



*Empowering Businesses. Inspiring Growth.*

**Mary Ellen Rogulski**, Chairman • **Edward A. Diana**, Vice Chairman • **James DiSalvo**, Second Vice Chairman  
**Stephen Brescia**, Secretary • **Michael Gaydos**, Assistant Secretary • **John McCarey** • **Denise Quinn**  
**Laurie Villasuso**, Chief Executive Officer • **Vincent Cozzolino**, Managing Director • **Melanie Schouten**, Chief Operating Officer  
**Edward Januszkiewicz**, Chief Financial Officer • **Kevin Dowd**, Attorney • **Russell E. Gaenzle**, Harris Beach

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## Agenda

Due to the COVID-19 public health crisis, this meeting will be held via video conference.  
To watch the livestream, please visit our website: [www.ocnyida.com](http://www.ocnyida.com)

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a regularly scheduled meeting on January 14, 2021 at 2:00 p.m. to consider and/or act upon the following:

### Order of Business

- **Pledge of Allegiance**
- **Roll Call**
- **Reorganization Meeting**

Elect Chairman: \_\_\_\_\_

Resolution- Elect Other Officers

Vice Chairman	_____
Second Vice Chairman	_____
Secretary	_____
Assistant Secretary	_____

IDA Chairman's Appointments:

- Audit Committee
- Finance Committee
- Governance Committee
- Accelerator Committee
- Human Resources Committee

Resolution- Appoint Chief Executive Officer (Villasuso)

Resolution- Appoint Managing Director (Cozzolino)

Resolution- Appoint Chief Operating Officer (Schouten)

Resolution- Appoint Chief Financial Officer (Januszkiewicz)

Resolution- Appoint Attorney (Dowd)

Resolution- Appoint Contract Officer (Dowd)

Resolution- Appoint FOIL Officer and FOIL Appeals Officer (Schouten and Dowd)

Resolution- Appoint Lobbying Designee (Villasuso)

Resolution- Authorizing Lobbying Expenditure for Brown Weinraub

Resolutions- Annual Review and Adoption of Mission Statement

Resolution- Contract Officer Report All Agency-owned Properties As of 12-31-20 (None)

Resolution- Designate Depositories and Set Limits

Resolution- Report Annual Review- Procurement Policies & Procedures for 2021

Resolution- Report Annual Review- Investment Policies for 2021

Resolution- Authorize CEO to Sign Management Agreement

Resolution- Foreign Trade Zone \$25,000

Resolution- Authorize "Agent Status" for Friends of the Orange County Youth Bureau Fund, Hudson Valley Agri-Business, TSEC, Women's Enterprise Development Center.

- **Approval of the minutes**
  - December 10, 2020 Board Meeting
  - December 10, 2020 Governance Committee Meeting
- **Financial Reports and/or Requests for Payments**
- **New and Unfinished Business**
  - Chairman's Report
  - Chief Executive Officer Report
  - Board Committee Reports (as needed)
    - Audit Committee
    - Accelerator Committee
- **Executive Session**
- **Other Board Business**
- **Adjournment**

Dated: January 7, 2021

Stephen Brescia, Secretary

By: Laurie Villasuso, Chief Executive Officer

RESOLUTION ELECTING OFFICERS OTHER THAN CHAIRMAN FOR 2021.

Motion By: MEMBER

Seconded By: MEMBER

WHEREAS, the IDA By-Laws call for the election of a Chairman and the election of other officers at this time; and

WHEREAS, the Chairman for 2021 has already been elected and recorded in the minutes; and

WHEREAS, the Chairman has proposed a slate of officers as listed below.

NOW, THEREFORE, BE IT RESOLVED that the following are elected IDA officers for 2021:

Vice Chairman:

Second Vice Chairman:

Secretary:

Assistant Secretary:

Vote:

Mr. Diana

Mr. Brescia

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

Date: 01-14-21

AYES ; NAYS

Resolution:

RESOLUTION APPOINTING THE CHIEF EXECUTIVE OFFICER OF THE IDA  
FOR 2021.

MOTION BY: MEMBER

SECONDED BY: MEMBER

WHEREAS, by resolution dated December 12, 2019, this IDA established the position of  
Chief Executive Officer for the Agency; and

WHEREAS, this IDA wishes to appoint a Chief Executive Officer for the year 2021.

NOW, THEREFORE, BE IT RESOLVED that this IDA hereby appoints Laurie  
Villasuso to the position of Chief Executive Officer for the year 2021.

Vote:

Mr. Brescia

Mr. Diana

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

DATED: 1-14-21

AYES; NAYS

RESOLUTION:

**RESOLUTION APPOINTING THE GALILEO TECHNOLOGY GROUP UNDER THE SUPERVISION OF VINCENT COZZOLINO TO THE POSITION OF MANAGING DIRECTOR OF THE IDA FOR 2021.**

MOTION BY:

SECONDED BY:

**WHEREAS**, by resolution dated July 6, 2016, this IDA amended its By-Laws to, among other things, establish the position of Managing Director for the Agency and appointed Galileo Technology Group, under the supervision of Vincent Cozzolino, to fill said position; and

**WHEREAS**, this IDA believes that Galileo Technology Group, under the supervision of Vincent Cozzolino, has performed outstandingly in its role as Managing Director of the IDA and believes that it has demonstrated the requisite skills, knowledge and experience to continue in that position.

**NOW, THEREFORE, BE IT RESOLVED** that this IDA hereby appoints Galileo Technology Group under the supervision of Vincent Cozzolino to that position.

**FURTHER RESOLVED**, that the contract between Galileo Technology Group and this IDA to be Managing Director of both the IDA and The Accelerator shall be extended for 2021.

Vote:

Mr. Gaydos

Mr. Diana

Mr. Brescia

Mr. DiSalvo

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

DATED: 1-14-21

AYES NAYS

RESOLUTION:

RESOLUTION APPOINTING THE CHIEF OPERATING OFFICER OF THE IDA  
FOR 2021.

MOTION BY: MEMBER

SECONDED BY: MEMBER

WHEREAS, by resolution dated December 12, 2019, this IDA established the position of Chief Operating Officer for the Agency; and

WHEREAS, this IDA wishes to appoint a Chief Operating Officer for the year 2021.

NOW, THEREFORE, BE IT RESOLVED that this IDA hereby appoints Melanie Schouten to the position of Chief Operating Officer for the year 2021.

Vote:

Mr. Brescia

Mr. Diana

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

DATED: 1-14-21

AYES; NAYS

RESOLUTION:

RESOLUTION APPOINTING IDA CHIEF FINANCIAL OFFICER FOR 2021.

Motion By: MEMBER

Seconded By: MEMBER

WHEREAS, the Public Authorities Accountability Act requires that this IDA appoint a Chief Financial Officer.

NOW, THEREFORE, BE IT RESOLVED that Edward Januszkiewicz be designated the IDA's Chief Financial Officer for 2021.

Mr. Diana

Mr. Brescia

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

Date: 1-14-21

AYES; NAYS

Resolution:

RESOLUTION APPOINTING IDA ATTORNEY FOR 2021.

MOTION BY: MEMBER

SECONDED BY: MEMBER

WHEREAS, the IDA bylaws provide that an IDA attorney may be appointed by this IDA.

NOW, THEREFORE, BE IT RESOLVED that Kevin T. Dowd shall be appointed the IDA attorney for 2021 at the hourly rate of \$210.00 per hour, plus reasonable expenses.

Vote:

Mr. Diana

Mr. Brescia

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

DATED: 1-14-21

AYES ; NAYS

Resolution:



RESOLUTION APPOINTING A CONTRACT OFFICER FOR THE IDA FOR 2021.

Motion By: MEMBER

Seconded By: MEMBER

WHEREAS, the Public Authorities Accountability Act requires that the IDA appoint a Contract Officer for real property transactions and reporting to New York State and Orange County Officials.

NOW, THEREFORE, BE IT RESOLVED that the IDA attorney, Kevin T. Dowd, be appointed Contract Officer for 2021.

Mr. Diana

Mr. Brescia

Mr. DiSalvo

My. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

Date: 01-14-21

AYES; NAYS

Resolution:

RESOLUTION APPOINTING IDA FREEDOM OF INFORMATION LAW  
OFFICIALS FOR 2021.

Motion By: MEMBER

Seconded By: MEMBER

WHEREAS, the NYS Open Meetings Law requires that this IDA appoint a FOIL Officer and FOIL Appeals officer.

NOW, THEREFORE, BE IT RESOLVED that Melanie Schouten is appointed FOIL Officer and Kevin T. Dowd, Esq. is appointed FOIL Appeals officer for 2021.

Mr. Diana

Mr. Brescia

Mr. DiSalvo

My. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

Date: 1-14-21

AYES; NAYS

Resolution:

RESOLUTION APPOINTING IDA PROCUREMENT LOBBYING OFFICIAL FOR  
2021 PURSUANT TO THE PROCUREMENT LOBBYING ACT OF THE NYS FINANCE  
LAW.

Motion By: MEMBER

Seconded By: MEMBER

WHEREAS, the Procurement Lobbying Act of the NYS Finance Law requires that this IDA designate an official to serve as the authorized contact on specific procurements of goods and services.

NOW, THEREFORE, BE IT RESOLVED that Laurie Villasuso is appointed the authorized Procurement Lobbying Officer for 2021.

Mr. Diana

Mr. Brescia

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

Date: 1-14-21

AYES; NAYS

Resolution:

**RESOLUTION AUTHORIZING THE RETENTION OF THE SERVICES OF THE LAW FIRM OF BROWN WEINRAUB IN ALBANY, NY TO ASSIST THE IDA IN LOBBYING EFFORTS REGARDING STATE LEGISLATION AND IN SECURING GRANTS FOR THE IDA, THE ACCELERATOR AND ITS CLIENTS.**

MOTION BY:

SECONDED BY:

**WHEREAS**, this IDA has established The Accelerator, a New York State certified business incubator, which focuses on expanding manufacturing operations in Orange County; and

**WHEREAS**, The Accelerator has been tremendously successful in providing opportunities for existing businesses to expand their manufacturing operations and increase employment in various fields; and

**WHEREAS**, this IDA wishes to continue to expand The Accelerator's operations and has sought multiple grants from the State and other sources to help fund The Accelerator's initiatives; and

**WHEREAS**, this IDA understands that the grant process is extremely competitive and requires assistance at many levels to acquire such grants; and

**WHEREAS**, this IDA wishes to retain the services of a well-established, experienced and reputable law firm to assist it in acquiring grants in aid for The Accelerator and its clients; and

**WHEREAS**, in addition to the aforementioned services, this IDA also recognizes that the legislative landscape with regard to IDAs statewide is constantly changing with new requirements for reporting, increasing transparency and regulations being proposed and enacted during each legislative session; and

**WHEREAS**, this IDA believes that it is extremely important to have the services of a law firm that has the experience to lobby state legislators, the Governor and executive departments officials to represent and put forth the concerns of this IDA regarding the effects that legislation may have on this IDA and all IDAs statewide.

**NOW, THEREFORE, BE IT RESOLVED**, that the Agency hereby authorizes the retention of the services of the law firm of Brown Weinraub in Albany, NY to assist it in lobbying efforts regarding State legislation and in the acquisition of grants for the IDA, The Accelerator and its clients at a cost not to exceed \$5,500 per month.

Vote:

Mr. Diana

Mr. McCarey

Mr. Brescia

Ms. Quinn

Mr. DiSalvo

Chairwoman Rogulski

Mr. Gaydos

DATED: January 14, 2020

AYES; NAYS

RESOLUTION:

RESOLUTION PROVIDING FOR ANNUAL REVIEW AND ADOPTION OF THE IDA MISSION STATEMENT IN 2021.

Motion By: MEMBER

Seconded By: MEMBER

WHEREAS, this IDA's Bylaws set forth the IDA's Mission Statement; and

WHEREAS, the Authorities Budget Office ("ABO") has recommended that the Agency should annually review and adopt its Mission Statement.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of this Agency has reviewed its Mission Statement and wishes to adopt it without change for the year 2021.

Mr. Diana

Mr. Brescia

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairman Rogulski

Date: 01-14-21

AYES ; 0 NAYS

Resolution:

Mission Statement:

**"The mission of the Orange County Industrial Development Agency is to promote economic growth through a program of incentives-based allocations that assist in the construction, equipping and maintenance of specific types of projects and facilities. The IDA works to advance the health, prosperity and economic welfare of our County's citizens by retaining and creating jobs and attracting new businesses."**

RESOLUTION REPORTING IDA-OWNED PROPERTIES AS OF 12-31-20

Motion By: MEMBER

Seconded By: MEMBER

WHEREAS, the Public Authorities Accountability Act requires that this IDA report all Agency-owned real properties as of December 31, 2020; and

WHEREAS, the Contract Officer reports that this IDA owns NO real property as of that date.

NOW, THEREFORE, BE IT RESOLVED that this IDA shall report that it owns NO real property as of 12-31-20; and that the IDA Chief Financial Officer shall file a negative report with the Authority Budget Office, via PARIS as required by the PAAA.

Mr. Diana

Mr. Brescia

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

Date: 1-14-21

AYES ; NAYS

Resolution:

RESOLUTION APPROVING IDA DEPOSITORIES FOR 2021.

MOTION BY: MEMBER

SECONDED BY: MEMBER

WHEREAS, the NYS General Municipal Law, Section 10, requires the Orange County Industrial Development Agency to designate one or more banks to secure the deposits of IDA funds and investments; and

WHEREAS, the IDA's Chief Financial Officer has requested that the IDA so designate its depositories.

NOW, THEREFORE, BE IT RESOLVED that pursuant to the Orange County IDA Bylaws and Policies, the IDA hereby designates the following depositories located within Orange County, together with their maximum dollar limits.

<u>Depository Name</u>	<u>Maximum \$</u>
Bank of America	\$14,000,000
Berkshire Bank	\$14,000,000
JP Morgan Chase Bank	\$14,000,000
Key Bank	\$14,000,000
Manufacturers and Traders Trust Company	\$14,000,000
Orange Bank and Trust Company	\$14,000,000
Sterling Bank	\$14,000,000
TD Bank	\$14,000,000
Wachovia Bank/Wells Fargo & Co.	\$14,000,000

Vote:

Mr. Diana

Mr. Gaydos

Mr. Brescia

Mr. McCarey

Mr. DiSalvo

Ms. Quinn

Chairwoman Rogulski

DATED: 01-14-21

AYES; NAYS ;

Resolution:



RESOLUTION PROVIDING FOR ANNUAL REVIEW OF IDA PROCUREMENT POLICIES & PRACTICES IN 2021.

Motion By: MEMBER

Seconded By: MEMBER

WHEREAS, in accordance with Section 104-b of the General Municipal Law, and the Public Authorities Accountability Act of 2005, this IDA is required to adopt procurement policies which will apply to the procurement of goods and services not subject to the competitive bidding requirements of Section 103 of the GML and paid for by this IDA for its own use and account; and

WHEREAS, this IDA's Bylaws and policies set forth the IDA's procurement policies and procedures and requires that the Agency shall annually review its procurement policies and procedures.

NOW, THEREFORE, BE IT RESOLVED that the Governance Committee, Chief Executive Officer and Attorney shall review this IDA's Procurement Policies and Procedures on or before the IDA meeting in March, 2021, and report to the IDA Board as required.

VOTE:

Mr. Diana

Mr. Brescia

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

Date: 1-14-21

AYES ; NAYS

Resolution:

RESOLUTION PROVIDING FOR ANNUAL REVIEW OF IDA INVESTMENT POLICIES & PRACTICES IN 2021.

Motion By: MEMBER

Seconded By: MEMBER

WHEREAS, in accordance with the Public Authorities Accountability Act of 2005, this IDA is required to adopt investment policies that will provide for the proper and prudent means of investing IDA funds; and

WHEREAS, this IDA's Bylaws and policies set forth the IDA's investment policies and procedures and requires that the Agency shall annually review such policies and procedures.

NOW, THEREFORE, BE IT RESOLVED that the Audit Committee, Chief Executive Officer and Chief Financial Officer shall review this IDA's Investment Policies and Procedures on or before the IDA meeting in March 2021, and report to the IDA Board as required.

VOTE:

Mr. Diana

Mr. Brescia

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

Date: 01-14-21

AYES ; NAYS

Resolution:

RESOLUTION AUTHORIZING CHIEF EXECUTIVE OFFICER AND/OR  
CHAIRMAN TO SIGN AGENCY AGREEMENTS WITH VARIOUS NOT-FOR-  
PROFIT ORGANIZATIONS.

MOTION BY: MEMBER

SECONDED BY: MEMBER

WHEREAS, this IDA recognizes the benefit of assistance from other organizations in fulfilling its economic development role in Orange County; and

WHEREAS, several not-for-profit organizations have assisted this IDA in the past to the IDA's benefit and this IDA desires to continue that assistance by designating such not-for-profit organizations as agents of this IDA for the purpose of economic development in Orange County, according to a letter of agency status to be executed between the IDA's Chief Executive Officer and/or the Chairman and the several not-for-profit organizations.

NOW, THEREFORE, BE IT RESOLVED that that the Chief Executive Officer and/or the Chairman are authorized to negotiate and execute a letter of agency status on behalf of this IDA, in the amount budgeted, with Friends of the Orange County Youth Bureau Fund, Hudson Valley Agri-Business, TSEC and Women's Enterprise Development Center.

Vote:

Mr. Brescia

Mr. Diana

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

DATED: 1-14-21

AYES; NAYS

RESOLUTION:

RESOLUTION APPROVING \$25,000 ANNUAL CONTRACT WITH ORANGE COUNTY FOREIGN TRADE ZONE FOR 2021.

MOTION BY: MEMBER

SECONDED BY: MEMBER

WHEREAS, this IDA has considered the annual request of the Orange County Foreign Trade Zone for \$25,000 for project expenses for calendar year 2021; and

WHEREAS, this IDA finds the request consistent with the IDA purpose of furthering economic development and international trade in Orange County; and

WHEREAS, such amount has been allocated in the 2021 budget.

NOW, THEREFORE, BE IT RESOLVED that the IDA Chairman is authorized to sign a contract with the Orange County Foreign Trade Zone in the amount of \$25,000 for project expenses for calendar year 2021 to be used solely for economic development and international trade in Orange County.

Vote

Mr. Diana

Mr. Brescia

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

DATED: 01-14-21

AYES; NAYS

Resolution:

RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER AND/OR  
CHAIRMAN TO SIGN A MANAGEMENT AGREEMENT WITH THE ORANGE  
COUNTY FUNDING CORPORATION FOR SUPPORT SERVICES.

MOTION BY: MEMBER

SECONDED BY: MEMBER

WHEREAS, the Orange County Industrial Development Agency (“IDA”) is a public benefit corporation organized by Chapter 390 of the Laws of 1972 of the State of New York pursuant to Title I of Article 18-A of the General Municipal Law of the State of New York; and

WHEREAS, the Orange County Funding Corporation (“OCFC”) is a Not-For-Profit Local Development Corporation incorporated pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York as authorized by Orange County Legislature Resolution 125 of 2010; and

WHEREAS, both the IDA and OCFC have the same members constituting their respective Board of Directors; and

WHEREAS, both the IDA and OCFC have, through the adoption of their By-Laws, established the same corporate offices of Chief Executive Officer, Chief Operating Officer and Chief Financial Officer; and

WHEREAS, both the IDA and OCFC have filled the aforementioned corporate offices with the same three individuals for each of the respective offices; and

WHEREAS, both the IDA and OCFC Boards believe that it advisable to memorialize the managerial arrangement between the two corporations for support services.

NOW, THEREFORE, BE IT RESOLVED that that the Chief Executive Officer and/or the Chairman are authorized to execute a management agreement with the OCFC for support services with the understanding that the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer will not receive additional compensation for the support services rendered to the OCFC.

Vote:

Mr. Brescia

Mr. Diana

Mr. DiSalvo

Mr. Gaydos

Mr. McCarey

Ms. Quinn

Chairwoman Rogulski

DATED: 1-14-21

AYES; NAYS

RESOLUTION:

## ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

### MINUTES

December 10, 2020

A regular meeting of the Orange County Industrial Development Agency was convened via Zoom video conference December 10, 2020 at 2:03P.M.

Chairman Rogulski calls to order the regular meeting of the Orange County IDA, December 10, 2020. (Pledge of Allegiance is recited). Board consists of seven members. There is a quorum. Upon roll call, the following were:

PRESENT: Mary Ellen Rogulski, Edward Diana, James DiSalvo, Stephen Brescia, Michael Gaydos, John McCarey, Denise Quinn

ABSENT: NONE

ALSO PRESENT: Laurie Villasuso – Chief Executive Officer  
Vincent Cozzolino – Managing Director  
Melanie Schouten – Chief Operating Officer  
Edward Januskiewicz – Chief Financial Officer  
Kevin Dowd – IDA Attorney  
Russell Gaenzle – Harris Beach  
Dean Brady – Tech Management  
Rick Minicozzi – South Gate Flats, LTD  
Payal Malhotra – Café Spice

### Minutes

Review of the November 12, 2020 Board meeting minutes. Motion to approve the minutes is made by Ms. Quinn, seconded by Mr. Diana. Motion carries with all in favor.

Review of the December 3, 2020 Special Board meeting minutes. Motion to approve the minutes is made by Mr. McCarey, seconded by Mr. DiSalvo. Motion carries with all in favor.

### Financial Reports and/or Requests for Payment

Mr. Januskiewicz reviews the financial reports and requests for payments.

The summary of IDA bank accounts, certificate of deposits, and money market accounts reflect a total of \$6,040,149 as of November 30, 2020.

On the income and expense summary, YTD income is \$566,297 and YTD expenses are \$338,909, with revenues exceeding expenses by \$227,388.

On the income and expense summary for the Business Accelerator, revenues YTD are \$113,067, and expenses are \$2,330,912. Expenses, as anticipated, exceed revenues by \$2,217,845.

The Statement of Net Assets is reviewed. There has been no substantial change in receivables.

A check from The Sentinel Realty at Port Jervis for sales tax recapture was received. These funds will be returned to the New York State Office of Taxation and Finance. Project fees were received from The Livland Group and Orange Inn, LLC. A payment will be issued to the OCIDA Agent Friends of the Orange County Youth Bureau for \$13,635. The Orange Tower Drive, LLC labor audit escrow was closed out. The remaining account funds in the amount of \$375 will be returned to the project.

Chairman Rogulski asks for a motion to approve the vouchers and payments in the amount of \$43,022.75 for December. Motion made by Mr. DiSalvo, seconded by Mr. Gaydos, that the board accept the financial reports and authorize IDA payments and vouchers. Open for discussion. Affirmative votes of all members present results in motion carried.

### **Chairman's Report**

Chairman Rogulski wishes everyone happy holidays.

### **Chief Executive Officer Report**

Ms. Villasuso gives the Chief Executive Officer Report.

The Executive Order to allow virtual meetings was extended through January 1<sup>st</sup>. This Executive order is signed on a month-to-month basis, and typically on the day of expiration.

The 2021 OCIDA Board Meeting calendar was provided in the packet. The meeting will continue to be held on the second Thursday of each month at 2pm. Due to the COVID pandemic, it is anticipated the meetings will continue to be held via Zoom until further notice. The meeting schedule will be published on the OCIDA website and in the Times Herald Record.

The Orange Inn, LLC public hearing took place on Tuesday, December 8<sup>th</sup> at 10am via Zoom. Attendees Amanda Dana (Orange County Tourism), Michael Torelli (Orange County Partnership), and Bill Fioravanti (Orange County Economic Development) spoke in support of the project. It is currently anticipated that this project will be before the IDA Board in January for final approval pending receipt of all the necessary documents. This project is for renovation and expansion of Limoncello at the Orange Inn in Goshen.

As mentioned by Mr. Januszkiewicz, a check in the amount of \$12,286.45 from The Sentinel Realty at Port Jervis for sales tax recapture was received. This project had an agent designation that expired in December 2018, but the project continued to use the documents into first quarter of 2019. As a result, the IDA acted to recapture the exceeded amount from 2019. These funds will be returned to the New York State Office of Taxation and Finance.

Chairman Rogulski asks if the States will return the appropriate amounts to the affected jurisdictions.

Ms. Villasuso states that management handled the math and sent the full amount to the State. Once received, the State will distribute the funds to the affected municipalities.

Mr. Januszkiewicz confirms that the State will handle the distribution.

Ms. Villasuso continues with the Chief Executive Officer Report.

Per request from Kraftify, LLC, their project agreements were terminated. Due to the termination, the project was no longer beholden to the Agency, though they availed themselves of the Sales and Use Tax Exemption benefit. The Board had sent a letter requesting employment figures. Kraftify sent a response letter stating that they will comply and submit information upon request, and it is understood that the IDA could recapture benefits should they not sustain the expected employment figures.

### **South Gates Flat, LTD - Project Status**

Rick Minicozzi has joined today's meeting to give a South Gates Flat, LTD project status update.

Mr. Minicozzi states that they are still enthusiastic to develop the South Gates Flat, LTD project, which will be a Thayer Hotel and Spa. The planning efforts still have momentum, and they continue to work with the project architect and other development partners. The owners also own The Thayer Hotel at West Point. As a result, they have been able to closely monitor the hospitality industry since the pandemic began. Business and revenues have eroded approximately 75% in 2020. Mr. Minicozzi is the CEO of the Thayer Leader Development Group, and therefore has insight into what the current world, national, and local markets looks like, and how consumer confidence will impact the construction and opening of the Thayer Hotel and Spa. Hopefully the national distribution of the anticipated COVID-19 vaccine will



increase consumer confidence resulting in an uptick in business in September 2021. That will be the sign to reapproach the construction of the South Gates Flat, LTD project, ideally in fall 2021. The project owners and investors want to make sure that they can construct a sustainable business post COVID.

Mr. Gaydos states he supports the project's philosophy.

Mr. DiSalvo asks about current rental status of the future South Gates Flat location.

Mr. Minicozzi states that after a thorough review, it was found that 7 of the current 18 apartments are suitable to rent. These apartments will be rented to ensure some incoming revenue, and therefore help pay the property taxes.

Mr. DiSalvo asks if the property could be tidied up.

Mr. Minicozzi states that he has not been to the property since the beginning of the pandemic, but if Mr. DiSalvo could clarify the need, he would be happy to address any issues.

Ms. Villasuso states that no action is needed regarding this project and that Mr. Minicozzi was just providing an update. As the IDA enters audit season, it is anticipated that other hotels effected by the pandemic will provide similar feedback. A lot of businesses, particularly in the hospitality industry, will fall short on their employment figures for 2020.

Ms. Villasuso continues with the Chief Executive Officer Report.

NYTT, LLC was discussed at last month's meeting. This project has fallen behind in their taxes and a notice was received from the County stating that foreclosure action was being taken. The PILOT for this project ends December 31, 2020 and as a result, no termination action could be taken by the Board. Harris Beach will be sending letters to the taxing jurisdictions informing them that the PILOT has ended, and that the property is fully taxable.

As mentioned by Mr. Januszkiewicz, the Orange Tower Drive, LLC labor audit escrow was closed out. The remaining account funds in the amount of \$375 will be returned to the project. The Sales and Use Tax Exemption and Mortgage Recording Tax Exemption benefits are coming to an end for Orange Tower Drive, LLC December 31, 2020.

Leentjes Amusements, also known as The Castle in Chester, has a PILOT and Sales and Use Tax Exemption. Due to COVID, business has been difficult, and it is not anticipated that this project will complete all of originally projected expansion projects. The Castle has created and retained jobs. The Sales and Use Tax Exemption will be expiring December 31, 2020 and the project will not be requesting an extension. It is likely that this project struggled with job figures in 2020.

Chairman Rogulski, Mr. Cozzolino and Ms. Villasuso had a meeting with County Executive Neuhaus discussing the economic status of the County. It is expected that jobs figures will be down for many industries resulting from the 2020 COVID pandemic. As a result, projects will be given the opportunity to explain any discrepancies in their jobs figures.

The #OCOpenforBusiness campaign has been launched. Via social media Orange County businesses are being featured that the OCIDA and Accelerator connected with in 2020. An Accelerator company, EC Media, has partnered and has taken the photos for the campaign.

An Executive Summary of Camp LaGuardia was provided in the packet. An unsatisfactory bid was received for this property. The County continues to actively market this location.

Recently there have been articles written about a 500 sq ft spec warehouse facility in Goshen. It was written that the project would be seeking benefits from the OCIDA. Senators Metzger and Skoufis were later quoted in another article as opposing the granting of incentives. Management had heard that there might potentially be a spec project coming to the County but, to date, no conversation has been held with this project. This Board made the decision to not support spec projects unless an end user was identified. Since the announcement was made that this project is coming to the County and the ground has been broken, it would not be appropriate to incentivize this project should they approach the OCIDA.

Mr. Brescia asks what stance the IDA would take should they be approached. It would be a tough sell for a project that wants to come to Orange County once they have broken ground.

Chairman Rogulski states that the term spec, when defining a project, immediately disqualifies them for incentives. If you are speculating, that means you are doing it for investment and that you don't need the incentives or financial assistance to locate or construct in Orange County. Whether or not a final project gets identified for this location, it's a real estate investment, and unless there is a compelling reason, i.e., fantastic jobs, to give the Board cause to incentivize, there's not much to change the outlook on a project such as this.

Mr. Brescia states it would be a hard sell for him as well.

Ms. Villasuso states that at the State level there is a strict rule that announcements cannot be made stating a project is coming to an area prior to receiving benefits. It would be unwise nor appropriate to entertain incentives for this project.

Ms. Villasuso continues with the Chief Executive Officer Report.

She and Mr. Gaenzle attended the Association of General Contractors Conference to discuss IDAs via Zoom. It was well attended. The conference provided a nice overview of how IDAs work but also how important local labor is to IDA projects and to the developers that come into the State. A great deal of the focus concentrated on how GCs and construction managers work in tandem with developers. It was important to stress the message that permanent jobs are important, but it is also important the local community be engaged during the construction and permit process of a project.

Last month the Amy's Kitchen project was granted a Sales and Use Tax Exemption extension. This project was granted incentives prior to the current labor policy and, as a result, the IDA does not have the authority to audit. It is understood that the Science of the Soul facility construction is a priority over the Amy's Kitchen site. To date, some the Sales and Use Tax Exemption has been used for site clearance. Loewke Brill has been engaged and asked to conduct a site visit since this project was approved several years ago with no site visit to date. Loewke Brill will meet with a representative to gain an understanding of the construction trajectory. A report will be given to the Board at the January meeting.

The D&O Insurance for both the OCIDA and OCFC will expire between the December 2020 and January 2021 meetings. As a result, an email with request for approval will be sent to the Audit Committee once the quotes have been received for this coverage. Payment will need to be submitted prior to the January meeting.

### **Accelerator Report**

Mr. Cozzolino starts the report by introducing Payal Malhotra, Café Spice. Café Spice was working closely with the Accelerator's AWOW program. Ms. Malhotra will be discussing the assistance Café Spice received from the AWOW program, and how this has benefitted both the company and Orange County.

Ms. Malhotra states that Café Spice, a food manufacturer, came to New Windsor about 11 years ago. They have been working very closely with the AWOW team regarding expansion and business needs. Initially the company was considering relocating out-of-state due to growth and lack of space. Mr. Cozzolino was there to help offer retention options. The second option the company considered was to relocate to Dutchess County, but due to the preexisting team in Orange County fully relocating was less desirable. Much of the staff is local and has been thoroughly trained. It was unlikely that all staff would follow the company and additional training and hiring would need to take place. The AWOW program offered support for dual location management and staffing needs (language and educational training). Current staffing numbers, including outsourced sanitation and temp staff, are approximately 199 employees. The intention is to keep the Orange County location for manufacturing. For example, if a burrito needs to be folded by hand, it will take place at the New Windsor facility. The Beacon location will handle larger batch production. The AWOW team performed a SWOT analysis to provide insight to company needs. This led to action items that helped the company strengthen internal relations and growth. Support was provided to help production safely continue during COVID. The AWOW team was easily accessible with just a quick phone call away, and the support has been immeasurable. As they work to open the Dutchess facility, it is noticeable that the level of quality of support provided in Orange County is special.

Mr. Brescia states that it would be good to share this and other AWOW company stories with the County Legislators so that they gain a better understanding of the support provided and funded by the OCIDA and Accelerator AWOW programs. There is a misunderstanding of what it takes to run this program, and the assistance available to Orange County businesses.

Chairman Rogulski thanks Ms. Malhotra for sharing her story. It is good to hear that the program was able to aid and that the company has been able to stay in Orange County and even grow during the COVID pandemic. She wishes the company success, and assures her assistance is always available via the AWOW program.

Mr. Cozzolino reviews an Accelerator 2020 report.

#### Accelerator Mission

- Assist existing small/medium business manufacturing for retention and growth (AWOW)
- Attract industry clusters based on community fit (Accelerator)
- Attract "MWBE" startups (currently 74% of the Accelerator companies are MWBE)
- Accelerator residents get additional services (facilities, equipment, handholding)
- Some overlap on transition
- 24/7 Business Support

#### Accelerator Services

- Development Support
- Business Distress Issue Resolution
- Manufacturing Efficiency
- Investment Readiness
- Market Development
- Design/Layout Facilities
- Debug Equipment
- Enhance Throughput
- Cost Reduction
- Problem Solving
- Sustainability
- Certifications

*Mr. Brescia leaves at 2:50pm.*

Accelerator Age (\*=MWBE)

#### Fashion Manufacturing (Newburgh & New Windsor)

- Inner Beauty Effects\* (0 Years)
- Limberti\* (1 Years)
- Shelli Scott Designs\* (1 Years)
- Mackie Rondon\* (1 Years)
- Seco Silk Screen\* (2 Years)
- Ziel Wear\* (2 Years)
- Melo Inc (3 Years)

In 2009, the Accelerator was first created. At that time, there was a standard policy that companies would join and leave an incubator in about 3 years. Incubators/Accelerators are located at research universities 90% of the time, not in private sector buildings, nor in communities that need them. The Accelerator policy has developed over time.

#### Cannabis Products (Warwick)

- Kaycha Labs (1 Years)
- Urban Extracts (1 Years)
- Honey Buzz\* (0 Years)
- Fusion CBD (- Years)

#### Technology & Personal Care Products. (Middletown)

- EC Media Group\* (0 Years)
- Podcast NY (0 Years)
- Asterism\* (1 Years)
- Eczesoothe\* (1 Years)
- Alt. E Source\* (1 Years)
- Drone Tech UAS\* (3+ Years)
- Goats in a Coat\* (3+ Years)
- Farmbody Skin Care\* (3+ Years)

Instead of asking the companies that have been with the Accelerator for 3+ years to leave, these companies are no longer paying abated rent but can remain in the place in which they have established their business. Overtime it has been realized that relocating companies in Orange County, whether they be Accelerator residents or larger pre-existing AWOW, can be detrimental to business. Often company staff carpools or walks to work. A change in location can cause the companies to lose staff and must undergo hiring and retraining processes which can be costly and time consuming. Additionally, these people will no longer have a job if they lose their means of commuting. As result, companies can graduate out of the Accelerator program, but still exist in the Accelerator facilities as to not hurt business.

#### Accelerator 2020 Accelerator Company Jobs

- Ziel\* (20 YE)
  - Melo Inc (10)
  - Shelly Scott\* (2)
  - Mackie Rondon\* (2)
  - Seco Silk Screen\* (4)
  - Limberti\* (0)
  - Inner Beauty Effects\* (1)
  - Kaycha (7)
  - Urban Extracts (2)
  - Honey Buzz\* (2)
  - Fusion CBD (8)
  - Goats In A Coat\* (4)
  - Farmbody Skin Care\* (3)
  - Asterism\* (2)
  - Eczesoothe\* (2)
  - Alt.E Source\* (1)
  - Drone Tech\* (1)
  - Podcast NY (2)
  - EC Media\* (3)
- Total = 76

#### Accelerator Without Walls 2020 Key Companies

- Orange Packaging (Newburgh)
- FPS Apparel (Chester)
- Svasthya Body & Mind (Chester)
- Café Spice (Newburgh)
- Gilman Cleaners (Middletown)
- NY Hemp Source (New Windsor)
- Air Mask (Newburgh)
- Pergamena Handmade Leather (Montgomery)
- Ziel Wear,
- Melo Inc (Newburgh)

#### +140 / COVID Response Companies

- Bowling, Gyms, Clubs, etc.
- NFP Support

#### Leveraging & Side Effects

- Upgrade of 637 Broadway
- Private Investment
  - 603/605 Broadway
  - Middletown
- Ziel - \$1M private investment - \$400K NYS; \$600K private investment
- Reuse of Zombie Space
- Jobs in areas that need them
- COVID recovery teams
- WDI grants to Accelerators (\$247,500)
- WDI grants to Accelerator companies (\$106,000)

- MWBE friendly (74%)
- Company attraction interest
- Positive trade press

#### Accelerator Expenses 2020

GTG Management -\$376K // 20%

- Highland Falls \$80K
- Warwick \$72K
- Middletown \$72K
- Newburgh / New Windsor \$72K
- Management \$80K

Utilities - \$235K // 12%

Accelerator Rent - \$600K // 31%

AWOW- \$500K // 25%

Other Consulting\* - \$243K // 12%

- Higher in 2020 Due to COVID program

#### Benchmarking Cost Per Job Per Year

Accelerator \$3,750 Per Job/yr

Lego \$3,600 Per Job/yr (20 Years)

McKesson \$3,700 Per Job/yr (15 Years)

Matrix \$7,400 Per Job/yr (10 yrs)

Windsor \$9,100 Per Job/yr (10 Years)

#### Accelerator Leveraging (All years)

Neighborhood Improvement -\$2M // 41%

Private Investment - \$2M // 41%

TSEC Equipment - \$500K // 10%

WDI Grants - \$350K // 7%

Without the Accelerator program none of these leveraging funds would have come to Orange County or it's businesses.

Mr. McCarey has been working closely with the management team to reevaluate how the current facilities are being used, and how to be more efficient going forward. Melo wants to own his facility and Ziel will be taking over her facility lowering real estate costs for the Accelerator program. Mr. McCarey has an idea for the AI Accelerator location.

Mr. McCarey states that the church, that might be a tenant of the Highland Falls AI Accelerator location, would like use 2/3rds of the building. The concept is that the church would be the tenant and The Accelerator would sub-lease approximately 3,000 sq ft of space from them. This would give The Accelerator the opportunity to invest elsewhere in the future should the program outgrow this space. This would lower the annual expense tremendously for this location.

Chairman Rogulski states as long as this opportunity allows The Accelerator to be nimble with growth needs. This large location was secured originally to ensure expansion space was available when needed.

Mr. Cozzolino continues with his presentation.

Due to COVID-19, the 2020 Accelerator/ AWOW budget was the highest it's ever been to provide 24/7 assistance to struggling Orange County businesses. Companies have been speaking about the help provided to them via the AWOW program on a monthly basis. Each month the Board only meets one, but there are many many companies the Board has yet to meet. Everyone should be proud of this program as it's provided help needed assistance to the County.

#### COVID-19 Business Outreach Response Program

With help from Galileo and the OC Citizens Foundation, The Accelerator has provided local companies with guidance during this hard time.

- Application assistance for programs under the CARES Act - Identified and removed obstacles
- Business consulting to recover from COVID-19 related impacts

- A wide range of business support during the crisis with plans to continue assistance
- Hosted small business webinars for the public
- Researched and answered specific questions from individual companies
- Advocated with elected officials about concerns encountered
- Created a section on our website with updated COVID-19 information - Website includes job listings
- Rolled out OCFC Loan

#### By the Numbers

140 Number of companies reached out for assistance during COVID  
 10M Dollars IDA brought to Orange County companies to date in federal funding  
 172 Number of eligibility forms processed by the IDA for OCFC loan  
 50 Number of complete applications received and approved for OCFC loan  
 30 Number of days from conception to delivery of OCFC loan  
 500K Dollars awarded in OCFC loan program  
 30 Number of new open jobs listed on IDA website  
 5 Number of small business webinars hosted  
 750 Number of webinar attendees

#### Other Outcomes as a Result of COVID Activity

##### Sectors

- 11 Retail
- 4 Professional Services - Legal - Urban Planning - Chiropractic - Foot Doctor
- 5 Hair Salons
- 4 Daycare Centers
- 2 Car Service
- 2 Trucking
- 2 Construction
- 8 Restaurants/Bar
- 12 Miscellaneous - Alarm Systems - Sign Manufacturing - Horseback Riding - Educational - Promotional Materials - Cleaning - Vacuum Cleaner Sales & Service - Paving - Yoga Studio - Fence Installation - Laundromat - Advertising

##### By District

- 1-0 • 2-3 • 3-1 • 4-4 • 5-0 • 6-2 • 7-1 • 8-1 • 9-3 • 10-4 • 11-1 • 12-2 • 13-1 • 14-0 • 15-4 • 16-3 • 17-0 • 18-1
- 19-10 • 20-2 • 21-7

By District shows the number of businesses benefitting from the COVID-19 Small Business Resiliency Loan.

#### Key Takeaways

The Accelerator has grown during COVID-19 and helped assisted many companies in expanding as well. This has fostered an entrepreneurial spirit in Hudson Valley.

- Assisted 190+ companies to retain jobs
- Helped with the creation of 200+ new jobs
- OCFC deployed \$500,000 in loans to Orange County companies in need
- Projected savings Accelerator 2021 = \$250K
  - Reduced Accelerator budget - \$100K
  - Highland Falls shared rent - \$150K

Ms. Quinn states that Legislator Michael Paduch represents District 19. It might be beneficial to reach out and let him know the assistance provided to the businesses in his district.

Mr. Diana states that the presentation was highly informative and gave good insight to the program, it's progression, and the way it's funded.

Management has been able to meet with and show the Newburgh location to some of the Legislators. Today a tour will be given to the Mayor of Newburgh of the 603/605 Broadway locations. It has been very challenging to get Legislator and officials to take tours of the Accelerator sites. Kevindaryán Luján assisted in getting others to tour the location.

Conversations have also been had with Thomas J. Faggione and Kathy Stegenga informing them of the program and its benefits.

## **Resolutions**

### **GAM Property Corp.**

Ms. Villasuso reminds the Board that GAM Property Corp is the party supply manufacturer and distributor in Goshen. COVID-19 slowed down their construction process and as a result they are requesting an extension on their Sales and Use Tax Exemption until year end 2021.

Chairman Rogulski asks if there have been any challenges with this project.

Ms. Villasuso says no. The labor audit has been compliant, and they have progressed.

#### Resolution – STE Extension Resolution

Mr. Dowd reads aloud the GAM Property Corp. Resolution. Resolution authorizing the Orange County Industrial Development Agency authorizing the extension of the Sales and Use Tax Exemption benefits granted to GAM Property Corp. through December 31, 2021, and the execution of related documents. Motion is made by Ms. Quinn, seconded by Mr. DiSalvo. Roll call is taken. All present vote in favor.

### **Airport Properties VIII, LLC**

Ms. Villasuso reminds the Board that this project is the New Windsor hotel at Stewart Airport. This project is not delayed due to COVID-19, it is delayed due to the intensive approval process required by the Port Authority. The approval and agent expiration dates in their Final Resolution expire on December 31, 2020. Management touched base with the project, and it is still working through asbestos abatement, approval of sub-sub-lease agreements, FAA Permission, and TAA process with the Port Authority.

Mr. Diana states that the first hotel built by these owners was the Homewood Suites. They always intended on building a second hotel, but it had to be on airport property. There is a lease involved with Stewart, but the strict construction and quality standards are causing the delays.

#### Resolution – Final Resolution Extension

Mr. Dowd reads aloud the GAM Property Corp. Resolution. Resolution authorizing the Orange County Industrial Development to (i) extend the authorization provided under that certain resolution dated March 14, 2019 to provide Airport Properties VIII, LLC with financial assistance in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the project, (b) a partial real property tax abatement through the tax agreement; and (c) if necessary, a mortgage recording tax exemption for financing related to the project; and (ii) execute related documents. Motion is made by Mr. Diana, seconded by Mr. DiSalvo. Roll call is taken. All present vote in favor.

Ms. Schouten plays the Accelerator holiday videos for the Board.

## **Attorney Client Session**

Chairman Rogulski entertains a motion that the Board enter into attorney client closed door session. Motion made by Mr. DiSalvo to enter the closed-door session. Motion seconded by Mr. Gaydos. All in favor.

### *Enter Attorney Client Session*

The members discuss the legalities of certain matters.

Chairman Rogulski entertains a motion that the Board end the attorney client closed door session and reconvene the meeting. Motion made by Ms. Quinn to end the closed-door session. Motion seconded by Mr. DiSalvo. All in favor.

**Other Board Business**

Resolution

Ms. Villasuso reads aloud the resolution. Resolution authorizing the retention of the services of the law firm of Brown Weinraub in Albany, NY to work in conjunction with its local counsel and transaction counsel on matters of concern to the IDA. Motion is made by Mr. DiSalvo, seconded by Mr. Gaydos. Roll call is taken. All present vote in favor.

**Adjournment**

Meeting called for adjournment, motion made by Mr. DiSalvo, seconded by Mr. McCarey, the time being 3:40p.m.

DRAFT



ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY & ORANGE COUNTY FUNDING CORPORATION

GOVERNANCE COMMITTEE MINUTES

December 10, 2020

Via Zoom / Conference CALL  
1:12pm – 1:24pm

PRESENT: Edward Diana, Michael Gaydos, James DiSalvo

ALSO PRESENT: Laurie Villasuso – Chief Executive Officer  
Kevin Dowd – IDA Attorney  
Vincent Cozzolino – Managing Director  
Melanie Schouten – Chief Operating Officer  
Ed Januszkiewicz - Chief Financial Officer  
Kelly Reilly  
Dean Brady

**Orange County Funding Corporation**

Ms. Villasuso started the meeting stating that the By-Laws that are on the agenda will be discussed last. She stated that the other two items will be discussed first.

**Extension of Expiration Dates**

The first one is a request from Orange County to extend the Heritage Trail expiration date to 12/31/21 from 12/31/20 for funding that was approved January of this year for a million dollars to cover the section of the trail that is currently under construction. She stated that the County Executive sent a letter detailing some of the challenges with some railroad easement bed in Middletown and the County expects to use the funds in 2021.

Motion is made by Mr. Gaydos seconded by Mr. Diana to extend the Heritage Trail expiration date to 12/31/21. All voted in favor to recommend approval at the full board meeting.

The second item is the Highland Falls project expenditure which is set to expire on 12/31/20. Ms. Villasuso stated that this project is still on going. Ms. Villasuso asked Ms. Schouten what date they are looking to extend to, Ms. Schouten stated 12/31/21. Ms. Villasuso reminded the Committee that this project expenditure was to match state funds for beautification which was approved two years ago.

Motion is made by Mr. Gaydos seconded by Mr. Diana to extend the Highland Falls project expenditure expiration date to 12/31/21. Mr. DiSalvo abstained from voting. This will be recommended for approval at the full board meeting.

**By-Laws**

Ms. Villasuso stated that this is a bit more detailed so Mr. Dowd will go over the By-Laws. She stated that the IDA By-Laws were reviewed last year and that the OCFC By-Laws had not been reviewed since 2010.

Mr. Dowd stated that these By-Laws were formed in 2010 and have not been looked at in 10 years. He stated that there has always been an Organizational Meeting for the IDA in January and the OCFC in June. There have been some issues as to why there are two Organizational Meetings with the same people on the board and in 2020 the OCFC Organizational Meeting was in June was missed. Mr. Dowd stated that with the help of Harris Beach, Mr. Bob Ryan, researched the Not for profit Corporation Law to make sure that the re-organizational date in June could be changed to match the IDA's in January which can be done. Mr. Dowd stated that the new date is in the By-Laws. Another reason is since we have the same personnel of OCFC and IDA, the names and structures were changed to mirror the Internal Corporate structure of the IDA. There is also no formal relationship between the IDA and OCFC other than the Board Membership and Employees. He stated that no one gets paid as Corporate Officers for the OCFC so we want to formalize a relationship and a simple agreement between IDA and OCFC stating that the IDA

Corporate Officers will perform for no compensation the same services for the OCFC. Ms. Villasuso stated that with PARIS reporting it would be better to have a formal agreement for the OCFC since all employees have to be listed and the OCFC has activity. Mr. Gaydos asked how much time is put into the OCFC, Ms. Villasuso stated probably about 75% IDA and 25% OCFC.

Mr. Dowd stated that these By-Laws have been worked on for about 6 months and we wanted to present it to the Committee this month so it could be adopted today so the Reorganizational Meeting can happen in January 2021 and not June 2021. Mr. Dowd stated that about summarizes the By-Laws, he said that a lot of useless information was taken out and cleaned up. Mr. Dowd stated that the OCFC By-Laws mirror the IDA By-Laws. Mr. Dowd asked if there were any questions and if the Committee was comfortable to adopt the By-Laws today. The Committee all agreed that they are comfortable with the updated By-Laws.

Motion is made by Mr. DiSalvo seconded by Mr. Diana to recommend adoption of the By-Laws. All voted in favor to recommend approval at the full board meeting.

Governance Committee Meeting ended at 1:24pm.

DRAFT

1 THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
STATE OF NEW YORK

2 -----x

3 In The Matter of

4 Re: ORANGE INN, LLC

5 -----x

6 Virtual Hearing  
7 December 8, 2020  
8 10:00 a.m.

9  
10  
11  
12 B E F O R E: KEVIN DOWD, ESQ.  
13 IDA ATTORNEY  
14  
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18  
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22 FRANCES ROTH  
23 Court Stenographer  
24 168 North Drury Lane  
25 Newburgh, New York 12550  
Telephone (845) 566-1641

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A P P E A R A N C E S:

LAW OFFICES OF KEVIN T. DOWD  
Attorney for IDA  
46 Daisy Lane  
Montgomery, New York 12549

Kelly Reilly  
Client Services Specialist, OCIDA

Melanie Schouten  
IDA Chief Operating Officer

## ORANGE INN, LLC

1 MS. SCHOUTEN: Okay, so we're going to  
2 start. Kevin, go ahead, you can open the public  
3 hearing.

4 MR. DOWD: Morning everyone, my name is  
5 Kevin Dowd. I am the local counsel for the  
6 Orange County Industrial Development Agency and  
7 I'll be conducting this public hearing today.  
8 With me today are Melanie Schouten, our Chief  
9 Operating Officer, Kelly Reilly, our project  
10 manager, Fran Roth is our stenographer, and we  
11 also have the applicant here, Mr. Luigi Kapiti.  
12 This is the first time that the IDA is conducting  
13 a public hearing via Zoom so please bear with us,  
14 everyone will have the opportunity to speak when  
15 asked to speak and given that opportunity we will  
16 certainly try to get everyone's questions in and  
17 hopefully some answers. So the way we're going  
18 to proceed today is I'm going to read the public  
19 notice and because of the Covid restrictions the  
20 public hearing notice is a little longer so  
21 please be patient while I read it to you and then  
22 we're going to ask the applicant for a brief, and  
23 I will ask Mr. Luigi Kapiti to please make it  
24 brief summary of the project and then we can open  
25 up for questions and comments. So with that

## ORANGE INN, LLC

1 being said, I will read the notice of public  
2 hearing. Notice is hereby given that a public  
3 hearing pursuant to Article 18-A of the New York  
4 General Municipal Law will be held by the Orange  
5 County Industrial Development Agency on Tuesday,  
6 December 8, 2020 at 10:00 a.m. local time via  
7 Zoom video conference in connection with the  
8 matter described below. Please note the special  
9 public hearing logistics and instructions  
10 included at the end of this notice. Orange Inn,  
11 LLC, a New York limited liability company for  
12 itself or on behalf of an entity formed or to be  
13 formed has submitted an application to the Agency  
14 requesting the Agency's assistance with a certain  
15 project consisting of: (A) The acquisition by  
16 the Agency of a leasehold interest in an  
17 approximately .23-acre parcel of land known as  
18 159-167 Main Street in the Village and Town of  
19 Goshen, Orange County, New York together with the  
20 existing vacant approximately 23,500 square foot  
21 18th century inn thereon; (B) The renovation and  
22 modernization of the Existing Improvements into a  
23 modern hotel, restaurant and small convention  
24 center; and (C) The acquisition and installation  
25 in, on or around the Improvements of various

## ORANGE INN, LLC

1 machinery, equipment and personal property. The  
2 Agency will acquire a leasehold interest in the  
3 Facility and lease the Facility back to the  
4 Company. The Company will operate the Facility  
5 during the term of the lease. At the end of the  
6 lease term, the Agency's leasehold interest will  
7 be terminated. The Agency contemplates that it  
8 will provide financial assistance to the Company  
9 in the form of sales and use tax exemptions, a  
10 real property tax abatement and if necessary a  
11 mortgage recording tax exemption all consistent  
12 with the policies of the Agency. Please note  
13 special public hearing conduct instructions and  
14 information. In accordance with Section 859-a of  
15 the Act, a representative of the Agency will be  
16 at the above-stated time and place to present a  
17 copy of the Company's project Application  
18 including a cost benefit analysis which is also  
19 available for viewing on the Agency's website at  
20 [www.ocnyida.com/active-projects/](http://www.ocnyida.com/active-projects/). However, given  
21 the Covid 19 public health crisis and related  
22 Executive Orders issued by Governor Andrew M.  
23 Cuomo, the Agency will not be able to accommodate  
24 in-person public attendance or participation at  
25 this hearing. Nonetheless, and in furtherance of

## ORANGE INN, LLC

1 the provisions of Section 859-a of the Act  
2 requiring interested parties be provided a  
3 reasonable opportunity, both orally and in  
4 writing, to present their views with respect to  
5 the Project, the Agency will broadcast the Public  
6 Hearing live on a video conference and the Zoom  
7 address is there, with written comments accepted  
8 on that platform in real time. In addition, the  
9 Agency will provide the public access to provide  
10 oral comments in real time via conference bridge  
11 at telephone number 1-646-558-8656, meeting ID  
12 number 947 1827 6766 no passcode required.

13 Finally, interested parties may submit written  
14 comments to the Agency, which will all be  
15 included within the public hearing record. Any  
16 written comments may be sent to Orange County  
17 Industrial Development Agency, attention Melanie  
18 Schouten, COO, 4 Crotty Lane, Suite 100, New  
19 Windsor, New York 12553 and/or via email at  
20 business@ocnyida.com with the subject line being  
21 Re: Orange Inn, LLC, no later than Monday,  
22 December 7, 2020. Dated: November 24, 2020, by  
23 the Orange County Industrial Development Agency.  
24 Okay, so what we're going to start with I'm going  
25 to ask Mr. Kapiti as the president of Orange Inn,



## ORANGE INN, LLC

1 LLC to please give a brief description of his  
2 project.

3 MR. KAPITI: Hi, good morning, my name is  
4 Luigi Kapiti, the owner of the Orange Inn. And  
5 my goal here is to bring this historical building  
6 into a boutique, high end boutique hotel and to  
7 create new jobs. And what else? Very simple,  
8 very simple.

9 MR. DOWD: That's about as simple as it  
10 gets, that's good, nothing else you want to add?  
11 Anything the public should know?

12 MR. KAPITI: Oh, no. Do you have any  
13 questions for me?

14 MR. DOWD: What I'm going to do, Mr. Kapiti,  
15 is I'm going to summarize for the public your  
16 application. So you state that the total capital  
17 costs are \$3.3 million, \$1 million of that is  
18 towards equipment, \$90,000 is for soft costs like  
19 architectural and engineering, 2.21 million is  
20 for construction. So you're asking for a sales  
21 tax exemption on equipment which would come to a  
22 savings to you of about \$81,250. I would note in  
23 your application, Mr. Kapiti, maybe you can  
24 answer this question whether you are seeking a  
25 sales tax exemption on the construction costs as

## ORANGE INN, LLC

1 well because that's not in your application?

2 MR. KAPITI: Yes.

3 MR. DOWD: Okay, so what you'll need to do  
4 is you're going to need to amend your application  
5 by a simple letter asking that that sales tax be  
6 extended but in anticipation of your answer of  
7 yes, I figured that the savings on construction  
8 on a \$2.21 million project would be approximately  
9 \$179,562. At this time, you're not requesting  
10 any mortgage recording tax exemption. You are  
11 asking for a Payment in Lieu Of Tax agreement for  
12 real estate tax abatement and basically the IDA  
13 can consider three different kinds of Pilot  
14 agreements for you. So based upon information we  
15 got from real property tax in Orange County and  
16 based solely upon the cost of the improvements  
17 you're going to be making if you had a four year  
18 Pilot your total savings would be \$172,640, the  
19 total taxes you would pay including fire district  
20 taxes would be \$243,383, if you were, if the IDA  
21 were to grant you a ten year PILOT, your total  
22 savings would be \$441,638, and the total taxes  
23 you would pay would be \$474,613. And the last  
24 option is a ten year 485-b equivalent, if you  
25 were to be given that by the IDA, you would have

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1 a total savings of \$120,819 and total taxes paid  
2 of 694,432. Also, based upon your application  
3 you are intending to save up to 22 jobs, eight  
4 full time and 14 part time, and within three  
5 years of completion of the project you're  
6 projecting to increase the number of jobs by 24  
7 which would be ten full time equivalent and 14  
8 part time equivalent. Has anything I said to  
9 you, Mr. Kapiti, not correct?

10 MR. KAPITI: No, everything's correct, sir.

11 MR. DOWD: Very good, thank you. At this  
12 point, I'd be very happy to open this up to any  
13 questions or comments from the public? And  
14 Melanie, you control this.

15 MS. SCHOUTEN: If anyone has a question or a  
16 comment you're welcome to either type one into  
17 the chat and we can unmute you or you can type in  
18 your question but either way please we ask that  
19 you state your name. Give it a minute. Okay,  
20 Dean, can you please unmute Miss Dana and let me  
21 know once you've done so?

22 MR. BRADY: Yup, one second, just going to  
23 take me a second.

24 MS. DANA: Hi, can you guys hear me?

25 MS. SCHOUTEN: Hello Amanda, yes.

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1 MS. DANA: Okay, thank you. Thank you for  
2 the opportunity to speak. I'm Amanda Dana,  
3 Director of Tourism and Film for Orange County.  
4 I just want to go on record as saying I'm very  
5 supportive of this project. This is a much  
6 needed project especially in the Village of  
7 Goshen. We are very limited as to our lodging  
8 options in Goshen with Goshen growing as much as  
9 it is as well as this is a great establishment  
10 that's following all the guidelines that we need  
11 to be followed and keeping the charm of Goshen in  
12 mind is at the top of their mind I should say.  
13 So on behalf of Orange County Tourism we are very  
14 much in favor of this project, it truly has a  
15 great economic impact for the village and town  
16 and county and I just want to say I'm very  
17 supportive of it and look forward to hopefully  
18 working out some type of an incentive package for  
19 them so they can operate. Thank you.

20 MR. DOWD: Thank you, Amanda.

21 MR. KAPITI: Thank you so much, thank you.

22 MS. SCHOUTEN: Dean, you can go ahead and  
23 unmute Mr. Torelli. Hi, Mike, we can hear you.

24 MR. TORELLI: Good morning. Can everyone  
25 hear me?

## ORANGE INN, LLC

1 MS. SCHOUTEN: Yes.

2 MR. TORELLI: Perfect. My name is Michael  
3 Torelli, I'm a resident of the Village of Goshen,  
4 I'm also on the Village of Goshen Planning Board  
5 and a founding member of the Goshen Joint  
6 Economic Development Initiative. I'd like to  
7 lend my support for this project. This is  
8 exactly the type of project that we hope the IDA  
9 can help incentivize. This type of investment in  
10 a building and the adaptive reuse and renovation  
11 of it will be second to none and will be a major  
12 asset not only for the Village if it's allowed to  
13 receive these benefits but for the entire county.  
14 Literally we are at the crossroads of the  
15 northeast and I can't think of a better project  
16 on an existing building that's going to be reused  
17 than something like this. I'll have to admit I  
18 live literally only a block and a half away and I  
19 pass it every single day and I really look  
20 forward to it. I know that as a member of the  
21 planning board we vigorously looked at this with  
22 their engineers and consultants and I know that  
23 our planning board and our consultants really  
24 worked with the applicant on this and we believe  
25 it's a true gem to be renovated and we would

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1 thank Mr. Luigi for the potential for this major  
2 investment in our village. Thank you.

3 MS. SCHOUTEN: Thank you.

4 MR. KAPITI: Thank you also, Mike, thank you  
5 so much.

6 MS. SCHOUTEN: Also, Bill Fioravanti, Orange  
7 County Economic Developer would also like to lend  
8 his support. He says that you've made this  
9 facility an institution in Goshen and in Orange  
10 County and the hotel would enhance the growing  
11 tourism offerings at a time when we need to  
12 continually add to this draw and the critical  
13 revenues that it will help to produce. And we  
14 are also in need for additional conference venues  
15 which this will also provide. With that said,  
16 their proposed project is nothing short of  
17 courageous in this current business environment  
18 created by Covid and this is why they need our  
19 support through economic incentives like this.  
20 The other two are listeners, I don't believe they  
21 can jump on right now so with that I don't, I  
22 believe we're good in terms of comments.

23 MR. DOWD: Anything else? Okay, it is  
24 10:14, should we wait another minute to see if  
25 anyone wants to join?

## ORANGE INN, LLC

1 MS. SCHOUTEN: No.

2 MR. DOWD: We can close the public hearing  
3 but given that we're doing this for the first  
4 time I'm reluctant to do it so fast.

5 MS. SCHOUTEN: No one additional has joined  
6 in the last 14 minutes, anyone who joined  
7 originally and anyone that's able to verbally  
8 communicate has already done so.

9 MR. DOWD: Okay, with that being said, there  
10 being no further comments or questions, I will  
11 declare the public hearing closed. Fran will be  
12 transcribing the minutes for this hearing, the  
13 board members will get to review all the comments  
14 as well as the information. Also, this is going  
15 to be on our website, correct?

16 MS. SCHOUTEN: Correct, we're going to post  
17 it later today.

18 MR. DOWD: And then Mr. Kapiti, the IDA  
19 board will take up your application for a final  
20 resolution, I don't know if they're going to do  
21 it--

22 MS. SCHOUTEN: January.

23 MR. DOWD: Yeah, not until January, they  
24 have to get the public hearing minutes, be able  
25 to view everything and their next meeting is

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Thursday, and that's not going to happen I don't think that quickly so we'll see you probably in January, okay? Okay, with that being said--

MR. KAPITI: Thank you so much.

MR. DOWD: Thank you, sir. Okay, that's it.

(Proceedings concluded at 10:14 a.m.)

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## C-E-R-T-I-F-I-C-A-T-I-O-N

4

5 I, FRANCES ROTH, a Stenographic Reporter and Notary Public  
6 of the State of New York, do hereby certify:

7

8 That the foregoing is an accurate record of the testimony,  
9 as given, to the best of my knowledge and belief, the same  
10 having been stenographically recorded by me and transcribed  
11 under my supervision.

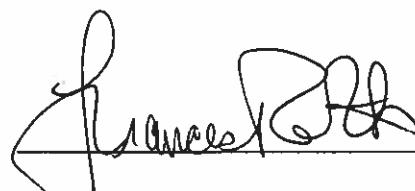
12

13 That I am not related to any of the parties involved in  
14 this matter, and that I have no personal interest  
15 whatsoever in the outcome thereof.

16

17

18

A handwritten signature in cursive script, appearing to read "Frances Roth", written over a horizontal line.

19

FRANCES ROTH

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## ECONOMIC DEVELOPMENT

## Fashion Designer Opens Studio Boutique in Newburgh With Boost From IDA

BY DOMINIC MCKENZIE | NEWBURGH  
PUBLISHED 2:14 PM ET DEC. 15, 2020

Shelli Scott opens her namesake boutique in Newburgh every morning to prepare for a day of designing, cutting, stitching, and sewing beautiful articles of clothing. Each day is different. She's been in Newburgh for two years, building her business from the ground up. She opened her first storefront to sell her incredible designs.

### What You Need To Know

- Shelli Scott graduated from the Fashion Institute of Technology in New York City
- The storefront is located in The Accelerator at 603 Broadway, a space provided by the Orange County Industrial Development Agency

“We were planning on opening before the pandemic, [but] the pandemic happened,” Scott said. “But I strongly feel like women still enjoy the shopping experience. I am a woman, I do like going out, trying on things, seeing how I like it, how it looks on me.”

Her clients, she said, agree 100 percent with her decision.

“Because I love to shop. So I’m hoping other women do, too,” she said.

Scott's business is part of "The Accelerator," program managed by the Orange County Industrial Development Agency (IDA). The program focuses on bringing manufacturing back to the Mid-Hudson Valley. She said the IDA has been very supportive.

“As far as having a location that’s in the area, it’s affordable, and the advice and financial help that they give has been a great help for me,” Scott said.

The program facilitates other clients, from drone educators, soap makers, to a 3D printing startup. The IDA's involvement has facilitated business growth for Scott, who has dressed celebrities, such as actress Ciera Payton, and reality TV stars, including "The Real Housewives of Potomac" star Gizelle Bryant.

Scott is happy to know she’s contributing to the overall goal of bringing business back to Newburgh.

“That makes me feel good knowing that I’m like a first to bring a brand to Newburgh,” she said.

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**YOU MAY ALSO BE INTERESTED IN**

NEWBURGH

# Newburgh apparel maker, Ziel, to double staff and make masks

**Daniel Axelrod** Times Herald-Record

Published 6:00 a.m. ET Dec. 23, 2020 | Updated 12:38 p.m. ET Dec. 23, 2020

CITY OF NEWBURGH - A young City of Newburgh activewear maker is expanding in a big way to manufacture N95 masks, the latest local business to move into public health products with help from the Orange County Accelerator.

Ziel Inc. is engaging in a \$1 million expansion, more than doubling its staff by hiring 15 to 20 new full-time employees to make the high-grade protective masks that are in demand during the coronavirus pandemic.

Two years ago, Ziel, now five years old, had just a handful of employees when it joined the Accelerator, which helped it set up shop at 605 Broadway.

The 14,000-square-foot, 80-year-old building was home to the former Royal Hair Pin Corporation, Angie's Clothing and the Cloak Room store, but it had been vacant for years before Ziel moved in with other apparel makers.

Now, the building's smaller apparel makers, which are also part of the Accelerator, have been moved elsewhere in Newburgh, New Windsor and Cornwall to help the expansion of Ziel's current staff of 15 full-time and four part-time workers.

## The pivot from fashion to face masks

Ziel is a private-label apparel company that mainly makes activewear for sports apparel brands and retailers, plus other products like leg warmers. Like other so-called "fast fashion" companies, Ziel doesn't manufacture anything until it receives orders from other businesses. Then, it shoots swift multi-day turnarounds on orders.

The Accelerator is a division of the Orange County Industrial Agency, a nonprofit that promotes local economic development. It helps grow nascent businesses and incubate start-up companies.

## **MORE: Newburgh making fashion statement with help from IDA Accelerator**

### **MORE: Accelerator: Activewear maker Ziel a good fit for Newburgh**

Empire State Development, the state's economic development agency, is also helping Ziel with its expansion by providing a \$390,000 grant.

Ziel plans to churn out 1 million masks per month starting in January, under its new, affiliated Hudson Valley Mask Company. Ziel's new affiliate is hiring positions ranging from machine operators to shipping assistants and technical engineers, with pay generally between \$15 and \$20 per hour.

Expanding to make masks fits Ziel's mission because "we're a public benefit corporation, with two main tenets of promoting sustainability and employment," said Ziel founder and CEO Marleen Vogelaar.

Vogelaar, a Netherlands native, U.S. resident of 10 years and a Westchester County resident who is in her early 40s, said she sees Newburgh as a promising, affordable, logistically smart place to produce products.

"I was emotional about this the other week — that I was creating so many jobs, and how we're really going to be pulling this off for Newburgh," Vogelaar added.

Ziel and a pair of businesses affiliated with the Accelerator, Orange Packaging in New Windsor and FPS Apparel of Chester, have used the Accelerator's help this year to expand into making public health products.

Orange Packaging, which makes store displays, has also gone into producing face shields and gowns, while FPS Apparel, a manufacturer of promotional apparel like concert gear, now also makes cloth face masks.

As a result, Ziel, Orange Packaging and FPS Apparel are adding, or are in the process of adding, 130-plus workers, said Orange County IDA Managing Director Vincent Cozzolino.

Ziel's factory space "was an empty building a few years ago," said Laurie Villasuso, the IDA's CEO. "Now, it's alive and sitting at the feet of so many people's futures."

*daxelrod@th-record.com*