

Town of Montgomery Industrial Development Agency
Special Meeting
Town of Montgomery Government Center
110 Bracken Road
Montgomery, New York 12549

Thursday, April 23, 2020
2:00 PM

Present Via Conference Call: Jeffrey D. Crist, Chairman
 Edwin Williams, First Vice-Chairman
 John Dickson, Second Vice-Chairman
 Matthew P. Stoddard, Treasurer and Member
 Randi Greene, Member
 Donald Berger, Member
 Robert Santo, Member

Also Present Via Conference Call: Robert McLaughlin, Esq.
 Suzanne Hadden, Secretary

IDA Special Meeting - Via Conference Call

Chairman Crist – Opened the special meeting with a roll call of the board and all members were found to be present. Bob will comment on the waiver and we should make sure we have everybody's verbal approval getting this document through before the meeting.

Attorney McLaughlin – The agency's By-laws provide that you can have a special meeting upon written notice by the chair even though there was an email this morning in order to be a conservative approach, to the extent that a board member could not attend. The practice of the agency has been to get a waiver signed for special meetings, which is what I sent around. Since everyone is here, present, it is not necessary to have that waiver signed, but again it is good practice to full-fill the By-Law provision.

Chairman Crist – Does anyone have a problem signing the waiver? The meeting concerns our Executive Director and some further developments in the process of getting him on the town payroll. I wanted to cover the waiver. It wasn't until later yesterday that it became clear we needed to have this meeting before a town board meeting this evening, that would further confirm Conor's appointment as a town employee under the direction and documents of the Montgomery IDA. We agreed to 63,000 for the first 3-months, with the expectation we would consider going to 65,000 at that time. The health benefit will run about 12,000 for Montgomery, the town requires staff pays 15% of their medical insurance, that also includes dental and optical at no charge to the employee, but there's a cost of about 1,400 dollars within that number I gave you of 12,000 total to the Montgomery IDA. I am still waiting on the benefits cost, but I'm estimating we are between 80 and possibly the highest of 90,000, total. We look like we are good to go with Conor as we get documents in place, they're dated for tomorrow the 24th of April. We are still having some trouble with the IDA e-mails Randi and some of them not going through, and that is why I've fallen back, and Sue has a number of times just to carry on. Are there any questions before Bob reviews those documents?

Member Berger – He is starting employment, once everybody agrees May 1st, is that correct?

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Chairman Crist – No, we adjusted the date to tomorrow, just as soon as he can start. He might have paperwork tomorrow for him to do to start on Monday the 27th, I would like him on board before May 1st because there is so much going on. The Matrix Maple people are calling me, and we have so much work to do and he is ready to go.

Member Berger – That is fine, it's just that the Service Contract Agreement states May 1st.

Attorney McLaughlin – The form of agreement was subject to the final approvment date, that was drafted that way by the town's labor lawyer on Tuesday before we understood we were trying to get this done today and have him start either tomorrow or Monday. Assuming approval of this board today and the approval of town board tonight, the town attorney, the town's labor attorney and I will chat, and we'll pick the final version of this agreement and I can circulate it to the board members.

Second Vice Chairman Dickson – I have no problem changing the date of employment time to start.

A further discussion was held on the town's labor attorney who is helping the town draft the civil service description that's required in order to get the position approved at the Orange County Civil Service level.

Attorney McLaughlin - The town supervisor and the town attorney requested yesterday, that before they voted today at the 4 o'clock meeting, that the agency would approve the form of a contract. We accelerated it to this Thursday to try and get this done for the benefit of the town. Jeff has been wearing two hats and that's why the May 1st date is still there. The rest of the agreement is consistent with your approval from last week. The executive director will report to the IDA, the board and the chair. The agreement can be terminated for cause upon 10-days' notice, upon 60-days' notice without cause, and that is consistent with what the board discussed on April 14th. The salary is set forth at 63,000 dollars, plus benefits. This form of administrative services agreement is authorized by the IDA enabling act of Section 858 of the General Municipal Law. This is the type of agreement that many IDAs and other town agencies, and county agencies use when different agencies are sharing employees. The only thing that is unusual is that Conor is taking a new line with the town, a position that does not exist at the town, that needs to be approved at the county civil service level. In theory the county civil service could deny that new title, that's a town issue, not an IDA issue. If Conor cannot get a town approved line or title, then he will have to be relieved of his duties at the town level and would no longer be the executive director of the IDA.

Treasurer Stoddard – Bob, has that been explained to Conor, he fully understands that?

Attorney McLaughlin – We raised it yesterday with the town supervisor and he has had that conversation directly with Conor.

Treasurer Stoddard – How did we do it with the last guy, was it different because he was part-time?

Attorney McLaughlin – Joe was part-time, he was an independent contractor and he submitted vouchers for his time, he was limited to 10-hours a month at 20 an hour; Joe didn't receive any benefits.

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Treasurer Stoddard – Where are we running into the problem, could he still be an independent contractor?

Chairman Crist – I discussed that with him, that would have been easier, but that was not something he would entertain, especially with a full-time position. He wanted the confidence of a payroll and the security of a health insurance plan, as well as retirement. He would have walked and that is why we went this direction. He asked to see the draft documents, he will need to see them once they are confirmed by the IDA and the town board.

Member Berger – The salary is 63,000 dollars for the first 3-months, the probationary period and then it is going to go up to 65,000 upon our approval?

Chairman Crist – That is my expectation, upon our approval and review of his performance that we are satisfied that the 65 makes sense. I tried for the 60,000 and that was a problem for Conor, his other offer was well above that, so we compromised at 63.

Attorney McLaughlin – Don to your point, we discussed that with the supervisor and the town attorney yesterday, the difference between the 63 and the 65, what we would do if that is approved, we would do a contract amendment to increase the salary at that point to 65. Until that is done, his salary remains at the 63 as stated in the contract.

Member Berger – The 63,000 dollars is his contract, but if we decide at the end of the 3-months to bump it up to 65, that's a decision we have to make.

Attorney McLaughlin – It would be by board Resolution and then a contract amendment.

Member Santo – Who would review his expenses, his mileage and travel etc.?

Chairman Crist – Matt Stoddard as Treasurer as well as myself who both have to sign each check.

Treasurer Stoddard – Would it be the Audit Committee too, or no? It would be the Finance Committee, there are three of us on that. Myself, Jeff and who is the third?

Attorney McLaughlin – It is Matt as chair, John and Jeff.

Member Berger – Based on my emails to everybody last week about supplies. If he is taking over this job, say Monday morning, he is going to have to hunker down at his office, he is going to need supplies. How are we going to go about doing that, are we going to open up an account for him to purchase things? Not only for him, but there are things that I would like to have happen here, to have some sort of files and folders. I have only been here 2-months and I've got so much paperwork, it's unbelievable. I think we need to be able to have him organize things in a sufficient way that we all have copies of everything in proper folders, like different applications has its own folder. My point is, how are you going to go about opening up an account or give him an expense account to purchase things, how is that going to be done?

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Chairman Crist – Right now Sue is doing all of that work and she has those files and I don't recall for sure if I shared with everybody, but Brain and myself have talked about him inhabiting the office the town engineer has historically has had since the time of being in that building on Bracken Road. I did speak with Conor about his electronic equipment if he needs a town laptop and he is happy to use his own for now. We will have to decide if that is appropriate, I would think it is short term in the complications of working from home. I don't see very many new expenses right off, but that's a detail we will have to get involved in.

Member Berger – I didn't know Sue had the ability to do that, I just wanted to make sure something was in place that he is going into an empty office and what do I do now? He has to get organized and we have to supply him with that ability to do that.

Chairman Crist – Yes, agreed and right now Sue is overloaded, but she has been keeping those files. Once he can get in the building and work, they will be right there, there's an awful lot on our website at this point and I've encouraged him to start reviewing that and particularly our active application with Matrix Maple. I don't think that is going to be a stumbling block right off, there are supplies at town hall, I'm sure we can work out something to get started. Bob, would you review the other documents that Will Frank shared with us this morning?

Attorney McLaughlin – This board doesn't have that document. What Will has provided is the Resolution that will be presented to the town board tonight. He also shared the civil service position description that will be submitted to Orange County, which is consistent with the posting that was done at the IDA level.

Chairman Crist – In his email, they would appoint Conor to the Director of Economic Development and Planning position tonight. It creates the position and appoints Conor and it authorizes the supervisor to sign the agreement between the Town and the Montgomery IDA, to provide the Executive Director.

Attorney McLaughlin – Once this approval is obtained and once the town approval is obtained, assuming that that happens today, then we will amend the agreement, finalize it and then I can circulate it to the board with the changes and once the approvals are in hopefully Conor can start on Monday.

Chairman Crist – We would need action on this Services Agreement we have been talking about, if anyone has a concern on those other documents the town board is considering, we can discuss that, they are pretty short. I don't know if there is any reason, they can't be shared with the Montgomery IDA board, Bob?

Attorney McLaughlin – I can forward them on right now.

Chairman Crist – Any other comment before I suggest a motion to approve the administrative services contract with the so discussed adjustment.

Second Vice Chairman Dickson – If it is going to be a town appointed position, who does he answer to, us or the town board?

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Chairman Crist – There's a certain amount of confidence in each other, we control the purse strings and everything I have discussed with Conor and the supervisor is he reports to us. We are going to do his review; we adjust his pay as we see fit and we have an avenue for termination if that unfortunately happens to be required. It's a two-step process, but my answer to you John is we are in control.

Attorney McLaughlin - John to your point under the agreement, under Section 1.1 on the second line, the services of the director shall be to report to the agency and that's you. This is the model that's used in other areas of the state where the executive director, sometimes called the managing director of the IDA works very closely with the economic development in this municipality and with the planning board. If it works the way that it should, a project comes into the planning board, they push it right over to the IDA director and the IDA director works with this new company to work on an IDA application to see if there is any benefit that can be extended. If it doesn't work, you have the right to terminate.

Chairman Crist – I've discussed a bit of a plan for the first month or so with Conor and I would ask him to formalize that plan and share it with the board through our IDA emails. I feel there should be some engagement from our end on the moratorium process, asking Conor to provide his guidance on what types of new businesses we would like to see brought into the town and relay that to the Comprehensive Plan Committee for consideration, that they are allowed in the districts.

Member Berger – Jeff once he comes on board with us, is he going to be working out of his home or town hall, with this closure of town hall? Where is he going to be working his first few weeks until this thing is lifted?

Chairman Crist – I've discussed that with him briefly, with the expectation and that's one reason I asked him about his laptop and that it would have to be predominately out of his home office, which is acceptable to him. I would hope over the next several weeks he could spend some time in town hall. We need to discuss that with the supervisor and with Sue, what provides the proper safety aspects that maybe that can happen.

Member Berger – I would think that he would want to get in there for the first couple of weeks on a periodic basis when it's okay to be there to at least organize his office.

Chairman Crist – Absolutely and tied in with that Don, even if Sue and Conor are not there at the same time, might be better if they are not, if Sue provided certain files on the side desk there that Conor could access at separate times.

Member Berger – We are going to be able to find out real quick what type of motivation he has because of the trials of not having a home office as such, so it is going to give us a good insight where he is coming from and how he manages his own work load.

Chairman Crist – It's not the ideal arrangement to start a new job and a new position both at the same time. Would anyone care to make a motion to approve the administrative services contract with the discussed adjustment?

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Second Vice Chairman Dickson motioned to approve the Administrative Services Contract, seconded by Member Santo. A roll call of the board was taken, and all members were in favor, all ayes, motion carried.

Chairman Crist – Anything else for our call today?

Attorney McLaughlin – Just a reminder, it is important for the board to communicate through the IDA emails. One of the issues raised last year in the senate report made it clear, that part of the difficulty that the agency had was having personal emails communicating with projects and so when asked questions by the senate investigative committee, although the answers were honestly made, they proved to be somewhat misleading because there were personal emails being used, which the agency wasn't aware of.

Chairman Crist – Volum8 authorized an executive director email similar to the others and I would provide that to Conor once his employment papers are in place and he starts work hopefully on Monday.

Member Berger – If you don't mind, I have a couple of things I would like to bring up.

Chairman Crist – I would just caution you; we are restricted on topics to a large degree. I would ask Bob to comment and if you want to say what they are, and Bob can tell us if we can talk about them.

Member Berger – One would be, Matt and I and the committee have been meeting quite frequently for this 200,000-dollar loan/grant situation and we did make a decision on it, but we have to bring it to this board on one aspect. We decided rather than have a 100,000-dollar grant, 100,000-dollar loan, we wanted to lump it all into a 200,000-dollar grant.

Treasurer Stoddard – We would have to amend the motion, if the board is okay with it to take it from 100 to 100 to a 200,000-dollar grant.

Attorney McLaughlin – Okay, I think that is outside the scope of this special meeting, but Matt and Don if you want to call me directly, I'd be happy to discuss this point with you.

Member Berger – Matt you want to handle that with Bob since you're the treasurer?

Treasurer Stoddard – Absolutely, no problem.

Member Berger – The other things I am going to hold off on because it doesn't suit this meeting, I will wait for them.

Chairman Crist – I would ask for a motion to adjourn.

Second Vice Chairman Dickson motioned to adjourn the special meeting, seconded by Member Berger. A roll call of the board was taken, and all members were in favor, all ayes, motion carried.