

Town of Montgomery Industrial Development Agency Meeting Minutes
Town Government Center
110 Bracken Road
Montgomery, NY 12549

September 12, 2022
1:00 PM

PRESENT:

Jeffrey Crist - Chairman

Matt Stoddard – Treasurer

John Dickson – First Vice Chairman

Ashley Torre – Attorney with Burke, Miele, Golden & Naughton, LLP

Rick Golden – Attorney with Burke, Miele, Golden & Naughton, LLP

Conor Eckert – Executive Director TOMIDA

Billy Ibberson – Livestream Services (Acquisitions Marketing)

ABSENT:

Meghan Hurlburt - Secretary

J. Thomas Jones- Second Vice

NOTE: Conference Call Line – No Calls

AGENDA

1. Call to Order and Declaration of Quorum
 2. Approval of the July Meeting Minutes
 3. Public Comment on Items on the Agenda
 4. Report from Governance and Audit Committee Meetings
 5. Annual Discussion on Agency Policies
 6. Executive Director's Report
 7. Financial Report
 8. Other Business
 9. Adjournment
 10. Next Meeting Scheduled for October 4, 2022
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Meeting

1 - Chairman Jeff Crist began with the introduction of Board Members and other members in attendance.

2 - Meeting minutes from November 8, 2021 meeting were approved and the Board members have a copy of those. No additions or corrections were needed. A motion to accept these minutes – John Dickson made the motion to accept and Tom Jones seconded that motion. All were in favor, none opposed. Motion carried.

3 – Public comment on items on the agenda: Chairman Crist: As is customary we have a public comment session for items on the agenda today and I would ask if anyone in the audience would like to make a public comment today? John? Are you raising your hand?

John Ramos – Yes, under number 7, other business.

Chairman Crist – Yeah, I would ask you to do it now, if you're good.

John Ramos – (Waiting on a microphone.) Can everybody hear me? Wearing a mask indoors can be hard. I have to address your November 8, 2021 meeting where you voted on the Walden Construction Enterprise LLC. There were a couple of things that I wanted to bring to the Board. Of course, when we found out that no one was in appearance from the Village of Walden, our date was set for Tuesday, November 9th. I gave a call to Conor Eckert and he did say he got the notice out but we were tidying up other issues outside of the Village. We want to uphold our support of this project and that we are definitely disenchanted on the process. Obviously were in dissent of the vote... Just a couple issues, when I came forward at the first initial meeting, I asked that be zero issues in this project. No PILOT, no land use tax, no sales tax and no mortgage recording tax. I sat before you and I pleaded, we didn't want this in the Village of Walden, we are small, we have around 7,000 people, we don't have too many retail's and we don't have Amazon and Medline in our backyards. Again, you passed the resolution and we have to sign that. But there is a couple of issues in the resolution that I read. First of all, Mr. Jones, I appreciate you voting in dissent of the commercial issue of the project. I sat in on the Planning Board, I sat in on the Board when we came up to this project and this was supposed to be residential not commercial. Now, we can play word games with what commercial is and what residential is but the Village of Walden, we pushed it to the Planning Board and this is supposed to be residential and not commercial. Secondly, I noted, I believe, A-7 in the resolution, we miscalculated the age, according to our local law, the Village of Walden Trustees, local law 3 of 2020, it was 55 or above not 50 and above obviously. So, I'm here for those of Walden, I'm here to ask the Board to kind of try and revoke the process. I know they are starting or already have started construction at the site but those are the two big issues there are pretty defective in your resolution on this project. I asked that as members of a board, as I am, I would like to see some resolution, whether we meet again with the Applicant and try to forge through this issue. Again, the Village of Walden is not against this project. This check marks our comprehensive plan and all I ask from the board itself, is that you relook at this and get back to us and see if we can come to a resolution. Thank you.

Chairman Crist – Thank you John. I apologize for the meeting change and I apologize that we didn't reach out to you specifically. I was under the impression that we had but I realize now that didn't happen.

Ashley Torre – Just to weigh in about the one comment about the age restriction. So, regardless of what this board's resolution states the applicant is bound by the Village's law so the age restriction is whatever is set in that law. You can't override what the requirement is by the Village.

Rick Golden – It's just a general description of the project that you included that in. It wasn't a directive as to who is and who is not permitted.

John Ramos – Obviously, it's a resolution that has been passed, that has been entered into obviously IDA Montgomery, into the books but I want to use it as it's etched in stone. Including people that are 50

years old and bring it to some form of legal issues of where age 50 and above where we are conflicting the Village of Walden.

Rick Golden – It can't contradict alright. This board has not authority to override your police powers, your ability to draft local laws, define what the appropriate age is. So, yours, the Village will always obtain. This was obviously a mistake as to what it was, it was in the description, it carries no consequence whatsoever. The decision was going to be no different whether it's 50 or 55. That was not part of the basis for this board and it was simply, obviously, a mistake. But that mistake carries with it no consequences. It doesn't vest anybody with any legal rights whatsoever. I sincerely doubt that anyone moving in would look to the resolution of the IDA versus the code of the Village of Walden. The applicant clearly has no rights whatsoever to allow somebody who is 50, if your requirement is 55.

John Ramos – It's not the applicant, it the perspective residents we can use obviously. It's a legal document.

Rick Golden – But that's what I'm saying, although it is a public document that was filed as to an act of this board, that part of it carries no consequence with respect to somebody saying "oh I have a right to move in because it says here." It just doesn't exist, there is no legal consequence. And I doubt that an applicant is going to be looking through the IDA files rather than the code as to what is allowed. Usually, actually, they just ask for an application and if they are not at the right age, then the housing is going to say no you can't apply. And if they say, well I am 50. Then you say well look at the code we are restricted to only having 55. So, it really carries no legal consequence whatsoever.

John Ramos – Are you going to represent us when that time comes? I'm not talking about next year or 10 years from now but if that comes to play. Obviously, that's written in an official document and I understand where you are coming from. I will accept that but I'm just, I like to think forward and I feel that the 50 description and the commercial description on the resolution is defective in my eyes.

Rick Golden – The board determination with respect to residential vs. commercial that had to do with various definitions and how those terms had been utilized throughout the State of New York and by courts determination. So, that was something subsequent that the board did decide. As to the other, you can talk to Dave Donovan and he will tell you that there is no legal consequence whatsoever and no liability or any type of alliance that anyone can have as a result of this versus yours. The board can, if it wants to, amend the resolution. We would have to check if that would require another public hearing, but you have the ability and it's up to you whether or not you would want to amend that resolution to simply change the 50 to 55. As I said it carries no legal significance but if the board wants to do that we can look at whether or not we would need another public hearing to do it.

Chairman Crist – Thank you Rick and we will look into that. Thank you, John. Don Berger.

Don Berger – Don Berger, Village of Montgomery. I just want to back up John on what he was talking about as far as the changing of the meeting date. As you know during the process for that PILOT there was great interest from the public and from the Village of Walden on that PILOT and it did change the meeting and you did it legally and all that kind of stuff but the problem was it never changed the calendar on the website. So, I for one, when I seen it live feed on that Monday on the 8th and then I went to the website, you still had it on the calendar for the 9th. So, I don't understand why you can't, if you want to put out a notice of change, why aren't you doing that on the website?

Conor Eckert – You are referring to the Town of Montgomery website, right? With the calendar? So, we have no access to that calendar. So, what we did is changed it on our Montgomery IDA website, posted it on the homepage, posted it on the public bulletin board, posted it in two newspapers, so we did have it posted on our website.

Don Berger – Well, clearly, I think you can say that. But you are in this room every single day and you can't go downstairs to talk to Tara and have that changed? I think for the residents, generally speaking, the residents go to the website. They don't wait for the Wallkill Valley Times for a change. They go to the website, and I think in good conscience you are here every day. That change could have been made very, very easily. Here, I was sitting home where you probably realize, I probably would have been here if I was aware of the change. I just think that you need to do everything. I don't think it hurts to take that little phone call to Tara and say, "hey listen we're changing that meeting to a different date can you make the change on the website?" Because that's what people go to. I would just appreciate if you could do that.

John Dickson – May I say something Mr. Chairman?

Chairman Crist – Yes, John Dickson.

John Dickson – I don't think you can assume that he's going to assume that you are here. It's not up to him to decide if you were going to be here. You can't put that on him. You can't. How can you say you are going to be here? We don't know your schedule. We don't want to know your schedule.

Don Berger – I said I probably would have been here if you listened to what I said.

John Dickson – Probably you said, but it's not his job.

Chairman Crist – Don, Don, Don. Let John finish speaking and I will give you a chance to respond.

John Dickson – But it's not his job if you are here or not. You can't put that on him.

Don Berger – I said, very clearly, that in good conscience, that it's the residents, not me, the residents.

John Dickson – Nothing was done to hide anything from anyone.

Don Berger – I didn't say anything was did I?

Chairman Crist – Don, we will take your guidance and address it appropriately. I appreciate you bringing it up. It's too bad, I never even thought about the Town calendar. I am watching our website. You bring up a valid point. Any other public comment today from the audience? We would move on to the Report for the Governance and Audit Committee Meetings. They have been held over the last several weeks, Conor.

4 – Report from Governance and Audit Committee Meetings – Conor Eckert – Thank you Mr. Chairman. On November 30th, we had a meeting of the Audit and Governance Committee held on zoom, noticed on the websites, notice to the news media, on the public bulletin board and at the Audit Committee Meeting we went over the ABO online training, some of the best practices that were recommended. This is a training that the entirety of the board completed which is great. But, we wanted to hit on some

of the key points such as: The Audit Committee should meet as needed to discuss the audit process which happens yearly. Internal controls and that is something we do and have done and then the audit committee also oversees the local labor process so we discussed Walden Construction Enterprise as expected to produce 170 local construction jobs which will be subject to the agency local labor policy and the project will be monitored by Fellenzer Engineering. I think right now the project has a company out of Middletown and Pine Bush doing clearing for the project after the IDA approvals. The Governance Committee also met on the same day via zoom, once again to discuss some of the best practices and recommendations that we've seen in the ABO training such as: Being informed on best practices in Corporate Governance, current trends in IDA Administration in projects across the State and then also to discuss and have a broad discussion on the internal policies of the Agency with respect to the yearly review and opening a discussion for our full board meeting. Those were the two meetings that were livestreamed if you had any questions I would be happy to answer or we could move to the policy discussion.

Chairman Crist – Questions, comments from board members? I attended both of those committee meetings and I thought we covered a lot of ground and that was subsequent to an IDA training by the New York State EDC. It helps us in the guidance of our policies and procedures. And speaking of policies and procedures our next agenda item is a continuation of the discussion of agency policies. We introduce the subject for discussion at our last board meeting in November and Conor has included copies in our packets today and you have a couple of comments I believe Conor?

5 – Annual Discussion on Agency Policies – Conor Eckert – Yes. So, I included our policies in the packet in front of you, all policies are on the website under resources or financial and public documents. You will see most of these are foundational policies. So, our mission statement, which we edited last year. The conflicts of interests and code of ethics policy both foundational. Our bi-laws, which really explain the organization of the agency. Number of board members, how it's governed. Foundational. The ones we have edited, the mission statement. There is a policy, with respect to, evaluating projects that we edited last year, which I believe is quite sufficient. There is a Whistle Blower policy that we would need to re-adopt which is standard across what IDA's have. FOIL policy, standard once again. The Acquisition and Disposition of Land, which is something IDA's can do, standard policy. Procurement policy, all generally pretty standard. One policy I would like to bring up is the travel policy. As we continue to do trainings and look to go to conferences, we have been using the Town of Montgomery Capital Resource Corporation Travel Guidelines but we figured it would be better to develop a new IDA policy on travel and we wanted to bring that up, Rick and Ashley and I, wanted to bring this up to the board for discussion and I do have a copy of the policy. You have a copy of the policy in front of you. But, it's generally pretty broad. It hits on what's important; pre-approved travel expenses such as mileage, meals and lodging and reimbursement for driving, etc. Pretty standard, but, something we would like to have adopted at the IDA level as well.

Chairman Crist – Comments, questions on the policies? Specifically, the Travel Policy, which, I'm hoping we could get edited and ready for consideration at our January meeting Conor.

Conor Eckert – In my eyes, this policy is very sufficient and one I have seen most IDA's adopt. I think it would be a matter of just putting it on the IDA letterhead and maybe doing a deep dive to make sure the policy is what we want it to be and adopt it in January, we can do that with legal. But, I think it does cover the bases that we need as a small organization, going to conferences every so often.

Tom Jones – Yeah, just some minor edits on obviously like making sure it’s relevant to us, right? We don’t have a CEO, we don’t have a CFO.

Chairman Crist – Absolutely. Conor, I might just ask, I believe over the last year we have revised our Minority and Woman Owned Business Enterprises and Veteran Owned Business Policy?

Conor Eckert – Yes, thank you for bringing that up Mr. Chairman. We instituted that policy as almost a rider of sorts to our Local Labor Policy. Essentially, our Local Labor Monitors should work with the applicants to ensure they are doing adequate outreach to Minority and Woman Business Enterprises as well as Veteran owned businesses. That’s something that is new and I believe it’s efficient and our Labor Monitors are able to administer this policy from our preliminary conversations.

Chairman Crist – Thank you. Anything else on the Agency Policies and we will make final considerations at our January Reorganization Meeting.

Tom Jones – Conor, can we get reports on the Procurement as we move forward. Whether it’s every six months or...

Conor Eckert – Absolutely.

Chairman Crist – Makes sense.

Conor Eckert – Our procurement policy is in this packet too in case you wanted to look through that.

Tom Jones – Yeah. Just something that demonstrates that we went through the process and we have it documented.

Conor Eckert – Certainly, absolutely.

Chairman Crist – It could be a part of the Financial Report I would think. Executive Director’s Report Conor? I believe the board has a copy of that as well.

6 – Executive Director’s Report – Conor Eckert – So, this month, I have been managing Cardinal Healthcare Expansion and other projects we are seeing potential in from distribution in cannabis to tourism. I attended a handful of site visits in the Town for businesses looking to expand. Retention visits and also going through the various year end filings which seem to be never ending. I also have been working with Counsel to ensure the Walden Construction Enterprise documents are moving forward and closing within a specific period of time. Working with the Audit Committee and Fellenzer Engineering to make sure the new Walden Project goes off without a hitch with respect to local labor. Leading water/sewer infrastructure meetings with County Representatives. Working on IDA Board orientation material which is something we don’t have. It’s been more so we go through the state trainings but having an in-depth training document for a new board member that we expect to be appointed this week, if not, next week. We worked with SUNY Orange to develop their first Cannabis Horticulture Workforce Training Curriculum at the College. They want to be dynamic in Cannabis. We worked with them at Pharmacan, did a site tour and worked with their workforce department to put something together. Matters to take note of: The first round of zoning is expected to be adopted in late January potentially February. Once again, all board members completed the ABO training that’s required yearly and that’s something we should all be proud of. I am hoping to attend the IDA annual conference in

Albany in January and I just wanted to broach that with the board. Lastly, next month, at our January meeting were going to reorganize and adopt or re-adopt the litany of policies that we have been looking at and also potentially adopt a new travel policy. That is it for the month in a nutshell and the conference is something I would like to bring up to the board and see if there are any objections with me going in January.

Chairman Crist – Any comments on the Executive Director’s Report and maybe more specifically the annual IDA conference in Albany to be held next month? I have spoken with Conor and I think it’s important he have exposure and be able to attend that conference. I believe the total cost is well under \$1,000.00.

Conor Eckert – That’s right.

Matt Stoddard – Do we need a motion?

Chairman Crist – I would say. Should we have a motion on that? That we approve on his attendance?

Ashley Torre – Yes.

Matt Stoddard – I will make that motion.

Chairman Crist – Motioned by Matt for Conor’s approval to attend the annual IDA conference next month in Albany. Second to that motion?

Tom Jones – Seconded.

Chairman Crist – Seconded by Tom Jones. Thank you. Any other discussion? All in favor, none opposed, motion carried, thank you. Let’s move on to the financial report Matt, our Treasurer.

7 – Financial Report - Matt Stoddard – (Mr. Stoddard reviewed the Financial Report – Please see attachment as the last page of the meeting minutes.)

Chairman Crist – Thank you Matt. Questions for our Treasurer? If not, a motion to accept that report would be appreciated. John Dickson made that motion and seconded by Tom Jones. All were in favor, none opposed. Motion carried.

8 – Other Business – Chairman Crist – I know we have the 2022 meeting dates that should get approved. Those have been distributed previously. I don’t know if anyone had a further thought on those meeting dates.

John Dickson – I think they will be good.

Chairman Crist – If not, I suggest we approve these dates and I believe this is the copy here. Would anyone care to make a motion to approve those suggested dates? John Dickson made the motion to approve the meeting dates and Tom Jones seconded that motion. All in favor, none opposed. The meeting dates are approved. One other thing I wanted to mention under other business. Conor started the year with us a couple of years ago, I think in Quarter II and I think it would be more comfortable to adjust his review to the beginning of each year. It’s going to be reset at the reorganizational meeting

and if any board members have a comment on that agreement or keeping where it is which is in the April/May timeframe.

Tom Jones – Yeah, I say whatever aligns with the schedule of objectives.

Chairman Crist – I think it sets a nice time table and as we start a new year it would be appropriate to get you on the annual review Conor and also our secretary?

Conor Eckert – Yes.

Chairman Crist – I might also note the board is in the process of doing self-evaluation of the board so I think we are coming along on those.

Conor Eckert – Yes. I believe we are missing one evaluation but we submit those to the ABO. It's one of the Public Authority Law requirements. Confidential assessment of the board and I tally the results and send them into the State and that's the end of that.

Chairman Crist – And for the annual audit, which will be in the first quarter of 2022 – Have you spoken with our Accountant to kind of start to get dates set? It can interfere with Accounting Business with Income Tax because it's busy that time of year. If we could stay ahead of the curve on that, it worked well last year I believe.

Conor Eckert – Yes, so I spoke with the Accounting Firm we generally use, Nugent and Haussler and we are on their radar for whenever we reorganize in January they will send out the letters they need to and will start the process timely.

Chairman Crist – And we would confirm our selection of them to continue as our Auditor in January?

Conor Eckert – I think that makes sense to have it in the annual resolution.

Ashley Torre and Rick Golden – Yes.

Chairman Crist – Good.

Matt Stoddard – This may be inappropriate at this time or not, I just thought of it and sorry to hit the board with this at the last minute but we do have two employees that work for the board and it is December and I was wondering if this board would consider some kind of Christmas bonuses for Conor and Meghan?

John Dickson – Is that allowable?

Matt Stoddard – I don't know.

Conor Eckert – While I appreciate the gesture very much, I would turn down any Christmas bonus. I certainly don't want to go through any other auditing processes but I appreciate it.

Rick Golden – The board really doesn't have any authority to just give over it's money as it's considered to be public money and it would be against the New York Constitution to gift over anything. You are

allowed under certain circumstances, certain merit, for stipend requirements but they would have to be tied to some metric if that makes sense and not just a gift as a Christmas bonus.

Matt Stoddard – Fair enough.

Chairman Crist – I think the intent is appropriate Matt.

Matt Stoddard – As a board member, I would just like to say, the work that Conor and Meghan are doing is fantastic so we do appreciate it.

Conor Eckert – Thank you.

Chairman Crist – There's a lot going on and a lot on our plate looking forward so. Well said Matt, thank you for bringing that up. Anything else under other business? If not, our next meeting is scheduled for January 11, 2022 at 1 PM as well and I would wish everyone Happy Holiday's and New Year and request a motion for meeting to be adjourned. John Dickson made that motion and was seconded by Matt Stoddard. All in favor, none opposed, motion carried. Thank you everybody.

Meeting minutes were transcribed and submitted by Meghan Hurlburt.