

## ORANGE COUNTY FUNDING CORPORATION

### MINUTES

November 20, 2012

A regular meeting of the Orange County Funding Corporation was convened in public session on November 20, 2012 at 10:30 A.M.. at the Hamptonburgh Town Hall, in Campbell Hall, New York.

The meeting was called to order by the Chairman, Robert Armistead, and upon roll being called, the following were:

PRESENT: Robert Armistead, Mary Ellen Rogulski, Henry VanLeeuwen, Robert Schreibeis

ABSENT: John Steinberg, Stephen Brescia

ALSO PRESENT: Russell Vernon  
James O'Donnell – Executive Director  
Kevin Dowd – Attorney  
Laurie Villasuso – Administrative Assistant  
Cathy Kenny – Mount Saint Mary College

Chairman Armistead calls the meeting for the Orange County Funding Corporation, November 20, 2012 (Pledge of Allegiance is recited). Board consists of four members. There is a quorum.

Review of the prior September 19, 2012 meeting minutes. Motion made by VanLeeuwen, seconded by Rogulski to approve the minutes as presented. Motion carries with all in favor.

Roll Call taken.

### Resolutions

#### **Mt. Saint Mary College**

Mr. Dowd mentions that Ms. Kenny from MSMC is joining the meeting today and asks members to address any questions about the project to her. With no specific questions, she gives an overview of the project. It is a 3-phase project, including the renovation of the Dominican Center, which was acquired last year. The top three floors will become residential student housing, the lower two floors will house the relocated library, and food service facility will be in the building also; the renovation of the hall is \$20M. Their request will also facilitate advanced refunding of the 2003 Series Bonds that are currently outstanding; for the 2005 Series Bonds, there will be covenant relief and to allow TD Bank to purchase the 2005 Bonds directly into their portfolio to replace an expiring JP Morgan letter of credit.

Ms. Rogulski asks why the request is for “up to \$75M,” and is advised by Ms. Kenny that the bonds include the renovation and the refinance of the bonds, she also advises that they will receive interest rate relief.

Mr. Dowd reads the Mount Saint Mary College Bond Resolution aloud. Motion made by VanLeeuwen, seconded by Schreibeis. Open for discussion. Affirmative votes of all members present resulted in motion carried.

Mr. Dowd notes that the hope is to close the Bond deal before the end of the fiscal year.

#### **Wallkill Realty Partners**

Mr. Dowd reads the Wallkill Realty Partners, LLC Bond Resolution aloud. Motion made by VanLeeuwen, seconded by Schreibeis. Open for discussion. Affirmative votes of all members present resulted in motion carried.

### Such other and further business

Ms. Rogulski asks the Members if the OCFC would still be working on the Micro-Loan fund. Mr. Dowd advises that the fees received from the upcoming bond deals can be utilized for the Micro-Loan Fund. The conversation then shifts into the fee structure the OCFC should use for the bonds.

Mr. Dowd and O'Donnell note that there really is no current OCFC fee structure. Mr. Dowd advises the Members that they should agree upon a blanket fee structure, not unlike the IDA's current fee structure formula.

Mr. Vernon suggests a tiered structure: 1% on the first \$10M, 0.5% on \$10-25M, 0.25% on anything over \$35M.

Mr. O'Donnell suggests contacting Mr. Gaenzle to discuss other Funding Corporation fees around the state. Mr. Gaenzle is contacted and joins the meeting via speakerphone. Mr. O'Donnell asks if the set IDA fee schedule falls on the spectrum of other IDA/LDCs/Funding Corporations. Mr. Gaenzle advises that the IDA fee schedule is on the low side, and offers examples of some other fee structures around the state.

It is agreed that Mr. Gaenzle will collect data on fees from around the state and mail them to the Members, and they will discuss and make a decision about the fees at the next meeting.

Mr. O'Donnell brings the members up to speed on the current IDA project, Project Green.

Mr. VanLeeuwen addresses the Members and advises them that he would like to give raises to Mr. O'Donnell, Mr. Kleiman and Ms. Villasuso. He commends their hard work on behalf of the IDA and OCFC. It is noted that there is currently no compensation for Misters O'Donnell or Kleiman or Ms. Villasuso through the OCFC. Mr. O'Donnell makes it clear, though, that as Orange County employees, he and Mr. Kleiman would be entitled to no more than the standard 3%. However, Ms. Villasuso would not be limited by the County standard.

Mr. VanLeeuwen motions that the OCFC give Mr. O'Donnell, Mr. Kleiman and Ms. Villasuso 3%, payable through the OCFC. Mr. Schreibeis seconds.

Open for discussion.

Ms. Rogulski suggests that a stipend would be more appropriate. The calculation for Misters O'Donnell and Kleiman will be as follows: 3% of their current support services payments (\$3K for Mr. Kleiman and \$12K for Mr. O'Donnell). The totals are \$90 for Mr. Kleiman and \$360 for Mr. O'Donnell. Ms. Villasuso will receive a stipend in the amount of \$1000. All payments will be made through the OCFC. This payment is for the work these three individuals do for the OCFC, and will be effective January 1, 2013.

Members vote on amended motion. Motion carries all in favor.

The members move on and briefly discuss the Continental Organics project. They also mention that they would like an update from Breonics.

Ms. Villasuso reminds the Members about the Orange County Partnership dinner on December 4<sup>th</sup>.

With no further business, meeting called for adjournment by Chairman Armistead, motion made by Mr. VanLeeuwen, seconded by Schreibeis, the time being 11:40p.m.