

# UCIDA

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Ulster County Industrial Development Agency

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## ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY MINUTES January 30, 2019

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A regular monthly meeting of the Ulster County Industrial Development Agency was held on Wednesday, January 30, 2019, at 9:00 A.M. at the Arc of Ulster Greene office, 471 Albany Avenue, Kingston, NY.

### Roll Call:

The following agency members were present:

Randall Leverette	Chair
James Malcolm	Vice Chair
Paul Andreassen	Assistant Treasurer
Richard Jones	Treasurer
Daniel Savona	Member
Michael Ham	Secretary
Faye Storms	Assistant Secretary

### UCIDA Attorney and Bond Counsel:

A. Joseph Scott, III	Hodgson Russ LLP
Christopher Canada	Hodgson Russ LLP

### Additional Attendees:

Lynn Archer	Legislator, District No. 21
James Maloney	Legislator, District No. 4
Hector Rodriguez	Legislator, District No. 20
Heather Rieker	Galileo Technology Group
Geddy Sveikauskas	Ulster Publishing
Bill Kemble	Daily Freeman
Ilona Ron	
Dennis Brady	North Park MetalWorkers
Joe Gordon	Ceres Technologies

The meeting was called to order at 9:15 A.M. by Chair Randall Leverette

### READING OF THE UCIDA MISSION STATEMENT

P.O. Box 4265, Kingston, NY 12402-4265

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.

### **PUBLIC COMMENT ON AGENDA ITEMS**

No one asked for privilege of the floor. The public comment on agenda items was closed.

### **MINUTES**

Chairman Randall Leverette corrected the minutes of the December 12<sup>th</sup>, 2018 meeting to clarify that the vote to approve the contract with the County Office of Economic Development was approved unanimously.

**Motion:** Richard Jones, seconded by Faye Storms, moved to approve the minutes of the December 12<sup>th</sup>, 2018 meeting. A copy of said minutes is on file.

**Vote:** The motion was unanimously adopted.

**Motion:** Richard Jones, seconded by Faye Storms, moved to approve the minutes of the January 2nd, 2019 special meeting. A copy of said minutes is on file.

**Vote:** The motion was unanimously adopted.

### **FINANCIALS**

Treasurer Richard Jones reviewed the financial report with the members. For the month of December, the IDA finished with \$737,612.09 in cash. There was no activity aside from administrative expenses including administrative fees to the County Office of Economic Development, counsel fees to Hodgson Russ, and various office expenses. January administrative expenses will include miscellaneous items such as paper, ink, flash drives, and keys to the IDA post office box. Under Accounts Receivable, Mr. Jones noted that the Greenhouses Hotel Project had been approved to provide IDA fees in monthly installments, but had failed to make the installment payments and is currently 5 months in arrears. Faye Storms asked who is responsible for tracking issues such as this, and noted that the IDA Board was not alerted that this company had failed to make installment payments. Mr. Jones replied that it was assumed that the administrative management team would have tracked this and followed up with the company. James Malcolm asked if there would be a penalty for this. Mr. Scott offered to review the IDA documents to review any options the IDA may have with this situation.

**Motion:** James Malcolm, seconded by Richard Jones, moved to accept the financials for the period ending November 30<sup>th</sup>, 2018, as presented. (A copy of the said financial report is on file.)

**Vote:** The motion was unanimously adopted.

### **COMMITTEE REPORTS**

#### **Chairman's Report**

Chairman Randall Leverette presented his Chairman's report, which included several housekeeping items and initiatives:

- Phones belonging to Board Members should be off during meetings, but if a member has a pressing issue to address over the phone, they should step outside the meeting room to do so.
- Chairman Leverette noted that Galileo Technology Group staff will be available to assist with administrative work, without cost to the IDA, and will not be involved in site selection.
- The IDA Board should review its process for Call for Projects, including setting a budget; the goal is to issue a Call for Projects in April or May.
- PARIS reporting preparation is ongoing; Counsel has been instructed to draft a letter for the Chairman's signature indicating our new contact information.
- RFP for administrative support is expected to go out in February.
- Hudson Valley One will temporarily serve as website host; the IDA will reach out to State ABO to explain the current situation regarding the IDA's website status.

James Malcolm thanked the Chairman for his report and raised concerns about the objectivity of Galileo Technology Group, as well as concerns that the Chairman made a unilateral decision to continue working with Galileo. Chairman Leverette read the bylaws concerning admin. Paul Andreassen suggested increased communication between the Chairman and Board Members. Legislator Rodriguez noted that the IDA Board is dealing with a dramatic situation and had to find a temporary solution to the issue of administrative support. Michael Ham noted the board gave approval at its January 2<sup>nd</sup> special meeting to the Chairman to work with Galileo Technology Group and the board was already informed about that activity.

#### **Audit Committee**

Richard Jones updated the board that Pattison, Koskey, Howe & Bucci will perform an audit and financial reporting for the IDA to support efforts to complete PARIS reporting on time, and that he will continue to solicit and compile required information from entities with active PILOTs.

Mr. Jones reiterated that the Ulster County Office of Economic Development (OED) resigned from its role providing administrative support (including financial reporting) on December 31, 2018, and therefore the

IDA is also no longer paying \$4500 per month to the OED for administrative support. Mr. Jones also reported that the OED has taken down the Ulster County IDA from the County website and is not answering IDA inquiries regarding financial information. Legislator Rodriguez suggested the IDA reach out to the Ulster County Legislature's Fiscal Analyst, who may have access to the IDA's financial records.

James Malcolm suggested the IDA preemptively request an extension for completing the PARIS reporting.

**Motion:** James Malcolm, seconded by Faye Storms, made a motion to approve the audit report.

**Vote:** The motion was unanimously adopted.

**Motion:** James Malcolm, seconded by Michael Ham, made a motion to approve December 5, 2018 audit minutes.

**Vote:** The motion was unanimously adopted.

#### **Finance Committee**

No report

#### **Governance Committee**

**Motion:** James Malcolm, seconded by Richard Jones, made a motion to approve the recommendations for adoption of housing policy, escrow policy for project applicants and a project extension policy.

**Vote:** The motion was adopted with a vote of 6-1 with a "No" vote cast by Daniel Savona.

#### **OLD BUSINESS**

#### **Follow up on Special Meeting**

In response to Ulster County Legislature question, Council noted there is no issue with the IDA entering into an administrative services contract, and that the County Legislature does not have to approve a contract.

### **Board Liability**

Mr. Scott reviewed the materials supplied to the board for the meeting. He noted that the general rule is that members of the corporate body such as the IDA do not have personal liability relating to acts by the corporate body. However, as was noted in the meeting materials, in cases where there is criminal activity by the board members, there may be situations where the board members have personal liability. Mr. Scott then reviewed an example of an IDA bond document where the standard language of the IDA is to make clear that any obligations of the IDA as "special" or limited obligations (and not general obligations), and that the obligations are corporate obligations and do not include personal liability of the IDA members.

### **Administrative Services Contract**

A Request For Proposals for an administrative services contract for the IDA will be up for board approval at the next board meeting on February 13<sup>th</sup>.

### **Status of Pending Projects**

A matrix of current pending projects and status was provided to board members; matrix is on file.

## **NEW BUSINESS**

### **Election of Chairman for 2019**

**Nomination for IDA Board Chairman:** Richard Jones, seconded by James Malcolm, nominated Randall Leverette. Mr. Malcolm, seconded by Faye Storms, moved to close the nomination.

**Vote:** Mr. Leverette was unanimously voted in as Chairman.

### **Election of Balance of Officers for 2019**

**Nominations for Other Positions:** Randall Leverette, seconded by Richard Jones, offered the following slate of candidates:

Vice Chair: Faye Storms; Nominations closed by James Malcolm, seconded by Richard Jones

**Vote:** Ms. Storms was unanimously voted as Vice Chair

Treasurer: Richard Jones; Nominations closed by Faye Storms, seconded by Daniel Savona

**Vote:** Mr. Jones was unanimously voted as Treasurer

Secretary: Michael Ham; Nominations closed by Richard Jones, seconded by Faye Storms

**Vote:** Mr. Ham was unanimously voted as Secretary

Assistant Treasurer: Faye Storms; Nominations closed by James Malcolm, seconded by Michael Ham

**Vote:** Ms. Storms was unanimously voted as Assistant Treasurer

Assistant Secretary: Paul Andreassen; Nominations closed by James Malcolm, seconded by Faye Storms

**Vote:** Mr. Andreassen was unanimously voted as Assistant Secretary

**Committees Appointments:** Chairman Leverette made the following appointments for committee assignments:

Governance: Paul Andreassen (chair); Michael Ham, Daniel Savona, Richard Jones, Randall Leverette

Audit: Richard Jones (chair); James Malcolm, Faye Storms

Finance: Randall Leverette (chair), James Malcolm, Paul Andreassen, Richard Jones, Daniel Savona, Michael Ham, Faye Storms

James Malcolm, moved approval of committee appointments and was seconded by Daniel Savona

VOTE: The motion was adopted unanimously.

### **Housekeeping**

**Motion:** Richard Jones, seconded by Daniel Savona, moved to approve the annual housekeeping resolution. A copy (schedule A) is on file.

**Vote:** The motion was unanimously adopted

### **KINGSTON MEDICAL**

Chairman Leverette asked Mr. Scott to report on the status of this matter. Mr. Scott noted that the IDA had held a "pre-screening" meeting regarding the matter with the project applicant. Several follow-up questions had been raised with the project applicant and the project applicant was working to complete the information requested by the IDA. The matter will be on the agenda of the IDA once the project applicant has forwarded the requested information.

**PUBLIC COMMENT**

Public comments were received by County Legislators Maloney and Rodriguez regarding the general operations of the IDA and the staff transition. Additional comments were received from Mr. Kemble, Daily Freeman, regarding technical issues relating to the holding of IDA meetings.

**ADJOURNMENT**

**Motion:** Richard Jones, seconded by James Malcolm, moved to adjourn the meeting.

**Vote:** The motion was unanimously adopted.

The meeting was adjourned at 10:53 A.M.

Respectfully submitted,

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Michael Ham, Secretary