

OFFICERS

CHAIR
Dr. Diane Eynon

VICE CHAIR
Lynn Archer

TREASURER
Steven L. Kelley, FACHE

SECRETARY
Michael J. Ham

ASST. SECRETARY
Rashida Tyler

ASST. TREASURER
Rachel Silverman, Esq.

BOARD MEMBERS
Lynn Archer
Dr. Diane Eynon
Michael J. Ham
Steven L. Kelley, FACHE
Rachel Silverman, Esq.
Rashida Tyler
Kaustubh Wahal

October 19, 2022 - 9:00 AM

Legislative Chambers
County Office Building, 6th Floor,
244 Fair Street, Kingston, NY 12401

AGENDA

1. Call to Order
2. Pledge of Allegiance
3. Roll Call (Page 2)
4. Mission Statement
5. Approval of the Minutes – September 21, 2022 Regular Meeting (Page 3)
6. Public Comment (Agenda Items Only)
7. Executive Session (if necessary)
8. Chair’s Report
9. Financials, Accounting, and Administration Update
10. Committee Reports
 - Audit
Loewke Brill Reports (Page 8)
 - Finance
2023 Budget (Page 9)
 - Governance
Revolving Door Policy (Page 11)
Organizational Structure (Page 19)
11. Old Business
 - Status of Pending Projects (Page 28)
12. New Business
13. Adjournment

The next meeting of the Ulster County Industrial Development Agency is scheduled for 9:00 a.m., November 16, 2022.

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

Item 2.

Roll Call

	<u>Present</u>	<u>Absent</u>
Dr. Diane Eynon, Chair	_____	_____
Lynn Archer, Vice Chair	_____	_____
Michael J. Ham, Secretary	_____	_____
Steven L. Kelley, FACHE, Treasurer	_____	_____
Rashida Tyler, Asst. Secretary	_____	_____
Rachel Silverman, Esq., Asst. Treasurer	_____	_____
Kaustubh Wahal, Member	_____	_____

UCIDA

Ulster County Industrial Development Agency

ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY MINUTES September 21, 2022

A regular monthly meeting of the Ulster County Industrial Development Agency was held on Wednesday, September 21, 2022 at 9:00 A.M.

The following agency members were present:

Dr. Diane Eynon	Chair
Michael J. Ham	Secretary
Rashida Tyler	Assistant Secretary
Rachel Silverman	Assistant Secretary
Kauthubh Wahal	Member

The following Agency members were absent with notice:

Lynn Archer	Vice Chair (via Teleconference)
Steven Kelley	Treasurer

Additional Attendees:

A. Joseph Scott, III, Esq.	Agency Counsel
William Kemble	Daily Freeman
Jay Mahler	Staff
Amber Feaster	Staff

The meeting was called to order at 9:15 A.M. by Chair Diane Eynon.

PLEDGE OF ALLEGIANCE

The members of the Agency participated in the Pledge of Allegiance to the flag.

ROLL CALL

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

READING OF THE UCIDA MISSION STATEMENT

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

MINUTES

Motion No. 1: Michael Ham, seconded by Rachel Silverman, moved to approve the minutes of the August 17, 2022 regular meeting as presented.

Vote: The motion was adopted (5-0).

PUBLIC COMMENT

No public comment was reported.

EXECUTIVE SESSION

Motion No. 2: Michael Ham, seconded by Rachel Silverman, moved to enter into Executive Session at 9:17 A.M. for the purpose of discussing personnel matters and pending litigation.

Vote: The motion was adopted (5-0).

Motion No. 3: Kaustubh Wahal, seconded by Rashida Tyler, moved to exit out of Executive Session at 9:50 A.M.

Vote: The motion was adopted (5-0).

Chair Diane Eynon announced that no action was taken during executive session.

CHAIR'S REPORT

Chair Eynon acknowledged that the temporary staffing agreement has begun, thanking staff for their support.

The Chair disclosed that she attended a gateway meeting with the County Planning Department, Economic Development Department, and Zinc-8, to understand the company's interest in a specific location within Ulster County. Chair Eynon explained what the company does, where in

the application process the Company is, and what the process will be once the application is submitted.

The Chair noted that she attended the Ulster County Green Summit to learn, listen, and get a better idea of what business there are in this industry. Chair Eynon informed the Board that Tim Weidemann, Ulster County Director of Economic Development will attend the next upcoming meeting of the Board to talk about the Department's vision for the upcoming year. The Chair also noted that Director Training through The Authorities Budget Office is coming up, asking members to follow up with staff on their availability to complete this required training.

FINANCIALS, ACCOUNTING, AND ADMINISTRATIVE UPDATE

Amber Feaster provided a brief administrative update to the Board, explaining that the transfer of physical files is progressing, that Agency online passwords are being reviewed and changed, and that the telephone number is currently disconnected. Ms. Feaster explained that two reoccurring costs on the credit card have been identified and that mandatory Director training is coming up. Ms. Feaster further emphasized that updating the financial statements is of urgent importance as the 2023 Budget is due on October 31st. The Board discussed the need for accounting software. Board members unanimously supported the purchase of the QuickBooks desktop software and an Agency laptop.

Discussion pursued on the Agency's credit card and internal controls surrounding the purchase process. Board members unanimously agreed to obtain a credit card in Board Member Rachel Silverman's name as the Assistant Treasurer of the Agency. Ms. Feaster stated desire to codify the internal control processes surrounding the purchase process, including the use of the Agency credit card.

COMMITTEE REPORTS

Audit Committee:

Chair Eynon provided an overview of the most recent Loewke Brill's Reports on behalf of Audit Committee Chair Steven Kelley. The Chair explained what Loewke Brill's does for the Agency and briefly reviewed the reports, highlighting key figures and acknowledging that all projects are in compliance.

The Finance Committee did not meet.

Governance Committee:

Mr. Ham, Chairman of the Governance Committee, informed the Board that the Committee is discussing staffing and Organizational needs. Mr. Wahal emphasized the Committee's focus on independence, continuity, and transparency. Mr. Ham noted that the Bylaws currently obtain a CEO and the Committee's working document addresses this staff as "Executive Director". Mr. Wahal

explained why this title is recommended to be changed. Mr. Wahal also explained the Committee is considered the pros and cons of employment versus contractual staffing, which has not yet been decided. Mr. Wahal further explained that the positions identified to meet Agency needs are an Executive Director, an Administrative Manager, a Financial role, an audio / visual role, and Legal personnel, describing the job duties of each of the proposed positions. Ms. Silverman and Ms. Tyler agreed that the document is really well put together, very thoughtful, and very thorough. Ms. Archer acknowledged that the Committee will need to price out the various options, explaining that in the end they may come out with a hybrid recommendation. Chair Eynon asked that the Committee finalize the roles of each individual, acknowledging the short timeline the Agency is working under. Feedback was encouraged, understanding that the Governance Committee's objective is to come back to the Board at the next Regular Meeting to provide their recommendation.

Revolving Door Policy: Mr. Ham introduced the Revolving Door Policy. Mr. Scott provided a brief history of the draft presented to the Committee, acknowledging the precedent that exists on this policy. Mr. Scott noted the necessity to adopt the same Policy for the CRC, walking through the Policy to get Board members acquainted, and asking the Board for their feedback. Mr. Wahal noted that the Policy is not intended to be overly restrictive or punitive, but rather is designed to protect the Agency. Ms. Silverman stated concern that there may be a disincentive for vendors. Discussion pursued as to whether the Policy can be retroactively applied. Board Members further discussed the Policy's intent and scope. Chair Eynon requested the Policy explicitly state who it applies to.

OLD BUSINESS

Status of Pending Projects

Agency Counsel A. Joseph Scott, III reported on the status of pending projects:

- A. Wildberry Lodge, LLC – No changes.
- B. Magruder Solar, LLC – No changes.

- C. Bayside Marlboro, LLC – No changes.
- D. Cresco Labs – Chair Eynon disclosed the Company is moving forward on the property but the Project itself has not yet moved forward, describing some of the Company’s challenges and emphasizing that financing changes may require the Company to come back to the Board for further approvals.

Pending Enforcement Matters

Mr. Scott noted that there are no changes to report on but that he may have a Resolution prepared for the next meeting regarding pending enforcement matters.

NEW BUSINESS

None.

ADJOURNMENT

Motion No. 5: To adjourn the meeting.

Motion Made by: Silverman

Motion Seconded by: Tyler

Disposition: Approved (5-0)

The meeting was adjourned at 10:40 A.M.

Respectfully Submitted,

Amber Feaster, Staff

September 2022 Monthly UCIDA Report

October 6th, 2022

Inness New York, LLC – A total monthly head count of **0** workers were reported

- A. Of the 0 workers 0 were compliant and no exemptions
- B. Of the 0 workers 0 were non compliant

a. **Total monthly compliance average was N/A**

Romeo Enterprises, LLC – A total monthly head count of **138** workers were reported

- A. Of the 101 workers 92 were compliant and no exemptions
- B. Of the 101 workers 9 were non compliant

a. **Total monthly compliance average was 91%**

Ulster County IDA						Next Year (Adopted) 2023	Proposed 2024	Proposed 2025	Proposed 2026
	2019 Actual	2020 Actual	2021 Actual	Current Year (Estimated 2022)	Proposed 2023 (at 2021 Submission)				
REVENUE & FINANCIAL SOURCES									
Operating Revenues									
Charges for Services	245,377.86	216,567.89	775,376.00	529,475.00	468,000.00	468,000.00	443,000.00	473,000.00	500,000.00
Rentals & Financing Income	-	-	-	-	-	-	-	-	-
Other Operating Revenues	80,000.00	-	-	-	-	-	-	-	-
Non-Operating Revenues									
Investment Earnings	8,215.10	4,970.42	1,277.00	937.95	1,500.00	1,500.00	1,750.00	2,000.00	2,250.00
State Subsidies / Grants	-	-	-	-	-	-	-	-	-
Federal Subsidies / Grants	-	-	-	-	-	-	-	-	-
Municipal Subsidies / Grants	-	-	-	-	-	-	-	-	-
Public Authority Subsidies	-	-	-	-	-	-	-	-	-
Other Non-Operating Revenues Proceeds From the Issuance of Debt	-	-	-	-	-	-	-	-	-
Total Revenues & Financing Sources	333,592.96	221,538.31	776,653.00	530,412.95	469,500.00	469,500.00	444,750.00	475,000.00	502,250.00
EXPENDITURES									
Operating Expenditures									
Salaries And Wages	-	-	-	-	-	176,000.00	181,280.00	186,718.40	192,319.95
Other Employee Benefits	-	-	-	-	-	89,196.80	91,872.70	94,628.89	97,467.75
Professional Services Contracts	165,597.31	183,445.67	186,330.86	179,566.16	439,500.00	145,600.00	145,600.00	145,600.00	145,600.00
Supplies And Materials	1,765.69	1,513.02	852.69	1,038.99	1,500.00	2,800.00	2,800.00	2,800.00	2,800.00
Other Operating Expenditures	10,186.00	20,046.08	21,419.55	14,528.52	28,500.00	29,850.00	29,850.00	29,850.00	29,850.00
Non-Operating Expenditures									
Payment of Pricipal On Bonds And Financing Arrangements	-	-	-	-	-	-	-	-	-
Interest And Other Financing Charges	-	-	-	55.93	-	-	-	-	-
Subsidies To Other Public Authorities	-	-	-	-	-	-	-	-	-
Capital Asset Outlay	-	-	-	-	-	-	-	-	-
Grants And Donations	-	159,043.31	38,399.81	-	469,500.00	-	-	-	-
Other Non-Operating Expenditures	-	-	1,600.00	-	-	-	-	-	-
Total Expenditures	177,549.00	364,048.08	248,602.91	195,189.60	939,000.00	443,446.80	451,402.70	459,597.29	468,037.70
Capital Contributions	-	-	-	-	-	-	-	-	-
Excess (Deficiency) Of Revenues And Capital Contributions Over Expenditures	156,043.96	(142,509.77)	528,050.09	335,223.35	(469,500.00)	26,053.20	(6,652.70)	15,402.71	34,212.30

DRAFT



Salaries And Wages

Executive Director	120,000	
Administrative Assistant	56,000	176,000

Other Employee Benefits

Retirement	24,288	
Social Security / FICA	13,464	
Health Insurance	51,445	89,197

Professional Services Contracts

Marketing	9,600	
Legal	40,000	
Financial	50,000	
Audit	21,000	
Audio / Visual	25,000	145,600

Supplies And Materials

Computer Equipment	2,000	
Office Supplies	800	2,800

Other Operating Expenditures

Website	1,300	
Software	3,000	
Postage	200	
Insurance	3,500	
Project Pass-Thru Fees	14,000	
Records Storage	6,000	
Membership Dues	850	
Seminars & Conferences	500	
Travel / Meals	500	29,850

Total Expenses 443,447

**ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RESOLUTION APPROVING REVOLVING DOOR POLICY**

A regular meeting of Ulster County Industrial Development Agency (the “Agency”) was convened in public session at the Ulster County Office Building, Legislative Chambers, 6th floor located at 244 Fair Street in the City of Kingston, Ulster County, New York on October 19, 2022 at 9:00 o’clock a.m., local time.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Diane Eynon, Ph.D.	Chair
Lynn Archer	Vice Chair
Steven Kelley	Treasurer
Michael J. Ham	Secretary
Rachel Silverman, Esq.	Assistant Treasurer
Rashida Tyler	Assistant Secretary
Kaustabh Wahal	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

A. Joseph Scott, III, Esq. Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1022-__

**RESOLUTION APPROVING A CERTAIN REVOLVING DOOR POLICY (THE
“POLICY”) OF THE ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY.**

WHEREAS, Ulster County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 787 of the 1976 Laws of New York, as amended, (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing, and warehousing facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, the Agency desires to consider a Revolving Door Policy (the “Policy”); and

WHEREAS, as provided in the Agency’s Governance Committee Charter, the members of the Governance Committee have reviewed the Policy and made certain recommendations to the full board regarding adopting the Policy; and

WHEREAS, the members of the Agency desire to approve and adopt the Policy; and

WHEREAS, copies of a draft of the Policy have been presented to the members of the Agency and the members of the Agency have reviewed the drafts of the Policy at this meeting; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby approves the Policy, presented and reviewed by the members of the Agency, a copy of which is attached hereto as Schedule A.

Section 2. The Agency hereby authorizes the Chair or Vice Chair of the Agency to take all steps necessary to implement the matters described in Schedule A attached hereto.

Section 3. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

Diane Eynon, Ph.D.	VOTING	_____
Lynn Archer	VOTING	_____
Steven Kelley	VOTING	_____
Michael J. Ham	VOTING	_____
Rachel Silverman, Esq.	VOTING	_____
Rashida Tyler	VOTING	_____
Kaustabh Wahal	VOTING	_____

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS:
COUNTY OF ULSTER)

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 19, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ___ day of October, 2022.

(SEAL)

(Assistant) Secretary

SCHEDULE A
REVOLVING DOOR POLICY

- SEE ATTACHED -

ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY

REVOLVING DOOR POLICY

Section 1. Purpose and Authority.

Pursuant to Section 858 of the General Municipal Law of the State of New York (the “GML”), the Agency has the power to adopt policies relating to the operations of the Agency. The purpose of this policy (the “Policy”) is to describe the policy of the Ulster County Industrial Development Agency (the “Agency”) with respect to conflicts of interest which arise between the Agency and former employees of the Agency.

Section 2. Background.

It is the policy of the Agency that employees, members, or other individuals who perform services for the Agency are restricted in performing certain post-employment representational activities for private parties in front of or involving the Agency. The Agency desires to avoid a so-called “revolving door” to protect against the use of proprietary information by former employees of the Agency to the potential detriment of the public interest. The Agency also desires to avoid the potential influence of a former employee on the Agency, and the appearance of unfair use of prior affiliation with the Agency.

Section 3. Definitions.

The following definitions are set forth for purpose of this Policy:

“**Active Projects**” shall mean projects that are approved and are receiving financial assistance from the Agency (as defined in Section 854(14) of the General Municipal Law of the State of New York).

“**Agency**” shall mean, collectively, the Ulster County Industrial Development Agency and the Ulster County Capital Resource Corporation.

“**Agency Employee**” shall mean any officer, employee, or independent contractor or firm hired by the Agency to perform certain services on behalf of the Agency.

“**Compensation**” shall mean any money, thing of value or financial benefit conferred in return for services rendered or to be rendered. With regard to matters undertaken by a firm, corporation or association, compensation shall mean net revenues, as defined in accordance with generally accepted accounting principles.

“Completed Projects” shall mean projects that were approved and received financial assistance from the Agency (as defined in Section 854(14) of the General Municipal Law of the State of New York), but whose project term has been completed.

“Project Applicant” shall mean any person, firm, organization or other entity which requests, prepares, or submits an application for financial assistance to the Agency.

Section 4. Prohibition on Representation by Former Agency Employees.

- A.** No person or firm who has served as an Agency Employee shall, within a period of [one (1) year] after the termination of such service or employment, interact (in person, on the phone, or via written or electronic correspondence) with any current Agency Employee or member of the Agency in an attempt to influence such current Agency Employee’s or member’s decision on any matter, proceeding, application or transaction.
- B. (i)** No person or firm who has served as an Agency Employee shall, within a period of two (2) years after the termination of such service or employment, appear before the Agency or receive Compensation for any services rendered by such former Agency Employee on behalf of any Project Applicant or other person, firm, corporation or association in relation to any proceeding or application or other matter before the Agency involving a new project seeking financial assistance from the Agency (and which is not otherwise covered by Section 4C below).
- (ii)** Examples of such prohibited appearances or services include, but are not limited to:
- (a)** Negotiating a contract with the Agency;
 - (b)** Submitting a response to a Request for Proposal of the Agency;
 - (c)** Assisting another person, firm, corporation, or association in preparing a Request for Proposal of the Agency;
 - (d)** Assisting another person, firm, corporation, or association in preparing or submitting an application for financial assistance to the Agency;
 - (e)** Requesting that the Agency take any action on behalf of a Project Applicant, Active Project, or Completed Project;
 - (f)** Submitting reports or filings to the Agency; or
 - (g)** Seeking information from the Agency that is not available to the public.
- C. (i)** No person or firm who has served as an Agency Employee shall, after the termination of such service or employment appear, communicate or otherwise render services before the Agency or receive Compensation for any such services rendered by such former Agency Employee on behalf of:

- (a) Any Active Project, or other person, firm, corporation or other entity in relation to any matter, proceeding, or transaction with respect to which such former Agency Employee was concerned and in which he or she personally participated in during his or her service or employment, or which was under his or her active consideration;
 - (b) Any Project Applicant, or other person, firm, corporation or other entity, who is involved in another Active Project with the Agency, with respect to which such former Agency Employee was concerned with the Active Project and in which he or she personally participated during his or her service or employment, or which was under his or her active consideration, in relation to any new matter, proceeding, application, or transaction;
 - (c) Any Project Applicant, or other person, firm, corporation or other entity, who was involved in a Completed Project with the Agency, with respect to which such former Agency Employee was concerned with the Completed Project and in which he or she personally participated during his or her service or employment, or which was under his or her active consideration, in relation to any new matter, proceeding, application, or transaction; and
 - (d) Any Project Applicant, or other person, firm, corporation or other entity, who previously applied for, and was denied, financial assistance from the Agency, with respect to which such former Agency Employee was concerned with the earlier application and in which he or she personally participated during his or her service or employment, or which was under his or her active consideration, in relation to any new matter, proceeding, application, or transaction.
- (ii) Examples of such prohibited appearances or services include, but are not limited to, the examples enumerated in subparagraph (B)(ii) of this Section 4.

Section 5. Matters Against the Agency.

Nothing herein shall be deemed to bar or prevent the appearance of a present or former Agency Employee before the Agency on his or her own behalf, to express an opinion or comment on a matter before the Agency, nor prevent the appearance or timely filing of any claim, account, demand or suit against the Agency where the matter arises out of any personal injury or property damage or for any lawful benefit authorized or permitted by law.

Section 6. Implementation.

All Agency Employees shall be provided with this Policy upon their employment with the Agency and shall be required to acknowledge that they have read, understand and shall comply with the Policy upon termination of their position with the Agency.

Section 7. Compliance.

The Agency will ensure compliance with this Policy by any former Agency Employee, Project Applicant, or Active Project of the Agency. The Agency will reserve the ability to periodically check directly with any Active Projects to confirm that a former Agency Employee is not providing any services to the Active Project in violation of this Policy.

Section 8. Severability.

If any clause, sentence, paragraph, section, subdivision, item or other part of this Policy or the application thereof to any person or circumstance should be held by a court of competent jurisdiction to be invalid, void, or violative of a constitution or controlling law, such judgment, holding or determination shall be restricted to such clause, sentence, paragraph, section, subdivision, item or other part or the application thereof and shall not apply to the remaining parts of such local law. To this end, the provisions of each clause, sentence, paragraph, section subdivision, item or other part of this local law are hereby declared to be severable.

Section 9. Effective Date.

This Agreement shall take effect immediately upon approval by a majority of the members at a regular Agency meeting at which a quorum of the membership is present.

Adopted: October __, 2022

**ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RESOLUTION APPROVING ORGANIZATION DESIGN PLAN**

A regular meeting of Ulster County Industrial Development Agency (the “Agency”) was convened in public session at the Ulster County Office Building, Legislative Chambers, 6th floor located at 244 Fair Street in the City of Kingston, Ulster County, New York on October 19, 2022 at 9:00 o’clock a.m., local time.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Diane Eynon, Ph.D.	Chair
Lynn Archer	Vice Chair
Steven Kelley	Treasurer
Michael J. Ham	Secretary
Rachel Silverman, Esq.	Assistant Treasurer
Rashida Tyler	Assistant Secretary
Kaustabh Wahal	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

A. Joseph Scott, III, Esq. Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1022-__

**RESOLUTION APPROVING A CERTAIN ORGANIZATION DESIGN PLAN (THE
“ORGANIZATION CHART”) OF THE ULSTER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY.**

WHEREAS, Ulster County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 787 of the 1976 Laws of New York, as amended, (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing, and warehousing facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, the Agency desires to consider an Organization Design Plan (the “Organization Chart”); and

WHEREAS, as provided in the Agency’s Governance Committee Charter, the members of the Governance Committee have reviewed the Organization Chart and made certain recommendations to the full board regarding adopting the Organization Chart; and

WHEREAS, the members of the Agency desire to approve and adopt the Organization Chart; and

WHEREAS, copies of a draft of the Organization Chart have been presented to the members of the Agency and the members of the Agency have reviewed the drafts of the Organization Chart at this meeting; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby approves the Organization Chart, presented and reviewed by the members of the Agency, a copy of which is attached hereto as Schedule A.

Section 2. The Agency hereby authorizes the Chair or Vice Chair of the Agency to take all steps necessary to implement the matters described in Schedule A attached hereto.

Section 3. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

Diane Eynon, Ph.D.	VOTING	_____
Lynn Archer	VOTING	_____
Steven Kelley	VOTING	_____
Michael J. Ham	VOTING	_____
Rachel Silverman, Esq.	VOTING	_____
Rashida Tyler	VOTING	_____
Kaustabh Wahal	VOTING	_____

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS:
COUNTY OF ULSTER)

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 19, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

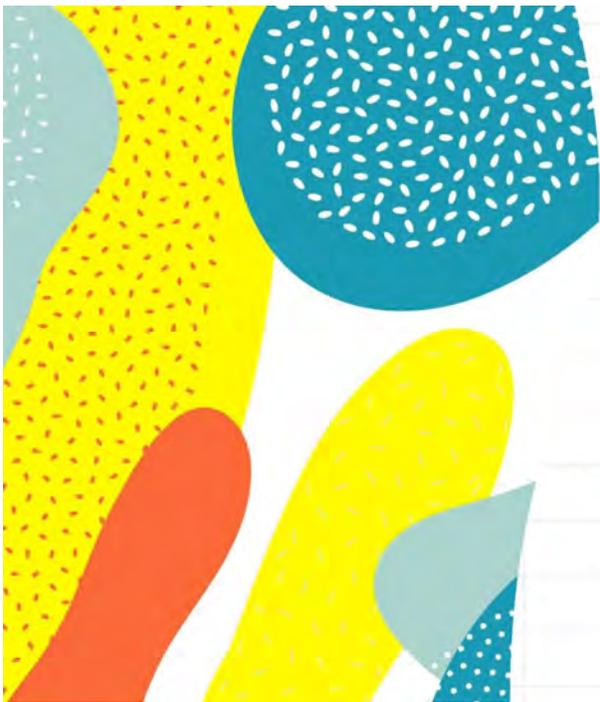
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ___ day of October, 2022.

(SEAL)

(Assistant) Secretary

SCHEDULE A
ORGANIZATION DESIGN PLAN

- SEE ATTACHED -



UCIDA and UCCRC Illustrative Organization Design Plan [DRAFT - WIP]

September 2022

Governance Committee

Michael Ham
Lynn Archer
Kaustubh Wahal

Subject to review by legal counsel

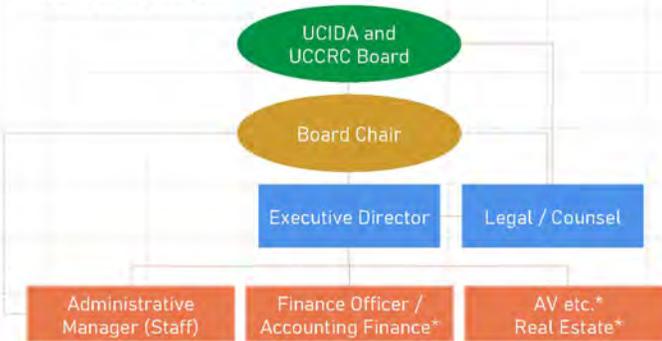
Subject to review by legal counsel

[DRAFT / WIP]

Organization Structure

Ulster County IDA and UCCRC's Board is appointed by Ulster County Legislature as an independent Body [and functions at the Legislature's discretion], for the community

Reporting structure and Communication



Key Objectives

- Independence
- Continuity
- Transparency
- Accountability
- Constructive (communication)
- Structural redundancy
- Management team to be staggered relative to the Board term
 - Standard non-competes for management and administration

Benefits

- Long-term, uninterrupted longevity of IDA operations to provide continued benefits to the community
- Complete dissemination of information to the public and governmental bodies
- Remain impactful, sustainable and independent
- Structural redundancies protect against systemic issues
- Separation of Vision and Execution to provide strength in governance

Notes:

1. Administrative staff / Manager to be hired initially on a temporary (3-6 months) basis, and subsequently confirmed or re-hired on a full-time basis.
 2. Accounting and Finance vendor RFP to be initiated and released as soon as actionably possible.
 3. Considerations for an office location to be discussed and determined.
- * Potential outside consultant / vendor / contracted employees.

Key Partner Ecosystem & Communication

- Active Communication as a tool of Transparency will allow UCIDA's recognition in the community and further help build credibility and empower its mission
- Healthy level of proactive interaction between all stake holders and the community is one of the most effective ways to collaborate and flourish



- Proactive interaction within the community to "listen"
- Inter-agency seamless communication to develop effective solutions
- Directed communication with leaders and decision makers to effect change and develop sustainable job opportunities and continued investment in Ulster County
- Improved communication between all stakeholders for opportunity development and timely outcomes

[Visuals and notes to be added]



Resource and Staffing Considerations

• Full-time Management and Administration

Pros

- Allows for complete independence
- Potentially structurally burdensome
- Could be cost ineffective
- Greater control

Considerations

- Payroll
- Benefits
- Healthcare
- 401-K / Retirement
- Pension
- Office space and storage

• Full-time Management and Outsourced Services

Pros

- Allows for independence, structural strength and continuity
- Potential for improved accountability
- Optimal and effective control

Considerations

- Payroll
- Benefits
- Healthcare
- 401-K / Retirement
- Pension
- Office space and storage
- Potential RFP for services

• Contracted Management and Outsourced Staff Services

Pros

- Distributed execution team
- Reduced vested interest
- Less effective execution and control
- Potentially less attractive for high-caliber, civic minded talent

Considerations

- Payroll
- Benefits
- Healthcare
- 401-K / Retirement
- Pension
- RFP for services would be needed



Positions, Responsibilities, Role Descriptions

Executive Director

Summary:

- Responsible for the successful leadership and management of the UCIDA according to the strategic direction set by the members of the Board
- Liaison between Board, applicants, vendors and potentially legislature and other appointed county officials & government Bodies and the community
- Works closely with the Board Chair

Skills:

- Leadership and General Management
- Operational Planning and Management
- Program Planning and Management
- Representative of UCIDA
 - Community Relations/Advocacy
- Risk Management
- Community (individual and business interactions)
- Interaction with local town officials
- Connectivity with other IDAs in NYS and potential investors
- Strong and effective communication skills

Administrative Manager

Summary:

- Provide administrative and office support to UCIDA Board and management
- Coordination with vendors and project applicants
- Provide assistance in organizing and scheduling Board and committee meetings
- Work closely with the ED and the Chair, receive direction, proactively plan and prepare and distribute agendas, minutes and meeting packets
- Schedule and coordinate meeting set-up and location; file and post all required public notices and documentation
- Maintain and update the agency's website including but not limited to assembling and posting documents to the website including ensuring compliance with NYS law and Authorities Budget Office
- Clerical tasks, office support and ensure that meetings are live streamed

Skills:

- Strong organizational skills, good follow-through, problem solving skills, attention to detail
- Proficient in Microsoft Office, [other software?]

Vendors

- Finance Officer (Finance, Accounting, Reporting and Risk)
- Legal – External Counsel
- Audio Visual
- Real Estate

Work Location and Other

- **Executive Director:** Virtual, physical, some local and inter-county travel involved, including site-visits
- **Administrative Assistant:** On-site and virtual with potential for off-site meeting attendance
- **Vendors:** Virtual and physical attendance, [office location separate from IDA]



Detailed Role Descriptions

Executive Director

Leadership

- Participates with the Board in developing a vision and strategic plan for the Agency
- Identify, assess, and inform the Board of internal and external issues that affect the Agency
- Work with Board Committee's to address Agency needs and compliance with state laws
- Act as a professional advisor to the Board on all aspects of the Agency's activities
- Foster effective teamwork between the Board and other Agency staff
- In addition to the Chair of the Board, act as a spokesperson for the Agency
- Conduct official correspondence on behalf of, or with, the Board as appropriate
- Represent the Agency at community activities to enhance the Agency's community profile

Operational Planning and Management

- Manage and direct the activities of the Agency, including industrial, commercial, retail, office, tourism and not-for-profit development
- Develop an operational plan which incorporates goals and objectives that work towards the strategic direction of the Board
- Ensure that the operation of the Agency meets the expectations of its Board and clients
- Oversee the efficient and effective day-to-day operation of the Agency
- Draft policies for the approval of the Board and prepare procedures to implement the Agency's policies; review existing policies on an annual basis and recommend changes to the Board as appropriate
- Ensure that personnel, client, financial assistance and administrative files are securely stored, and privacy/confidentiality is maintained
- Provide support to the Board by preparing meeting agenda and supporting materials

Notes:

- Specific Job Qualifications and working conditions to be finalized and shared with the Governance Committee and the Board
- HR Responsibilities to be determined



Detailed Role Descriptions (contd.)

Executive Director (contd.)

Program Planning and Management

- Oversee the planning, implementation and evaluation of the Agency's programs and services
- Ensure that the programs and services offered by the Agency contribute to the Agency's mission and reflect the priorities of the Board
- Oversee the planning, implementation, execution and evaluation of special projects
- Works closely with the Board, Board Chair, Board members, committees and the team, such that information fluidity and consistency exists across the team

Risk Management

- Identify and evaluate the risks to the Agency's people (clients, staff, management) property, finances, goodwill, and image and implement measures to control risks
- Ensure that the Board and the Agency carries appropriate and adequate insurance coverage
- Ensure that the Board and staff understand the terms, conditions and limitations of the insurance coverage

Financial Planning and Management

- Work with Accounting Firm / Finance Officer and the Board (Finance Committee) to prepare a comprehensive annual budget

Via the Accounting Firm and/or Finance Officer:

- Approve authorized expenditures within the authority delegated by the Board
- Ensure that sound bookkeeping, accounting and reporting procedures are followed
- Administer the funds of the Agency according to the approved budget and monitor the monthly cash flows
- Provide the Board with comprehensive, regular reports on the revenues and expenditure of the Agency
- Ensure that the Agency is compliant
- Responsible for all annual filings and timely submissions

7



Detailed Role Descriptions (contd.)

[VP?] Finance Manager / Accounting and Finance Firm [Title to be determined]

Financial Planning and Management (via the accounting firm and/or Finance Officer):

- Manage accounting, finance and timely reporting operations of the UCIDA
- Create and maintain financial records, tax filings, reconciliation accounts, general ledger and furnish respective accounting and reporting
- Create and help develop historical analysis, budgets and forecasts along with other analyses
- Excellent record keeping and communication skills required
- Ensure that adopted internal control policies and procedures are sound; bookkeeping, accounting, and reporting is accurate and procedures are followed; any concerns are raised in a timely and accurate fashion
- Administer the funds of the Agency under the supervision of the Executive Director, the Board and their approval
- Follow procurement policy as outlined and as directed, utilizing Board approved budget
- Monitor monthly cash flows; including the completion of monthly bank reconciliations for Executive Director's and Board's review and approval

- Provide the Board with comprehensive and accurate, regular monthly reports on the Revenues and Expenditures of the UCIDA, along with other financial information
- Ensure that the UCIDA is compliant with the submission of the financial filings including the annual budget report, the procurement report, the investment report, and the annual certified audit filing
- Act as a liaison between the Board and the annual external auditor, including providing the external auditor with access to the books and records as engaged by the Board
- Be responsible to advise the Board on compliance with all annual filings and timely submissions
- Be responsible to provide necessary and required information to external parties including government bodies, applicants and vendors
- Manage accounts payables, approve record, and issue payment checks for authorized expenditures within the authority as delegated by the Board

8



Detailed Role Descriptions (contd.)

Administrative Manager

Essential Duties and Responsibilities

- Answers phones assists callers with inquires; responsible for follow-ups
- Schedule appointments, meetings, both virtual and in-person
- Makes Photocopies and fax documents as necessary
- Ensures all printing deadlines are met
- Distributes application materials via mail and email in advance of board meetings
- Maintains and organizes client information files ensuring compliance with required documentation and for future reporting purposes
- Orders supplies as needed
- Attends board meetings and takes minutes, follows up with tasks assigned
- Reports to the Executive Director and the Chair; provides assistance to all Board members

Required Knowledge, Skills, and Abilities:

- Exhibits strong organizational skills good follow through and follow up on tasks as required, pays close attention to detail
- Is proficient in Microsoft Office and [other software]
- Has familiarity with other software as needed
- Demonstrates strong interpersonal skills – friendly, courteous, helpful, engaged, flexible and interested
- Excellent phone etiquette
- Communicates clearly and effectively both orally and in writing
- Exhibits ability to handle confidential client information in a responsible manner
- Uses good judgement and when in doubt seeks answer from the Executive Director, Chair or other team members
- Proficient in using office technology and equipment, such as fax machines and printers



End of Document

Thank you



Dated: October 14, 2022

Pending Transaction List

	<u>Deal Name</u>	<u>Agency Action</u>	<u>Status</u>	<u>Estimated IDA Admin Fee</u>
1.	Magruder Solar, LLC	Agency adopted PH resolution – 3.17.21.	NO CHANGE Ready to schedule PH once project applicant finalizes Application.	Estimated Project Cost: \$8,712,833 Estimated Admin Fee: \$87,128.33 (\$8,712,833* 1%)
2.	Bayside Marlboro, LLC	Agency adopted PH resolution – 9.15.21	NO CHANGE Agency has adopted a resolution approving a moratorium on housing projects. Agency has adopted PH resolution, and there has been on-going discussions with the Project applicant. Ready to consider scheduling a Public Hearing if desired. Have prepared PILOT Approval resolutions for the Town and the School District.	Estimated Project Cost: \$30,907,229.26 Estimated Admin Fee: \$309,072 (\$30,907,229.26* 1%)
3.	Cresco Labs Project	Agency adopted SEQR and Approving resolutions at the 5.18.22 meeting	NO CHANGE Waiting on direction from project applicant to begin drafting IDA documents.	Estimated Project Cost: \$209,008,535 Estimated Admin Fee: \$2,090,085.35 (\$209,008,535 * 1%)