

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

MINUTES: MARCH 16, 2022, BOARD OF DIRECTORS MEETING

A meeting of the Orange County Industrial Development Agency was convened Wednesday, March 16, 2022, at 5:58 p.m.

The meeting was called to order by Chairman Torelli.

There was a quorum. The following are all who were in attendance:

PRESENT: Michael Torelli, Dean Tamburri, Vincent Odock (via Zoom), Robert Kennedy, III, James Rinaldi, Noel Spencer, Susan Walski

ALSO PRESENT: Bill Fioravanti – Chief Executive Officer
Sue Katzoff – General Counsel
Russell Gaenzle – Harris Beach/Bond Counsel
Shannon Mannese – Finance/RBT
Dennis Brady – Technical Support

The Chairman entertained a motion to accept the minutes of the February 16, 2022, OCIDA meeting and opened the floor for questions or comments.

Mr. Spencer stated that upon reviewing the minutes, he did not see reference of the process where Mr. Tamburri was given the title of Vice Chairman and Mr. Odock was given the title of Secretary. Counsel confirmed that there was discussion of this topic on page 7 of the February Board Meeting packet. Mr. Spencer stated he was satisfied with this response.

Hearing no further questions or objections to the minutes, a motion was made by Mr. Tamburri, seconded by Mr. Kennedy, and passed unanimously.

Finance Report

Mr. Fioravanti gave a brief update on the 2021 audit which should be completed in the coming week and is due on March 31, 2022.

Ms. Mannese reviewed the February financial report noting two new project application fees, sub-tenants rent, bank accounts and interest with no notable changes to the expenses. She discussed the salaries, payroll taxes and the labor auditors' fees, office supply and equipment expenses, as well as the bookkeeper and other professional services fees with building expenses not changing very much from the previous month. She noted that the IDA currently holds a total of \$11,463,816 in its bank accounts.

Mr. Fioravanti provided an update on the questions regarding the February 2022 Finance Report to be voted upon. He clarified the amounts of the February report noting that the figures represented the rebuilding of the internet network at the 4 Crotty Lane location as well as fiber optic and Frontier services in Middletown. Efforts to cut back on Internet and communications costs are ongoing and a revised copy of the January Financial Report will be provided to the Board at a special meeting for review and approval.

With no further questions or concerns, a motion to delay the approval of the January 2022 financial report until the special meeting where the 2021 financial audit will also be reviewed and voted upon was made by Ms. Walski, seconded by Mr. Spencer and passed with 6 ayes and one nay by the Chairman.

Mr. Fioravanti continued his reviewed the payables, and all other fees noting that the gas and electric for some of the buildings was higher than normal because of the time of year. He reviewed office supplies and professional services fees as well as phone and internet bills for some of the buildings with some of the accounts being transferred to B4 Holdings. He clarified that unlike the Warwick location, these funds are not recoverable. Lastly, he reviewed the invoice from Danza Lesser Group for the Middletown rent for 2021 in the amount of \$81,648. Mr. Fioravanti stated that after review, Counsel determined that it is a valid payable. Mr. Fioravanti noted the leases that will terminate in December 2022 with some of the professional services for those locations ending as well.

After some discussion about the lease, a motion to approve payment of the full amount of the February financials was made by Mr. Tamburri, seconded by Mr. Spencer, and passed with 6 ayes and one nay by the Chairman.

Mr. Fioravanti reviewed the monthly contracts and the labor audit fees for the 360 Middletown Holdings and Orange Inn which are currently being monitored.

After some discussion about pending litigation, a motion to accept the monthly contracts in the amount of \$38,5335 was made by Mr. Spencer, seconded by Ms. Walski and passed unanimously.

All Other: Mr. Fioravanti detailed this portion of the report noting the rents which are being remitted to B4 Holdings, recent fire inspections and the Stenographer's fees for the last public hearing transcripts totaling \$12 984.66.

With no further questions or concerns, a motion to approve the total "All Other" portion of the report was made by Ms. Walski, seconded by Mr. Rinaldi, and passed unanimously.

Chairman's Report

The Chairman opened his report by welcoming the newly elected IDA Board Member, Mr. Rinaldi and advising the Board that regular Committee meetings will be scheduled as necessary. The Chairman noted that no formal approvals would be made at the Committee meetings as they are simply meetings held so that discussion points can be brought to the full Board for a formal decision. Counsel confirmed that all board members can attend a committee meeting regardless of whether they're on the committee or not. Counsel will research and confirm with staff what committees and minimum number of subcommittee members are required. The Chairman asked the Board members to communicate their availability with staff to ensure these meetings happen as they should, and he noted that he would be willing to attend the committee meetings if necessary. The Chairman also requested that Board members attend project completion ceremonies whenever possible.

CEO Report:

Mr. Fioravanti addressed the need for a Finance Committee and an Accelerator Committee to review vouchers received from the Agents of the IDA and give the Agents the opportunity to present before the Committee. He provided the Board with a more detailed report on each of the Accelerator locations and an overview of their leases and rental fees. He discussed the New Windsor Accelerators and the leases that are about to expire and will not be renewed by the OCIDA. However, the IDA will lend some support to help the businesses transition to their new locations. He noted that the Town of New Windsor believes that the OCIDA is responsible for the rents of these locations and that there are similar concerns with the Middletown Accelerator locations. Mr. Fioravanti presented the requests of one of the Accelerator businesses, Inform

Lightworks, whose lease is expiring. He also reminded the Board that they can participate in an upcoming ABO training scheduled for April 2022 and gave the Board options for dates and times that fit their schedules. He noted that all Board members have signed the documents as required by the State and stated that PARIS reporting and the 2021 Audit are due on March 31, 2022. He is also working on new signage for the IDA headquarters in New Windsor as well as bigger signs on project sites sponsored by the OCIDA. Mr. Fioravanti stated that he continues to present to the various Rotaries and Chambers, and lastly, with confirmation from Harris Beach, that the remote meetings deadline has been extended through April 2022 and Counsel made a note to advise the Board on their requirements once the remote meeting option expires.

New Business:

South Gate Flats: Mr. Fioravanti advised that the company had submitted a request for a Second Supplemental Final Resolution.

After some discussion, a motion to accept the Second Supplemental Final Resolution request was made by Mr. Tamburri, seconded by Chairman Torelli, and passed by a unanimous roll call.

At 7:29 pm, Mr. Kennedy is left the meeting.

CITIVA: Mr. Fioravanti addressed their request for Sales Tax Exemption and reminded the Board that a Public Hearing was held last week, and an updated PILOT schedule has been posted. He noted that the Town Supervisor, Mr. Michael Sweeton, has submitted a letter of support for the requested incentives. Mr. Fioravanti detailed the various goals which included job creation goals for construction and permanent jobs and discussed the cost benefit analysis. Counsel noted that the SEQRA had previously been undertaken by the Town of Warwick and the company signed an acknowledgement to the board indicating that they have satisfied the requirements under that SEQRA. The Chairman also noted that this is like other types of projects the IDA has incentivized and is comparable to a project that has been approved previously for a different tenant in that area. He stated that this is an example of how to properly do economic development and is in support of this project and Mr. Fioravanti gave a brief history on the origins of the site and the project.

With no further questions or concerns, a motion to accept the Resolutions authorizing the Agency to undertake the project was made by Mr. Tamburri, seconded by Chairman Torelli, and passed by a unanimous roll call.

New Middletown Leases: Oxyvita has been doing research with the medical students of Touro Medical College and have requested to use some of our space in the Middletown building to

continue their research and because they are looking to expand. Currently the IDA has a clean room that was vacated by a tenant and Oxyvita would like to take advantage of that empty space. There is a higher rate for that space because of the investment made in the clean room. Oxyvita would also like to use a different part of the space for the consulting side of their business called, A to Z Consulting. The two leases proposed were drafted by the county attorney's office.

With no further questions or concerns, a motion to accept the two new leases for the two separate areas to the a to z was made by Ms. Walski, seconded by Mr. Odock, and passed unanimously.

Labor Audit: Mr. Fioravanti reminded the Board that there is an RFP for labor monitoring services to handle the monitoring on-site for our projects. The IDA has had responses from several engineering firms and Mr. Fioravanti provided the Board with a comparative analysis of the various firms for the Board's review and approval. He explained our local policy monitoring fee based on projects. Counsel recommended that this discussion be tabled and brought to the Governance Committee for review.

With no further questions or concerns, a motion to table the discussion was made by Ms. Walski, seconded by Mr. Tamburri, and passed unanimously.

Mr. Fioravanti advised the new Board members that he has put together a Shovel-Ready Properties Analysis RFQ to hire consultants. The Chairman opened the floor for discussion and noted that there might be a potential of growing conflicts of interest where he and/or others may have to abstain from voting. Counsel advised that at this time, there are no conflicts.

With no further questions or concerns, a motion to accept the RFQ was made by Chairman Torelli, seconded by Mr. Spencer, and passed unanimously.

Ms. Walski asked that the discussion of future IDA Board meetings being held at the IDA headquarters be put on the table. The Chairman asked staff to add this topic as a future agenda item.

At 8:40 pm, a motion to go into Executive Session to discuss possible litigation was made by Ms. Walski, seconded by Mr. Spencer, and passed unanimously.

At 8:41 and with no further business to discuss, a motion to adjourn the meeting was made by Ms.

Walski, seconded by Mr. Tamburri, and passed unanimously.

The meeting closed at 8:42 pm.