

UCIDA

Ulster County Industrial Development Agency

ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY GOVERNANCE COMMITTEE MINUTES January 12, 2022

A meeting of the Governance Committee of the Ulster County Industrial Development Agency was held on Wednesday, January 12, 2022, at 10:00 A.M. via Zoom.

Roll Call:

The following committee members were present:

Michael J. Ham	Committee Chairman
Richard O. Jones	
Diane Eynon	

The following committee members were absent with notice:

The following additional Agency members were present:

James Malcolm	Arrived at 11:46 A.M.
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Additional Attendees:

Rose Woodworth	Chief Executive Officer
A. Joseph Scott	Agency Counsel

The meeting was called to order at 10:14 A.M. by Committee Chairman Michael J. Ham.

PLEDGE OF ALLEGIANCE

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

ROLL CALL

The roll was read, and it was noted that a quorum was present.

APPROVAL OF MINUTES

The members of the Committee reviewed the draft minutes from the September 1, 2021 meeting.

Motion: Diane Eynon, seconded by Richard O. Jones, moved to approve the minutes of the September 1, 2021 Governance Committee meeting.

Vote: The motion was unanimously adopted (3-0).

PUBLIC COMMENT ON AGENDA ITEMS ONLY

Ulster County Legislator Phil Erner asked where to find the agenda. CEO Rose Woodworth replied that there were problems with GoDaddy that caused the delay with website posting. The issue was corrected, but it takes twenty-four hours to upload. She said she would be happy to email anyone in need of a copy.

EXECUTIVE SESSION

Motion: A motion was made and seconded to enter into Executive Session for the advice of counsel on certain legal matters related to policies and the operations of the committee.

Vote: The motion was unanimously adopted (3-0).

The Board entered into Executive Session at 10:20 A.M.

Motion: Diane Eynon, seconded by Richard O. Jones, made a motion to come out of Executive Session.

Vote: The motion was unanimously adopted (3-0).

The Board came out of Executive Session at 11:02 A.M.

OLD BUSINESS

Mentoring Program Update

The Committee spoke about the pamphlet for Economic Development and anyone interested. There is also an applicant checklist for whether or not a project is right for the IDA. The Agency is considering moving forward with the pamphlet or waiting until it moves to a larger marketing and communications platform. Dr. Diane Eynon said the pamphlet has a similar marketing and

advertising feel, but she would like to have something more interactive so she would prefer to wait. CEO Rose Woodworth added that all the information was already typed and was just cut and pasted so there was not much time needed to make the pamphlet. Dr. Diane Eynon agreed by saying it would be a good tool to use while the Agency works on the communications strategy. The CEO said she can print it in black and white or send it as an e-mail to clients in the interim while working on other methods of communication. The Committee Chair Michael J. Ham said it is a good format to use when meeting in the pre-screen groups with potential applicants because the Agency covers 95% of the information in the pamphlet. He agreed with the idea of using the pamphlet until the Agency gets the marketing company's input on the presentation. The CEO said she may print some at Staples to have on-hand. Richard O. Jones agreed to what the CEO thinks is best in the interim.

NEW BUSINESS

POLICIES TO BE CREATED

UCIDA Fees Shared with UCCRC

The Committee spoke about ways for the IDA to share its fees with the CRC. The IDA cannot directly give donations or grants unless explicitly and specifically allowed by state law (like the PPE grants that were approved in an extreme circumstance). As the Committee requested at the last meeting, the CEO confirmed with the ABO that there were no issues with a fee share between the IDA and CRC. The Agency's Counsel was also in attendance during this meeting to share input on this matter. The CEO and Richard O. Jones had brainstormed potential pros and cons and what to do with the money if it was able to be shared rather than using it to deal with the administration of the IDA. After reading the e-mail from the ABO, Richard O. Jones said it looks like it is up to the IDA within the constraints of the existing law which says to operate as they would. Agency Counsel suggested creating a resolution to make clear why the Agency is doing this and to have a contract between them indicating the Agency wants the CRC to do economic development work in connection with the splitting of the fees and to report back on a periodic basis as to how they are doing. He said there are provisions and opinions of the comptroller and the ABO: The downside is not criminal or civil penalties, but there may be an audit comment and criticism which can be publicized in the local newspaper. However, there is a basis for moving forward. Richard O. Jones brought up that the Agency's Counsel figured out how to create a CRC when the tax laws changed, and the IDA could not figure out how to do bonding. He said the Governance Committee should report out that they had their attorney create a mechanism for doing this within the constraints of the law. He said it makes no sense to have the money just sitting around. The Committee Chair agreed and said the Agency's Counsel will be creating a resolution. The Board spoke about doing something to benefit the community with the money. Dr. Diane Eynon agreed and said the Committee needs criteria and parameters on the areas for support and also following up with the distribution similar to the grants from People's Place in order to be clear and to maximize the use of resources in the community. Richard O. Jones brought up some of the suggestions in the e-mail regarding potential areas of support including housing and education. Diane Eynon said the Committee

should be clear on why those particular areas. The CEO wanted to clarify expectations on timing. She said it may not be possible to have the resolution draft done for next week's Board meeting because the Board documents have to go out today, but the Agency's CEO and Counsel will work on it. Agency Counsel added that, in the 80s and 90s, when the IDA was administered by a non-profit organization (UCDC), there was a splitting of fees.

POLICIES TO BE AMENDED

Procurement Policy (NDA, RFP)

The Committee spoke about how they would like to amend existing NDAs and rules regarding RFPs for professional services. There is currently no formal NDA form on file as the Agency procures services. The Agency did use an NDA with one of the vendors, and it was human specific. The Agency's Chair wanted to make sure the NDA goes across the entire vendor. The CEO wanted to check with Counsel to see if any changes need to be made to the NDA and then make it part of the procurement policy just like the Code of Ethics already is. Section Seven of the policy which is Review of Contracts for Professional Services. The Committee had previously added valued over \$5,000 per year shall at minimum be reviewed annually and have a formal request for proposal advertised every three years. Page one of the policy says for \$5,000 and above, that the Agency would get three written quotations or requests for proposal and has to have an RFP. The CEO said it is not very practical for a smaller amount than \$5,000 as the cost of doing an RFP is \$2,000 or \$3,000, and it is very time-consuming. She would like the Committee to consider moving the amount to \$10,000 and above. Richard O. Jones and the Committee Chair agreed to move the amount to \$10,000. Dr. Diane Eynon asked why the Agency asks for verbal quotes instead of written. The CEO clarified that is only for things between \$500 and \$3,000 and can just be notated. Anything above \$5,000 should be documented. Michael J. Ham said the wording was gone over for section 6 Breach of Contract. The Committee agreed to change section 7 to \$10,000 and up. Richard O. Jones asked what the policy is on signing checks. The CEO clarified that only one person needs to sign. However, anything over \$2,500, must be approved by the board. She said it is important to make sure that the bills are signed off as banks don't always check. As part of the internal controls, all bills are approved by the Agency Chair and CEO. For example, Diane Eynon asked to go to the EDC Conference and the CEO had to get James Malcolm's approval to pay for it. The entire General Ledger is on the website so everyone can see.

Motion: Richard O. Jones, seconded by Diane Eynon, made a motion to submit the revised procurement policy to be presented to the Board.

Vote: The motion was unanimously adopted (3-0).

Compensation Policy (site visits)

The Audit Committee spoke about changing the time and attendance policy to include site visits, and then voted to move the matter to the Governance Committee. The ABO did not have a minimum attendance for meetings, but they require a policy. There is a currently an Agency

policy, and the Agency had edited the Compensation Policy to include the time and attendance section as a previous adjustment. The Audit Committee had asked to amend it again due to the importance of attending the annual site visits. The Committee Chair suggested the Board members perform some of the annual site visits due to the heavy schedule of the CEO. Dr. Diane Eynon said it is important to have the CEO at the site visits to put people at ease because she has the primary relationship with the projects. She said it is also beneficial to have two people at the site visits for different views and perspectives. The Committee Chair said he did not disagree with Dr. Eynon's assessment. The CEO spoke about how the meetings had been taking longer to schedule this year due to people being unresponsive and starting them one week later than usual. Dr. Diane Eynon wanted to change the attendance policy to have each Board member be responsible for participating in at least two site visits. Agency Counsel suggested changing the name of the policy to include the word "attendance" as to help identify the policy.

Motion: Richard O. Jones, seconded by Diane Eynon, made a motion to accept the changes to the compensation and attendance policy.

Vote: The motion was unanimously adopted (3-0).

Labor Policy

The Committee spoke about the changes in the UTEP. The Committee removed three points for the local labor at 75%. Applicants receiving UCIDA benefits that utilize at least 75% of local labor of their approved projects will receive one point on the UCID UTEP Matrix. Paragraph 5 of the Local Construction Labor Policy also has to be changed to one point. The Committee added anyone using prevailing wage on any project will receive two or three points which is laid out in the UTEP depending on percentage. In the Matrix, 50% of the construction workforce paid prevailing wage is two points, and 75% is three points. Richard O. Jones clarified that this has already been approved as part of the UTEP. The Committee wanted to check with Loewke Brill to see if the Agency checks for OSHA cards for all employees working on the site because safety is an important concern. The CEO confirmed through e-mail that they are checking however they have only done one so far. They did not have one for RBW because they did not have the Local Labor Policy but they are willing to check anyway. The CEO had just sent over the information to Loewke Brill on the projects that closed at the end of the year so they can start checking with each project going forward and reporting back to the Agency on a regular basis. It is important to check that the OSHA card is dated within the last five years. The Committee Chair was thinking about a community investment and that education and training would fall underneath three points for any contractor or subcontractor providing work on a project that is incentivized by the IDA to have to be enrolled in an active and approved NYS apprenticeship program. This could be optional and a way of earning points on the community investment. However, the new public works bill on certain projects is going to require it. Richard O. Jones asked if this is consistent because most of the community investment category involves the purchasing of materials and services from locals. Michael J. Ham said it's a good idea to look at apprenticeship programs because of the skyrocketing college numbers many people are not

going on to further their education and are going into trades. He also said he requires his workers to pass a drug screen. He said for safety reasons, there should be some kind of drug screen in effect for all people working on incentivized projects for the IDA. Dr. Diane Eynon confirmed that it is up to the company's policy whether they choose to do drug screens or not. Richard O. Jones said it is a good idea but may be overstepping boundaries. Dr. Diane Eynon asked if it opens the liability. Michael J. Ham said the liability would fall on the contractor at the end. Diane Eynon and Richard O. Jones asked about how to track this and the level of checking and rechecking. Michael J. Ham said that the Agency is a partner in these projects so the board should have a say in this. Agency Counsel said he will speak to a litigation lawyer to get more information about this and report back. The numbers in the UTEP and the language will be changed for now. The amended parts of the policy or anything to be added can be done at a later date.

Agency Chair James Malcolm arrived at the meeting at 11:46 A.M. during the discussion on the Local Labor Policy.

Motion: Richard O. Jones, seconded by Diane Eynon, made a motion to report out to the full board recommending changes to the verbiage or the Local Labor Policy to make it consistent with the existing UTEP.

Vote: The motion was unanimously adopted (3-0).

Motion: Richard O. Jones, seconded by Diane Eynon, made a motion to table the remaining agenda items until the next meeting.

Vote: The motion was unanimously adopted (3-0).

Housing Policy

Tabled until next meeting.

UTEP and Matrix

Tabled until next meeting.

NEW BUSINESS

Review of Administrative Staff Contract

Tabled until next meeting.

ADJOURNMENT

Motion: Richard O. Jones, seconded by Diane Eynon, moved to adjourn the meeting.

Vote: The motion was unanimously adopted (3-0).

The meeting was adjourned at 11:50 A.M.

Respectfully submitted,

Michael J. Ham, Committee Chair