

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

MINUTES

March 30, 2021

A meeting of the Orange County Industrial Development Agency was convened via Zoom video conference March 30, 2021 at 6:02p.m.

Mr. Ruskiewicz calls to order the meeting of the Orange County IDA, March 30, 2021. (Pledge of Allegiance is recited). Board consists of six members. There is a quorum. Upon roll call, the following were:

PRESENT: Paul Ruskiewicz, John Douthit, Mike Torelli, Vincent Odock, Tyler Etzel Jr., Lesley Pierri

ABSENT: None

ALSO PRESENT: Laurie Villasuso – Chief Executive Officer
Vincent Cozzolino – GTG Managing Director
Melanie Schouten – Chief Operating Officer
Edward Januszkiewicz – Chief Financial Officer
Kevin Dowd – IDA Attorney
Russell Gaenzle – Harris Beach
Langdon Chapman – County Attorney
Rebecca Brown - GTI (Fiorello)

Reorganization Meeting

Mr. Ruskiewicz stated the first order of business is the reorganization meeting. Mr. Ruskiewicz nominated Mr. Torelli as Chairman. Ms. Pierri seconds the nomination. Affirmative votes of all members present results in motion carried.

The officers of the Board are as follows:

Vice Chairman: John Douthit - Motion made by Chairman Torelli, seconded by Ms. Pierri. Affirmative votes of all members present results in motion carried.

Second Vice Chair : Tyler Etzel Jr. - Motion made by Mr. Ruskiewicz, seconded by Ms. Pierri. Affirmative votes of all members present results in motion carried.

Secretary: Lesley Pierri - Motion made by Chairman Torelli, seconded by Ms. Ruskiewicz. Affirmative votes of all members present results in motion carried.

Assistant Secretary: Vincent Odock - Motion made by Chairman Torelli, seconded by Ms. Pierri. Affirmative votes of all members present results in motion carried.

The Chairman appointments for Committees are as follows:

Audit Committee:	Pierri, Douthit, Etzel
Finance Committee:	Douthit, Odock, Torelli
Governance Committee:	Etzel, Douthit, Torelli, Pierri
Accelerator Committee:	Torelli, Pierri, Etzel, Odock
Human Resources Committee:	Pierri, Douthit, Torelli

Chairman Torelli stated that he would like the order of the meeting changed with Projects at the top of the agenda.

Resolution

Fiorello Pharmaceuticals, Inc. – Final Resolution

Ms. Villasuso was asked to give a brief overview of the project. She stated that the project is located in Warwick at the former prison site. The overall project cost is approximately \$150M. The job numbers coming to Orange County as a result of this project will be 125 jobs for the first year and 25 the year after. The applicant is seeking a sales and use tax exemption, mortgage recording tax exemption, real estate property tax abatement (PILOT), and bond financing. Based on the project approval matrix this project scored 28 which makes them eligible for a 15-year PILOT. Ms. Villasuso stated that GTI came to the board a few months ago to present the project. They were induced at that time. We held a public hearing with some comments. A letter was received with questions like what is the next step, how many jobs, and what does this mean for Orange County and Warwick? The next step if the resolution is passed today will be for GTI(Fiorello) to use their incentives. Mr. Torelli asked to reconfirm that we did have a public hearing, received letters of support from the municipality and received an estimated new tax generation and revenue. Ms. Villasuso confirmed.

Chairman Torelli stated what he really liked about the project is that it will be added to the tax rolls, now it is off the tax rolls, and working with Orange County Real Property we received information that states specifically what the estimates are and how the special districts are at 100%. Mr. Torelli stated that if the Board came to a positive resolution, he would like to do a press release and talk about the positives so that people understand what the IDA is and their function. Chairman Torelli asked the Bond Counsel to reconfirm is bond financing eligible? Mr. Ganzele from Harris Beach stated yes this is a taxable bond that is being offered to institutional investors a broader scope of financing vs. going to a local bank. This is a pure conduit issuance by the IDA, a nonrecourse bond to the IDA, County and State and the debt is solely of the borrower. Mr. Torelli asked if the resolution includes this, Mr. Ganzele stated yes. Mr. Torelli asked if this is eligible for the 15-year PILOT, Mr. Ganzele stated yes it would qualify for the 15-year PILOT based on the policy and scoring matrix that was established.

Mr. Etzel asked how many construction jobs will this project create? Ms. Brown stated that for the full project it is \$155M: for fixtures and equipment \$28M, \$117K construction cost and \$5.7M is architect and engineering. For phase 1 it will be \$30M construction and \$8M fixtures and equipment and \$2.5M architecture and engineering fees and the cost of the property. Mr. Ruskiewicz asked Ms. Brown if they had any preference between a 10- or 15-year PILOT and how it may affect your decision either way. Ms. Brown stated that the 15-year PILOT is preferable but appreciate consideration for anything the board decides. Ms. Villasuso stated that in addition to working on the closing we have a labor policy that audits the job so there will be real numbers of construction jobs, how many people are onsite and if they are local. Mr. Odock asked if there was a construction impact study done on the number of constructions jobs, Ms. Brown stated GTI has not done one but are aware of the IDA's labor policy and intend to comply without issue.

Chairman Torelli states he will entertain a motion. Motion made by Mr. Etzel that the Board accepts this project for a 15-year PILOT, MRT, STE and Bonding. Motion seconded by Mr. Ruskiewicz. Roll call by Ms. Villasuso: Ruskiewicz - yes, Douthit – Abstain, Torelli - yes, Odock - yes, Etzel – yes, Pierri – yes. Passes with 5 ayes and 1 abstention

Mr. Torelli stated that he would like to vote to have the County Attorney Mr. Langdon Chapman help coordinate legal services of our remaining counsel we have (regular, bond any other counsel that is potentially out there). Mr. Torelli asked if anyone would like to talk about it or have any questions. Mr. Ruskiewicz asked if this was being put in a form of a resolution or just discussion. Chairman Torelli stated after discussion that he would like it to go to a motion. Mr. Etzel stated whether we should have independent counsel or county counsel. He asked if anyone was interested in that, some stated no. Chairman Torelli motioned to have the County Attorney help coordinate legal services of our existing counsel and help the IDA Board through this transition. Seconded by Douthit. Roll call by Ms. Villasuso: Ruskiewicz - yes, Douthit – yes, Torelli - yes, Odock - yes, Etzel – no, Pierri – yes. Motion was adopted with 5 ayes and 1 nay.

Chairman Torelli stated that we would like to make a motion that Harris Beach our Bond Counsel file our PARIS report and if needed ask for an extension if determined necessary. Mr. Ganzele stated that Harris Beach is happy to do so. Ms. Julie Marshall helps many of the IDA clients do the PARIS reporting and agreed that they will need an extension. Seconded by Mr. Ruskiewicz. Roll call by Ms. Villasuso: Ruskiewicz - yes, Douthit – yes, Torelli - yes, Odock - yes, Etzel – yes, Pierri – yes. Motion is adopted with 6 ayes.

Chairman Torelli brought up the Attorney and Consulting Attorneys Brown & Weinraub, they had some conversation with the Vona Group in regard to the recent presentation. He believes Brown & Weinraub hired them, Mr. Torelli would like to get the contract so we can give it to the DA's office and County Attorney's office for their review to understand the scope of work on the Vona contract. Seconded by Ms. Pierri. Roll call by Ms. Villasuso: Ruskiewicz - yes, Douthit - yes, Torelli - yes, Odock - yes, Etzel - yes, Pierri - yes. Passes with 6 ayes.

Chairman Torelli stated he would like to add as an agent Mr. Bill Fioravanti to the IDA to help gather information, keep the IDA Board informed on the IDA Economic Development Projects since he is the County's Economic Director. Chairman Torelli would like to make a motion to add Mr. Bill Fioravanti as an agent to help through the process. Seconded by Mr. Douthit. Roll call by Ms. Villasuso: Ruskiewicz - yes, Douthit - yes, Torelli - yes, Odock - yes, Etzel - yes, Pierri - yes. Motion is adopted with 6 ayes.

Mr. Dowd asked if there was going to be a scope of services for Mr. Fioravanti or a contract with the county for his services? Mr. Dowd stated that agents usually work under a contract for a specific dollar amount. Mr. Torelli stated no, he thinks they are going to have a direct relationship with Mr. Fioravanti without any compensation at this point. He stated the scope of work is very open ended and we want him to be an agent. Mr. Chapman stated that he could come up with a formal resolution but doesn't feel it is needed. The Board is just looking at coordinating staff activities and report back to the IDA Board. Chairman Torelli stated that he would like him to draft a document and if needed the Board would sign.

Chairman Torelli entertains a motion to go into executive session. He asked the staff and consultants to stay on, then stated that they will be called in individually to be asked specific questions that is allowed under executive session about personnel, legal services, DA Subpoena, and things of that nature. Seconded by Douthit. Roll call by Ms. Villasuso: Ruskiewicz - yes, Douthit - yes, Torelli - yes, Odock - yes, Etzel - yes, Pierri - yes. Motion is adopted with 6 ayes.

Enter Executive Session

Chairman Torelli reconvened the meeting. He stated that he will ask Board Members if they want to bring any items to the table and will finalize with the financial reports, audit, open board business and adjournment.

Resolutions

Ms. Pierri stated she will motion a resolution authorizing the Orange County Industrial Development Agency (IDA) to terminate both agreements with Galileo Technology Group Inc. known as GTG. Seconded by Mr. Douthit. Roll call by Ms. Villasuso: Ruskiewicz - yes, Douthit - yes, Torelli - yes, Odock - abstain, Etzel - no, Pierri - yes. Motion is adopted with 4 ayes, 1 nay, and 1 abstention

Mr. Ruskiewicz motions to appoint the County Attorney Mr. Langdon Chapman attorney for the IDA. Seconded by Pierri. Roll call by Ms. Villasuso: Ruskiewicz - yes, Douthit - yes, Torelli - yes, Odock - yes, Etzel - no, Pierri - yes. Motion is adopted with 5 ayes and 1 nay

Mr. Ruskiewicz motions to appoint Mr. Bill Fioravanti Orange County Economic Development Director, an Agent to coordinate between the IDA staff and contractors and the IDA Board. Seconded by Mr. Douthit. Roll call by Ms. Villasuso: Ruskiewicz - yes, Douthit - yes, Torelli - yes, Odock - yes, Etzel - yes, Pierri - yes. Motion is adopted with 6 ayes.

Mr. Ruskiewicz motions to have Brown & Weinraub release the report and contract with Leonard Vona in relation with the Orange County IDA. Seconded by Ms. Pierri. Roll call by Ms. Villasuso: Ruskiewicz - yes, Douthit - yes, Torelli - yes, Odock - yes, Etzel - yes, Pierri - yes. Motion is adopted with 6 ayes.

Other Board Business

Chairman Torelli asked since JGS could not be available for Audit questions could it be tabled until next meeting. Ms. Villasuso stated that PARIS is due tomorrow we will need an extension until the Audit is approved.

Chairman Torelli stated that since this is a Special Meeting there are no financial reports so he will table the financials reports to the next regular meeting.

Mr. Ruszkiewicz asked for a status on the DA's subpoena and also the Legislature requested information. Mr. Dowd stated the staff electronically delivered to Mr. Stewart Rossenwasser (DA in charge) numerous documents that have been part of the subpoena, 8 or 9 of the 12 items. They continue to work on the other items. Hard copies were made, and hand delivered by 10am to the DA's office marked to Stewart Rosenwasser. The staff continues to work on the request. Mr. Dowd stated that we will need clarification as to what exactly the DA is looking for on some of the items. There was a delay due to the termination of the attorney that the old Board members appointed. Ms. Villasuso stated that there is one correction. We delivered 10 items of the 16 the DA requested. She also stated that a lot of the documents the Legislature requested are duplicates of what the DA has requested. The subpoena takes priority, but we are working in tandem to get the documents to both the DA and Legislature.

Mr. Etzel stated that since a new Board has taken over all board members should make an effort to get out to The Accelerators and see what they are and what they are doing. Mr. Odock agrees with Mr. Etzel. He stated that especially Warwick, it is very interesting. Mr. Etzel stated that he met with Mr. Sweeton and he is close to making a big turn and needs help with his Accelerator until the end of the year. Mr. Etzel feels we should help him as much as we can. Chairman Torelli stated as part of The Accelerator Committee we have a lot of work to do with The Accelerators to better understand them, share the information, and understand them and the deals that are in place. He stated that if Mr. Etzel would like to share with Mr. Sweeton that we will look forward to working with him. He stated that he looks forward to working with all the elected officials who host The Accelerators and working with them.

Chairman Torelli asked the board to send the days they are available and timeframes, so a schedule is published for the regular IDA Meetings.

Adjournment

With no further business, meeting called for adjournment by Chairman Torelli, motion made by Mr. Douthit seconded by Mr. Odock, all voted in favor. The time being 6:58 p.m.

March 30, 2021

Attendance: Mr. Ruszkiewicz, Mr. Douthit, Ms. Pierri, Mr. Etzel, Mr. Odock, Chairman Torelli
Counsel: Mr. Dowd; Mr. Gaenzle (Harris Beach), Langdon Chapman (County Attorney)
Vincent Cozzolino, GTG,
Laurie Villasuso, Chief Executive Officer
Melanie Schouten, Chief Operating Officer

Motion by Mr. Ruszkiewicz, seconded by Ms. Pierri to elect Michael Torelli as Chairman. Vote 6-0.

Motion by Chairman Torelli, to elect John Douthit as Vice Chair. Unanimous.

Motion by Mr. Ruszkiewicz, seconded by Ms. Pierri to elect Tyler Etzel as 2nd Vice chair. Unanimous.

Motion by Chairman Torelli, seconded by Mr. Ruszkiewicz to nominate Member Pierri as secretary. Unanimous.

Motion by Chairman Torelli, seconded by Ms. Pierri to nominate Mr. Odock as Asst. Secretary, Unanimous.

Chairman Torelli appointed the following committees:

Audit	Members Pierri, Douthit, Etzel
Finance	Members Douthit, Odock, Torelli
Governance	Members Etzel, Douthit, Torelli, Lesley
Human Resources	Members Pierri, Douthit, Torelli
Accelerator	Members Torelli, Etzel, Pierri, Odock

GTI (Fiorello) Resolution

Motion by Member Etzel to approve the 15 year PILOT and related bonding authorization based on the scoring matrix utilized by the IDA. Seconded by Member Ruszkiewicz. Yes: Members Ruszkiewicz, Pierri, Etzel, Odock and Chairman Torelli; and one abstain – Member Douthit.

Motion for the Appointment of Counsel to the Agency to coordinate legal services and help the IDA through the transition: Motion by Chairman Torelli seconded by Member Douthit. Yes: Members Ruszkiewicz, Pierri, Torelli, Douthit, and Odock. No: Member Etzel

Motion to ask Harris Beach to file the Paris report and if needed seek an extension. Motion by Chairman Torelli, seconded by Member Ruszkiewicz. Unanimous.

Motion by Chairman Torelli to direct Brown and Weinraub to produce the Leonard Vona contract to be produced to the DA and County Attorney; seconded by Member Pierri. Unanimous.

Motion by Chairman Torelli to name William Fioravanti as the IDA's Agent to the IDA; seconded by Member Douthit. Unanimous.

Motion by Chairman Torelli moves to go into Executive session as it pertains to personnel and legal services and the District Attorney's subpoena. Seconded by Member Douthit. Unanimous. Counsel notes for the record and purpose of these notes that the same was made pursuant to Section 105(1)(d) and (f) of the Public Officers Law.

Executive session concluded.

Motion: TERMINATION OF GALILEO TECHNOLOGY GROUP CONTRACT:

Member Pierri made a motion to terminate the Galileo Technologies Contract. Motion by Member Pierri and seconded by Member Douthit to adopt the following resolution:

RESOLUTION AUTHORIZING THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (IDA) TO TERMINATE ITS AGREEMENTS FOR VARIOUS MANAGING DIRECTOR SERVICES WITH GALILEO TECHNOLOGY GROUP, INC (GTG) AND AUTHORIZING THE CHAIRPERSON TO EXECUTE AND DELIVER TERMINATION LETTER(S) AND ANY AND ALL OTHER RELATED DOCUMENTATION NECESSARY TO ACCOMPLISH SUCH TERMINATION

WHEREAS, the IDA and GTG entered into an Agreement dated as of the 1st day of January, 2021 pursuant to which GTG, and its assigned partner Vincent Cozzolino, was appointed the Managing Director of the IDA for the period January 1, 2021 to the date of the IDA's annual meeting in January, 2022 for the sum of \$70,000.00 payable monthly; and

WHEREAS, the IDA and GTG entered into an Agreement dated as of the 1st day of January, 2021 pursuant to which GTG was appointed the Managing Director of the following business accelerator programs and its campuses for the period January 1, 2021 to the date of the IDA's annual meeting in January, 2022 for the following compensation:

- (i) the IDA's Orange County Business Accelerator program for the sum of \$80,000.00 payable monthly;
- (ii) the IDA's Middletown Accelerator campus for the sum of \$72,000.00 payable monthly;
- (iii) the IDA's Newburgh and New Windsor's Accelerators' campuses for the sum of \$72,000.00 payable monthly;
- (iv) the IDA's Warwick Accelerator campus for the sum of \$72,000.00 payable monthly; and
- (v) the IDA's Highland Falls Accelerator campus for the sum of \$72,000.00 payable monthly; and
- (v) the IDA's Accelerator Without Walls Program for professional services performed by GTG for the hourly rate of \$125.00 up to \$300,000; and

WHEREAS, the IDA finds such termination desirable and acceptable; now therefore be it

RESOLVED, that the IDA terminate both agreements in the manner provided therefor in each such agreement; and be it further be it

RESOLVED, that the Chairperson be authorized to execute and deliver termination letter(s) and any and all other related documentation necessary to accomplish such termination.

In favor: Members Ruszkiewicz; Pierri; Torelli; Douthit;

Opposed: Etzel

Abstain: Odock

4-1-1

Motion: CLARIFYING LEGAL COUNSEL

Member Ruszkiewicz moved to clarify the earlier resolution relating to Counsel and moved the following resolution which was seconded by Member Pierri.

RESOLUTION NAMING THE ORANGE COUNTY ATTORNEY AS ATTORNEY FOR THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (IDA) AND DIRECTING OTHER LEGAL COUNSEL OF THE IDA IN RELATION THERETO

WHEREAS, Section 858(8)(a) authorizes the IDA:

“To appoint an attorney, who may be the counsel of the municipality, and to fix the attorney's compensation for services which shall be payable to the attorney, and to retain and employ private consultants for professional and technical assistance and advice;” and

WHEREAS, the IDA has been notified by the Office of the Orange County District Attorney that the IDA has not complied with the subpoena served on the IDA to date; and

WHEREAS, the IDA Board wishes to appoint the Office of the County Attorney of Orange County to serve as attorney for the IDA at a cost of \$0; and

WHEREAS, the County Attorney for Orange County, Langdon Chapman has agreed his office will undertake such role pending further resolution of the IDA and that he would provide qualified staff from within the Office of the County Attorney to provide services to the IDA as Attorney for the IDA; and

WHEREAS, the IDA finds such an appointment and assignment to be desirable and acceptable to it; now therefore be it

RESOLVED, hereby names the County Attorney of Orange County as its Attorney and directs remaining any remaining legal counsel or other attorneys of the IDA to coordinate legal advice to the IDA Board through the Office of the County Attorney; and be it further be it

RESOLVED, that remaining legal counsel to and for the IDA, as well as remaining staff and contractors of the IDA shall comply with requests of the Office of the County Attorney for documents and information in order for the County Attorney to respond to inquiries of the Board or members of the Board of the IDA; and be it further

RESOLVED, that the Orange County Attorney is hereby directed on behalf of the IDA to contact the Office of the District Attorney to notify the District Attorney of this resolution and to take such steps as the County Attorney deems necessary to ensure prompt and complete compliance with any subpoena(s) issued by the Orange County District Attorney to the IDA.

In favor: Members Ruszkiewicz; Piereri, Torelli; Douthit; and Odock

Against: Etzel

Passes 5-1

Appointment of Board's Agent to the IDA:

Motion: Requesting William Fioravanti to coordinate the economic development initiatives of the IDA. Motion by Member Ruszkiewicz and seconded by Member Douthit as follows:

RESOLUTION OF THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (IDA) REQUESTING WILLIAM FIORVANTI COORDINATE THE ECONOMIC DEVELOPMENT INITIATIVES OF THE IDA AND DIRECTING STAFF IN RELATION THERETO

WHEREAS, on March 4, 2021, the Orange County Legislature replaced the IDA Board; and

WHEREAS, since that time, the newly appointed IDA Board has reviewed staff and contractors of the IDA and continues to do so; and

WHEREAS, the IDA Board wishes to ensure better coordination of the various contractors and employees with the IDA Board; and

WHEREAS, the IDA Board desires to have that coordination developed through an agent of the Board;
and

WHEREAS, Section 858 of the General Municipal Law provides for the purpose and powers of the IDA;
and

WHEREAS, Section 858(7) of the General Municipal Law permits the IDA Board:

“(7) To appoint officers, agents and employees, to prescribe their qualifications and to fix their compensation and to pay the same out of funds of the agency;” and;

WHEREAS, the IDA Board is reviewing existing staff but wishes to coordinate through an agent the ongoing actions of the IDA; and

WHEREAS, Orange County has an Office of Economic Development whose director is William “Bill” Fioravanti; and

WHEREAS, the IDA Board wishes to engage Mr. Fioravanti as the Board’s agent to coordinate the ongoing operations of the IDA and all related services of the IDA (including, by example and not limitation the Accelerator); now therefore be it

RESOLVED, that the IDA Board hereby appoints William “Bill” Fioravanti, Orange County’s Economic Development Director as its agent to coordinate between the IDA staff and contractors and the IDA Board, the IDA’s ongoing initiatives; and be it further

RESOLVED, that such appointment carries with it no salary or benefits; and be it further

RESOLVED, that the IDA Board directs the staff and contractors of the IDA to cooperate with requests for information and to update Bill Fioravanti relating to ongoing initiatives and projects which the IDA staff would undertake without direct Board approval, prior to undertaking the same.

Motion passed UNANIMOUSLY.

Motion Directing Brown & Weinraub to release a report of Leonard Vona and to waive attorney client privilege in relation thereto as stated below. Moved by Member Ruszkiewicz and seconded by Member Pierri in a resolution as follows:

DIRECTING BROWN & WEINRAUB TO RELEASE THE REPORT OF LEONARD VONA AND THE CONTRACT BROWN & WEINRAUB HAS WITH LEONARD VONA IN RELATION TO THE ORANGE COUNTY IDA AND OTHERWISE WAIVING ATTORNEY/CLIENT PRIVILEGE WITH RESPECT TO THE IDA’S COMMUNICATIONS WITH BROWN & WEINRAUB AND LEONARD VONA FOR THE PURPOSE OF RESPONDING TO THE SUBPOENA OR OTHERWISE PROVIDING INFORMATION TO THE ORANGE COUNTY DISTRICT ATTORNEY

WHEREAS, the Orange County Industrial Development Agency (IDA) had retained the law firm of Brown & Weinraub of Albany New York for either lobbying or legal representation or both; and

WHEREAS, Brown & Weinraub reportedly retained the services of a Certified Public Accountant, Leonard Vona in relation to the IDA; now therefore be it

RESOLVED, the IDA hereby:

1. Waives the attorney/client privilege, to the extent one exists, between itself and the IDA in relation to the contract between Brown & Weinraub and Leonard Vona (or the business by which Leonard Vona is employed through);

2. Directs Brown & Weinraub to produce such report(s), of Mr. Vona and all documents utilized by Mr. Vona in developing such report(s), along with a copy of Mr. Vona's contract or engagement with the IDA (if any) and Brown & Weinraub (if any) and any request for services made by Brown & Weinraub or the IDA to the District Attorney of Orange County and the County Attorney of Orange County who has heretofore been authorized to serve as the Attorney for the IDA.

Motion passes UNANIMOUSLY

Motion to adjourn by Member Douthit, Seconded by Member Odock.

Motion passes UNANIMOUSLY