

Town of Montgomery Industrial Development Agency Meeting  
Town of Montgomery Government Center  
110 Bracken Road  
Montgomery, New York 12549  
<https://www.facebook.com/TownofMontgomeryOfficial/>

Tuesday, June 09, 2020  
4:00 PM

Present: Jeffrey D. Crist, Chairman  
Matthew P. Stoddard, Treasurer and Member  
Randi Greene, Member  
Donald Berger, Member  
Robert Santo, Member

Via-conference call: Edwin Williams, First Vice-Chairman  
John Dickson, Second Vice Chairman

Also Present: Conor Eckert, Executive Director  
Robert McLaughlin, Attorney for the IDA  
William Ibberson – President, Acquisitions Marketing  
Suzanne Hadden, Secretary

AGENDA

1. Call to Order and Declaration of Quorum
2. Approval of the May 12, 2020 Meeting Minutes
3. Deviation Notice Resolution – Matrix Maple, LLC
4. Resolution for a Public Hearing Regarding Matrix Maple, LLC
5. Corridor Study-Discussion
6. Local Labor-Discussion
7. Sailfish Closing Update
8. May Financial Report
9. Other Business

Next meeting scheduled for July 14, 2020

Adjournment

### Call to Order and Declaration of Quorum

Chairman Crist called the meeting to order. A roll call of the board members was taken, and all members were present, with two members via conference call.

### Approval of the May 12, 2020 Meeting Minutes

Member Greene motioned to approve the May 12, 2020 meeting minutes, seconded by Member Berger. A roll call of the board members was taken, all in favor, all ayes, motion carried.

### Deviation Notice Resolution – Matrix Maple, LLC

Attorney McLaughlin – As we have talked about with the Matrix Maple project based on what they have requested, it doesn't fit in your current Uniform Tax Exemption Policy (UTEP). What the UTEP states is that if the agency were to deviate from that policy, you need to allow for 30-days' notice, where practical, to the taxing jurisdictions. What this deviation notice sets forth is what you are proposing to be provided by reason of a PILOT in the draft letter that is attached to the Resolution to allow the taxing jurisdictions the notice that is required by your existing UTEP policy for them to comment on your desire for a deviation from the UTEP. We would set in the letter a public hearing date, again it is really a comment period for the taxing jurisdictions. It's not really a public hearing, in the sense of the public can comment, it's just for the taxing jurisdictions, to either comment or submit written comments. After that you can then vote on an approving Resolution for the Matrix or make any changes to that deviation based on the comments that are received. Your UTEP that you are proposing, your deviation is for 25-years. You did receive comment earlier this week from a citizen that stated many different things. One of the items that he mentioned was that you can't go the 25-years, that is not correct. You can do however long you desire and there are many communities now that are extending their solar UTEP provisions to as long as 25-years because these are all 25-year projects for the most part and there has been a concern by some of those jurisdictions, IDA's many of them, that what happens in the last 20-years. The PILOT is gone, the incentive is no longer there. What is going to happen to the solar project? What is going to be the state of energy needs in 15-years or will they just walk away? The extension of the 25-years has an opportunity to not only to provide them with a PILOT for 25-years, but also to sort of lock them in for a 25-year period and if they leave, then you can recapture.

Chairman Crist - Conor, would you follow up with general comments and lead into the special meeting?

Exec. Director Eckert - The deviation notice we vote on tonight and then we'll have that 10-day notice in which tomorrow I will work to get each deviation resolution to the taxing jurisdictions in person. I'll go to the school district, the county and town hall to deliver these deviation notices to ensure that they are properly delivered, people are in the offices and they can in fact see the deviation notice itself. From there, we plan to hold a public hearing potentially on the 22nd of June and then vote on the potential project on the 25th of June and that's the order of operations we're looking to go.

Chairman Crist - Any questions from board members before I entertain a motion for each the deviation notice and then the special meeting, Bob?

Deviation Notice Resolution – Matrix Maple, LLC

Attorney McLaughlin - Just to pick up on the executive director's comments, to the extent that you receive comments from the taxing jurisdictions. They obviously can and should be considered at your approval meeting and can be made part of the final resolution and any changes or amendments based on those comments that you as a board decide to make can be included in the resolution. So, you have an outline of a pilot, you're asking the taxing jurisdictions, the impacted parties, for their comments. If they choose not to comment, that in essence is the comment, but if they provide, "We like this, but we don't like this part," you can certainly take that into consideration during the approval meeting.

Member Greene - We're giving them 15 days?

Attorney McLaughlin - Because this applicant has expressed a desire, a need to have approvals by the end of the month in order to be able to start the project and be completed before the end of the year, it's not practical to give 30 days' notice as suggested in your current policy. You can do 10-days-notice and that's what we've talked about. Because of the pandemic, because of people are back to work but sort of not back to work at the same time, because it's the end of the school year and none of the administrators have been really at the school full time for months. What I suggested to the executive director is that we err on the conservative side and do 10 business days, which essentially gives everyone two weeks if everything gets delivered tomorrow. So, we'll send it out by certified mail, return receipt, but we'll also hand deliver it tomorrow and then they'll essentially have a full two weeks to contemplate outreach to the executive director what their decisions are and provide comments on the 22nd.

Member Berger - Bob, on page four, when you talk about the 30 days, it's not practical. You use the word project must commence on or about July 1st. Why must it?

Attorney McLaughlin - We can certainly change that language, that's what the applicant said.

Member Berger - Did they give you a reason?

Attorney McLaughlin - I thought they did at the last meeting; they lose their benefits. I think we'd have to look back at the minutes, but my recollection is that if they don't become operational at year end, they lose their benefits at the state level and it becomes impractical for them to open up the solar facility in 2021. I just recall the end of the year that they have to be operational. I don't remember. They gave a reason. Do you remember Conor?

Exec. Director Eckert - By the end of the year, they do need to be operational and that also fits in with their project timeline, but I do agree with Bob, the incentives also do change very drastically.

Attorney McLaughlin – If they lose their tax credits on the property, they're not operational.

Member Berger - All right. A couple other things in going through this. Maybe it's because of my lack of understanding, but if you go to Page 9 and 10.

Chairman Crist - Don, you're on the deviation notice resolution?

Deviation Notice Resolution – Matrix Maple, LLC

Member Berger – Yes. It has here the project is expected to create approximately 54 construction jobs, which we all can agree to. But it says, "and up to five new jobs". They've never said they're going to create five new jobs, but I do understand the words that you put in here. Up to, that could be zero. I'm just wondering based on their application, they're saying zero.

Attorney McLaughlin - I thought their application, they actually say seven part-time. Four the first year, four the second year. It does kind of go back and forth. What I asked the executive director was that before the approval resolution? We should get clarification in the application and get them to update that and have that done by the end of this week before the hearing date, before that comment period, rather, that's due on the 22nd and make sure that that's posted and available. If necessary, provide it to the taxing jurisdictions, the updated pages because there is some confusion. During the May meeting, they did say five. I find that hard to believe based on my experience with solar projects. They typically don't need five unless there's an issue.

Member Berger - As I recall Bob, when Mike Dodd was here giving his presentation, I think he conceded to zero.

Exec. Director Eckert - I'd have to recall the minutes but in speaking with the applicant, five, four intermittent maintenance, mowing, if there is an issue, of course they'll need these maintenance workers or general independent contractors.

Member Berger - They're including contractor jobs, not jobs that Matrix would have, full time employees, that's what it implies.

Exec. Director Eckert - Matrix will have no employees directly employed by Matrix, but there will be independent contractor jobs that will be mowing, the maintenance and any emergency kind of maintenance or snow plowing, for example. Those kind of general maintenance jobs throughout the year.

Member Berger - I'm just curious Bob, both on three and four. My angst with this is the words that are used to describe the five jobs. It says up to, but zero could be up to and on four, it says "potentially create". They're not telling us anything here. There could be zero across the board.

Attorney McLaughlin - As we've talked about with this project since at least March, at least my experience has been for solar in New York State. The solar company comes in, develops the project, leases it to another LLC, single purpose entity and they have that process set up here. That single purpose entity usually has one or two employees whose job is to monitor this solar location and others in the general area to see if it's working and to solve simple problems, snow removal, ice build-up, in an efficient and timely manner. They then will engage other temporary employees, as the case may be which may be vendors.

Attorney McLaughlin - They also may be part time employees, which is what's indicated in the original application, that can-do other things with respect to the facility. Certainly, mowing is one, occasionally there may be some electrical issues, and there also may be some replacement issues.

Member Berger - Is it possible to get better language put into this?

Deviation Notice Resolution – Matrix Maple, LLC

Attorney McLaughlin - Sure, we can work on that over the next few days.

Member Berger - Because three and four are open ended. Conor, perhaps to identify those jobs, here it has not identified anything.

Exec. Director Eckert - If I could specify, the five jobs are five full time equivalent jobs, so a mix of full time and part time jobs equating to five. Absolutely, I can work with the applicant to get the exact jobs that will be created, but based on the information I have, it's maintenance, it's mowing, snow plowing, emergency kind of maintenance, but I'll get those specifics out to you.

Member Berger - You can understand where I'm coming from on that because I would hate to see down the road, once the project's up and running, if there's nothing there, nothing's going on and they say, "Well..."

Chairman Crist - You're correct, Don. Did you have something else?

Member Berger - I have a couple. On Page 10, they have the amount of private sector investment generated, likely to be generated. How did they come up with that number?

Attorney McLaughlin - It was in their application.

Member Berger - Yes, but where did they get it from?

Exec. Director Eckert - It's based off of their projected costs and how much money they're putting into the project itself.

Attorney McLaughlin - I thought they broke it down in the application.

Exec. Director Eckert - They did, yes.

Attorney McLaughlin - Based on the land value, construction and other improvements. I would just add to the member's point which are well taken, the resolution does say in section one that the letter will be in substantially the same form as attached, so we can make minor changes, we should not make major changes. If we're changing the PILOT between today's meeting and the time the letter went out, that would require further board action, but certainly changes in languages to those sections that you point out and clarifications, that can be done over the next 24 hours and I would suggest maybe circulate it to the members just so you're aware of what the language is.

Chairman Crist - Do we have to notice the public hearing in the paper, the newspaper?

Attorney McLaughlin - On this deviation notice, this is not a public hearing. It's really a hearing for their comments, so you do not need to notice that in the newspaper. You just need to send this notice out, certified mail, return receipt requested and as well as we're going to hand deliver them. It's really just to receive their comments on the deviation from the pilot. We already had a public hearing about the project, but we have another resolution to deal with that as well, so that's different. Technically, this is not a public hearing.

Deviation Notice Resolution – Matrix Maple, LLC

Attorney McLaughlin - It's really just a submit your comments from the taxing jurisdictions because you're deviating from a UTEP that they approved in 2008, which you're in the middle of trying to struggle and redevelop or update.

Member Berger - One more for clarification, this pilot deviation resolution is strictly for Matrix and that's it, right?

Attorney McLaughlin - Absolutely, and it's entitled that way.

Chairman Crist - I would ask for a motion from the board and a second to approve this deviation notice.

Member Santo motioned to approve the Matrix deviation notice, seconded by Second Vice Chairman Dickson. A roll call of the board was taken, all in favor, all ayes, First Chairman Williams did not vote, motion carried.

Resolution for a Public Hearing Regarding Matrix Maple, LLC

Chairman Crist - Next is a public hearing resolution. Conor, would you like to start us off on that?

Exec. Director Eckert - Based on the comments we got from our constituents this morning which were taken into consideration, we decided to schedule a public meeting of this board the 22nd of June and this is essentially to update the public on any developments with the Matrix Maple LLC project and to receive comments that will inform our decision making processes.

Attorney McLaughlin - To amplify on that, it's a close call for the agency, whether or not a new public hearing is required. The application hasn't changed, the project has not changed and certainly the benefits have changed but arguably to the benefit of the taxing jurisdictions. When we received that comment, what I suggested to the executive director is that the public hearing has to be on at least 10 days-notice. We have the time. If one member of the public wants to have another public hearing, we should, in my opinion, we should try and accommodate that. There may be others. You certainly should be fully informed of what the public believes or has opinions on about this project. Public hearings can be held during executive order period during the state of emergency. We need to provide a mechanism for participants to be able to participate, voice their opinions. That can be done usually through some sort of conference call where there is a gatekeeper that recognizes people registered. If they are then recognized by the gatekeeper, "Mr. Smith, it's your turn. Please express your comments. Mr. Jones, it's your turn. Ms. Ryan, it's your turn," and then proceed that way. We need to make sure we can accommodate that and have that in the notice when that goes out.

Chairman Crist - Any discussion on the public hearing consideration and resolution?

Member Greene - Yes, I just wanted to say, I definitely think it's necessary to do that. However, we just need to keep in mind that we may not have as much of the technology available. We have to make sure that everybody knows that they should be emailing and work on getting out to the public exactly how they can do the conference call, because I don't think it will be via Zoom.

Resolution for a Public Hearing Regarding Matrix Maple, LLC

Attorney McLaughlin - What we can do in the notice because technology is changing, and I'll work with you on this Conor. We can reference the website, make sure that it's on the home page of the website, at least as soon as we can, preferably not the day before the public hearing.

Chairman Crist - This notice would need to be in the newspaper?

Attorney McLaughlin - Right now, a public hearing notice needs to be in the newspaper. It also should be posted on the website and I can work over the next 24 hours with you to make sure that that gets done. I think Sue, there's a daily paper of general circulation we can use.

Secretary Hadden – The Record. Do you want it in the local paper as well?

Chairman Crist - I would think we'd still put it in the weekly paper. It just wouldn't have the 10 days. As long as we satisfy that requirement in the daily paper.

Attorney McLaughlin - One has to be at least 10 days.

Treasurer Stoddard motioned to approve the Matrix Maple LLC Public Hearing Resolution, seconded by Member Greene. A roll call of the board was taken, all in favor, all ayes, motion carried.

Corridor Study Discussion

Chairman Crist - Our next item is the corridor study discussion, and this is a new topic Conor has done some research on that, our executive director, Conor.

Exec. Director Eckert - The corridor study is an opportunity for us to really maximize our development potential but in a way that's smart, that makes sense, that looks towards the future. As we know, the Town of Montgomery has a very strategic location. Access to major markets, airport, major roadways, but development must coincide with our community vision, our way of life. This study can easily coincide with what's going on within the town with the comprehensive plan updates, through identifying the highest and best uses of land from an objective standpoint done by Delaware Engineering, a local firm. Through the evaluation of this land in the Route 17K Corridor, and that's a long Route 17K from 1-84 Exit 6 to the village, a study can be done that can report on site development potential, any environmental constraints associated with this land, sectors that can be attractive to the corridor, build out scenarios and even the demand for services like water and sewer. Also, it can give advice on aesthetics and design guidelines that keep the roadways very aesthetically pleasing and can really coincide with the beauty that we know in the Town of Montgomery and keep our gateway very aesthetically pleasing, very beautiful. It's really overall a proactive analysis that can serve as a guide for optimal development, the highest and best uses of land, and it's a way to look towards the future to prepare this land and this site for the best type of development possible in a very strategic location.

Chairman Crist - Thank you, Conor. Questions, comments?

Second Vice Chairman Dickson - Mr. Chairman, at this time I have to leave the meeting.

### Corridor Study-Discussion

Chairman Crist – Okay, thank you John. Any other discussion on the corridor study? I earlier attended an overview of it with Delaware Engineering. I think it's a good idea for this board to look into, this is an introduction to the idea, it has a two-step process and the first step would initiate it, but my understanding is there's no commitment to the second step. It's a study of does it make sense, is the community supportive, are property owners supportive of the idea. It brings in community input before a project user is actually here and it would allow us as an IDA board and as a leadership component in the town to bring in the type of future development that we want to see. When we hear the public attend public hearings for projects that say they don't want this type of project, this helps be proactive and guide the projects we do want here ahead of time. So, I think from that standpoint, it's very positive and there's possibly a little lull in development right now and we can coordinate with, and maybe you said this Connor, but coordinate with the comprehensive study committee, so I think it's something we should look into more closely.

Treasurer Stoddard - What are you asking of the board tonight?

Chairman Crist - What would you suggest is an appropriate schedule for going through the steps of this evaluation, Conor?

Exec. Director Eckert - I believe we're asking the board to familiarize themselves with the corridor study theory. What it can do, its potential benefits to the Town of Montgomery and then essentially sit with that, think a bit, and we would have to discuss the mechanisms for providing funding for such a study. It's upwards of \$100,000, but it is a comprehensive study that takes many modes of analysis into account. Once again, it coincides nicely with the comprehensive plan, so as we're revamping our zoning and our land use controls and mechanisms, we also have the opportunity to examine the land for the highest and best use with regards to economic development which is crucial for moving our town forward, for looking towards the future, for ensuring we have the right companies and development in the Town of Montgomery. I believe sitting with it, kind of understanding it, and then moving forward, we would eventually have to hold a meeting to build on any funding opportunity.

Member Greene - Would we have a formal proposal? Is there more information that we can read up on prior to the next meeting?

Exec. Director Eckert - Absolutely, I can forward the professional services agreement draft to the board members.

Member Berger - Help me out, this is in addition to the comprehensive plan committee.

Exec. Director Eckert - No, it would be separate, but it coincides nicely.

Member Berger - It would be in addition then, two separate entities. I notice it's the same planner though. Aren't they supposed to be doing everything on the comprehensive plan committee?

Exec. Director Eckert - It is Delaware and I believe they're doing the infrastructure plan as well. The comprehensive plan, my understanding is land use controls, zoning. This is specifically build-out scenarios, highest and best uses of land regarding economic development. What kind of sectors want to come here, what sectors we can have? It's more focused on strictly economic development, on site selection, on build out scenarios, while the comprehensive plan is a broader overview by revamping our zoning or our land use controls.

### Corridor Study-Discussion

Member Berger - I'm all in on that. I think we've talked exclusively on this and I was just curious because it's Nelson Pope and Voorhis and that's our comprehensive plan planner. So, try and gauge it on how the comprehensive plan is doing their job and then on this here, how they would be doing their job. I thought that was part and parcel of what the comprehensive plan committee's job was to do. I could be mistaken, I just thought that's what it was. If you're talking about a more comprehensive plan, that's something different. I'm all in on that, I just want to understand the difference between the two.

Exec. Director Eckert - My understanding is the comprehensive plan is a more-broad overview of the town itself, the zoning, the land use, but this corridor study is a specific study of development potential on that specific area within the Town of Montgomery. It examines the sites; these big land parcels and it examines, is there water and sewer. What's the best that could go here? What's the build out scenario? What is the proximity of major markets? They'll do comparative market analysis, use geographic information systems to really examine the land and the access to certain municipal services and how quickly it could be shovel ready, which is more phase two. Phase one is that analysis of just the corridor and specifically focusing on economic development, as opposed to the comprehensive plan looking at the whole town and offering more zoning land use controls with sprinkles of economic development, but this land is specific to economic development in a specific place.

Member Berger - There is no doubt that Route 17 corridor has got to be looked into. The other comment I want to make, I believe that's Route 84, not Interstate 17 on the map.

Treasurer Stoddard - That's what it's going to be, just the 17 corridor?

Chairman Crist - Don, if I could just respond and then I'll call on Randi. It's a deeper dive in a certain area of town and even digging down to particular sites that are still available that I think is practical for the comprehensive plan committee to do. It will take some money and the IDA has some funds available for this, so it should complement nicely and help guide the comprehensive plan committee on this particular area of town.

Exec. Director Eckert - I think it's a great idea and another consideration, something I like is, it is objective. There are no political considerations for outsiders coming in looking at a site, and saying, okay, this is the highest and best use. This is objective. They're outsiders, they're not in the Town of Montgomery, they don't have any ulterior motives. We just want to examine the site for the highest and best use. They come in and say, this is what site selectors look for. This is what they're looking at and this is how we can maximize the land.

Member Berger - What is the time frame that the Nelson, Pope and Voorhis has given to you to complete this? What would that be? Because part and parcel to this is that Route 17K is being developed right now and as probably most people know, we're halting everything and putting all this stuff in order and that's why I'm really glad to see this, but there are still projects and there's a lot of vacant land on Route 17K that's going to be gobbled up. Can we, Jeff, go to the town board and suggest or make them aware of this before we move forward on any other type of projects?

Chairman Crist - I'm completely supportive of making them aware of this and hopefully having their support, it's a good idea, as it looks forward in the town on future development. Randi, did you have a question?

### Corridor Study-Discussion

Member Greene - I would only say maybe extend it through the village to the end of the other side of town. If we're going to do it, do it all the way through the village.

Chairman Crist - Out to the end of town on 17K west corridor?

Member Greene - I mean, if we're going to do it, there's land there and there's other things that we may want to put there as we look more into expanding on the park or whatever. Maybe there's other stuff that could go on the other side of that.

Chairman Crist – We can suggest that.

Exec. Director Eckert – Absolutely, I can speak to Delaware Engineering and see if there's ability in that.

Treasurer Stoddard - I was going to say something like what Randi said. I wanted to know exactly where it was going, how far on 17K from start to end, and why stop if there's more space and we're doing the study anyway? Why not, like Randi said, just keep going?

Chairman Crist - Bob, is there any issue with us helping to fund this study?

Attorney McLaughlin - There's only two that I can think of. One is that you're obligated to do some sort of procurement, so if there's a sole source, it makes sense. If Delaware Engineering, big company, is already involved in a portion of the study and this is an ancillary part to it, we probably can justify a sole source, but that's certainly something that the executive director should consider and recommend. The second thing is that I prefer that you, the agency, be named as a recipient somehow of the report. I think it makes abundant sense and it's consistent with your statute that you're looking at a study like this to make sure you understand that the projects that may come to you fit within the study. It's certainly something that you can pay for, but you should be the recipient of it, so you get the benefit of it. Other recipients can be there as well, but you should be specifically in the report.

Chairman Crist - I would expect we would have it on our July agenda for further discussion Conor. Anything else on the corridor study? Thank you for the input.

### Local Labor-Discussion

Chairman Crist - Local labor policy discussion. Conor, could you read that off please?

Exec. Director Eckert – From Loewke Brill we received these labor updates on compliance. Stewart Holdings Group is 100% local labor, 100% compliance. Overall, Sailfish project is 87% local labor compliance. Petillo is at 92%. Warren County Trucking, 33% and the total aggregate is 87% compliant and that is compliant with our local labor policy. Now, whether to consider Warren County Trucking under the umbrella as its own entity will be something that needs to be discussed within the development communities.

Chairman Crist - Bob, is there some way we should refer that question to the audit committee of the board?

### Local Labor-Discussion

Attorney McLaughlin - The local labor policy, any questions, interpretation or exemptions should be reviewed by the audit committee and then a recommendation made to the board. If there is an issue with any of the projects with the use of any local labor, the appropriate fashion on the policy is to go to the audit committee and then with the executive director assistance in arranging that and then the audit committee should make a recommendation to their board and the board should then consider whether or not there's a waiver or an exemption or a modification of the policy in light of a specific vendor and applicant.

Chairman Crist - Very good. Anything else on the local labor?

Member Berger - Conor, Warren County Trucking. If you recall when we made a visit there, they told us they were going to have their last people working there the Friday of the week that we were there. It was to be Friday they were leaving and the final person on Monday. Why are they still on here?

Exec. Director Eckert - I don't recall the same ending of Warren County Trucking on that Friday. I can double check with the labor monitor, Kevin to see their progress. If you say they should be done, I'll double check with Kevin like I said, but if anything, they're very close to being done on the site.

Member Berger - I would note that it looks like it's dated as of May 7th, so they may be gone after that. It's certainly a question to ask them.

Exec. Director Eckert – Absolutely, I'll follow up and get back to you.

Chairman Crist - Anything else on local labor? No one had anything further.

### Sailfish Closing Update

Chairman Crist - Moving on to the Sailfish closing update. Conor?

Exec. Director Eckert - Yes, we made some progress with Sailfish, a \$380,000 closing invoice was sent last night, I believe.

Attorney McLaughlin - Yes.

Exec. Director Eckert - And that will be wired to the checking account for the IDA, which we then have the option to either keep in the checking account or, I spoke with you Jeff, to move it into our money market at 11% interest rates to get a little bit, but that's a decision of course for you and the board.

Attorney McLaughlin - From a legal standpoint, I think we're getting closer. It's certainly been frustrating. It's not the Sailfish individuals, it's the Amazon/USAA counsel that have approved every agreement form with the exception of the lease agreement. The way this transaction works for the benefit of the new members, the existing members and old members, there's what's called an underlying lease that is a lease from Sailfish to the agency that puts the agency in the chain of title as a landlord, giving you the right to then provide financial assistance to your tenant. There's been a lease back or a lease agreement back to Sailfish. The terms and provisions of that lease agreement are being negotiated primarily with Amazon and USAA as the beneficiary, ultimate beneficiary of the project.

### Sailfish Closing Update

Attorney McLaughlin - Every other document that Jeff has, those documents for the second time to sign tonight, has been agreed to. The main hang up with Amazon and USAA has been the access to the site. From my understanding, the best way to describe it is they believe it's their site and no one has the right to venture onto it. I've explained to them that that's not the way it works in New York State. We the agency have reporting obligations to the ABO. You need to get reports. If you're not getting reports, you have to have the right to go get the reports. I've conceded to notice before anyone like the executive director shows up, reasonable notice, only on business days. I think that's all fine, but they wanted to limit it to once a year. They want to limit it to not in the fourth quarter and I said no to all of that. I think we're getting close. There's certainly a willingness and a desire on their part, certainly on our part to get this done this month. I think part of the delay has been it is Amazon and USAA and part of it has been the pandemic which is just threw everyone for a loop for 30 to 45 days. No one knew what was going on. What I will do is circulate a master red line of changes from the original draft of the lease that was done back in August to where we wind up and I'll give that to the executive director. He can circulate it to the members and if you guys have any questions, feel free to reach out to me directly.

Chairman Crist - Very good. Any other questions on Sailfish Amazon? Matt.

Treasurer Stoddard - On the closing, what would the dollar amount be? Do we know?

Attorney McLaughlin - The invoice was \$385,000 and then in addition to that, there will be another 35,000 that they will have to pay to the escrow for Loewke Brill. Loewke Brill estimates their total fee would be 25, but it's a multi-year project, it's a \$75 million project. We thought that adding another 10 would make a lot of sense, there may be unforeseen issues and whatever is not spent they get back. By setting up the escrow, we've done that with Stewart. The agency started that practice last year as part of the local labor policy and that way the bills come in, they get paid back by the agency and Loewke Brill knows that they are getting paid. Right now, Loewke Brill is operating for free because that escrow has not been established. Once the escrow is established, there will be a flurry of bills that will have to get paid for their time in March, April, May, and June.

Treasurer Stoddard - Who holds the escrow? Us?

Attorney McLaughlin - Yes. It is in the name of the agency and it's at...

Chairman Crist - Orange Bank and Trust.

Attorney McLaughlin - Orange Bank and Trust, right. It's for the benefit of the project, but it's in the agency.

Member Berger - With that \$385,000.

Chairman Crist - It's 380.

Member Berger - Conor had talked to us about that account that we have with the 250 bucks in it. I'm not familiar with it. My question is, why couldn't it be transferred to that account?

Exec. Director Eckert - The project needs to originate in the CRC for the monies to be utilized within the CRC, Bob can speak to that.

### Sailfish Closing Update

Attorney McLaughlin - You have to have a project that the CRC is involved in, so a bond project. This is not a bond project. It's strictly an IDA project, so it has to go into the IDA funds, into the IDA account, the general funds.

Chairman Crist - Anything else on Sailfish?

Attorney McLaughlin - There is a new program, which we can talk about.

### May Financial Reports

Treasurer Stoddard reviewed the May 2020 financial report.

Member Santo motioned to accept the May 2020 financial report as presented, seconded by Member Berger. A roll call of the board members was taken, all in favor, all ayes, Second Vice Chairman Dickson was absent, motion carried.

### Other Business

Chairman Crist - Other business, I have one thing to bring up, but I'll ask for anything else?

Attorney McLaughlin - Did you distribute this?

Exec. Director Eckert - I did. You should find those in your report packets.

Chairman Crist - What is it?

Attorney McLaughlin - It's the client alert on the new bill, establishes this whole business. State disaster emergency loan program and grant program. It has been delivered to the governor as of last week. It should be signed over the next two weeks. I would expect by the end of the month. There are requirements that you need to review and approve by way of resolution. One of the initial aspects is how much are you going to make available by reason of grants, by reason of loans. The grants are capped at 10,000. There are limited purposes. The PPP or PPE services for businesses need to be discussed, I would think at the finance committee level first, how those grants are going to work. I would hope that you're not just going to give \$10,000 to a company and get a report later. You're going to want to see some bills and invoices and determinations paid to the vendor directly perhaps, but that's up to the committee and the agency to decide. Loan program is up to \$25,000. It is only good for one year. It's one year plus 60 days. Whenever the disaster is declared over, anyone's guess when that would be. If it extends into next year, I would presume, there's no assumption, but I presume the legislature would extend this, but that would have to be done by legislative action. Right now, its sun sets by December 31<sup>st</sup> of 2021 and it is deemed as if then it never even existed.

Member Greene – So we can grant up to 10,000, loan 25,000?

Other Business

Attorney McLaughlin - Right.

Member Greene - Where does it say the 10,000?

Attorney McLaughlin - On Page 3.

Member Greene - Oh, I see it.

Chairman Crist - Are there guidelines on the loan for interest rates and how that's paid back?

Attorney McLaughlin - No interest.

Attorney McLaughlin - Limited to 15 employees, businesses of no more than 50 employees and then you have to make certain economic determinations before you make a loan.

Member Greene - The loan is good for a year and then do we decide on our own repayment plans or it has to be paid back?

Attorney McLaughlin - Has to be paid back.

Member Berger - There's no forgiveness?

Member Greene - Within what time frame?

Attorney McLaughlin - It's within one year after the end of the grace period. The grace period is 60 days after the end of the disaster declaration.

Member Greene - That's not a lot of time. How are you going to pay back \$10,000 or \$25,000?

Chairman Crist - That's too short.

Attorney McLaughlin - \$10,000 is a grant.

Member Greene: Can we give them a \$25,000 loan and then decide 10 of it is a grant and they would be responsible to pay back 15?

Attorney McLaughlin - You can give them a \$10,000 grant for the limited purposes, PPP and PPE equivalent cleaning services and a \$15,000 loan, you can do with 10 and 25. What needs to get done is the governor needs to sign the bill and then there are certain determinations that need to be made in a resolution and I'll work with the board, the finance committee and the executive director on getting that up to speed. We then need to make determinations on how much money will be available. What are you going to do with the loan or grant? It's essentially the same discussion that we had back in April. Then determine what type of agreement you're going to have, what type of credit reviews you're going to do. Are you going to do the credit reviews yourself and engage a company to do the credit reviews? I'm mindful of the fact that you don't get paid for this.

Other Business

Attorney McLaughlin - Who does the credit reviews and how are you going to get them done? Are you going to utilize someone else? Are you going to utilize a vendor, are you going to piggyback on the Orange County IDA? If an applicant is getting something from the Orange County IDA, they can't get it from you at the same time, so there's prohibitions in the statute against that. I think there's encouragement for local IDAs to work together, to maybe even pool resources on that. There's a lot of things the executive director can reach out and report back on. I think you have some time, but because it's a relatively short one-shot program, I don't think it would be prudent to be talking about this at the holiday time. You really have to have it up and running.

Member Greene – Ready, we should have all those applications in and looked at

Attorney McLaughlin - You should have all the application forms and all of that done by no later than some time at the middle or end of July.

Member Greene - Is there anything laid out for us as to what qualifies as PPE or is that up to us to decide within reason?

Attorney McLaughlin - I'm sure there will be guidance, but the statute right now just says for PPE.

Chairman Crist - My question would be is there anything we can do to start getting ready?

Attorney McLaughlin - I think you can do a lot to get ready. You can start on an application form, a loan form, a grant form, you can start on all of that now. It should be done through the finance committee because it's a finance related entity and then you can gauge how you are going to call the projects. Are you going to post something? Are you going to post it on the website? What's the mechanism for that? I would think you'd want to be consistent with other IDAs in the area like Orange County, Walden, the other IDAs in the county and then work cooperatively with them. There will probably be guidance issued by ESD, I would assume, and EDC may issue a lot of guidance as well.

Member Berger - As you know, we already have a committee set up to do that, Matt and I and Bob sit on. I believe we meet tomorrow, don't we?

Member Stoddard - I was going to ask you that.

Member Berger - I'll talk to you later about it, but this was good news. You said we hope the governor will have this signed in one week's time?

Attorney McLaughlin - It was delivered to the governor on Friday. He is supposed to sign once it's delivered or veto it within 10 days. The ten-day period is sometimes not ten days, but it's supposed to be within ten days. Hopefully by the time we meet again, it's already been signed, and we can maybe have a resolution ready at the end of June to at least address some of the issues that's required by the statute.

Member Berger - I can share with you guys that I've been in communications with Senator Skoufis and he's all on board with this and he's supposedly sent a letter to the governor for a quick signature. Whether that happens or not who knows.

### Other Business

Attorney McLaughlin - There's no reason not to sign it. It's not using the state money. It's using local IDA revenue money. The governor gets kudos to the legislature and the governor for moving forward on this and so, why would he not sign it?

Treasurer Stoddard - With this grant or this proposal, if the governor signs it, can this money be moved to the other board and then distributed that way?

Chairman Crist – I'd vote for that Matt.

Attorney McLaughlin - I knew you would ask that question. It's an IDA program, it needs to be distributed by the IDA. The more I thought about this, there's nothing to say that the TOM Strong can't offer this as an additional support mechanism for whatever TOM Strong is doing. If TOM Strong has things set up, it can be one stop shopping. I don't mean it in a negative sense. I mean it in an efficiency standpoint from a business standpoint, TOM Strong can then recommend it over to the IDA. The IDA can piggyback on maybe some of the reviews that TOM Strong is set up to be able to do on credit, employee history, financials and then make the determination and decision and issue a grant or a loan, but those need to be worked out with the committee, the executive director, and the other entity. We may decide that we're going to go it alone so it's up to you.

Member Berger - The \$200,000 that we discussed a couple months ago for this committee, we're not going to be able to do that?

Attorney McLaughlin - Not through that mechanism, but you could do it through this mechanism. When we discussed it then, this is what I was hoping was going to be the case because this had just got introduced.

Member Greene - Just took a lot longer than we wanted it to.

Member Berger - Jeff, do we have to rescind that, what we already agreed upon and come up with new language for that?

Treasurer Stoddard - Let's wait for the law to be sent out.

Attorney McLaughlin – What I'm conveying is that we're going to meet on the 25th, so hopefully by then this legislation is signed and then we can work on a resolution that addresses that issue as well as this legislation.

Member Greene - Can we be sure to have it if it's signed, for argument's sake, on Monday, can we have this ready to present and vote on next week?

Attorney McLaughlin - If it's signed on Monday and your next meeting is the 25th, I will guarantee that you will have a resolution for it, but I may need some input from the committee and from the executive director because there are certain benchmarks that I can't decide. My goal would be if let's say it's signed by Monday which is ten days, by shortly thereafter.

Member Greene - Monday night, Conor.

Other Business

Attorney McLaughlin – No, but shortly thereafter, the executive director will have a draft of a resolution that at least he can share and provide for discussion. I'm available to participate in any discussions that you guys will have. My only caveat with that is to the extent that there are a committee and two or more members are meeting, you should notice that under public law as a public meeting, provide the opportunity for the public to at least observe. They may not be able to get here, but they should be able to observe.

Member Greene - Does that apply to who's on the talking with TOM Strong or no?

Attorney McLaughlin - No, TOM Strong doesn't apply to this body, but if you're meeting to discuss this body's response to this bill, and there's two of you together, you do have to have a public meeting notice.

Member Stoddard - And that's the finance committee?

Attorney McLaughlin - It could be any committee you want, it shouldn't be the audit committee, it's not the governance committee, I think it's the finance committee. If the board wanted to tonight, you could establish a temporary committee outside of the finance committee just for the purposes of this, but you do have a finance committee, so it's up to you guys.

Chairman Crist - Because the finance committee is not the same as the reps on the TOM Strong committee. Does it make sense to make a special committee that is the same?

Member Berger - I would like that.

Treasurer Stoddard - That's a good point. Need a motion for that?

Chairman Crist - Yes.

Treasurer Stoddard – I'll make that motion.

Chairman Crist – And who are the three members? Yourself, Don, and Bob. Your motion would be a committee of those three board members to work on this?

Attorney McLaughlin - You're really creating a small business, state disaster emergency loan and grant committee.

Chairman Crist - Any discussion on that motion?

Member Berger - When we meet tomorrow, we got to tell them that stuff's off the board for that particular committee. We have to make that clear because they are still waiting.

Chairman Crist - I don't know if there's any chance there's still an executive order in the offering for that other avenue.

Attorney McLaughlin - No, this is it. This is as good as you can get, and this is very great.

Member Berger - It's actually very good

### Other Business

Attorney McLaughlin – Legislature realizes that, because the vote in both houses were unanimous.

Treasurer Stoddard motioned for three IDA Board Members, Stoddard, Berger and Santo to create a small business, state disaster emergency loan and grant committee, seconded by Member Santo. A roll call of the board was taken, all in favor, all ayes, First Vice Chairman Williams and second Vice Chairman Dickson were absent, motion carried.

Chairman Crist - I received an email Monday, June 8th that the New York state EDC was going to be offering workshops and webinars free of charge to all IDAs across the state, specifically on setting up and implementing a loan program related to this bill.

Treasurer Stoddard – When is that, have they come up with dates yet?

Chairman Crist - Not yet, but also in that same email, it is a plan to do virtual training that was originally scheduled in person back in April. They have dates on that June 24th and 25th, 10:00 a.m. to 2:30 online. You can get credit as an IDA board member if you attend during the live presentation and you register. Maybe you can make sure we check with everybody, Conor, and if you can attend. It's two days in a row. Finally, related to training, we had begun an in-house training with Bob back at our March meeting before the current circumstances with the virus came up. I did speak with Bob about continuing those possibly sometime this summer, maybe at our August meeting.

Attorney McLaughlin - Sure.

Chairman Crist – And we can see how these other trainings and processes go in the meantime.

Attorney McLaughlin - My thought on the August meeting because we have limited time before meetings, is to focus on the committee structures. What each committee is supposed to be doing and why the committee structure is so important in governance of a corporation, for an agency like this as well.

Treasurer Stoddard - Do we have to do the training right before the meeting and cram it in? Couldn't we schedule a different time where we're not cramming it in, when we only have so much time?

Attorney McLaughlin - I'm happy to do that if it works.

Treasurer Stoddard - It would be for me; I don't know about the rest of the board. At the last one I didn't get to ask questions.

Attorney McLaughlin - July is tough for me.

Treasurer Stoddard – Okay, we could do August sometime.

Attorney McLaughlin - After July, I'm open and what I do for other agencies is exactly that. In an undisclosed location, we publish it because everyone's together, but we take two or three hours at a time and talk. I can have an agenda, but whatever discussions come up.

Chairman Crist - We previously had some consensus to at least start out before the meeting, but I think this would be more productive to not have the deadline and the limited time.

Other Business

Attorney McLaughlin - If you wanted to do it on a weekend instead, but weekends in the summer are tough for everyone, but if you wanted to do that, I'm fine with that. If you want to do weekends in the fall, I'm fine with that; whatever you decide.

Chairman Crist - We'll explore that.

Member Greene - Can we take a consensus via email when you send out the notice for the other trainings that are available?

Exec. Director Eckert - Definitely.

Chairman Crist - Our next scheduled meeting is July 14<sup>th</sup>, 2020.

Attorney McLaughlin – And we may have a special meeting on the 25<sup>th</sup>.

Chairman Crist - Of June and possibly a public hearing on the 22<sup>nd</sup> of June.

Attorney McLaughlin - The issue with the public hearing is that it's a public hearing and the board members can attend, that's what you mainly practice, but you're not required to attend. I think the executive director said that he would run the public hearing.

Exec. Director Eckert - We spoke, Jeff you said you might want to come and attend. I would love for the board to be here, but it's not necessary.

Chairman Crist - And you would like to run it?

Exec. Director Eckert - I could, absolutely. It's really your prerogative.

Chairman Crist - Okay, let's talk about that, sounds good. Anything else that needs to come before us this afternoon? If not, I would entertain a motion that we adjourn.

Adjournment

Member Santo motioned to adjourn the meeting, seconded by Treasurer Stoddard. All in favor, all ayes, First Vice Chairman Williams and Second Vice Chairman Dickson were absent, motion carried.

Respectfully Submitted,

Suzanne Hadden, Secretary