

OFFICERS

CHAIR
Michael J. Ham

VICE CHAIR
Lynn Archer

TREASURER
Steven L. Kelley, FACHE

SECRETARY
Dr. Diane Eynon

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

July 26, 2023 - 9:00 AM

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

SPECIAL MEETING
AGENDA

1. Call to Order
2. Pledge of Allegiance
3. Roll Call (Page 2)
4. Mission Statement
5. Public Comment (Agenda Items Only)
6. Executive Session (if necessary)
7. Executive Director Search
8. Old Business
9. New Business
10. Adjournment

The next meeting of the Ulster County Industrial Development Agency is scheduled for 9:00 a.m., August 16, 2023.

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

**ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPOINTMENT OF EXECUTIVE DIRECTOR
APPROVAL RESOLUTION 2023**

The special 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 July 26, 2023 at 9:00 o’clock a.m., local time.

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

PRESENT:

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

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Lisa Purcell	Agency Administrative Assistant
A. Joseph Scott, III, Esq.	Agency Counsel

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

Resolution No. 0723-

RESOLUTION APPROVING THE APPOINTMENT OF AN EXECUTIVE DIRECTOR OF THE ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AND THE EXECUTION BY THE AGENCY OF AN EMPLOYMENT AGREEMENT AND VARIOUS RELATED DOCUMENTS WITH RESPECT THERETO.

WHEREAS, Ulster County Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of 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, constituting Section 923 of said General Municipal Law (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 industrial, manufacturing, warehousing, commercial, research and recreation 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 approve certain administrative matters; and

WHEREAS, further under Section 858(7) of the Act, the Agency has the power to appoint certain employees of the Agency, and prescribe the qualifications and compensation thereof; and

WHEREAS, pursuant to the bylaws of the Agency (the "Bylaws"), as amended by resolution adopted by the Agency on January 18, 2023, the Agency is staffed by an executive director of the Agency (the "Executive Director"); and

WHEREAS, the Agency has previously solicited proposals from individuals for the purpose of hiring an executive director to the Agency; and

WHEREAS, the Executive Director shall be an employee of the Agency; and

WHEREAS, in connection with such solicitation, the Agency has received over ten (10) proposals (the "Proposals") to fill such position; and

WHEREAS, the Chair, with the approval of the members of the Agency, has formed an ad hoc committee (the "Executive Director Committee") to review such proposals; and

WHEREAS, the Executive Director Committee has (a) reviewed the Proposals, (b) conducted interviews with four (4) of the candidates who submitted Proposals, and (c) made certain recommendations to the full board regarding appointing an Executive Director; and

WHEREAS, the members of the Agency desire to appoint an Executive Director of the Agency and, further, authorize the Agency to enter into an agreement (the "Employment Agreement") with the selected Executive Director; and

WHEREAS, copies of a draft offer of employment letter (the "Offer Letter," a copy of which is attached hereto as Exhibit A) have been presented to the members of the Agency and the members of the Agency have reviewed the draft of the Offer Letter at or before this meeting;

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

Section 1. Subject to review of the Employment Agreement, the Agency hereby determines to (a) distribute the Offer Letter to an Executive Director to be selected by the Agency based on the recommendations of the Executive Director Committee, and (b) enter into the Employment Agreement and hereby authorizes the execution by the Agency of the Employment Agreement.

Section 2. All action taken by the Agency with respect to the solicitation of the Proposals and the appointment of an Executive Director is hereby ratified and confirmed.

Section 3. Subject to approval by counsel to the Agency and the Executive Director of the final terms of the Employment Agreement, the Chair (or Vice Chair) of the Agency is hereby authorized to execute and deliver the Employment Agreement, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chair (or Vice Chair) shall approve, the execution thereof by the Chair (or Vice Chair) to constitute conclusive evidence of such approval.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Employment Agreement, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Employment Agreement binding upon the Agency.

Section 5. This Resolution shall take effect immediately.

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

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

The foregoing 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 July 26, 2023 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 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 July, 2023.

(Assistant) Secretary

(SEAL)

EXHIBIT A

OFFER LETTER

- SEE ATTACHED -