

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

MINUTES

March 5, 2021

A Special Meeting of the Orange County Industrial Development Agency was convened via Zoom video conference March 5, 2021 at 1:00p.m.

Ms. Villasuso calls to order a Special Meeting of the Orange County IDA, March 5, 2021. Board consists of five members. There is a quorum. Upon roll call, the following were:

PRESENT: Mary Ellen Rogulski, Edward Diana, Stephen Brescia, John McCarey, Denise Quinn

ABSENT: James DiSalvo, Michael Gaydos.

ALSO PRESENT: Laurie Villasuso – Chief Executive Officer  
Kevin Dowd – IDA Attorney  
Russell Gaenzle – Harris Beach  
Liz Benjamin – Brown Weinraub  
Michael Koenig - Hinckley Allen  
Dean Brady – Tech Support

**Attorney Client Session**

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

*Enter Attorney Client Session*

*Mr. Brady immediately leaves the Attorney Client Session.*

*Mr. DiSalvo and Mr. Gaydos enter the meeting during the Attorney Client Session. Chairman Rogulski leaves the meeting during the Attorney Client Session.*

The members discuss the legalities of certain matters.

*Mr. Brady rejoins the meeting.*

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

Mr. Dowd reads aloud the indemnification resolution. Resolution authorizing the indemnification of legal expenses for employees and Board members of the IDA and coverage under the directors and officer's liability policy to the extent such policy provides coverage in connection with a certain grand jury investigation. Motion made by Mr. DiSalvo. Motion seconded by Mr. Gaydos. All present vote in favor.

Mr. Dowd notes that this indemnification was previously discussed at the March 2<sup>nd</sup> Special Board Meeting, but action was taken today to formally indemnify IDA employees and Board members under the existing policies.

**Adjournment**

Meeting called for adjournment, motion made by Mr. DiSalvo, seconded by Mr. McCarey, the time being 3:28p.m.