

**TOWN OF MONTGOMERY INDUSTRIAL DEVELOPMENT AGENCY**  
**MEETING MINUTES**

TUESDAY JANUARY 10, 2023 – 1:00pm

MONTGOMERY TOWN HALL

110 BRACKEN ROAD MONTGOMERY, NY 12549

**PRESENT:**

Jeffrey D. Crist, Chairman  
J. Thomas Jones, Second Vice Chairman  
Matthew Stoddard, Treasurer  
John Dickson, First Vice Chairman  
Robert Santo, Member  
George DeClue, Member  
Felicia Kalan, Executive Director TOMIDA  
Ashley Torre, Naughton & Torre, TOMIDA Counsel  
Lauren Rowley, Secretary  
Billy Ibberson, Livestream Services (Acquisitions Marketing)

**ABSENT:**

NOTE: Conference Call Line – No calls

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**AGENDA**

- 1) Call to Order and Declaration of Quorum
  - 2) Approval of the November and December 2022 Meeting Minutes
  - 3) Public Comment on Items on the Agenda
  - 4) Report from Governance, Audit and Finance Committees
  - 5) Annual Reorganization Resolution Discussion and Consideration for Approval
  - 6) Mission Statement Discussion and Consideration for Approval
  - 7) UTEP Policy Discussion
  - 8) Executive Director's Report
  - 9) Financial Report
  - 10) Procurement Requests Discussion and Consideration for Approval
  - 11) Other Business
  - 12) Adjournment
  - 13) Next Meeting Scheduled for February 14, 2023
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## MEETING

- 1) Jeffrey D. Crist called the meeting to order and introduced board members and others in attendance. A quorum was present.
- 2) A motion was made by John Dickson to approve the November 2022 meeting minutes, which was seconded by Robert Santo. All board members were in favor, none opposed, J. Thomas Jones abstained as he was not present at November meeting. A motion was made by Robert Santo to approve the December 2022 meeting minutes, which was seconded by John Dickson. All board members were in favor, none opposed, Matthew Stoddard abstained as he was not present at December meeting.
- 3) There was no public comment.
- 4) Felicia Kalan referenced the Audit Committee Memo (attached) in everyone's board packets. The committee met in December and reviewed the conflict of interest letter from Nugent & Haeussler regarding Spruce Properties, deciding it was best to look into other auditing firms. The committee met again today, having reviewed a proposal, and would like to make a recommendation to the board for auditing services of the firm of PKF O'Connor Davies. Their services are estimated at \$10,000 for auditing services, which would be a significant cost savings. The estimated total is on p. 12 of the proposal. The Project Manager would be Jeffrey Shaver, out of the Harrison, NY location. PKF O'Connor Davies specializes in this type of auditing services for other public authorities, towns, and villages and have locations throughout the Northeast. This is the official recommendation from the audit committee.

The Governance Committee and Finance Committee also met in December. The memos from each of those meetings were read by Felicia Kalan. (Both memos are attached.)

- 5) Jeffery D. Crist referenced the Annual Reorganization Resolution for discussion and consideration for approval, also in everyone's board packets. This document covers a number of the priorities and actions that the board will take, including approving officers, committees, and our professional services.

Ashley Torre mentioned that the UTEP Policy and mission statement are not in the reorganization document as these were potentially going to be revised. She suggested discussing the mission statement first, #6 on the meeting agenda.

- 6) Felicia Kalan read the official mission statement:

To advance economic development and diverse, sustainable economic growth in the Town of Montgomery through acting in support of appropriate attraction, expansion, and retention projects that create or retain jobs, promote private sector investment and

advance the community through utilizing the statutory powers of the agency set forth under the provisions of the laws of New York State.

Felicia Kalan stated that it is a good, solid mission statement, but changes were proposed as follows:

The Town of Montgomery IDA advances the economic prosperity of the Town of Montgomery and its residents by attracting and acting in support of economic development projects, placemaking, workforce development initiatives, energy sustainability, and private investment in infrastructure through utilizing the statutory powers of the agencies set forth under the provisions of the laws of New York State. Our tax incentive programs aid in the attraction, retention, and expansion of businesses and job opportunities while strategically positioning the Town of Montgomery as the premier Hudson Valley destination to work, live, and recreate.

The changes proposed are to provide further clarification for the general public who doesn't always know what the IDA does. A few comments on the proposed new mission statement were made.

J. Thomas Jones suggested adding "and quality of life" after economic prosperity. He also questioned the meaning of the word "recreate."

Felicia Kalan suggested using "visit" instead or a synonym of.

J. Thomas Jones also just stressed the importance of not changing the mission statement too frequently once this version is finalized.

Jeffrey D. Crist confirmed that no changes were made under prose performance measures and Felicia Kalan confirmed there were not. No other comments were made.

Jeffrey D. Crist asked for a motion to approve this mission statement with J. Thomas Jones' suggestions.

Ashley Torre stated that this mission statement could be added to the reorganization document and adopted as part of that resolution and a motion was not necessary here.

- 5) Jeffrey D. Crist circled back to the reorganization resolution, which now includes all policies except UTEP. The resolution also includes the 2023 meeting schedule, staff appointments, officers, and committees. It further includes the appointments of accounting firm PKF O'Connor Davies, legal counsel Naughton & Torre (Ashley Torre), bond and conflicts counsel White, Osterman, and Hanna (Robert McLaughlan), and bank and agencies of accounts, Orange Bank & Trust Company. A motion was made to accept the reorganization resolution by John Dickson, which was seconded by Robert Santo. Vote was made by roll call.

John Dickson	Voting	Aye
Matthew Stoddard	Voting	Aye
Robert Santo	Voting	Aye
George DeClue	Voting	Aye
J. Thomas Jones	Voting	Aye
Jeffrey Crist	Voting	Aye

All board members were in favor, none opposed.

- 7) Felicia Kalan started the discussion of the UTEP Policy, now with page numbers to make it easier to navigate, reminding everyone that this is something that the IDA is required to review every year. Taxing jurisdictions must be notified of any changes and a public hearing may need to be held depending on the changes.

Felicia Kalan proceeded to share some of the suggested changes after board members had the chance to review the document:

- p. 9 Adding “emerging technology” or “including, but not limited to” language may be sufficient (J. Thomas Jones suggestion)

Include “science and technology” (Robert Santo suggestion)

Keep it open so if something new comes up in the future, we have some leeway (John Dickson comment)

- p. 10 “Mixed use commercial” added to description (Kalan addition)  
Add “affordable housing” (Felicia Kalan addition)

- p. 12 Take out “small” and add in battery storage specific language (Felicia Kalan read suggestion)

Not sure battery storage language should be included without the science behind it (J. Thomas Jones comment)

Maybe “energy storage,” instead of battery specific language (FeliciaKalan suggestion)

As it reads now, a reference to energy storage may already be covered (Ashley Torre comment)

- p. 17 Further protocol related to requiring written mail correspondence, for example when projects don’t hit the mark they say they would. Or maybe things are

project specific and we don't want to go down that road (Felicia Kalan comment)

*NOTE: Robert Santo had to leave the meeting, a quorum was still present.*

p. 3 Cost benefit analysis (J. Thomas Jones comment)

Pilot Categories – evaluate if there's reason to change any, make more similar between categories. For example, Category 1 schedule (more attractive schedule) should be matched more closely with adaptive reuse of facilities category? (Jeffrey Crist)

Jeffrey Crist stated that the board may not get to a point of having a good consensus and may need to do a little more research, which would prevent a public hearing from being scheduled for February. He questioned if one of the committees could look at this more (maybe governance) or an ad hoc committee.

J. Thomas Jones made a few more suggestions regarding simplifying schedules, threshold benefits, and looking at it from a user standpoint.

Jeffrey Crist asked for guidance from counsel on the next steps.

Ashley Torre stated that there is more research to be done here. Felicia Kalan could propose some changes prior to the next meeting and circulate them and then the board could discuss scheduling a public hearing, even scheduling a special meeting if necessary, to keep things moving forward.

8) Felicia Kalan gave her executive director's report to the board:

The transition from Proton to Google Business Suite is still underway with Acquisitions Marketing. It has not been easy, but they are still working through it.

Met with Delaware Engineering and the Orange County IDA about a collaboration to create a comprehensive site list of available county properties, which would include properties in the Town of Montgomery and the three villages it encompasses.

Has been working on the revisions of the mission statement and UTEP Policy.

Regarding KCE – four letters of support were received and they are in the process of changing their application and downsizing quite a bit. That application should be coming to IDA in the next month.

Attending Orange County Chamber of Commerce breakfast with a panel of newly elected state officials

No fellowship applicants as of now



Shared that several law changes have been made related to IDAs, including that towns must be notified two years prior to PILOT expirations

Procurement memos are included in board packets:

Website updates - \$18,500 was approved in 2023 budget for video, marketing, and website services, but this would just be for website updates for up to \$3,000. One proposal is from Vol8 for \$3,000, who is the current vendor, and the second proposal is from Interact Marketing, who was significantly more expensive. Felicia recommends staying with Vol8 as they are already familiar with the website and more cost effective.

J. Thomas Jones asked that Business Development Activities be added to the Executive Director Report at future meetings.

- 9) Matthew Stoddard read the financial report to the board. (Attached.) Jeffrey Crist also shared that he and Lauren Rowley visited Orange Bank & Trust yesterday and cleared up a few questions and also confirmed that we have escrow accounts for Milk Factory and KCE, which we will presumably have some expenses paid out of that will be on future financial reports. The Sailfish escrow account is expected to be closed out and unused funds will be returned to applicant. A motion was made by J. Thomas Jones to approve the financial report, which was seconded by George DeClue. All board members were in favor, none opposed.
- 10) Felicia Kalan circled back to the procurement memo for website updates she started to mention in her executive directors' report. A motion to approve the Vol8 proposal for website updates up to \$3,000 was made by John Dickson, which was seconded by Matthew Stoddard. Vote was made by roll call.

John Dickson	Voting	Aye
Matthew Stoddard	Voting	Aye
Robert Santo	Voting	Absent
George DeClue	Voting	Aye
J. Thomas Jones	Voting	Aye
Jeffrey Crist	Voting	Aye

The next procurement memo was for EDC yearly membership, which represents IDAs in Albany. They keep the Montgomery IDA updated on all issues happening at the state level and also oversee various trainings. The membership is \$850 per year and Felicia Kalan recommended that the IDA continue this membership. Matthew Stoddard made a motion to continue this membership, which was seconded by J. Thomas Jones. Vote was made by roll call.

John Dickson	Voting	Aye
Matthew Stoddard	Voting	Aye
Robert Santo	Voting	Absent

George DeClue	Voting	Aye
J. Thomas Jones	Voting	Aye
Jeffrey Crist	Voting	Aye

The next memo was for the email conversion proposal from Acquisitions Marketing for \$4,300, split into two payments of \$2,150 each. Acquisitions already has 25 hours in and they are not even halfway done yet. John Dickson made a motion to approve the Acquisitions Marketing proposal for the email conversion, which was seconded by George DeClue. Vote was made by roll call.

John Dickson	Voting	Aye
Matthew Stoddard	Voting	Aye
Robert Santo	Voting	Absent
George DeClue	Voting	Aye
J. Thomas Jones	Voting	Aye
Jeffrey Crist	Voting	Aye

The final procurement memo was for the social media and livestream proposal also from Acquisitions Marketing for \$1,050 per month, which would come out of \$18,500 marketing & website services budget line item.

Felicia Kalan proposed committing to just January – March for right now, not the entire year.

Billy Ibberson from Acquisitions stated that the rate they are quoting the IDA is based on the commitment of a full year. If the commitment is less, the livestream cost would be \$250 per meeting plus an additional fee of \$100 per hour.

A motion to approve a year-long contract for up to \$12,600, which would include social media, digital marketing, livestream meetings (additional meetings would be extra charges) was made by J. Thomas Jones, which was seconded by John Dickson. Vote was made by roll call.

John Dickson	Voting	Aye
Matthew Stoddard	Voting	Aye
Robert Santo	Voting	Absent
George DeClue	Voting	Aye
J. Thomas Jones	Voting	Aye
Jeffrey Crist	Voting	Aye

- 11) Felicia Kalan shared that a letter was received from the Milk Factory yesterday requesting they be considered on a different schedule.

Ashley Torre stated that a resolution would need to be prepared for this. She also stated that it will likely require a deviation and they would need to request that it be treated under the strategic schedule. A notice of deviation could be accepted at the next board meeting.

Felicia Kalan just mentioned again that KCE is changing their application, which means their public hearing may not be closed on February 14<sup>th</sup> and will be adjourned to a future meeting.

- 12) John Dickson made a motion to adjourn the meeting, which was seconded by Matthew Stoddard. All board members were in favor, none opposed.





To: Town of Montgomery IDA, Board of Directors  
From: Felicia Kalan, Executive Director  
Date: January 6, 2023  
RE: Summary of Audit Committee Meeting

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The purpose of this memorandum is to provide a summary of the Special Meeting of the Audit Committee, held on Tuesday, December 13, 2022.

#### Meeting Purpose

The purpose of the meeting was to discuss best practices as outlined in our organization's bylaws. Moreover, the Committee discussed the conflict of interest letter presented by Nugent & Haeussler regarding Spruce Properties and discussed the potential need for a new auditor.

#### Key Takeaways

- The Audit Committee should meet again on Tuesday, January 10 at 12:30 to discuss and vote on auditor proposals in preparation for the ABO Audit for projects due March 1, 2023.



To: Town of Montgomery IDA, Board of Directors  
From: Felicia Kalan, Executive Director  
Date: January 6, 2023  
RE: Summary of Governance Committee Meeting

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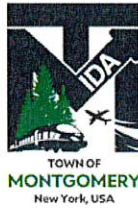
The purpose of this memorandum is to provide a summary of the Special Meeting of the Governance Committee, held on Tuesday, December 13, 2022.

#### Meeting Purpose

The purpose of the meeting was to discuss best practices as outlined in our organization's bylaws and ABO requirements, as well as to review the MIDA UTEP Policy in preparation for our January Reorganization meeting. The conflict of interest letter submitted by Nugent & Haeussler was also reviewed.

#### Key Takeaways

- Members of the Committee will be reviewing the UTEP Policy and other MIDA policies to consider possible updates as needed
- The Governance Committee will meet again Tuesday, April 11, 2023 at 12:30 p.m.



To: Town of Montgomery IDA, Board of Directors  
From: Felicia Kalan, Executive Director  
Date: January 6, 2023  
RE: Summary of Finance Committee Meeting

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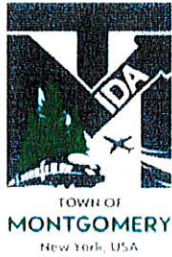
The purpose of this memorandum is to provide a summary of the Special Meeting of the Finance Committee, held on Tuesday, December 13, 2022.

#### Meeting Purpose

The purpose of the meeting was to discuss best practices as outlined in our organization's bylaws and ABO requirements, as well as to review 2022 monthly MIDA Financial Reports & 2023 Budget.

#### Key Takeaways

- Report of Cash Balances needed
- The Finance Committee will meet again Tuesday, August 8, 2023 at 12:30p.m.



**TOWN OF MONTGOMERY  
MONTGOMERY  
INDUSTRIAL DEVELOPMENT AGENCY  
110 BRACKEN ROAD  
MONTGOMERY, NY 12549**

**Monthly Statement  
12/31/2022**

**PUBLIC FUND MUNI (3366)**

Orange Bank & Trust

Checkbook Beginning Balance from last report----- \$ 199,826.08

**ADD:**

**CHECKS**

1772	Times Community Newspapers---# 108818-----	\$	78.53
1778	Times Community Newspapers---Ad #1019351 & #109321-----	\$	160.90
1779	Felicia Kalan---#004 & USPS-----	\$	4,108.24
1780	Times Community Newspapers---#109321-----	\$	81.22
1781	Meghan Hurlburt-----Oct, Nov, Dec. fee-----	\$	1,500.00
1782	Naughton & Torre, LLP--- #29992, #30114, #30223, #30224-----	\$	2,680.00

Checking Account Balance	31-Dec-22		<b>\$ 191,217.19</b>
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**SAILFISH ESCROW ACCT (8008)**

Checkbook Beginning Balance----- \$ 3,055.00

**ADD**

**CHECKS**

Checking Account Balance	31-Dec-22		<b>\$ 3,055.00</b>
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		CURRENT 12/31/2022	LAST REPORT 11/30/2022	CHANGE
Orange Bank & Trust (3366)-----	\$	191,217.19	\$ 199,826.08	\$ (8,608.89)
Orange Bank & Trust - Sailfish Escrow Acct (8008)-----	\$	3,055.00	\$ 3,055.00	\$ -
Orange Bank & Trust Money Market (4593)-----		\$456,293.33	\$456,258.83	\$ 34.50
<b>TOTAL</b>	<b>\$</b>	<b>650,565.52</b>	<b>\$ 659,139.91</b>	<b>\$ (8,574.39)</b>