

MINUTES

Dutchess County  Industrial Development Agency

*3 Neptune Road, Poughkeepsie, NY 12601  
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**BOARD OF DIRECTORS REGULAR MEETING**

Wednesday, October 13, 2021

**Present:** Tim Dean, Chairman  
Mark Doyle, Vice Chairman  
Kathleen Bauer, Secretary/Treasurer  
Amy Bombardieri  
Jamie Piccone II  
Don Sagliano  
Al Torreggiani

**Also Present:** Sarah Lee, Executive Director  
Jane Denbaum  
Jasmin Haylett, Office Administrator  
Rachel Welch, Communications Coordinator  
Don Cappillino & Elizabeth Cappillino (Counsel)  
Joe Kirchhoff, John Hettinger (Eastdale Village)  
Gloria Nelson, Holly Kramer, Christine Miller & Eric Formanck (GAP)  
Ryan Kelly (USEF Tioranda)  
Jim Beretta & Doreen Tignanelli, Members from the public

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On Wednesday, October 13, 2021, the Dutchess County Industrial Development Agency [DCIDA] Board of Directors Meeting was called to order by Chairman Dean at 8:05 a.m. Present was: Tim Dean, Mark Doyle, Kathleen Bauer, Amy Bombardieri, Jamie Piccone II, Don Sagliano and Al Torreggiani. Quorum was established.

**CONFLICT OF INTEREST DISCLOSURES**

Chairman Dean asked board members if they had any conflicts with items on the agenda. Chairman Dean noted he would have had a conflict with item A because Marshall & Sterling does some business with the Bonura family but this item was withdrawn from the agenda.

Ms. Lee noted that she would like to make an amendment to the agenda to have Appointments be moved up before Report of the Treasurer.

**PROOF OF MEETING NOTICE**

Meeting notice was published on October 7, 2021.

**BILLS AND COMMUNICATIONS**

None

**APPROVAL OF MINUTES**

September 8, 2021 and September 15, 2021

Chairman Dean asked for a motion to approve the September 8, 2021 and September 15, 2021 minutes of the Dutchess County Industrial Development Agency.

A motion was made by Mr. Torreggiani, duly seconded by Ms. Bauer to approve the DCIDA Board of Directors Meeting September 8, 2021 and September 15, 2021 minutes. Roll call vote was taken. All voted in favor and the motion was carried.

Chairman Dean announced that Think Dutchess won two awards recently one from NYSEDC and the other from the International Economic Development Council. Also, as of January 1, 2022, the prevailing wage requirement may go into effect.

Ms. Denbaum's appointments under new business was approved before she gave the financial report.

**REPORT OF THE TREASURER**

Ms. Denbaum's appointments under new business was approved before she gave the financial report.

A. Financial Report

Ms. Denbaum reported on the September 30, 2021 Balance Sheet and Profit & Loss Budget

- Current cash balance is \$2,847,341.97
- Accounts payable of \$409,942.78 is checks going out to the school districts for the pilot payments
- P&L revenue is \$5,998,192.89, expenditures is \$5,763,479.30 and the net income is \$234,713.59

**REPORTS OF COMMITTEES**

A. Finance Committee-2022 Budget

Ms. Bauer reported on the proposed 2022 Budget and the 5 Year Projected Budget

Questions, responses and comments ensued.

A motion was made by Mr. Piccone, duly seconded by Mr. Doyle to accept the 2022 DCIDA proposed budget and the Paris 5 Year Budget as presented. Roll call vote was taken. All voted in favor and the motion was carried.

**UNFINISHED BUSINESS**

None

**NEW BUSINESS**

Item A was withdrawn from the agenda.

- A. Presentation by Grand Civic Plaza, LLC/Grand Hospitality Group, Inc. (City of Poughkeepsie) introducing their request for an assignment of the existing Lease Agreement and related documents with Bonura and DiBrizzi Enterprises, Inc. in connection with their purchase of the property.

- B. Presentation by GPSDC (New York), Inc. (Village/Town of Fishkill) introducing their request for an amendment to existing agreements to provide an additional Sales Tax Exemption for an approximately \$69,200,000 project for the purchase of new materials handling equipment at 100 Merritt Blvd, Fishkill, NY 12524.

Ms. Lee noted the following:

- Gap is before the board to make a presentation to request sales tax benefit for the purchase of approximately \$69,200,000 of material handling equipment at their Fishkill site
- The purchase of this equipment will allow Gap to increase its capacity to up to 1 million units per day
- 76 additional FTEs is expected to be hired
- The next step will be a public hearing and a final approval from the board

Questions, responses and comments ensued.

- C. Presentation by USEF Tioranda, LLC (Town of East Fishkill) introducing their request for an amendment to existing agreements to provide an additional Sales Tax Exemption in the benefit amount of \$200,000 for a total sales tax benefit amount of \$3,775,000.

Ms. Lee noted the following:

- USEF Tioranda is requesting an amendment to increase its existing sales tax benefit due to unforeseen material costs and design changes
- A public hearing will be held and a final approval from the board

Mr. Ryan proceeded to present USEF Tioranda is requesting an amendment

Questions, responses and comments ensued.

- D. Presentation by MHTC Development, LLC and 34 Eastdale Avenue, LLC introducing their request for an amendment to the Master Agreement and the allocation of a portion of the Mortgage Tax Exemption and Sales Tax Exemption previously granted to MHTC Development, LLC to 34 Eastdale Avenue, LLC for the next phase of the Project and providing the PILOT Schedule for that phase.

Ms. Lee noted the following:

- MHTC is asking for previously approved benefits to be reallocated to 34 Eastdale Avenue which will be transferring sales tax, mortgage tax benefits and the pilot
- A public hearing will be held and then this will come before the board for final approval

Questions, responses and comments ensued.

- E. Presentation by MHTC Development, LLC and 5 Eastdale Avenue, LLC introducing their request for an amendment to the Master Agreement and the allocation of a portion of the Mortgage Tax Exemption and Sales Tax Exemption previously granted to MHTC Development, LLC to 5 Eastdale Avenue, LLC for the next phase of the Project and providing the PILOT Schedule for that phase.

Ms. Lee noted the following:

- MHTC is asking for the reallocation of previously approved benefit to be given to 5 Eastdale Avenue LL
- They are allocating 4 of the FTEs originally project for the master project

Questions, responses and comments ensued.

Mr. Hettinger proceeded to give a brief presentation of the site plan for both projects.

**APPOINTMENTS**

Chief Financial Officer	Jane Denbaum
Compliance Officer	Jane Denbaum
Records Access Officer	Jane Denbaum

Discussions and responses ensued.

Chairman Dean asked for a motion to appoint Jane Denbaum as Chief Financial Officer, Compliance Officer and Records Access Officer. A motion was made by Ms. Bauer, duly seconded by Mr. Piccone to appoint Jane Denbaum as Chief Financial Officer, Compliance Officer and Records Access Officer. Roll call vote was taken. All voted in favor and the motion was carried.

**AUTHORIZATION FOR APPROVAL FOR CHECK SIGNING**

Authorization for approval for check signing as of October 13, 2021 for Jane Denbaum, CFO  
Chairman Dean asked for a motion to approve check signing as of October 13, 2021 for Jane Denbaum, CFO.

A motion was made by Ms. Bauer, duly seconded by Mr. Torreggiani to approve authorization for check signing as of October 13, 2021 for Jane Denbaum, the CFO. Roll call vote was taken. All voted in favor and the motion was carried.

**ADJOURNMENT**

There being no further business to discuss on the agenda, the meeting was adjourned by Chairman Dean at 9:10 a.m.

Respectfully submitted,

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Kathleen M. Bauer, Secretary/Treasurer

\_\_\_\_\_  
Date

<b>Meeting</b>	<u>10-13-2021</u>
<b>Approved</b>	<u>11-10-2021</u>
<b>Certified</b>	<u>11-10-2021</u>

## Dutchess County Industrial Development Agency

## Balance Sheet

10/04/21

As of September 30, 2021

Accrual Basis

	Sep 30, 21
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
1010 · Cash	
1152 · Money Market TD Bank	1,060,239.02
1155 · CD1- Riverside	120.03
1156 · CD2 - Riverside	1,786,982.92
<b>Total 1010 · Cash</b>	<b>2,847,341.97</b>
<b>Total Checking/Savings</b>	<b>2,847,341.97</b>
<b>Total Current Assets</b>	<b>2,847,341.97</b>
<b>Fixed Assets</b>	
1390 · Furniture & Equipment	
1680 · Furniture & Equipment	3,115.81
1710 · Accumulated Depreciation	-3,115.81
<b>Total 1390 · Furniture &amp; Equipment</b>	<b>0.00</b>
<b>Total Fixed Assets</b>	<b>0.00</b>
<b>Other Assets</b>	
1175 · Other Assets	
1310 · Prepaid Expense	2,763.92
<b>Total 1175 · Other Assets</b>	<b>2,763.92</b>
1600 · Escrow Deposits	
1601 · Cricket Valley Escrow Deposit	1,737,332.90
<b>Total 1600 · Escrow Deposits</b>	<b>1,737,332.90</b>
<b>Total Other Assets</b>	<b>1,740,096.82</b>
<b>TOTAL ASSETS</b>	<b>4,587,438.79</b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
Accounts Payable	
20000 · *Accounts Payable	409,942.78
<b>Total Accounts Payable</b>	<b>409,942.78</b>
<b>Total Current Liabilities</b>	<b>409,942.78</b>
<b>Long Term Liabilities</b>	
2300 · Escrow Deposit Liability	
2301 · Cricket Valley Escrow Deposit	1,737,332.90
<b>Total 2300 · Escrow Deposit Liability</b>	<b>1,737,332.90</b>
<b>Total Long Term Liabilities</b>	<b>1,737,332.90</b>
<b>Total Liabilities</b>	<b>2,147,275.68</b>
<b>Equity</b>	
2490 · Fund Balance	
3200 · Fund Balance IDA	-25,000.00
<b>Total 2490 · Fund Balance</b>	<b>-25,000.00</b>
30000 · Opening Balance Equity	1,447,427.47
32000 · Unrestricted Net Assets	783,022.05
Net Income	234,713.59
<b>Total Equity</b>	<b>2,440,163.11</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>4,587,438.79</b>

## Dutchess County Industrial Development Agency Profit & Loss Budget vs. Actual January through September 2021

	Jan - Sep 21	Budget	\$ Over Budget	% of Budget
<b>Ordinary Income/Expense</b>				
<b>Income</b>				
4000 · Cash Revenues				
4020 · Administrative Fees	812,689.06	218,750.00	593,939.06	371.5%
4030 · Application Fees	2,750.00	750.00	2,000.00	366.7%
4035 · Compliance Fees	4,006.00	5,010.00	-1,004.00	80.0%
4150 · PILOT Payments	5,175,920.81			
4910 · Interest	2,827.02	8,000.00	-5,172.98	35.3%
<b>Total 4000 · Cash Revenues</b>	<b>5,998,192.89</b>	<b>232,510.00</b>	<b>5,765,682.89</b>	<b>2,579.8%</b>
<b>Total Income</b>	<b>5,998,192.89</b>	<b>232,510.00</b>	<b>5,765,682.89</b>	<b>2,579.8%</b>
<b>Expense</b>				
6000 · Expenditures				
6240 · Audit	0.00	14,500.00	-14,500.00	0.0%
6260 · Dues, Publications, Subs	2,049.25	3,000.00	-950.75	68.3%
6280 · Insurance	2,996.52	3,750.00	-753.48	79.9%
6350 · Misc	3,306.40	2,000.00	1,306.40	165.3%
6450 · PILOT Payments	5,175,918.83			
6500 · Professional Service Contracts	575,000.00	600,000.00	-25,000.00	95.8%
6510 · Professional Services	2,698.75	20,000.00	-17,301.25	13.5%
6520 · Rent	840.00	1,000.00	-160.00	84.0%
6530 · Supplies	669.55	1,000.00	-330.45	67.0%
6550 · Travel & Meetings	0.00	2,500.00	-2,500.00	0.0%
<b>Total 6000 · Expenditures</b>	<b>5,763,479.30</b>	<b>647,750.00</b>	<b>5,115,729.30</b>	<b>889.8%</b>
<b>Total Expense</b>	<b>5,763,479.30</b>	<b>647,750.00</b>	<b>5,115,729.30</b>	<b>889.8%</b>
<b>Net Ordinary Income</b>	<b>234,713.59</b>	<b>-415,240.00</b>	<b>649,953.59</b>	<b>-56.5%</b>
<b>Net Income</b>	<b>234,713.59</b>	<b>-415,240.00</b>	<b>649,953.59</b>	<b>-56.5%</b>

**Dutchess County Industrial Development Agency**

<b>IDA</b>	<b>2020</b>	<b>2021</b>	<b>2021</b>	<b>2022</b>
	<b>Audited</b>	<b>Budget</b>	<b>Estimated</b>	<b>Proposed</b>
			<b>EOY</b>	<b>Budget</b>
<b>Revenues:</b>				
1 Administration Fees	108,601	218,750	1,097,821	375,000
2 Application Fees	1,000	750	2,750	3,000
3 Compliance Fees	4,005	5,010	4,006	7,515
4 Interest	34,232	8,000	3,595	6,000
<b>Total Revenue</b>	<b>147,838</b>	<b>232,510</b>	<b>1,108,171</b>	<b>391,515</b>
<b>Expenditures:</b>				
5 Audit	13,500	14,500	13,700	13,900
6 Dues, pub, sub	2,024	3,000	3,000	5,000
7 Insurance	3,865	3,750	3,750	3,750
8 Misc/Other	4,817	2,000	3,000	3,000
9 Professional Service Contracts	600,000	600,000	600,000	600,000
10 Professional Services	11,756	20,000	20,000	20,000
11 Rent	883	1,000	1,000	1,000
12 Supplies	414	1,000	1,000	1,000
13 Travel & Meeting	1,185	2,500	2,500	2,500
<b>Total Expense</b>	<b>638,446</b>	<b>647,750</b>	<b>647,950</b>	<b>650,150</b>
Excess Income /Expense	(490,608)	(415,240)	460,221	(258,635)

	<b>2020</b>	<b>2021</b>	<b>2021</b>	<b>2021</b>
	<b>Audited</b>	<b>Budget</b>	<b>Estimated</b>	<b>Proposed</b>
			<b>EOY</b>	<b>Budget</b>
9 <u>Professional Service Contracts</u>				
LDC	150,000	150,000	150,000	150,000
DTI	425,000	425,000	425,000	425,000
HV Agri	25,000	25,000	25,000	25,000
	<b>600,000</b>	<b>600,000</b>	<b>600,000</b>	<b>600,000</b>
<b>DTI</b>	300,000	300,000	300,000	300,000
MidHudson Arts	100,000	100,000	100,000	100,000
HV Film	25,000	25,000	25,000	25,000
	<b>425,000</b>	<b>425,000</b>	<b>425,000</b>	<b>425,000</b>
10 <u>Professional Services</u>				
Video services	10,000	10,000	10,000	10,000
Cappillino, Rothchild & Egan, LLP		10,000	10,000	10,000

## Dutchess County Industrial Development Agency 2022 Budget Narrative

### Revenues:

1. *Administrative Fees* is estimated on revenue from three projects closing in 2022.
2. *Application Fees* is estimated on 3 application submissions
3. *Compliance Fees* is estimated on 15 active projects that are subject to the fee
4. *Interest* is based on short term investment interest

### Expenditures:

5. *Audit* is based on costs outlined in RBT's proposal.
6. *Dues, Publications and Subscriptions* includes a subscription for a Cost Benefit program, shared membership with LDC to NYSEDC and web-domain fees. The subscription price is higher than past years as the current provider of the Cost Benefit analysis program will discontinue support of the program at the end of 2021. Potential replacement programs are being considered but no cost estimates at this time.
7. *Insurance* is the Crime Bond for the IDA
8. *Misc/Other* include costs for transcription services for project hearings
9. The *Professional Service Contract* includes contracts with the Dutchess County Local Development Corporation, Dutchess Tourism, and Hudson Valley Agriculture. The professional service contract amount with DTI will be \$425,000. The IDA contract amount with the LDC is \$150,000. The professional service contract with Hudson Valley Agriculture is \$25,000.
10. The *Professional Services* includes estimated cost for services from Cappillino, Rothchild & Egan, LLP and video services related to the regulation requiring video recordings of meetings and public hearings.
11. *Rent* is the IDA's cost of the storage unit
12. *Supplies* is an estimated cost of supplies
13. *Travel and meeting* is based on an estimated costs.

## Dutchess County Industrial Development Agency

Paris 5 Year Budget

Year: 2022

	Last Year (Actual) <b>2020</b>	Current Year (Estimated) <b>2021</b>	Next Year (Proposed) <b>2022</b>	Proposed <b>2023</b>	Proposed <b>2024</b>	Proposed <b>2025</b>
<b>Operating Revenues:</b>						
Charges for services	\$113,606	\$1,104,577	\$385,515	\$393,225	\$401,090	\$409,112
Rentals & Financing Income	\$0	\$0	\$0	\$0	\$0	\$0
Other Revenue	\$0	\$0	\$0	\$0	\$0	\$0
	<u>\$113,606</u>	<u>\$1,104,577</u>	<u>\$385,515</u>	<u>\$393,225</u>	<u>\$401,090</u>	<u>\$409,112</u>
<b>Nonoperating Revenues:</b>						
Investment earnings	\$34,232	\$3,595	\$6,000	\$5,000	\$5,000	\$5,000
State Subsidies / Grants	\$0	\$0	\$0	\$0	\$0	\$0
Federal Subsidies / Grants	\$0	\$0	\$0	\$0	\$0	\$0
Municipal Subsidies / Grants	\$0	\$0	\$0	\$0	\$0	\$0
Public Authority Subsidies	\$0	\$0	\$0	\$0	\$0	\$0
Other Non-Operating Revenues	\$0	\$0	\$0	\$0	\$0	\$0
Proceeds From The Issuance of Debt	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Revenue</b>	<b>\$147,838</b>	<b>\$1,108,171</b>	<b>\$391,515</b>	<b>\$398,225</b>	<b>\$406,090</b>	<b>\$414,112</b>
<b>Operating Expenditures:</b>						
Salaries and Wages	\$0	\$0	\$0	\$0	\$0	\$0
Other Employee Benefits	\$0	\$0	\$0	\$0	\$0	\$0
Professional Services Contracts	\$625,256	\$633,700	\$633,900	\$635,000	\$635,000	\$635,000
Supplies and Materials	\$414	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000
Other Operating Expenses	\$12,776	\$13,250	\$15,250	\$20,000	\$20,000	\$20,000
<b>Nonoperating Expenditures:</b>						
Other Non-Operating Expenditures	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Expense</b>	<b>\$638,446</b>	<b>\$647,950</b>	<b>\$650,150</b>	<b>\$656,000</b>	<b>\$656,000</b>	<b>\$656,000</b>
Excess Income /Expense	(\$490,608)	\$460,221	(\$258,635)	(\$257,775)	(\$249,910)	(\$241,888)
<b>Professional Service Contracts</b>						
LDC	\$150,000	\$150,000	\$150,000	\$150,000	\$150,000	\$150,000
DTI	\$425,000	\$425,000	\$425,000	\$425,000	\$425,000	\$425,000
HV Agri	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000
RBT	\$13,500	\$13,700	\$13,900	\$15,000	\$15,000	\$15,000
Professional Services	\$3,189	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000
	<u>\$616,689</u>	<u>\$633,700</u>	<u>\$633,900</u>	<u>\$635,000</u>	<u>\$635,000</u>	<u>\$635,000</u>
<hr/>						
Projected Y/E Fund Balance	2,205,451	2,665,672	2,407,037	2,149,263	1,899,352	1,657,464