Joe Scott

Yeah, that's essentially what my colleague, said. Yes.

[00:30:03] Rose Woodworth

All right. So that's how you do that. Now, though, when everything is scanned electronically.

[00:30:08] Michael J. Ham

Yeah. Rose, for the for the remainder of this entire IDA, you should just stand in front of the copier then.

[00:30:14] Rose Woodworth

That's my plan.

[00:30:15] Michael J. Ham

There you go.

[00:30:17] Rose Woodworth

That's my plan. Yeah. Yeah. So that's that's what I was wondering if there's anything different because of the way technology is like. We don't have that. We do. But the old we don't have any current files that are paper. Everything is scanned in. But it's it still takes time to print stuff. It still takes time for the printer to physically print that many pages.

[00:30:41] Michael J. Ham

So they don't necessarily have that luxury. Some people, we just got it. We take it for granted. Everybody's doing the same thing we're doing and they're not, you know. So, I mean.

[00:30:53] Richard Jones

Let Joe weigh in, Rose, as to how to charge for PDF or whatever and maybe ask the client the request that you want it electronically or you want it in paper. Here's the charge or electronically, here's the charge for paper.

[00:31:07] Rose Woodworth

Yeah, I would say it's not faster for us to do it electronically. It's just...

[00:31:12] Richard Jones

I know that.

[00:31:12] Rose Woodworth

Yeah. Yeah. So yeah. So if we, we want a recommendation for removing the two hours and then bringing it, should we, can we bring this back to the board next board meeting and then Joe can explain to the board what time can actually be charged at that point.

[00:31:33] Michael J. Ham

That's the meeting on the twenty second.

[00:31:37] Rose Woodworth

It is that is that what that sounds about, right? Yeah, that means the July board meeting, so it would be the twenty first.

[00:31:49] Joe Scott

The 21st Yeah. That's fine.

[00:31:52] Richard Jones

It would just be nice Rose to have all the fees you get Joe's input, have everything fixed for the board, not to be sitting there figuring out the fees, just get a clear understanding of what we can and can't charge and how much.

[00:32:05] Michael J. Ham

Twenty five cents a copy after 10 and whatever time Rose spends in front of the copier. So we'll let Joe handle that and take care of that and report back to the full board on the twenty second. Ok.

[00:32:16] Rose Woodworth

Thank you.

[00:32:18] Michael J. Ham

Right.

[00:32:21] Rose Woodworth

Doing what? I'm sorry, guys, but do we need a recommendation because it's bringing a policy to the board?

[00:32:32] Richard Jones

How about just a recommendation that we're bringing the policy before the board with the change they discussed.

[00:32:40] Rose Woodworth

With the changes discussed.

[00:32:41] Joe Scott

We're going to make it about the council, the appointments, right? Yeah, OK.

[00:32:46] Michael J. Ham

Yes.

[00:32:47] Rose Woodworth

Yes. And that Joe.

[00:32:48] Richard Jones

It will make that motion.

[00:32:49] Joe Scott

Recommending the policy. Plus, there's some follow up questions.

[00:32:53] Rose Woodworth

Of the segregation of duties and the changes and barring any further changes from council.

[00:32:59] Michael J. Ham

We got a motion from Rick Second. Diane. All in favor.

[00:33:05] All

Aye.

[00:33:07] Michael J. Ham

OK, can I bring up one other old business piece, is it really old business because I don't see it on the agenda.

[00:33:14] Richard Jones

It is all business.

[00:33:15] Michael J. Ham

What is it?

[00:33:18] Richard Jones

Are we ever going to do that letter or is it past, that we wanted to send?

[00:33:22] Joe Scott

I'm working on it, Rick. I'll have it. I'll have it to Rose and Jimmy this week and then we'll circle with you. Absolutely. It hasn't fallen off.

[00:33:35] Richard Jones

Don't forget, I want to be all over the Kingstonian and contract, not that I...

[00:33:39] Rose Woodworth

We didn't forget.

[00:33:40] Joe Scott

Yeah, actually, Rick, I meant to tell you we've scheduled the closing for Kingstonian for tomorrow.

[00:33:46] Richard Jones

Oh, OK. I'll read it tonight, so...

[00:33:48] Joe Scott

I'll get you some documents this afternoon and you'll have 15 or 20 minutes to look at.

[00:33:55] Michael J. Ham

And, Rick, it's ten thousand pages. So the cost to you is only twenty five hundred from Joe.

[00:34:01] Richard Jones

You guys are tough.

[00:34:04] Joe Scott

Tattooed on my wrist. And in fact, I told my partner Nadine Zeigler, who is going to be doing much of the drafting on that. I said, there's a gentleman and I use that term loosely. There's a gentleman up the IDA that wants to review these documents. And no, not a not a problem. It's not worry. Do not worry.

[00:34:25] Michael J. Ham

Extra pot of coffee that morning, Rick. That's all.(inaudible)

[00:34:31] Richard Jones

It's primarily that one section that defines all the things that they have to do.

[00:34:34] Rose Woodworth

And typically, Rick, just, you know, typically, although now I'm pretty well versed in them, Joe and I have a phone call and go through the documents and verify the numbers and figures and extra caveats in them for each project.

[00:34:54] Michael J. Ham

Alright, alright, any other questions on old business? OK, Rose, let's move at the new business Star Estate's failure to pay their pilot. What's the update?

[00:35:05] Rose Woodworth

Back to disappointing information. So we had discussed this at the board meeting. I then got this letter on page twenty three from Highland School District after the board meeting. I believe it was actually later that day, I wrote back to them and told them that we are taking this seriously. We discussed it at the board meeting and I followed up with Star Estate who had told me they would have payment to the county or I'm sorry, to the town and to the school by this past Friday. I have not received any more information, again. The difficult part that we're having here is that going forward, this issue should be rectified because I spoke with their banker myself and their tax payments are being escrowed going forward. But I know that still doesn't help the issue for backwards. So we're in this weird spot of, you know, it is going to be fixed, but I mean, how much time and what we do to fix this back issue. So you see here the tax payment due to the school was twenty eight thousand dollars. It's now up to thirty two thousand with penalties and interest. The school in their letter explains, and I certainly understand it, that they have to include the pilot amount in their budget. They budgeted for this money. They didn't receive it. Unlike regular taxes, they're not made whole whether they get the money or not, they just flat out don't get it. So they are asking us, yes, they can sue, but they're asking us in this in the letter here. Hold on. Therefore, we would respectfully request that the IDA consider taking action permitted under various agreements with Star Estate to ensure that Star Estate lives up to its promises when it's received the IDA's, financial assistance.

[00:37:12] Michael J. Ham

Now of the 28,000 how much have they paid? Have they paid anything?

[00:37:16] Rose Woodworth

Zero.

[00:37:17] Michael J. Ham

Zero. Joe, any comments?

[00:37:20] Joe Scott

Well, you know. I mean, it's the hospitality industry they're all crying poverty. I have a couple of hotels in Albany that are doing the same thing. But, you know, the IDA's here in Albany, the Albany area, are saying, hey, you've got to pay.

[00:37:40] Michael J. Ham

Yeah.

[00:37:44] Richard Jones

What does Star Estates say?

[00:37:44] Michael J. Ham

So as of June 20, first it said thirty two thousand inclusive interest and penalties established under a pilot. So, you know, I tend to agree with Joe, too. And the statement he just made, you know, I mean, we're we don't have the luxury of turning around, telling the school system you're not going to get your taxes. You know, I mean, the pilot is the pilot. You know, they knew right.

[00:38:16] Richard Jones

What does Star Estate Rose?

[00:38:17] Rose Woodworth

Their reasoning is, I'm trying to say this. As nicely as possible, because we certainly do care one of somebody in their group passed away. But the part that's difficult with that is that the person passed away this year, this tax payment was due in September of twenty twenty. So certainly we care and we understand that now they're in a tough situation. But this should have been dealt with nine months ago.

[00:38:54] Diane Eynon

I think that the scoreboard should not be penalized in holding. I don't know. I don't know that. We'll see. Thirty two thousand. But certainly they should be made whole on the twenty eight thousand plus that they budgeted for in your last year. Oh, look at them.

[00:39:08] Rose Woodworth

Oh they'll get the thirty two. They went, what what can we do to make this happen. I mean, what here's what we could say. Right. We could say fine, forget it. If you're not going to make your tax payments are back on the tax rolls. But, you know, the part that makes me feel like is, is that we know this should be fixed going forward.

[00:39:33] Michael J. Ham

And the other problem is, if you can't pay the twenty eight right now, we toss you back onto the tax rolls. What makes us believe you're going to be able to pay the fifty six.

[00:39:42] Diane Eynon

Yeah. Right.

[00:39:43] Joe Scott

And I if they were on the tax rolls and they weren't making the tax payments it would just ride for a year or two.

[00:39:51] Michael J. Ham

That's correct.

[00:39:51] Joe Scott

So I think we could tell the school, look, you know, we're pushing them and maybe we give them until next year. But again, it's a delicate these are really delicate communications because what hasn't helped us is the New York state government hasn't said to businesses, hey, we're going to give you an across the board deferment like they've done for tenants and court cases and statute of limitations. So I think if we if we immediately terminate and put them back on the tax rolls, to a certain extent, we're treating them more harshly than they would be if they were on the tax rolls. But on the other hand, we don't want to be seen as as not paying attention for the affected tax jurisdiction. So it's it's a difficult issue.

[00:40:45] Richard Jones

Can we send something out Chair that simply states the obvious and have them come back to us through our attorney as specifically when this is going to be paid?

[00:40:59] Rose Woodworth

They did. They told me again, specifically it would be paid by this Friday.

[00:41:05] Richard Jones

Well,

[00:41:05] Michael J. Ham

They did say that I read the letter, but everybody else right.

[00:41:08] Richard Jones

Sorry I missed that. I don't know that we have any. What choice do we have?

[00:41:15] Rose Woodworth

We can maybe we can be firm, but give them a deadline then three. But at the same time, again, the school is out of solid year of this money. This is just that's not OK.

[00:41:28] Michael J. Ham

Well, I tend to agree with what Joe is saying to there's been a rescue plan put in place by the federal government or state and the state government to help everybody with a problem except for these small businesses that are really behind the eight ball with their taxes. And, you know, this is a delicate situation here where, you know, we would have taken much strange steps if it if they just didn't have the fees or something, you know what I mean? It's gotten.

[00:42:01] Rose Woodworth

What about we take an extremely firm stance, but do it in a reasonable way so we'll have you to pay thirty two thousand dollars today might not be that simple. What if we insist that by the end of July, at the very least, they have a payment plan set up to make payments? Even if even if it's a thousand dollars a month, then it must be paid in full by next year. Otherwise they'll go back on the tax rolls.

[00:42:31] Richard Jones

Are school districts are allowed to accept partial payment.

[00:42:35] Rose Woodworth

That's a good question.

[00:42:36] Richard Jones

I don't I don't.

[00:42:39] Michael J. Ham

I don't think there. Would they be any different than me or you, Rick?

[00:42:42] Richard Jones

I (inaudible) not allowed to do that.

[00:42:44] Michael J. Ham

I don't know if they can, but I'm saying.

[00:42:47] Richard Jones

I don't think they can.

[00:42:47] Michael J. Ham

I don't know.

[00:42:49] Richard Jones

Good idea Rose. I don't think (inaudible).

[00:42:52] Michael J. Ham

Put it this way Rick. If I owed outstanding school taxes living in the city of Kingston, I mean, I never even thought about that. If I went up there, I owed thirty thousand and I gave you fifteen, would they not take it?

[00:43:05] Richard Jones

I don't think their allowed to.

[00:43:07] Michael J. Ham

I don't know.

[00:43:09] Richard Jones

I don't either.

[00:43:10] Joe Scott

I think you're right, Rick. I can check on that, though. But I mean, this is a pilot payment. It's different.

[00:43:16] Michael J. Ham

Yeah, right. That's the difference.

[00:43:17] Rose Woodworth

That's true. (inaudible).

[00:43:21] Michael J. Ham

It's not going straight to the...

[00:43:23] Rose Woodworth

Right and the pilot payment, like they said, they're not being made whole by somebody else. So there's nobody else coming in to make them whole if the payments as the payments are made anyway. So that might...

[00:43:36] Richard Jones

So let's have Joe check that and then send this letter that Rose recommended that you need a payment program to get it paid within a year. Otherwise you're going back onto the...

[00:43:48] Michael J. Ham

And Rose, what did you get a letter out to the superintendent of schools down there?

[00:43:53] Rose Woodworth

I just replied back to them. I had already been in touch with Victoria MaClaren, who the school business administrator by phone and the interim business administrator as well prior to this, because this has been going on for three months or so, this issue. So I think can we I mean, I think the board has to decide that that's what we'll do. Right. So it's like we'll make a recommendation to the board that at the very least, they have to do this by X date. And we understand, you know, due to covid, blah, blah, blah, the guys that are the owners of this project, I know own other restaurants and businesses in New York City. Clearly, the past year has not been very helpful for owners of businesses and restaurants in New York City.

[00:44:47] Joe Scott

Devastating.

[00:44:49] Rose Woodworth

Yeah. So, you know, although we certainly understand and have sympathy with the school district in the matter, I think we also have to understand where a business is coming from at this point. So at the very least, right, I think they could make a thousand dollars a month and then it must be paid in full or they go back on the tax rolls by. It must be paid in full by next September or I don't know, whatever...

[00:45:15] Diane Eynon

If it's a thousand. If it's it would take them two years to pay off that or whatever, plus whatever they owe, the coming. Right. SO.

[00:45:22] Rose Woodworth

Well they're paying escrow already for the next payments. So because they're doing that, I thought the thousand dollars and then it would balloon towards the end because by then they'll be up and running and in business they expect to be operating this summer.

[00:45:40] Michael J. Ham

What about what about one bulk payment and then setting them up on a payment schedule to be paid by the first of either the fiscal school year or.

[00:45:51] Rose Woodworth

My issue is that they don't have the actual wait. Now, guys, seriously, I just got an email. Checks are being dropped off at the town and school today. Sorry for the delay.

[00:46:04] Diane Eynon

Awesome.

[00:46:05] Richard Jones

They must have, they must have been listening.

[00:46:08] Michael J. Ham

You know what it is. They got a camera in Joe's office looking at those nasty letters. That's what it is. Good. Congratulations to them.

[00:46:15] Rose Woodworth

Ok, we'll stop talking about it.

[00:46:16] Diane Eynon

That's great.

[00:46:17] Michael J. Ham

Let's just wait for it. Joe.

[00:46:19] Joe Scott

I had budgeted an hour. Do you want. You want me to cancel? I have an admin meeting at noon. You want me to cancel? I don't mind canceling an admin meeting. To be honest, or I have to jump off. It's your call.

[00:46:36] Rose Woodworth

My only thought was if you had any input on the mentoring program update. That's next on the agenda now and then, I did have a couple questions for you on the policy for return. Basically, our enforcement policy.

[00:46:56] Michael J. Ham

And Joe. Could you give us a couple of seconds here on the applicant checklist, a mentoring program, just so we know it's going to be a work in progress, moving ahead, just like the community benefits, things will be getting added to it, moving ahead and, you know, getting it solid. It will take a little bit. But um...

[00:47:13] Rose Woodworth

I'm sorry, can we get, can we at least until twelve thirty or so. Joe, is that all right.

[00:47:20] Joe Scott

Let me well. Let me send out a note.

[00:47:25] Rose Woodworth

Ok, I'm sorry.

[00:47:26] Joe Scott

OK.

[00:47:27] Rose Woodworth

You're too valued Joe.

[00:47:29] Joe Scott

Yes. No, I don't mind missing admin meetings, they'll also be happy because I'm the chair, so it'll be cancelled.

[00:47:44] Rose Woodworth

So I will follow up just to I'll follow up with the school, I'll send them an email and the county and the town, I mean, and I'll send them both emails and ask them to confirm that they received it today.

[00:47:58] Michael J. Ham

Ok, great. Perfect. All right. Star Estates, we'll get the update from you. Make sure to check got their. So on this mentoring. I don't want to know what the quality program checklist applicant checklist. Once again, we gave it to everybody at the last meeting and ask anybody for any extra input or something they they thought should be in there to please get it over to Rose. Did you receive anything from anybody? Anybody have anything, no.

[00:48:28] Rose Woodworth

I now I'm second guessing myself, I feel like I did receive one thing from somebody.

[00:48:34] Michael J. Ham

I know you said everybody has seen it,

[00:48:36] Rose Woodworth

And I know I did do that.

[00:48:38] Michael J. Ham

Well, let's then let's move right into Joe's question so we don't have him bogged down all day long. OK.

[00:48:48] Rose Woodworth

Yeah, I'm just looking at.

[00:48:51] Michael J. Ham

So, Joe, it turned into more. I think Joe's leaving.

[00:48:58] Richard Jones

Joe just left. (inaudible)

[00:49:00] Michael J. Ham

Elvis has left the room. So, Joe, it turned into more and I think in coordination with with the hands on approach for the prescreen, along with this client checklist, the applicant checklist was what we're calling that here. I think the two together, I don't think anybody really leaves the room without taking a sheet of paper home, reviewing it to find out exactly what they're up against here, moving ahead as applying for the tax inducements or grants, and along with the hands on approach for the the pre screened everybody walks our future applicants through. I think the bases are pretty much covered. And I want to tell Rose, you know, she did a great job here, you know, on answering the test. So, you know, I marked it. I thought it looked good. But, you know, Joe, obviously we would like your input to make sure we're not. Outside the boundaries of what we're we're saying here also,

[00:50:03] Joe Scott

I agree that I think it's very good and it's something that, frankly, we've been struggling with internally in terms of preparing something on our own for clients. The only other thought I had here with this is that at the end of the IDA application, there's a lot of good language. Of, hey, you know, you got to do this, you got to do that, you have to do this. And I don't think that bad to add it as a schedule and then maybe also Rose that annual report schedule that's attached to our claw back agreement

[00:50:48] Rose Woodworth

Actually attach a copy to this. Yeah.

[00:50:52] Diane Eynon

That sounds good.

[00:50:54] Richard Jones

So Mike was the concept here that at the first prescreen, we'd go through this mentoring material in this or it would happen even before then.

[00:51:05] Michael J. Ham

You know, Joe, you know...

[00:51:05] Rose Woodworth

Before that I think.

[00:51:07] Michael J. Ham

We said before that because then we if you see the opening on it, I still believe it's in there is whether or not the project is eligible for a bond or inducement or I think originally we had in there like, is it you know, is this the path you need to take? You know, is this are you ready for this kind of a situation? But we changed it over to eligible for a bond or inducement. I think that pretty much lays it out. And then as you go through that checklist, you start finding out the timeline on it and whether or not you need, you know, which we recommend all the time. You retain counsel. I mean, we just seen that one of our last guys without Apheria, you know, we did we mentioned it. They went out and did it because I don't care how smart you are. This is a whole you know, this is crazy land. Sometimes, you know, if you don't understand it, you're going to be left behind and you're not going to know the time of closing costs or application costs or whatever. And you're going to I think we have a client not too long ago, over a year ago, turn around when it's that much. I think Joe's fees, they didn't know Joe's fees. Remember? We know who that was. But, you know...

[00:52:11] Rose Woodworth

On page twenty eight is like the actual chart, the flow chart. So I think, Rick, part of answering a question here there is, I would say is that the initial consultation with the agency staff, I do go through all of this stuff, but I think if I can give them this while going through it, sometimes having that visual is more helpful. Typically what I do is like you call us, I literally do a share screen. I show them our matrix, I show them are UTEP, right. We talk about this stuff and then I send them the links to those those things. I think what I should do ahead of time is send them that stuff and this and then and we go through this and they have it as a visual at the same time,

[00:52:58] Diane Eynon

Because I think sometimes people come and you tell them everything, but it's almost like a fire hose. They just can't, you know, they just can't take it all in. It's just there being. And I think that probably having a document they can refer back to with links would probably say the amount of calls you potentially will get from them asking questions that you went over with them in the beginning. But they're so overwhelmed that they're not it doesn't mean anything really to them until they're actually have to do it right. So I think it's great to have something like this. It looks good. It looks really great.

[00:53:29] Speaker2

So we had also talked about like coming up with some kind of like pamphlet or something, for lack of a better word, something a little bit prettier to give. And then it's not just for us to give out an email to people, but also for maybe economic development to have in their offices so that they can give it to the people that they're trying to help as well. So would it make sense for us to finish putting the schedules and suggestions, finish putting some of these schedules and a few things together and then maybe working with some kind of marketing company and maybe Orlando has some suggestions on making this really look professional.

[00:54:10] Diane Eynon

You could call it a tool kit to the tool kit.

[00:54:15] Michael J. Ham

That's a great avenue right there. And I don't think we want to convoluted to the point where we just have people totally confused or disenfranchised the coming to us, you know, and looking and going three thousand, five hundred, four thousand, seventy nine thousand. You know, we don't want to do that either. So, you know, I think this is something I think we initiated this so nobody left the room or went home or came back to us five weeks later in the midst of applying and say, well, I didn't know that.

[00:54:47] Diane Eynon

I mean, you could just it just be called a tool kit working with the IDA. And we're going through the application process.

[00:54:54] Rose Woodworth

You know, maybe we add into the application is something the initial in the application. So it's not just, oh, yeah, I signed my application. No, you're going to initial that you review this, but you have an understanding of what this means.

[00:55:10] Michael J. Ham

Yeah.

[00:55:11] Rose Woodworth

Maybe in the first section, Rose, one of the suggestions is, you know, do you qualify maybe as part of that you could reference there's a chart that we used and one of our trainings comparing the IDA to the 485 B and put it in the sense of we don't want you to come, we want you to go for the 485. But financially there's a big difference between IDA and the 485. Yeah. So I think it'd be useful to address that in here.

[00:55:39] Rose Woodworth

One of the things I've also created and I've been using is I have an IDA like incentives calculator that kind of helps explain it. Well, I could show you it's an Excel spreadsheet and like I did talk to Joe about it to make sure that I wasn't doing anything to get us in trouble either so that I'm pulling it up so that it wasn't like, oh, you're guaranteed to get these benefits. So what you do is you come in here, I send people this Excel spreadsheet and you can all see it right or no.

[00:56:18] Richard Jones

Yes, I see it.

[00:56:19] Rose Woodworth

Ok, I just want to make sure because it's in the remote desktop, so I couldn't tell. Sorry. So I send them this way and it's got locked cells. They fill in the yellow things for the amount of their project and it calculates minus the legal fees or IDA fee and some very you know what the net IDA benefits at the end, because and obviously these numbers are massive, by the way,

[00:56:54] Michael J. Ham

I was going to ask where that job is.

[00:56:57] Rose Woodworth

You want to have you on on it. And then there's also this pilot calculator that helps calculate it, and it's all filled in nicely. So there's less errors now with the pilot calculation.

[00:57:10] Richard Jones

So is what you're suggesting that you would do this and match it up against the 485?

[00:57:16] Rose Woodworth

Yeah, I could use something like that to match it up with the 485 benefit. And then maybe, maybe I also as a part of our practice, I send that to everybody for the most part. I've been sending them to everybody, but it's like if it was warranted and I guess...

[00:57:34] Michael J. Ham

I think that's I think that's a good idea with the 485B to be a comparable. But we just got to make sure it is not misunderstood that the four eighty five is being offered by the IDA.

[00:57:45] Richard Jones

Exactly.

[00:57:46] Michael J. Ham

And I think there might be a little confusion in there once we get that in the package. I just you know,

[00:57:52] Richard Jones

You can...

[00:57:53] Rose Woodworth

Maybe we don't, you know, maybe we simply suggest, you know, I think that's part of when a when a project an applicant comes in and they're working with economic development, economic development, it does a good job of being well aware of what all the tools are that are available. So we could maybe have a question and an answer of is this the same thing as a 485 B? And then we simply just say no and explain some of the few differences and suggest that they contact economic development or a consultant to help them with that.

[00:58:31] Richard Jones

That's a good idea.

[00:58:32] Michael J. Ham

Ok. I say I say we get we move ahead with this, get the schedule in there.

[00:58:38] Rose Woodworth

OK, perfect.

[00:58:40] Michael J. Ham

It's good stuff. And like I said, it's a work in progress. And, you know, people may have the aha moment moving ahead and go. There's nothing else we can put in there and we just keep adding to it, you know, with the community community benefits. You know,

[00:58:55] Rose Woodworth

A couple of the other things I thought of as far as what what is the mentoring program? I mean, we had talked about last governance committee meeting, doing the training at the end of the year in November to help people understand what FTE is and various other things. I was thinking about that, and I was also thinking about the application process. And, you know, in the beginning of the application, we ask, who's your lawyer, who's your best, who's your that? I think we also should be putting in the application. Who is the responsible financial person? Who is your comptroller or your CFO? Who is the person you should contact specifically about annual report? And because it's not the owner most of the time.

[00:59:45] Michael J. Ham

And and even if that's who they put down and it's a smaller job, it is what it is. But you're right,

[00:59:51] Rose Woodworth

That's fine, too. But this way we know. And then we can also contact that person directly so that, yes, we want the owner to be aware of what they're doing. But from the beginning, there is no confusion with whoever is filling out the paperwork.

[01:00:04] Michael J. Ham

You know, I kind of really like the thought of a, you know, a public or whatever session we're going to have to really inform people on how this actually works. Because, you know, I'm sure you guys as board members and even Joe, Joe's been around this forever. But to explain this to some really smart people, how the pilot programs work and exactly what it is and get the misconceptions out there, it's the equivalent of a monkey flying the space shuttle and they really look at you with their heads turned sideways and say, I didn't realize that when you're talking to them. And they've been pretty, pretty educated people, you know. So I think that seminar, which you and Joe have already been through once, Rose, you know, you guys gave a seminar to the school board. So I believe, you know, you probably could reproduce whatever you did there. And I think it would be good stuff, you know, for everybody.

[01:01:04] Rose Woodworth

And what if we do for this year, we ask all of our projects to attend old and new. And then going forward, can we mandate all new projects to sit through a webinar or a training so that it's not screwed up? Because seriously, some of our reporting, like we have a project, I think it was in twenty nineteen. It said they have and they weren't doing it to be deceitful and they were certainly well above the numbers or vice versa. I think one of them said they have three hundred FTE's and they really had over five hundred. So then are reporting to New York State is totally off.

[01:01:43] Richard Jones

And so what do you do if you mandate that they don't come, which is they don't work for us, so be careful with mandating or not.

[01:01:50] Michael J. Ham

I think your best opportunity to mandate something like that is in the initial phase when you're bringing in a new client in and you just present it and you put it right there and you've got a captive audience at that time.

[01:02:01] Rose Woodworth

Yeah, but going forward. I mean, something closer to the annual reporting deadline to make sure the stuff is reported correctly. (inaudible) because other IDA's check in with their projects multiple times through the year. They they do a lot more than what we're doing with annual reporting. So I just I don't think, I know Dutchess County their, they have to meet with their CFO like every other month it be in one to projects in the beginning stages. So I got to think that it's unreasonable. To say, meet with us one time.

[01:02:35] Richard Jones

I got an idea for a mandate. We wanted to mandate it and just say we're going to have a cocktail hour after it with drinks and food. They'll come.

[01:02:42] Michael J. Ham

Yeah.

[01:02:42] Richard Jones

No, but no, seriously, seriously.

[01:02:44] Diane Eynon

They get to pay for it, though,

[01:02:47] Richard Jones

Be careful about mandating (inaudible).

[01:02:51] Michael J. Ham

(inaudible)violation of your pilot agreement, you have to go sit with Rose for three hours.

[01:02:54] Richard Jones

It's a good idea. Let's try to do it as graciously as possible.

[01:02:58] Rose Woodworth

I think a half an hour is honestly fine. There's not a lot that we're asking of people.

[01:03:03] Diane Eynon

Honestly, it's a half an hour. It's going to save them time in the long run, not having to go back and forth to Rose and asking questions and not having a the right documents.

[01:03:13] Rose Woodworth

It will save us time and money.

[01:03:13] Diane Eynon

And it saves everybody time. The half hour or an hour is a good hour invested.

[01:03:17] Richard Jones

I could I'll tell you the ones that won't show up I'm sure Mike and Diane could too. Your mandated to come. Guess who's not showing up. (inaudible).

[01:03:27] Rose Woodworth

Well, then, I mean. But I'm saying if you I mean, what can you do? You know what you can do if they don't do something in their agreement.

[01:03:34] Richard Jones

I make a motion, we move on to the next issue because.

[01:03:36] Michael J. Ham

Yeah, yeah. Let's get going.

[01:03:38] Richard Jones

Rose I trust you. If you think that's going to work, great. I'll support it.

[01:03:41] Michael J. Ham

OK, let's, bring it back on July twenty first. OK, I'm just. All right. We don't need we don't need emotion or anything for that. We don't have anything set.

[01:03:53] Rose Woodworth

No I'll add these things and then I'll start to talk. You want me to start to look for a marketing company and or talk to Orlando about that stuff?

[01:04:03] Michael J. Ham

You know what? Why don't we wait until after the first get it moving ahead and then create from here this way, we're not all over the page. OK, alright. Good stuff. So we got policies to be created. So I think. Listen. For the sake of time, OK, I know what we have, I think we maybe touch base on. It's hard to just decipher because we would like to get the finalization on the policies that are being amended, also the procurement, the compensation, UTEP and Matrix, I think is like a meeting in itself. OK. I don't know if we'll get to that, OK, because that's going to take that's going to take place with the community benefits and...

[01:04:50] Rose Woodworth

I think section C could go pretty quickly.

[01:04:53] Michael J. Ham

Ok, let's let's go through it, because I know there's a lot of paperwork and there's different stuff.

[01:04:59] Rose Woodworth

A lot of paper but

[01:05:00] Michael J. Ham

You've got everybody in there.

[01:05:01] Michael J. Ham

So I

[01:05:02] Rose Woodworth

I Highlighted and I'm ready here, so

[01:05:04] Michael J. Ham

Let's try to check them off the box, OK?

[01:05:06] Rose Woodworth

If you look at number one, Roman numeral number one and number two, Joe and I talked about it ahead of time, so I made sure I wasn't wrong. Those things are policies that ABO says we have to have. So we have the enforcement of agency projects policy if called something different, but it basically encompasses number one. And number two, my only thought was there were a few things that we could add to make it a little bit more understandable and also to have some uniformity across the board with our projects. So if you go to page thirty five, I show you on page thirty five and thirty six some examples of what we do for recapturing in our closing documents and what Joe has done in a way, in a manner that makes sense. If a project suddenly stops performing or doing what they're supposed to do in year 10, you're not going to claw back one hundred percent of benefits back from day one. It's going to. So he's got like a sliding scale. It was just my thought that we would want it in some kind of policy document. And I really liked, hold on, liked page 46, Dutchess County spells out literally what Joe has, but just as policy and then we would not necessarily have to claw back, but if we were going to claw back, it wouldn't be worse than this kind of thing. And then this way it was clear and the board was kept up to date and informed as to what we're doing, because I just I didn't really like the idea that each project could be different and the board not be informed of what that is.

[01:07:13] Richard Jones

Rose what's the difference between what you think we're looking at on page forty six versus thirty five and thirty six,

[01:07:20] Rose Woodworth

Thirty five and thirty six aren't a policy, it's just

[01:07:20] Richard Jones

It's a chart.

[01:07:24] Diane Eynon

It's a schedule.

[01:07:26] Rose Woodworth

It's Joe deciding when he's doing the closing documents or Joe and attorneys deciding it's not the board deciding. I think Joe has done it exactly right.

[01:07:34] Richard Jones

So you recommend page 46.

[01:07:37] Rose Woodworth

I don't think he's done it. So I think the board should be making that choice.

[01:07:42] Richard Jones

Are you recommending we include page forty six?

[01:07:46] Michael J. Ham

Yeah. Are you recommending that a recovery of incentives along with the sliding scale be implemented?

[01:07:52] Rose Woodworth

Yeah, yeah. I recommend that it be a policy rather than just something we do.

[01:07:56] Michael J. Ham

I like it. Yeah.

[01:07:58] Richard Jones

Does the policy on forty six, is that the same as the charts on thirty five and thirty six?

[01:08:05] Michael J. Ham

I don't think the numbers jive.

[01:08:07] Rose Woodworth

The numbers don't jive exactly, but I think that the concept is the same.

[01:08:14] Michael J. Ham

The verbiage is there. It's just that the numbers aren't jiving.

[01:08:18] Rose Woodworth

And we could use the, we could use the numbers that Joe has. If you like that better. I like the second one on page thirty five. Clearly, by the way, the project on page thirty six is Ulster NH Realty. That's because it's a very long pilot. So we could maybe have a chart for 10 years and 15 years. Anything over that we could just simply state as policy that it's based on the number of years and it's divided evenly or something along those lines.

[01:08:52] Richard Jones

What do you recommend?

[01:08:54] Michael J. Ham

I recommend both. You don't think we have language along with the sliding scale?

[01:09:01] Richard Jones

Yeah, that's great.

[01:09:02] Rose Woodworth

Yeah.

[01:09:03] Diane Eynon

So essentially Rose, I'm sorry. So is essentially what we're doing is we're taking something that we do in practice of formalizing it into policy and that the board all knows. So again, OK,

[01:09:15] Rose Woodworth

(inaudible) Joe's done it perfectly.

[01:09:18] Diane Eynon

Yeah.

[01:09:19] Rose Woodworth

I just think that the board should be deciding it.

[01:09:22] Diane Eynon

Yeah, I think it's great.

[01:09:24] Michael J. Ham

So let's move it over to the board.

[01:09:26] Rose Woodworth

Joe do you see any issues with that, like locking us into something?

[01:09:30] Joe Scott

I just want to make sure I'm clear, though, on Dutchess, for instance, they only have a ten year (inaudible) policy, recapture. Right. It's 10 years, so what we've done from an operating standpoint is we've expanded the the term of the recapture to coincide with the term of the pilot agreement, the pilot agreement. We have it spread over 15 years. If you want to narrow it to 10 years, that's your call.

[01:10:05] Rose Woodworth

No, what we're saying is we would do specifically 10 years, 15 years, and then also say if it's more than that, then this is what we would do. It based on the number of divided evenly over 30 years or whatever the number of years.

[01:10:19] Michael J. Ham

So a deviated pilot schedule, a sliding scale would have to be created.

[01:10:23] Rose Woodworth

It would have to be created. And we would just simply say it's sort of how that would be done.

[01:10:28] Michael J. Ham

And Joe almost has it there on page thirty six anyway.

[01:10:32] Rose Woodworth

Yeah. Absolutely. Yeah.

[01:10:33] Michael J. Ham

Alright. Perfect.

[01:10:35] Rose Woodworth

The other part of this was. Well, I'm sorry. I'm just reading my highlight. OK, so no, that was it. That was I liked that. Oh, page forty five. One other thing the Dutchess does was, again, basically what we've done in practice, but maybe putting it as policy so that if it's not the same board going forward, that we have some kind of a set way that we've been doing it. It's identifying and reporting projects with performance based incentive deficiencies. So non-compliant projects. What happens when you're non-compliant? This is very close to what we already do, what they do, what we've been doing, instead of having a specific review committee as they come before governance. So I was thinking I would take this and edit it to do what we've done and have been doing. Does that make sense?

[01:11:51] Richard Jones

So you're recommending both page forty four and forty five.

[01:11:56] Rose Woodworth

Forty five and forty six.

[01:11:57] Diane Eynon

Forty six. You know, I like it because it gives some parameters for the board. I mean it covers everything from natural disaster to loss of the major supplier, customer.

[01:12:08] Michael J. Ham

Now.

[01:12:09] Diane Eynon

I mean, it seems to identify things that really happen to industry or businesses that really have an impact on their performance. So I like that there's at least some guidelines there for the board and then can discuss.

[01:12:21] Rose Woodworth

Yeah. And we would make sure that we don't write it in a way that we're stuck.

[01:12:25] Diane Eynon

Right.

[01:12:26] Rose Woodworth

Right. That we have. But I think this just all adds to the transparency and...

[01:12:33] Michael J. Ham

Let me let me ask you something boring that we've only had one hundred year flood and storm. One hundred of them in the last two years, but in there under, Natural disaster...

[01:12:48] Rose Woodworth

Add pandemic.

[01:12:50] Michael J. Ham

Leave that the way that is or do we broaden that a little bit in the event of a state or a national emergency?

[01:12:57] Rose Woodworth

I think we do broaden that.

[01:12:59] Michael J. Ham

I mean, that would be pandemic related. That's going to I mean, I'm you know, I don't know, I seem to I seem to all of a sudden be rewriting a lot of contracts, know labor agreements that I had with people. And, you know, we're putting into those those different agreements, that kind of language to help protect them and protect us.

[01:13:21] Richard Jones

How about we look at that language, Mike, and or use Joe's favorite term, which is included,

[01:13:28] Rose Woodworth

Included but not limited to.

[01:13:29] Richard Jones

Including, but not limited to.

[01:13:32] Michael J. Ham

Beautiful, you know, (inaudible)

[01:13:34] Rose Woodworth

I think that sounds good. I wrote that in to add it. Do you want me to put this all together nicely and bring it back to you before it goes to the board?

[01:13:43] Michael J. Ham

Yeah. Yeah.

[01:13:44] Rose Woodworth

OK, perfect.

[01:13:45] Michael J. Ham

Anything that has, like, imminent threat to the public safety or whatever because of whatever the pandemic or whatever.

[01:13:53] Rose Woodworth

Ok, great. I'll work on that. I'll get Joe's input and then I'll bring it back to you guys at the next governance committee.

[01:13:59] Michael J. Ham

That's good job right there. Look's really good. OK, what do we on Rose public comment.

[01:14:09] Rose Woodworth

No we're (inaudible)

[01:14:11] Michael J. Ham

We're not on public comment.

[01:14:13] Rose Woodworth

No. That was one, number two, page forty eight. This is quick.

[01:14:19] Michael J. Ham

OK.

[01:14:23] Rose Woodworth

When we did the Kingstonian in public hearing, we were concerned with the number of people that would be commenting and we certainly don't want to limit people speaking, but we, Joe had suggested at the time that maybe we should have a policy to fall back on for public comment. And this would be, it could be for public hearings and or regular meetings. What the rules are. Again, typically this is not an issue, but we just want to have something to protect us so that we're not picking and choosing who we're listening to in any...

[01:15:02] Michael J. Ham

(inaudible) says relevant contact information on sign in sheet. That's fine and dandy. I do believe if you're going to speak publicly, something that has to do with Ulster County, I think you need to say your name and you need to tell us where you reside.

[01:15:19] Rose Woodworth

Now, Bill Kemple said to me that's optional. Is that true?

[01:15:25] Michael J. Ham

I'm Joe. Could you weigh in on that? Is it optional or can we create that? Because, you know, if you've got somebody coming in from Long Island that wants to take three minutes up to go on and on about, you know, issues in Ulster County, you know, wouldn't you like to know that?

[01:15:46] Joe Scott

My I mean, that's to be safe, I want to check that, but it's I see that uniformly at all public hearings and meeting where you identify who you are and where you reside, because that's a reasonable question, a reasonable request. But I'll I'll confirm that.

[01:16:05] Diane Eynon

Could we just ask for town and just zip code so we're not or something not getting there actual address, right. (inaudible) You don't want your physical address, right. I guess the other the other question I have is if we really have a lot of people, you don't want to squelch public comment, but we have some kind of filter to know if it's someone who actually resides who resides in the county. But if we don't have time, I mean, there's also opportunity for written comment during a public hearing, correct?

[01:16:36] Rose Woodworth

Yes. That's how I was going to say. Yeah, right. We have a two week period afterwards that we leave open. So we we certainly welcome the comment.

[01:16:45] Diane Eynon

Yeah.

[01:16:45] Richard Jones

For what it's worth Chair, I had the same argument with an attorney for another group about signing in, and she insisted that in the open meetings law, it's optional. But I'll let Joe check it. And the other piece with how many people can talk and how long. You don't want them talking perhaps 10 minutes per person.

[01:17:09] Michael J. Ham

No.

[01:17:10] Richard Jones

Three minutes (inaudible). What we usually do. Put seven minutes to give people plenty of time.

[01:17:18] Michael J. Ham

No.

[01:17:20] Rose Woodworth

We say two or three minutes at every public hearing. It's just again, it's just a matter of putting it in the policy what we already do.

[01:17:26] Richard Jones

I must disagree. We need (inaudible) introduce themselves.

[01:17:33] Michael J. Ham

If you want to talk for 15 minutes on. And that's another thing we need to put in here.

[01:17:37] Richard Jones

I didn't say fifteen, I said five.

[01:17:39] Michael J. Ham

I'm getting at this agenda items only. That's another thing that's got to be put in there. We don't want somebody up there for ten minutes talking about life inside a golf ball. So you've got if you want to forward your minutes to the next speaker, there's another issue we need to talk about, because you know what I'm saying. So...

[01:17:59] Rose Woodworth

What we've done, though, is if you go you it's not that you're dead set, cut off at three minutes, Rick. We give you the option or we've come back to people once everyone else has had their time. If there's enough time, you can't give every person seven. If you had one hundred people in seven minutes, you can't do that.

[01:18:22] Richard Jones

That's not going to that's not going to happen.

[01:18:24] Rose Woodworth

Yes, it did. I did the Kingstonian we had...

[01:18:27] Richard Jones

No it didn't. And you know want for something that important. If we were there all night, that goes with the territory. I just think three minutes is too much. I do think Joe is going to find out that it's optional. Ask for addresses.

[01:18:40] Michael J. Ham

You think three minutes is too much or not enough.

[01:18:43] Richard Jones

Not enough.

[01:18:44] Michael J. Ham

Oh, I..

[01:18:45] Richard Jones

Five minutes. I think, again, just the need to be (inaudible).

[01:18:50] Diane Eynon

Why don't we just do I do believe you have to give people some time to say what I mean. It's a public hearing. We're inviting them to be there to make comment. Right. So no more maximum five minutes if there's a lot of people. And, you know, it's like if we have time, you come back. Anybody wants additional comment with the maximum of another three minutes, or something. I don't know.

[01:19:10] Rose Woodworth

They can send in a letter.

[01:19:11] Diane Eynon

Or a letter. Right.

[01:19:13] Michael J. Ham

Ok, yeah. I don't know if you want to give them time to filibuster on the floor, just make their statement about their concerns. I mean, that's my take on it. You know, I mean,

[01:19:22] Rose Woodworth

You can always send in a formal letter to be part of...

[01:19:24] Richard Jones

Certainly the chair always has the ability to allow them to go longer, his or her prerogative. So let's just set the tone of what...

[01:19:34] Michael J. Ham

I think in it, though. It's got to be on the agenda items only.

[01:19:38] Richard Jones

Ok.

[01:19:38] Diane Eynon

Yeah, I agree. Yeah, absolutely.

[01:19:41] Michael J. Ham

Be all over the place.

[01:19:43] Diane Eynon

That's great.

[01:19:44] Rose Woodworth

One thing to this policy from Suffolk County says at the beginning of each meeting, I, it come, it came to my attention that we used to do public comment before and after our meetings because, if you comment after we've already voted, isn't that irrelevant, right? Don't you want the public comment to come before you make a vote if it's something important? So I understand putting in at the end of the meeting, you can go and people can ask and do whatever. But I do think it does make sense to get the public comment before you vote.

[01:20:24] Michael J. Ham

The public would like to comment on agenda mean agenda items prior to the board discussing it. You know that they get their point of view out there.

[01:20:33] Diane Eynon

Can we can we be flexible that we have public comment on any agenda items that are being voted on that day first before the board votes, and then at the end of their discussion of public comment on things that we've discussed, but not necessarily are making decisions yet as a board.

[01:20:51] Rose Woodworth

The only issue you might not know. Yeah.

[01:20:54] Richard Jones

With the public know what we're voting on?

[01:20:56] Rose Woodworth

Not necessarily. You could vote on something.

[01:20:58] Diane Eynon

We put our agenda out. Well, I guess it's not an agenda what we're voting on, but we know they'll know what their agenda items are.

[01:21:05] Rose Woodworth

Yeah, but the public won't know what you know. So I don't.

[01:21:08] Diane Eynon

But if they come in, don't they just normally come in for the whole meeting anyway. If there's public, they know what the agenda items are. They're going to sit through a meeting anyway until public comment comes. They know that's on the agenda. So if we start first with some things, what what does it matter if they don't have to know what we're we're voting on?

[01:21:27] Richard Jones

But if we don't, we don't have something up front. We say you can comment at the end of the meeting. Well, we did vote on something that they wouldn't know we were going to vote on. It's too late for them to make a comment except to say I disagree with the vote took. So having public comments on agenda items up front and maybe you can limit the time to ten minutes in total.

[01:21:48] Diane Eynon

I'm agreeing. I was saying I think we're going the same place.

[01:21:50] Richard Jones

OK.

[01:21:51] Diane Eynon

OK, I just didn't articulate that very well. But yeah.

[01:21:55] Richard Jones

Something up front and something at the end.

[01:21:57] Diane Eynon

Yeah. Yeah.

[01:22:00] Rose Woodworth

Ok, do you want to use this policy on page forty eight and then add the agenda items only to it?

[01:22:07] Michael J. Ham

Yes.

[01:22:09] Rose Woodworth

Do you want to make a motion to recommend that this is what we do?

[01:22:12] Michael J. Ham

Yeah.

[01:22:14] Diane Eynon

I'll make a motion that we add the language you just proposed, Rose.

[01:22:20] Richard Jones

I would like to change it. I don't know whether I do that after I make my second will be forced to recommend

[01:22:27] Rose Woodworth

That for a public hearing, Rick. For a regular meeting, you want somebody to have seven minutes.

[01:22:33] Michael J. Ham

No.

[01:22:34] Richard Jones

So we're talking hearing about a regular meeting, correct?

[01:22:37] Diane Eynon

Yes.

[01:22:38] Richard Jones

OK, so I after making my second discussion, my discussion piece is three minutes should be five minutes.

[01:22:46] Michael J. Ham

Perfect.

[01:22:47] Richard Jones

With (inaudible) discretion exercised by the Chair as to how many people, Just five minutes leave in five minutes.

[01:22:57] Rose Woodworth

I think that makes sense, discretion by Chair. OK, thank you. The last one was

[01:23:06] Richard Jones

Vote on it.

[01:23:06] Rose Woodworth

Oh, yeah.

[01:23:08] Michael J. Ham

Oh, yeah. So we have a we have a motion by Diane right.

[01:23:11] Diane Eynon

It's amended to reflect five minutes. Yes.

[01:23:15] Richard Jones

Thank you.

[01:23:17] Michael J. Ham

Second, Rick.

[01:23:19] Richard Jones

I second.

[01:23:19] Michael J. Ham

Alright. All in favor.

[01:23:20] All

Aye.

[01:23:23] Rose Woodworth

The record retention, we have to have this policy per ABO, can we please copy, I think County of Clinton had a good one or that's on page I'm sorry, page forty nine.

[01:23:41] Diane Eynon

Forty nine.

[01:23:47] Richard Jones

Well, everything is permanent.

[01:23:52] Michael J. Ham

Gotta love that.

[01:23:53] Richard Jones

OK. We don't have one right now do we Rose?

[01:23:58] Rose Woodworth

No. We don't have a record retention disposition policy.

[01:24:02] Richard Jones

If Joe has read this...

[01:24:03] Rose Woodworth

Or Joe, if you have a better one.

[01:24:06] Joe Scott

Well, I thought I mean, in years past, I've said the state has a very involved record retention policy and it says things like, you've got to keep minutes for all time. But like contracts, you don't have to keep copies of contracts until after they've expired. You can throw those if you want. So and the Clinton County one is a summary of the New York state requirement. So I think Clinton County would be fine.

[01:24:36] Michael J. Ham

OK.

[01:24:37] Richard Jones

I'll make a motion to recommend to the full board the policy that we see in front of us.

[01:24:43] Diane Eynon

Second.

[01:24:45] Michael J. Ham

All in favor.

[01:24:46] All

Aye.

[01:24:48] Rose Woodworth

Thank you. Did you want to do the procurement and then that's it?

[01:24:54] Michael J. Ham

Yeah, let's...

[01:24:55] Rose Woodworth

The CRC will be a three minute meeting.

[01:24:58] Michael J. Ham

Yeah. And so in the procurement, which is page fifty nine, OK. In it, it's the the questions being raised about having a where's my notes adding a collusion clause, correct, Rose?

[01:25:24] Rose Woodworth

Yes, we have to add, it came up as part of our audit. ABO requires us to have the collusion during a bidding process being added to our procurement policy. We've not run into this issue because we've not put things out for bid over a certain dollar amount. So it's not been an issue for us. So it's not that we're doing things wrong. It's just that should this come up that we have what we're supposed to do in here. I thought on page seventy three there's a non collusion certification that whatever this IDA was, that was always a good addition. And then it's Nassau County and then there's a section on page sixty seven that talks about non competitive bidding. Joe, is that the part that we have to be careful with with the collusion? Is the non competitive bidding or the competitive bidding? I'm just not sure about what this section was that the ABO was requiring.

[01:26:41] Joe Scott

(inaudible) You should do the non collusion statement for everything.

[01:26:47] Rose Woodworth

Ok, thank you, Joe. It certainly speaks to the transparency and making sure that, you know.

[01:26:59] Richard Jones

So non collusion on page seventy three Rose, if that's what you found, it's best practice.

[01:27:05] Rose Woodworth

Yes.

[01:27:06] Richard Jones

I'm fine with that.

[01:27:08] Michael J. Ham

I just think that it's a little bit more teeth to anything that we're moving ahead on you know. I don't think they can circle back around and say, I didn't understand or I didn't know. So...

[01:27:19] Rose Woodworth

Yeah, And should we be having, I think was something that said like for staff. Should we be having something, you know, signed by any vendors over X amount about conflicts of interest also? As part of the procurement.

[01:27:39] Richard Jones

Conflicts of interest, we who, with board members.

[01:27:42] Rose Woodworth

Yeah, yeah. I just was thinking that.

[01:27:47] Richard Jones

Doesn't that go the other way and we already have that covered under our ethics.

[01:27:51] Rose Woodworth

For board members, but I'm talking about four vendors.

[01:27:55] Richard Jones

So the vendor would have to attest that they have no conflicts of interest with a board member.

[01:28:00] Rose Woodworth

Yeah. Joe can we do that or is it just go the other way, Joe?

[01:28:05] Joe Scott

I mean, we have that in our application, you know, to have them tell us that they have no conflicts with us.

[01:28:13] Rose Woodworth

What about vendors?

[01:28:15] Joe Scott

Well, I mean, we don't do a lot of you know, I think that's a good idea. If we were doing a lot of, you know, buying photocopy buying, whatever, I think that would be part of our checklist to make sure that the company that were buying the photocopy paper for the owner of the company is and also a member of the IDA board. You know.

[01:28:42] Richard Jones

That sounds good to me. Rose, do you have anything in here regarding that?

[01:28:47] Rose Woodworth

There was part of that questionnaire. Is what made me think of it. So I'm sorry I flip my page on page forty nine. Then shortly after, nope not 49, sorry, what page is that, fifty nine the certification, page eighty two, they, they ask questions about principle, the principle disclosure questionnaire. I kind of like some of the stuff here, but I think that's for projects. But can we just have them sign our conflict of interest policy. Or can we just type up something that's similar to this other non collusion thing that's just like a certification?

[01:29:37] Joe Scott

That's what we do. That's that's it. Yeah. And I can help...

[01:29:42] Rose Woodworth

So we can take the bait and we can bring this back to the next governance committee meeting so that you're all clear. But we can take something like this non collusion certification will go from our code of ethics, type something up and bring it back to you guys for our vendors to do as well so that we're not paying vendors that have any kind of conflict of interest.

[01:30:08] Michael J. Ham

Wow this thing really gets in-depth, I'm going through it, I'm going, oh, my Lord.

[01:30:12] Rose Woodworth

Yeah, that's intense. Yeah.

[01:30:13] Michael J. Ham

Yeah.

[01:30:14] Richard Jones

Hey Rose talking about intense and intense when I read through these policies in anticipation of the meeting, I got turned around maybe because of my advanced age, but I got turned around to what do we have already versus what do you recommend, because if it says Nassau County, then you're recommending that. But somehow when we talk about policies, if you've got stuff in there that you're saying, hey, we should adopt this and a red line it attention, attention. This is something that's being recommended for, for example, page eighty two that you just recommended. We don't have that already. That's from somebody else. Right.

[01:31:01] Rose Woodworth

Right. Yeah, all of that. Yeah. So I mean, I can put like a separator in between...

[01:31:06] Richard Jones

In it just a little confused.

[01:31:08] Rose Woodworth

So that it's clear, like this is our policy and this is that's all part of the Nassau County one. I think in my head it makes sense because I know what we're discussing, but in your head that makes sense. You don't know.

[01:31:21] Richard Jones

And I separated that says this is what I'm recommending the pages following. Something like that.

[01:31:26] Rose Woodworth

OK, no problem.

[01:31:26] Richard Jones

(inaudible) and the same is true within the policy. I have no problem with you red lining stuff within the policy. If you're just changing a word or a paragraph or a sentence, you're just red line it.

[01:31:41] Rose Woodworth

OK.

[01:31:41] Richard Jones

To make it easier.

[01:31:42] Rose Woodworth

The audit committee had a recommendation for governance, for the procurement as well.

[01:31:48] Richard Jones

And that was in regards to. I forget.

[01:31:53] Rose Woodworth

The contracts to revisit contracts annually and to send out an RFP for vendors over should we have an X amount or just all service vendor, probably X amount?

[01:32:08] Michael J. Ham

I would I, I don't think you need to do it for X amount because you're going to find some stuff is, you know, paper, you know, two hundred fifty bucks. I mean, what are we going to do there. What do you want to happen.

[01:32:21] Rose Woodworth

Ah well that's paper wouldn't get an RFP, right. That would be us doing the verbal quotations and stuff. There's, we have rules in there on that stuff, on the procurement policy, but maybe anything over a service, over five thousand dollars.

[01:32:35] Michael J. Ham

I think so that's an annual number, right.

[01:32:40] Rose Woodworth

Yeah. Five thousand dollars a year. So we would do an RFP I think every three years, not five like Loewke Brill (inaudible)

[01:32:46] Michael J. Ham

No, I think three, two, because I think we keep a handle on it a little bit better and we don't. I like I like the idea of three landscape changes too quick.

[01:32:56] Richard Jones

So the RFP goes out every three years, but annually there's a review.

[01:33:00] Rose Woodworth

Every contract is renewed or not annually.

[01:33:06] Richard Jones

So UHY for example, it's a three year contract, but we're going to review it once a year.

[01:33:13] Rose Woodworth

Yes, we certainly don't have to use them this year. Yeah, the intention is that we do. Right. But I think all of our vendors that are paid five thousand or more for the year, that that's what we do.

[01:33:26] Michael J. Ham

Yeah. Year to year. Ok.

[01:33:27] Rose Woodworth

Because then again, you guys, let's say I hope you don't let's say you guys aren't on the board next year. You know, every year the board should have the chance to review.

[01:33:40] Michael J. Ham

No, they really should. They should be able to decide. Maybe that wasn't the right fit for that new board.

[01:33:46] Rose Woodworth

So it was the code of ethics, the one year, three year, and then what was the collusion.

[01:33:51] Michael J. Ham

And the collusion? Correct.

[01:33:54] Rose Woodworth

Thank you.

[01:33:55] Michael J. Ham

And that's collusion, that collusion will run in every contract. Ok.

[01:34:01] Rose Woodworth

Yeah.

[01:34:03] Michael J. Ham

OK.

[01:34:06] Rose Woodworth

The code of ethics is all service contracts.

[01:34:06] Michael J. Ham

Ok.

[01:34:11] Rose Woodworth

Well, the collusion is for non competitive bidding. That's a specific thing, right? Yeah.

[01:34:19] Michael J. Ham

Yes.

[01:34:20] Richard Jones

I thought we just said that for collusion, it's both competitive and non-competitive.

[01:34:23] Rose Woodworth

And competitive and noncompetitive, but it's only for things we're putting out for bidding. We're not putting out an RFP is not the same as, right. Joe wasn't there a dollar threshold or something for the collusion?

[01:34:35] Michael J. Ham

No it's got a couple of both. You're right, Joe. Sorry.

[01:34:38] Joe Scott

So, I mean, I respond to RFP's all the time and I have to say that I'm not in collusion.

[01:34:44] Rose Woodworth

Ok, thank you.

[01:34:47] Joe Scott

It really (inaudible).

[01:34:50] Rose Woodworth

Yeah. I, Joe, Joe, Joe.

[01:34:56] Joe Scott

I'm getting punchy.

[01:34:57] Rose Woodworth

I know I everybody's (inaudible). Well, we've been at this since nine o'clock, so.

[01:35:00] Michael J. Ham

This is a long run here. Alright. You want to cover the (inaudible).

[01:35:05] Rose Woodworth

Is this going straight to the board or is this coming back to me?

[01:35:08] Michael J. Ham

This just goes straight to the board. Yes.

[01:35:10] Rose Woodworth

OK. Alright. And then and then we just need a motion excreta and we're done.

[01:35:14] Michael J. Ham

Do I have a motion.

[01:35:18] Richard Jones

Motion.

[01:35:19] Michael J. Ham

Second.

[01:35:20] Michael J. Ham

Second. Diane. All in favor.

[01:35:21] All

Aye.

[01:35:22] Michael J. Ham

Do you want to knock the compensation policy out. It's a little short. It's quick. You want to wait, you want to table it.

[01:35:29] Rose Woodworth

It doesn't matter to me. The other ones from more important.

[01:35:32] Michael J. Ham

That's what you had the other one's way more important. But that's

[01:35:36] All

(inaudible)

[01:35:37] Michael J. Ham

That's going to be intense. That's going to be...

[01:35:40] Richard Jones

Let's just get the compensation over with and assign a subgroup to work on UTEP.

[01:35:44] Diane Eynon

Yeah.

[01:35:44] Michael J. Ham

Know what? You're going to have another governance probably right up in July here. I'll get with Rose and I imagine with audit and then we'll go through that.

[01:35:53] Rose Woodworth

I'm sorry. You're right. The compensation was very quick. I remember what it was. It's short. It came again as part of the annual reporting. There's a time and attendance policy piece that they ask about. One of the other IDA's here, this one is Orange County on page ninety. Theirs is the compensation, reimbursement and attendance policy. So if you just combined it all, rather than creating our own time and attendance policy, I thought all just added to the compensation policy and skip, skip having a forty seven policy here.

[01:36:34] Michael J. Ham

That's going to cover our time and attendance. We spoke about time and attendance is a separate...

[01:36:39] Rose Woodworth

Yeah. So it's, let's see. So here it says in the last paragraph. board members are encouraged to attend all meetings, but more than five absences per year may be reported to the IDA's Oversight Committee of the ABO, the ABO, said members and officers of the agency shall put forth their best efforts to perform their duties, blah, blah, blah. I don't know if it needs to go to the ABO. Could it go to the legislature? Could it just go to the board in general? But like, it does make sense if somebody is missing 11 out of 12 meetings. You know, I don't know what the magic number is. I don't know if we want to use five, but we have to have something. So that was what I found.

[01:37:25] Richard Jones

Well, perhaps five is fine and Rose should keep track of this. And you should have a discussion in my mind a discussion with the chairman who who may not be aware of it so that the chairman can chat with the individual about their commitment to the board. And then after that...

[01:37:42] Rose Woodworth

If they...

[01:37:43] Richard Jones

After that, the chair can do what he or she wants to do. More than likely they would have they would go to the legislature and recommend that the person not be reappointed.

[01:37:53] Rose Woodworth

You would leave it at the discretion of the chair after 5. It would be at the discretion of the chair.

[01:37:59] Richard Jones

Sure.

[01:38:01] Diane Eynon

So I have just a clarifying question is this for absences that are not being shared? I mean, like there's some people that miss meetings and they let you know they're missing a meeting and why? Right, so this is cover all meetings, whether or not excused and or has left the chair or, you know, that they've they're not be able to attend.

[01:38:23] Rose Woodworth

I read it as all absences. It's not that you can't miss a meeting, but maybe is five too low. I don't know. I mean, we only have 12 meetings a year if you're missing that many. You know.

[01:38:36] Richard Jones

We have 12.

[01:38:36] Rose Woodworth

Right. There's 12 meetings a year. And then there's committee meetings as well.

[01:38:39] Diane Eynon

I'm not arguing the number. I just think to be clear in the language, whether they're excused absences are not, right.

[01:38:44] Richard Jones

I think excused absences are excused that they don't have(inaudible)

[01:38:50] Joe Scott

where they differentiate between unexcused and not excused absences.

[01:38:53] Richard Jones

So I think it's not an excuse.

[01:38:55] Rose Woodworth

But even if somebody has an excuse, I mean, at some point it's still an issue. Right. Like and I'm not saying that an excused absence is certainly there are reasons that you certainly should be tending to your personal life over the IDA board. I'm just saying that maybe some point it's an issue then for you to be on the IDA board.

[01:39:17] Richard Jones

You know what? I don't disagree with you on that. I don't want to publicize every little event that takes place. Hopefully, the chairman of the board would be saying, look, I know you've had excuses for 10 of the 12 meetings, but, you know, you're pushing it a little bit. You can put that in writing Rose. So why don't we just...

[01:39:38] Rose Woodworth

Have to put something in writing?

[01:39:39] Michael J. Ham

I think (inaudible).

[01:39:40] Richard Jones

I didn't say that, but something. But you can't put I think you need an excuse to sit on excused.(inaudible)

[01:39:48] Michael J. Ham

The discretion of the chairman, because in there, even in that policy, it says it may be reported to the ABO. OK, so I think that's up to the discretion of the chair. And I kind of agree with Dianne to hear that, you know, and unexcused absences, you may you're going to need it. You know, it doesn't it doesn't necessarily mean you're not in the loop on everything or discussing things with Rose or the chair or anybody, you know, conversations with Joe. It's just that you physically couldn't attend that day. That's what it comes down to. I don't think we have to worry about it with this board, you know?

[01:40:25] Rose Woodworth

No, no, no. There's nobody I was like I had in mind. I was simply that the ABO says, do you have this? And the answer is...

[01:40:36] Richard Jones

I know Rose you would have a policy for people who talk too much.

[01:40:39] Rose Woodworth

Yeah there you go. I'd be fired Rick. So discretion of the chair. So over five and at the discretion of the Chair.

[01:40:50] Michael J. Ham

Of the chair. Yeah, sure. Hey, Rick? I'm not I'm not picking on you, but should we limit you to seven minutes for committee?

[01:41:00] Richard Jones

I can talk for,

[01:41:00] Diane Eynon

I say, five. I think five.

[01:41:03] Michael J. Ham

Diane thinks five.

[01:41:05] Diane Eynon

Three is not enough and five over five is too much.

[01:41:07] Richard Jones

It takes that long to introduce myself.

[01:41:10] Diane Eynon

Like the princess and the pea. Right. Just a little.

[01:41:14] Michael J. Ham

Oh, good stuff.

[01:41:17] Rose Woodworth

Thank you guys. I really appreciate, ah, all the time today.

[01:41:20] Michael J. Ham

We're going to table that you type in The Matrix over to the next meeting and that's to be announced. And Diane, if I don't know if you want to separate the days out or whatever, Rick and Diane, what do you want to do, if you don't mind, back to back with the governance, you know.

[01:41:35] Richard Jones

It's OK by me.

[01:41:37] Diane Eynon

Honestly. It just it really just depends on my schedule at work. My day job gets in the way. So which is, you know, if I can carve out time, I'd rather just go through it because I think it helps to know from audit to governance or vice versa. So...

[01:41:48] Rose Woodworth

We're looking at July, maybe end of July or something, because we want to audit should be meeting quarterly. And so at the end of the second quarter, maybe end of July or maybe beginning of August, something like that we can look at.

[01:42:02] Diane Eynon

That's good.

[01:42:04] Richard Jones

We need a motion Chair?

[01:42:05] Michael J. Ham

We need a motion to move the compensation policy over to the approval of the full board. Can I get a motion.

[01:42:14] Richard Jones

So Moved.

[01:42:15] Michael J. Ham

Second.

[01:42:16] Diane Eynon

Second.

[01:42:17] Michael J. Ham

All in favor.

[01:42:19] All

Aye.

[01:42:19] Michael J. Ham

Ok.

[01:42:20] Rose Woodworth

Thank you,

[01:42:21] Richard Jones

Chair, just a suggestion on the UTEP, but I don't know whether the next meeting is just dedicated to UTEP, where we have..

[01:42:29] Rose Woodworth

Pretty much.

[01:42:30] Richard Jones

There's so much there.

[01:42:32] Michael J. Ham

There's a lot, there's a lot to cover.

[01:42:35] Rose Woodworth

It's not going to be one meeting. Yeah.

[01:42:37] Michael J. Ham

Yeah, there's a lot to cover. Rick. We're going to have to we're going to have to fold in the community benefits program that you guys have created. Everybody's created, which is a great job on that. And then I'm sure something something will rear its ugly head to be thrown in there on top of it. Trust me, I see it coming.

[01:42:56] Diane Eynon

And the item for our next governor's meeting, we just dedicate all of our time to that.

[01:43:01] Michael J. Ham

I think the majority of time is going to be (inaudible) to the UTEP (inaudible) I would have to say.

[01:43:07] Diane Eynon

Good. OK.

[01:43:08] Michael J. Ham

OK. Along that lines, I'll look for a motion to adjourn.

[01:43:13] Diane Eynon

Motion to adjourn.

[01:43:15] Richard Jones

Second.

[01:43:16] Michael J. Ham

You've got it all in favor.

[01:43:17] All

Aye.

[01:43:17] Michael J. Ham

Joe, thank you for sticking around. We really appreciate it.

[01:43:23] Diane Eynon

Thanks Joe.

[01:43:23] Michael J. Ham

Really appreciate your input all the time.

[01:43:26] Joe Scott

Have a good day, everybody. Take care.

[01:43:28] Diane Eynon

You too, Joe. Take care.

[01:43:30] Rose Woodworth

Aaron can you stop the recording so we can go to the CRC.

[01:43:34] Michael J. Ham

Oh, the CRC.

[01:43:35] Rose Woodworth

Yeah, it will be quick, luckily.

[01:43:37] Diane Eynon

I'll be right back.

[01:43:39] Richard Jones

Ok, I'll be right back also.

[01:43:40] Michael J. Ham

Ok.

[01:43:43] Rose Woodworth

It's still recording. Just, you know.

END OF TRANSCRIPT



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