

UCIDA

Ulster County Industrial Development Agency

ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY GOVERNANCE COMMITTEE MINUTES June 22, 2021

A meeting of the Governance Committee of the Ulster County Industrial Development Agency was held on Tuesday, June 22, 2021, at 11:11 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:

Rose Woodworth	Chief Executive Officer
A. Joseph Scott, Esq.	Agency Counsel

The meeting was called to order at 11:11 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 April 6, 2021 meeting.

Motion: Richard Jones, seconded by Diane Eynon, moved to approve the minutes of the April 6, 2021 Governance Committee meeting.

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

OLD BUSINESS

Ulster NH Realty

Agency Counsel, Joseph Scott, sent a letter to Ulster NH Realty for compliance issues. No response has been received. The Committee discussed the Project's non-compliance during 2020 and the failure to appear before the Board on three separate occasions to discuss the issues. In light of no further information provided by the Project, the Committee made a decision to move forward with a formal recommendation for the Board.

Motion: Richard O. Jones, seconded by Diane Eynon, made a motion to recommend that the Board sign a resolution to put Ulster NH Realty back on the tax rolls without initiating a claw back of the benefits already received.

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

FOIL Policy

A draft FOIL Policy was reviewed, and recommendations on changes to the Policy were discussed by the Committee and Agency Counsel. Counsel will have clarification for the Board as to what "making copies" means with current technological practices.

Motion: Richard O. Jones, seconded by Diane Eynon, made a recommendation to bring the FOIL Policy as revised by Hodgson Russ to the full Board as well as adding in language that clarifies that the first ten pages of a FOIL will not be charged.

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

NEW BUSINESS

Star Estate – Failure to pay PILOT payments

The CEO spoke about Star Estates' failure to pay the PILOT tax payments. Highland School District is asking the IDA to assist with getting the payment. An email was received during the meeting from Star Estates that they had made their payments. The CEO will follow up with the taxing jurisdictions to ensure payments were made.

Mentoring Program Update

Agency Counsel advised adding some of the language from the end of the application as well as adding a schedule with a copy of the annual reporting documents that are currently required from projects. The Committee also discussed adding information about designating a fiscally responsible person and the possibility of a project using the 485(b) instead of IDA incentives. A recommendation was made to bring this to the July_21, 2021 Board meeting and then looking for a marketing company to put together a "tool kit" to assist potential applicants. There was also a brief discussion about creating a required training for annual reporting in November.

Policies to be Created

Policy for Return of All or Part of Financial Assistance and Policy for Suspension, Discontinuance, or Modification of Financial Assistance

The Committee (with Counsel's guidance) determined that the Agency's Enforcement of Agency Projects Policy already encompasses both of these required policies. The CEO recommended updating the policy to memorialize claw-back percentages for each year of a PILOT as well as the procedure for identifying and reporting project with performance-based incentive deficiencies. The Committee agreed with the CEO's recommendations and asked that all the appropriate changes be made so a potential finished product could be brought back to the Committee for approval.

Resolution Approving Public Comment Policy for Meetings

The Committee felt it was important that the Board have information or comments before voting so they agreed to copy the Suffolk County IDA's Policy Regarding Public Comments at Agency Meetings with clarification that all public comment must be regarding agenda items only.

Motion: Diane Eynon, seconded by Richard O. Jones, made a motion to create a Public Comment Policy with the proposed language and bring the recommendation to the Board.

Richard O. Jones requested that the language in the Suffolk County IDA policy also be changed to allow for up to five minutes per person (at the Chair's discretion).

Diane Eynon rescinded.

Richard O. Jones rescinded.

Motion: Diane Eynon, seconded by Richard O. Jones, made a motion to create a Public Comment Policy similar to that of Suffolk County IDA with two changes: (1) the comment period be changed to up to five minutes per person (at the Chair's discretion) and (2) limiting public comment to agenda items only.

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

Record Retention & Disposition Policy

Motion: Richard O. Jones, seconded by Diane Eynon, made a motion to recommend to the Board to use create Record Retention & Disposition Policy mimicking that of Clinton County IDA.

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

POLICIES TO BE AMENDED

Procurement Policy

As part of the IDA's 2020 audit, it was brought to the Agency's attention that the ABO requires a non-collusion clause be put in place for bidding in the Procurement Policy. Counsel recommended that we add a non-collusion certification for all contracts copying the language used by Nassau County IDA. The Committee also discussed adding a certification for all vendors that uses our Code of Ethics and certifies no conflicts of interests with vendors. The Governance Committee considered a recommendation from the Audit Committee that Governance Committee consider some other changes to the Procurement Policy: The Governance Committee agreed that all contracts for professional services valued over \$5,000 over the course of a year be reviewed every year and put out for an RFP every three years.

Motion: Richard O. Jones, seconded by Diane Eynon, motioned to bring the Procurement Policy changes to the Board for approval.

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

Compensation Policy

As part of the annual reporting, it was brought to the Agency's attention that there should be a policy regarding time and attendance. The Committee used Orange County's Compensation, Reimbursement, and Attendance Policy as a model showing how the language could be added to UCIDA's current Compensation Policy. The Committee agreed that the policy should be edited to add that the Chair has discretion over consequences for attendance issues.

Motion: Richard O. Jones, seconded by Diane Eynon, motioned to bring these Compensation Policy changes to the full Board for approval.

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

In the interest of time, the remainder of the agenda was tabled until the next Committee meeting.

PUBLIC COMMENT

No public comment received.

ADJOURNMENT

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

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

The meeting was adjourned at 12:54 P.M.

Respectfully submitted,

Michael J. Ham, Committee Chair