

3 Neptune Road, Suite A21, Poughkeepsie, NY 12601  
Tel. # - (845) 463-5400 / Fax # - (845) 463-0100

**NOTICE AND CONFIRMATION**  
**BOARD OF DIRECTORS REGULAR MEETING**

**Wednesday, January 11, 2023**  
8:10 AM

**DATE:** January 5, 2023

**TO:** Mark Doyle, Vice Chair  
Kathleen Bauer, Secretary/Treasurer  
Amy Bombardieri  
Jamie Piccone II  
Don Sagliano  
Al Torreggiani

**FROM:** Tim Dean, Chairman

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A regular meeting of the Dutchess County Industrial Development Agency [DCIDA] has been scheduled for **Wednesday, January 11, 2023 at 8:10 AM** at 3 Neptune Road, Suite A21, Poughkeepsie, NY 12601.

**In compliance with NYS Senate Bill S88**, signed into law on August 27, 2019 and effective as of January 2020, this meeting will be recorded.

**PLEASE TAKE NOTICE** that the Dutchess County Industrial Development Agency (the "Agency") Board Meeting scheduled for January 11, 2023 can also be viewed electronically via conference call by the public. Members of the public may listen to the Board meeting by logging into the Zoom Platform at <https://us06web.zoom.us/j/86035699607> or calling 1-929-436-2866 Meeting ID: 860 3569 9607. The meeting will be recorded and will be posted to the Agency's website.

The purpose of the meeting is to consider the following:

1. Conflict of Interest Disclosures
2. Proof of Meeting Notice
3. Bills and Communications
4. Approval of Minutes  
December 14, 2022
5. Report of the Treasurer
6. Reports of Committees
7. Unfinished Business
8. New Business
  - A. 2022 Review of Activities by Hudson Valley Agribusiness Development Corporation
  - B. Consideration and Approval of a Resolution Authorizing the Executive Director of the IDA to enter into a three year Agreement with Hudson Valley Agribusiness Development Corporation.
  - C. Consideration and Approval of a Resolution Authorizing the Executive Director of the IDA to enter into an Agreement with Dutchess Tourism for Professional Services
  - D. Authorization for approval for check signing as of January 11, 2023 are Tim Dean, Chairman; Mark Doyle, Vice Chair; Kathleen Bauer, Secretary & Treasurer; Sarah Lee, Executive Director; and Jane Denbaum, CFO

Information Copy		
Marcus J. Molinaro, DC Executive A. Gregg Pulver, Chairman, DC Legislators Ronald Hicks, Dutchess County	Sarah Lee, Executive Director Jane Denbaum, CFO Donald Cappillino, Counsel Elizabeth Cappillino, Counsel	B. Hunter, WEOK/WPDH H. Gross, Mid-Hudson News

Dutchess County **DCida** Industrial Development Agency

3 Neptune Road, Suite A21, Poughkeepsie, NY 12601  
Tel. # - (845) 463-5400 / Fax # - (845) 463-0100

**BOARD OF DIRECTORS REGULAR MEETING**

**Wednesday, January 11, 2023**  
8:10 AM

**AGENDA**

1. Roll Call
2. Conflict of Interest Disclosures
3. Proof of Meeting Notice
4. Bills and Communications
5. Approval of Minutes  
December 14, 2022
6. Report of the Treasurer
7. Reports of Committees
8. Unfinished Business
9. New Business
  - A. 2022 Review of Activities by Hudson Valley Agribusiness Development Corporation
  - B. Consideration and Approval of a Resolution Authorizing the Executive Director of the IDA to enter into a three year Agreement with Hudson Valley Agribusiness Development Corporation.
  - C. Consideration and Approval of a Resolution Authorizing the Executive Director of the IDA to enter into an Agreement with Dutchess Tourism for Professional Services
  - D. Authorization for approval for check signing as of January 11, 2023 are Tim Dean, Chairman; Mark Doyle, Vice Chair; Kathleen Bauer, Secretary & Treasurer; Sarah Lee, Executive Director; and Jane Denbaum, CFO
10. Adjournment

**In compliance with NYS Senate Bill S88**, signed into law on August 27, 2019 and effective as of January 2020, this meeting will be recorded.

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Dutchess County **DCIDA** Industrial Development Agency

*3 Neptune Road, Poughkeepsie, NY 12601  
Tel. # - (845) 463-5400 / Fax # - (845) 463-0100*

**BOARD OF DIRECTORS REGULAR MEETING**  
Wednesday, December 14, 2022

**Present:** Tim Dean, Chairman  
Kathleen Bauer, Secretary/Treasurer  
Amy Bombardieri  
Jamie Piccone II  
Al Torreggiani

**Unable to Attend:** Mark Doyle, Vice Chairman  
Don Sagliano

**Also Present:** Sarah Lee, Executive Director  
Jane Denbaum, CFO  
Jasmin Haylett, Office Administrator  
Amanda Gomes, Marketing & Development Manager  
Don Cappillino & Elizabeth Cappillino (Counsel)  
Tom Mulroy, Steve Jeraci & Larry Boudreau (T-Rex Capital)  
John DiCola, Bob Ryan & Nick D'Alessandro (CANAM Hudson Valley)  
Melaine Rottkamp (Dutchess Tourism)  
Doreen Tignanelli, Jim Beretta & Gerry Carey (Members from the public)

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On Wednesday, December 14, 2022, the Dutchess County Industrial Development Agency [DCIDA] Board of Directors regular meeting was called to order by Chairman Dean at 8:05 AM. Present was: Tim Dean, Kathleen Bauer, Amy Bombardieri, Jamie Piccone II and Al Torreggiani. Unable to attend was Mark Doyle and Don Sagliano. Quorum was established.

**CONFLICT OF INTEREST DISCLOSURES**

Chairman Dean asked board members if they had any potential conflicts with any items on the agenda. Mr. Torreggiani noted he has a conflict with items A&B (T-Rex projects) because he is the Town Supervisor for Hyde Park where the projects are located.

**PROOF OF MEETING NOTICE**

Meeting notice was published on December 9, 2022.

**BILLS AND COMMUNICATIONS**

None

**APPROVAL OF MINUTES**

December 2, 2022 and December 9, 2022

A motion was made by Mr. Torreggiani, duly seconded by Mr. Piccone to approve the DCIDA Board of Directors meeting minutes for December 2, 2022 and December 9, 2022. Roll call vote was taken. All voted in favor and the motion was carried.

**REPORT OF THE TREASURER**

A. Financial Report

Ms. Denbaum proceeded to report on the November 30, 2022 Balance Sheet and Profit & Loss Budget

- Current cash balance is \$2,493,084.22
- There is an account receivable of \$10,105 for Loewke Grill and reasonability test
- P&L income is \$7,267,942.98. Without the pilots it is \$223,000 to a budget of \$392,000 for an unfavorable budget of \$168,000
- Total expenses are \$7,648,475.50. Without the pilot it is \$604,000 to a budget of \$650,000 and favorable by \$46,000.
- There is a net loss of \$381,000 to a budgeted net loss of \$259,000 for unfavorable budget of \$121,000

**REPORTS OF COMMITTEES**

None

**UNFINISHED BUSINESS**

None

**NEW BUSINESS**

Mr. Torreggiani recused himself from Items A & B because he is the Town Supervisor for both projects and left the room.

- A. For Consideration and Approval of an Authorizing Resolution for T-Rex Hyde Park Owner, LLC/Bellefield Lot 1 Facility (Town of Hyde Park) for an amendment to existing agreements to provide an additional Sales Tax Exemption in the benefit amount of \$70,000 for a total sales tax benefit amount of \$238,675 and an extension of the project completion date for Phase I to December 31, 2023.

Ms. Lee noted the following:

- Last month T-Rex presented their request for additional sales tax benefits and an extension to the project completion date and that representatives for the project are present to answer any further questions from the board

No questions and/or discussions ensued.

A motion was made by Mr. Piccone, duly seconded by Ms. Bombardieri to approve the Authorizing Resolution for T-Rex Hyde Park Owner, LLC/Bellefield Lot 1 Facility (Town of Hyde Park) for an amendment to existing agreements to provide an additional Sales Tax Exemption in the benefit amount of \$70,000 for a total sales tax benefit amount of \$238,675 and an extension of the project completion date for Phase I to December 31, 2023. Roll call vote was taken. All voted in favor and the motion was passed.

- B. For Consideration and Approval of an Authorizing Resolution for T-Rex/Shaner Hyde Park Hotel, LLC/Bellefield Lot 2 Facility (Town of Hyde Park) for an extension of the project completion date to December 31, 2023.

Ms. Lee noted the following:

- The Lot 2 facility is the hotel and Lot 1 is the infrastructure that needed to be delayed because the hotel needed to be completed before they finished the infrastructure
- While going through the paperwork, they realized that they also needed to extend the completion date of the hotel for consistency.

Chairman Dean also noted that the board has had some discussions about this project in previous meetings.

No questions and/or discussions ensued.

A motion as made by Ms. Bauer, duly seconded by Ms. Bombardieri to approve the Authorizing Resolution for T-Rex/Shaner Hyde Park Hotel, LLC/Bellefield Lot 2 Facility (Town of Hyde Park) for an extension of the project completion date to December 31, 2023. Roll call vote was taken. All voted in favor and the motion was passed.

- C. For Consideration and Approval of an Authorizing Resolution for USEF Tioranda LLC/Amazon.com Services LLC (Town of East Fishkill) for an extension of the project completion date to December 31, 2023.

Ms. Lee noted the following:

- USEF Tioranda/Amazon is asking for an extension of their completion date
- The building itself is complete but Amazon doesn't have all their equipment in place so they're asking for an extension of their completion date

No questions and/or discussions ensued.

A motion as made by Ms. Bauer, duly seconded by Mr. Torreggiani to approve the Authorizing Resolution for USEF Tioranda LLC/Amazon.com Services LLC (Town of East Fishkill) for an extension of the project completion date to December 31, 2023. Roll call vote was taken. All voted in favor and the motion was passed.

- D. For Consideration and Approval of an Authorizing Resolution for CANAM Hudson Valley Logistics Owner LLC (Town of East Fishkill) approving a Project providing for a Mortgage Tax Exemption, Sales Tax Exemption and a Payment in Lieu of Taxes for an approximately \$79,500,000 project for construction and re-development at 500 South Drive, Hopewell Junction to construct a new warehouse/distribution center of approximately 530,000sq feet.

Ms. Lee noted the following:

- CANAM Hudson Valley Logistics came before the board in July for their preliminary approval
- They plan to build approximately 530,000 square foot logistics building warehouse on the property formally known as the Sports Dome
- They're requesting a sales tax, mortgage tax exemptions and a 15-year deviated pilot which is the same pilot formula that was granted to the Amazon warehouse and the PepsiCo logistics center
- They have the support of the Town of East Fishkill and the Wappingers Central School District and these support letters were forwarded to the board and will be made part of CANAM's application

Questions, responses and comments ensued from the board.

A motion was made by Mr. Piccone, duly seconded by Mr. Torreggiani to approve the Authorizing Resolution for CANAM Hudson Valley Logistics Owner LLC (Town of East Fishkill) approving a Project providing for a Mortgage Tax Exemption, Sales Tax Exemption and a Payment in Lieu of Taxes for an approximately \$79,500,000 project for construction and re-development at 500 South Drive, Hopewell Junction to construct a new warehouse/distribution center of approximately 530,000sq feet. Roll call vote was taken. All voted in favor and the motion was passed.

- E. Presentation by Dutchess Tourism 3<sup>rd</sup> quarter performance metrics

Ms. Rottkamp reported on the following:

- Zen & Connection Finder Trails
- International Marketing
- Marketing & Advertising
- Special Events & Programs
- Hudson Valley Film Commission
- Arts Mid-Hudson

- F. For Consideration and Approval of Open Meeting Policy authorizing the use of videoconferencing for public meetings

Ms. Lee noted the following:

- This is a continuation of the procedures that the board needs to undertake to be able to expand video attendance by board members at board meetings
- A public hearing was held last week and no members from the public attended
- Written comments was received which was sent to the board
- Board members can be part of the quorum only if in-person quorum is establish first

Questions, responses and comments ensued.

A motion was made by Ms. Bauer, duly seconded by Ms. Bombardieri to approve the Open Meeting Policy authorizing the use of videoconferencing for public meetings. Roll call vote was taken. All voted in favor and the motion was passed.

G. For Consideration and Approval of Disaster Recovery Plan Policy

Ms. Lee noted the following:

- Earlier this year at the audit meeting, it was suggested that the agency established a disaster recovery plan to record of how data is kept and recovered.
- Although this is already being done, this policy will formalize it into a written policy and plan
- This policy was reviewed and accepted by the auditors

Questions, responses and comments ensued.

A motion was made by Mr. Piccone, duly seconded by Mr. Torreggiani to approve the Disaster Recovery Plan Policy. Roll call vote was taken. All voted in favor and the motion was passed.

H. 2023 Meeting Calendar

Ms. Lee noted the following:

- This is the proposed 2023 meeting schedule and if there is any particular dates board members wish to change to let her know
- One date she suggests pushing back for the following week is the March meeting because the audit review is done that month and usually bond and/or employment information is not submitted in a timely manner

Chairman Dean suggested that board members review the calendar and let Sarah know as soon as possible if they have any conflicts.

**ADJOURNMENT**

There being no further business to discuss on the agenda, the meeting was adjourned by Chairman Dean at 9:00 AM.

Respectfully submitted,

\_\_\_\_\_  
Kathleen M. Bauer, Secretary/Treasurer

\_\_\_\_\_  
Date

<b>Meeting</b>	<u>12-14-2022</u>
<b>Approved</b>	_____
<b>Certified</b>	_____



**HVADC**  
**507 Warren St – 2<sup>nd</sup> Floor**  
**Hudson, NY 12534**  
**518.432.5360**  
**888.317.5556 fax**  
**www.HVADC.org**

## **Report to Dutchess County IDA on HVADC 2022 Activities**

### **Program Goals**

To enhance the agricultural sector in Dutchess County by assisting both new and existing agri-businesses and supporting policies and regulations that recognize and support the Hudson Valley's agricultural economy. Our services are designed to promote Dutchess County as an integral part of the Hudson Valley as an attractive, viable region for agriculture. We support growth and development in the agricultural sector through a creative program of marketing, promotion, and the provision and coordination of financial and other resources.

### **Scope of Services**

- 1.) Technical assistance to farmers and farm-related/farm-dependent businesses applying for funding or implementing awards from various public and private sources to include but not limited to USDA Value Added Grants, USDA Rural Business Enterprise Grants, SBA, EDA, NYS Consolidated Funding Applications, etc.
- 2.) Business planning services to local farmers and farm-related/farm-dependent businesses seeking to diversify production.
- 3.) Business expansion counseling to local farmers and farm-related/farm-dependent businesses seeking to add processing capacity and expand operations to make room for next generation.
- 4.) New farm and farm-related/farm-dependent business referrals for site search selection opportunities to locate in the county.
- 5.) Referrals to Dutchess County IDA of viable agribusiness projects for consideration of funding support.
- 6.) Representation and technical support to ensure farms and farm-related/farm-dependent business interests are included in NYS Regional Economic Development Councils' plans and implementation.
- 7.) Local farm product sourcing for co-packing and other regional commercial and institutional buyers.
- 8.) Development and promotion of farm and local business sourcing to support agri/culinary-tourism and educate community members and markets on the role local sourcing plays in economic development through the Hudson Valley Bounty Program and regional branding.

## HVADC Programs Overview

### **Incubator Without Walls (IWW)**

Incubator without Walls (IWW) is a key feature of HVADC where new and existing agriculture-related businesses apply to receive individualized assistance. Qualified businesses that are admitted into our IWW program can tap into a wide range of services to accelerate their growth and increase their chances of long-term success. These services can include business and financial planning, value-added infrastructure services, financing and networking. Through IWW, HVADC has assisted over 270 farms and businesses since 2007. The various types of services HVADC has provided through IWW include general business planning; strategic planning for growth and development; financial analysis; marketing and promotion through print, media, Facebook and Twitter; project planning; matchmaking services (i.e. referrals for consumer/chefs to appropriate farm businesses); food safety certification/planning and permitting.

Applicants to the program complete an intake form to provide basic information about their business. HVADC staff then meets with the applicant to review and conduct an assessment of their needs. Upon completion of the assessment, HVADC develops an individualized program of services for the client. This process results in a highly effective and timely delivery of services designed to accommodate the varying schedules and availability of our clients.

### **IWW: 2022 Project Updates**

***Dream Team Butchers***, along with another separate entrepreneur who wishes to remain anonymous, approached HVADC about start-up concepts considering the establishment of a slaughterhouse and meat processing operation to take advantage of the shortage of processing options in the area. They approached HVADC for guidance on the feasibility of these start-up opportunities. After initial considerations were discussed, both projects were put on hold due to lack of investment and cost of the project.

***Great Song Farm***, located in Milan, is a CSA farm operated by Maggie Thomas and Emily Eder. They grow a variety of vegetables, flowers, and herbs on 1.5 rented acres, using organic, regenerative, and biointensive growing practices. After experiencing some challenges with the landlords in the prior year, Maggie and Emily requested assistance in negotiating new terms of the lease with the landlords.

***Megen Hlavacek*** approached HVADC with a start-up concept to use mycelium to develop a protein alternative to meat. Ms. Hlavacek desired to establish a grow lab to test product concepts and sought assistance with business plan development and funding. She worked with a business planning consultant and a lawyer to discuss business structure. Ms. Hlavacek put the project on hold while she worked to identify investors to continue to move the project forward.

**Obercreek Brewing** is located on Obercreek Farm, a USDA certified organic located in the hamlet of Hughsonville in the Town of Wappinger, NY, and has been in production since 2012. Obercreek grows diversified seasonal vegetables, herbs and hops. The brewery began brewing and putting products on the market in late 2017, primarily selling on-site in the tasting room. Obercreek approached HVADC in late 2021 for assistance with an expansion plan as they have outgrown their existing tasting room space. In 2022, HVADC identified the potential for Empire State Development funding and assisted with submission of an application for grant funding through the NYS Consolidated Funding Application process. Obercreek submitted a request totaling \$533,014 to both the Empire State Development capital program and to the Market New York capital program. The funding request is to redevelop an existing barn to create the new and expanded tasting room and to expand beer production capacity to satisfy the growing demand for Obercreek's beers. Obercreek is awaiting a decision from New York State on the status of their grant application.

**Wild Hive** is a processor of locally grown, small-scale, organic grain that offers a wide variety of products. HVADC continues to work with owner Don Lewis to monitor monthly financial results and cash flow to successfully manage sales variations and growth from the mill's largest customer.

#### **HVADC Agricultural Loan Fund**

HVADC has been operating this fund since 2020 as an intermediary lender for the New York Job Development Authority (JDA), which operates under Empire State Development (ESD). The Agriculture Loan Fund Program is another tool to help provide access to capital for small agribusinesses that otherwise may face limited opportunities, not only supporting the success of these businesses but also improving the economic outlook for rural and surrounding communities.

In 2021, HVADC has been able to enhance our loan fund with a \$2.6 million award from the US Department of Commerce Economic Development Administration, \$2.1 million of which will be available for lending. This award has enabled HVADC to develop additional loan products that will be marketed in 2022.

**In 2022, HVADC received an application from Current Cassis and is expecting to close the loan in January of 2023. The funding will be used to relocate the business to Rhinebeck and to expand production of this farm distillery.** Current Cassis LLC is a producer of craft liqueurs located in Catskill, NY. The business is owned by wife and husband team Rachael Petach and Stephen Quested. C. Cassis launched as one of the first sustainable domestic blackcurrant liqueur producers in December 2020 and has been met by broad acclaim on both the consumer and media side (NYT, Vogue, Bon Appetit, Vanity Fair, Chronogram, HV Mag, etc).

Eligible borrowers of program funds include value-added processors, food distribution companies, food aggregators, wineries, breweries, distilleries, cider producers, farms and Food

Hub participants. Projects qualifying for loans primarily include the purchase of machinery and equipment used in support of the New York State agricultural industry.

Application materials for the loan fund are available at <https://www.hvadc.org/hvadc-agriculture-loan-fund-program>.

### **FeedHV**

FeedHV, administered by HVADC, is the Hudson Valley's food rescue and harvesting network dedicated to meeting the food security needs of neighbors while mitigating the impacts of food waste. The network serves seven New York counties: Dutchess, Columbia, Greene, Orange, Putnam, Sullivan and Ulster. The NYS DEC estimates 7.8 billion pounds of food is wasted in New York each year, while 2.2 million people are food insecure. Hunger in the Hudson Valley often goes unseen in this diverse region, and FeedHV serves to connect donors, volunteers and agencies serving the food insecure throughout the seven counties.

FeedHV has rescued over 474,965 pounds of food, an equivalent of 395,804 meals, and has achieved a greenhouse gas benefit equivalent to reducing 1,210,784 car miles driven.

FeedHV continued its partnership with Scenic Hudson to purchase farm fresh product for feeding agencies in our region. For this fourth effort of farm to food access, HVADC's FeedHV decided to support BIPOC owned farms recognizing the impact of social and racial inequities on the sustainability of local farming. Through Scenic Hudson's generous donation, more than 6,300 pounds of food were purchased from nine farms and delivered to more than 20 agencies.

Dutchess County's FeedHV network includes 68 donors, 41 agencies and 121 volunteers.

### **Dutchess County Agricultural Advisory Committee**

The Dutchess County Agricultural Advisory Committee reports to and advises the County Executive on issues and policies regarding agriculture and agri-business in the county. This committee also facilitates implementation of the programs outlined in the Dutchess County Agricultural and Farmland Protection Plan. HVADC Executive Director Todd Erling is a member of the committee, providing advice and guidance as part of the team working on agricultural issues for the County.

Todd worked with the Committee to bring Kelly Young, Director of Agricultural Development at NYS Ag & Markets, to be the keynote speaker at the annual Agricultural Forum held at the Dutchess County Fair. Ms. Young focused her speech on the opportunities for agriculture in the State and the role of the Department of Ag & Markets plays in supporting farmers as a local and regional economic generator.

For the Committee's Farming in Dutchess Virtual Series, HVADC was asked to coordinate a panel on new, beginning, and urban farmers with Mark Adams. This session focused on the challenges and opportunities faced by new and beginning, and urban farmers in our region.

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Speakers included Keegan Donovan from Millbrook Beef and Dairy in Millbrook, NY (Dutchess County); Karen Washington from Rise and Root Farm in Chester, NY (Orange County); Emily Watson from Plan Bee Farm Brewery in Poughkeepsie, NY (Dutchess County); and Brud Hodgkins from Indoor Organic Gardens of Poughkeepsie in the City of Poughkeepsie, NY (Dutchess County).

### **Hudson Valley Bounty (HVB)**

Hudson Valley Bounty (HVB) continues to be the region's most comprehensive local farm and food portal. HVADC continues to successfully use the Hudson Valley Bounty program to promote its farmer and chef members including those in Columbia County – the original Bounty member.

The Hudson Valley Bounty website experienced record traffic from tourists and new residents during the Covid pandemic, and demand for the database continues to grow. However, the site itself was constructed in a now-outdated hosting platform and requires a from-scratch redesign and rebuild to improve the user experience for producer members, consumer site visitors, and HVADC administrators. In early 2022, HVADC received a \$20,000 grant towards the redesign from Community Foundation of the Hudson Valley and Hudson River Bank and Trust, a foundational supporter of the original Columbia County Bounty program that has since expanded into HVB's current eight-county database. Launch of the new site is estimated for early 2023. The new site will include a full modernization and overhaul of both frontend and backend, resulting in a more intuitive, attractive and easy-to-navigate experience for consumers and greatly enhanced ability for producer members to update profiles, add events and photos, and drive even more traffic to the site.

Upon launch of the new site, HVADC will roll out a major outreach initiative to significantly increase site membership among Hudson Valley producers and site visibility for consumers, to ensure that HVB continues to be “the source for all your local food needs”.

Participation in Hudson Valley Bounty is free, and farms and food businesses may submit their information at [www.hudsonvalleybounty.com](http://www.hudsonvalleybounty.com). Hudson Valley Bounty provides participants with exposure on its high-traffic website used by local consumers, tourists, chefs, farmers, wholesalers, and institutional buyers; the opportunity to be featured on Hudson Valley Bounty social media, email and newsletters, as well as access to Hudson Valley Bounty's curated newsletters containing information on grant and financing opportunities, training workshops, events, and opportunities to promote their business or sell their product.

### **The Cultivator**

HVADC launched a monthly newsletter in 2017 that provides insights into our clients, our partners and the work we do with farms and food related businesses. The 2022 Cultivator has featured articles on several Dutchess County partners including [Chef Brandon Walker of Essie's Restaurant in Poughkeepsie](#), [Elizabeth Druback-Celaya is the Director of Strategic Initiatives for Hudson River Housing](#) and [Scenic Hudson donation to FeedHV](#). Past articles include business

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advisor Greg Mruk, Steve Rosenberg from Scenic Hudson, SunRunner and Four Corners Community Farm, Branchwater Farms, Rock Steady Farm, Sara Lee (Dutchess County IDA), Great Song Farm, Screamin Onionz, Hudson River Housing POK and Beverage Academy, Wild Hive Farm, Dutchess Creamery and Del's Dairy Farm Harlem Valley Farm & Food Alliance, Fishkill Farms storm damage, Poughkeepsie Farm Project, Jason Foscolo, PLLC, Ronnybrook Farm, the Northern Dutchess Alliance, and FFBA participants Josh Morgantheau and Jennifer Soukup. Please see HVADC's website ([www.hvadc.org](http://www.hvadc.org)) to review past articles and to sign up to receive the **Cultivator** in your inbox.

## **Regional Initiatives and Opportunities for HVADC Partner Counties**

HVADC staff participate in the opportunities and activities below in support of regional food systems and development of HVADC program offerings. Some activities offer direct opportunities for farms and food business in our footprints and others serve to raise awareness and promote the concept of business technical assistance for farm and food entrepreneurs. All are designed to enhance economic opportunity within the counties we serve.

### **The Business of Cannabis – A Virtual Master Class Series**

HVADC and partners Awaken.Space, Seasoned Gives, and Co-producers Women Grow, hosted the Business of Cannabis virtual master class, with the aid of funding from The American Farmland Trust. What resulted was an incredible two-day event filled with informative panels of experts who provided the most comprehensive collection currently available of information on how the New York cannabis industry works.

The event was moderated by Founder and President of Seasoned Gives Tamika Dunkley and Founder and President of Awaken.Space John Gilstrap. Both of the business/nonprofit leaders have work closely with HVADC and are extremely influential in fostering equity and diversity across the agricultural industry by providing entrepreneurial resources and information to underserved communities.

As part of the Cultivation Strategies panel, HVADC Deputy Director Mary Ann Johnson provided attendees with information about the resources and Business Technical Assistance (BTA) tools available to farmers looking to get into the cannabis business. She also provided information on the landscape of community support across the ag-industry. In addition, Johnson addressed the issue of aging and retiring farmers and how the potential for these new products to be of more interest to the next generation of farmers.

The two-day workshop also included a full session on land access that highlighted HVADC and American Farmland Trust services and resources. This workshop garnered nearly 200 registrations and overall, the event recording has been viewed over 372 times. The nearly eight hours of content is now available to all interested parties for free online at the Women [Grow Youtube Channel](#). The first day can be viewed [here](#) and the second [here](#).

## **Capital Region Small Business Development Center Food Entrepreneur Educational Development (FEED)**

Earlier this year, HVADC leadership and a number of affiliated clients, partners and program graduates were presenters in the Small Business Development Center's (SBDC) Food Entrepreneur Educational Development (FEED) webinar series. FEED is a dynamic program that provided guidance, resources and connections to small business owners looking to thrive in the regional food economy. HVADC collaborated with the SBDC, Cornell AgriTech, and TasteNY to present this series of seminars.

The FEED program was started by frequent HVADC collaborator, Donna Williams, SBDC client advisor. Williams is the perfect program lead for FEED, with almost 30 years of experience working at start-ups and in the food industry. Prior to joining the SBDC, Donna Williams founded Field Goods (now Hudson Harvest) after she completed agriculture economic development consulting work for Greene County.

Another presenter was Reuben Schwartz of Vital Eats of Saratoga Springs, who spoke at the first FEED seminar and shared with attendees his experience growing his condiment business, as well as the ways HVADC helped along the way. Vital Eats was a graduate of the third class of HVADC's Farm and Food Funding Accelerator program and has expanded its production significantly since. Schwartz has recently been in discussion with HVADC and Williams and the SBDC about plans to expand Vital Eats' production and even offer co-packing services to other food businesses.

## **Hudson Valley Food Systems Coalition**

The Hudson Valley Food Systems Coalition (HVFSC) is a transdisciplinary & regional coalition with representatives from Agriculture, Government, Community, Processing, Distribution, Health, Education, Food Access, Food Business, Environment, Funding, and the Culinary Arts. The mission is to realize a more equitable and regenerative Hudson Valley food system by connecting food production, processing, distribution, consumption, and waste management practices while encouraging the use of our region's food resources to ensure the long-term health and sustainability of our community. The HVFSC is open to all interested in the Hudson Valley's regional food system. HVADC is a founding member and HVADC Deputy Director Mary Ann Johnson is current facilitator of the Land and Agriculture interest group.

On April 25, HVADC leadership presented an important webinar on the recently passed New York Climate Leadership and Community Protection Act (CLCPA) in partnership with the HVFSC and its Land and Agriculture Subcommittee. One of the most ambitious pieces of climate legislation in the country, the Climate Act will impact agribusiness in areas from manure management and soil health to energy, transportation, waste, and more. The Climate Act's goal is to get the state of New York to net zero carbon emissions by 2050.

The free virtual event, coordinated by HVADC Program Associate Avalon Bunge, included speakers from state government and agricultural leadership, with deep knowledge about the

bill, including Former New York State Senator Jen Metzger, New York Farm Bureau Deputy Director of Public Policy Elizabeth Wolters, and Cornell University Associate Dean for Land-Grant Affairs Julie Suarez, with Johnson co-hosting with HVFSC founder Sarah Salem. This webinar included an in-depth question-and-answer session, myth busting about what is and isn't in the CLCPA, and important ways for farmers to make their voices heard during the public comment period.

### **NYS Ag & Markets Farm Bill Listening Tour**

In preparation for the 2023 Farm Bill, the New York State Department of Agriculture and Markets held a listening tour, which traveled the state throughout the summer. Leaders, including Governor Kathy Hochul, Lieutenant Governor Antonio Delgado, Agriculture and Markets Commissioner Richard Ball, New York State Senate Agriculture Committee Chair Michelle Hinchey, and others, held the meetings with farmers, producers and industry stakeholders across New York to assess the unique needs and concerns of each region. The tour extended from Buffalo to Long Island's Suffolk County.

On August 1, HVADC Executive Director Todd Erling and Board of Directors Member Eric Ooms, who is also a multi-generation dairy farmer and Vice President of NYS Farm Bureau, attended the Hudson Valley leg of the tour in New Paltz to provide the HVADC's perspective on the Valley's regional needs and to take part in the important information gathering proceedings.

### **National Association of State Departments of Agriculture (NASDA)**

In late September the National Association of State Departments of Agriculture (NASDA) held its 2022 NASDA Annual Meeting in Saratoga Springs - hosted by the NYS Department of Agriculture and Markets, with Commissioner Richard Ball presiding as this year's NASDA president. The three-day conference annually brings together the highest-ranking state agriculture officials from across the U.S. and was attended by U.S. Secretary of Agriculture Tom Vilsack, who offered comments on the second day of the event.

HVADC Executive Director Todd Erling attended the event, and said it was important on a number of fronts, primarily that the most influential names in American agriculture got a first-hand look at the way New York farmers do business. Looking to offer a sterling example of home-grown success, the conference, organized by Ball and his staff, offered an afternoon of offsite tours, which included a field trip to view the operation of HVADC Incubator's Without Walls client and Farm and Food Funding Accelerator participant Argyle Cheese Farmer who recently expanded their mom and pop farm operation dramatically with a new partnership with Ideal Dairy, and new dairy processing facility in Hudson Falls.

NASDA is a nonpartisan, nonprofit association which represents the elected and appointed commissioners, secretaries and directors of the departments of agriculture in all 50 states and four U.S. territories. Their annual meeting was an opportunity for Erling to meet with leaders and key staff to discuss HVADC's priorities, especially for increasing funding for Business Technical Assistance (BTA) in new bills and legislation.

HVADC is an equal opportunity provider, and employer. To file a complaint of discrimination, write: USDA, Director, Office of Civil Rights, 1400 Independence Avenue, S.W., Washington, D.C. 20250-9410, or call (800) 795-3272 (voice) or (202) 720-6392 (TTD).

Erling noted HVADC and our peer organizations at the Agricultural Viability Alliance (The Alliance), were able to continue our call to the NASDA that Business Technical Assistance needs to be built into Farm Bill programs. Erling explained the proof of the return on investment of BTA was evident for all to see when officials met with our friends at Argyle Cheese, a stop on the tour for the NASDA officials.

This year's conference, which was themed "Still Growing," focused on opportunities presented by the 2023 Farm Bill, international trade, securing a skilled, sustainable workforce for the agricultural and food industry, and other pressing issues. The conference included several panel discussions, and a committee and business meeting, where policies were debated and voted on.

While the meeting was an opportunity for HVADC and The Alliance to raise the flag for more BTA funding, Erling said it also offered an opportunity for all members of The Alliance to reflect on the policy successes they've made so far. As a result of the letter co-signed by HVADC and 150 agricultural aid organizations, and championed by local congressional members, millions of dollars have been allocated for the creation of Regional Business Centers across the country.

### **Hudson Valley Farmlink Network**

Agriculture and conservation groups came together to create the Hudson Valley Farmlink Network in response to farmland loss, the challenges faced by farmers in accessing farmland, and the difficulties faced by families as they try to transfer their farms. The Hudson Valley Farmlink Network is a partnership of 17 organizations, coordinated by American Farmland Trust, which offers the Hudson Valley Farmland Finder website, training and networking events, and one-on-one assistance for farmers and landowners. HVADC joined the network in 2018 and will be providing technical assistance to farmers. This effort has led to referrals from partnering organizations such as the Ag Stewardship Association to provide the services needed to reduce farmland loss and increase access to farmland for beginning farmers.

The Hudson Valley Farmlink Network serves 13 counties: Albany, Columbia, Dutchess, Greene, Orange, Putnam, Rensselaer, Rockland, Saratoga, Sullivan, Ulster, Washington, and Westchester.

### **COVID-19 Support and Relief Efforts**

Since the start of the Covid-19 pandemic, HVADC undertook efforts to support the agricultural industry. HVADC assisted business with the federal relief programs, such as the Paycheck Protection Program (PPP), the Economic Injury Disaster Loans (EIDL) and the Coronavirus Food Assistance Program (CFAP). HVADC currently monitors Federal efforts on the American Rescue Plan Act and the Build Back Better bill to understand opportunities through the USDA and other Federal agencies for farm and food businesses.

**Staff Contact Information:**

Phone: 518-432-5360

Todd Erling, Executive Director, x 301 (for strategic initiatives)

Mary Ann Johnson, Deputy Director, x 302 (for technical assistance and loans)

Linette Diaz, Program Associate, x 303 (general inquiries)

Brianna Merrill, Program Coordinator, x 402 (for FeedHV)

**AGREEMENT**

**Dutchess County Industrial Development Agency/  
Hudson Valley Agribusiness Development Corporation**

**Program: Agricultural Technical Support and Promotion**

**THIS AGREEMENT**, made as of the 1<sup>st</sup> day of January, 2023 by and between, **HUDSON VALLEY AGRIBUSINESS DEVELOPMENT CORPORATION**, a New York not-for-profit corporation with offices at 507 Warren Street, 2<sup>nd</sup> Floor, Hudson, New York 12534 (hereinafter “HVADC”) and the **DUTCHESS COUNTY INDUSTRIAL DEVELOPMENT AGENCY**, a New York public benefit corporation, with offices at Three Neptune Road, Poughkeepsie, New York 12601 (hereinafter “DCIDA”).

**WHEREAS**, HVADC is a New York State not-for-profit corporation whose purposes include the furthering of agricultural development in New York; and

**WHEREAS**, the DCIDA is a public benefit corporation whose purpose is to promote economically sound commerce and industry and economically sound projects and promote the expansion, retention and attraction of business to Dutchess County within Dutchess County, New York; and

**WHEREAS**, HVADC has provided multiple services to the DCIDA and the parties wish to continue their relationship.

**NOW, THEREFORE**, the DCIDA and HVADC agree as follows:

1. Services and Payment. The DCIDA hereby agrees to reimburse HVADC for technical support services and agricultural promotion services, as more fully set forth on Schedule A, attached, as follows:

- a. Payment in the amount of Twenty-Five Thousand and 00/100 Dollars (\$25,000.00) per year for three (3) years commencing January 1, 2023 and

terminating December 31, 2025, which payment will not be made until the DCIDA is in receipt of satisfactory annual outcomes reports from HVADC.

2. Independent Contractor. All work performed by HVADC on behalf of the DCIDA under this Agreement shall be that of an independent contractor. The DCIDA and HVADC each agree that each party does not have the authority to enter into contracts or enter into agreements on behalf of the other party. This Agreement does not constitute a joint venture or partnership between the HVADC and the DCIDA.

3. Taxes. HVADC agrees, in accordance with the terms of this Agreement, that the DCIDA shall not be responsible for: (i) any federal, state or local income taxes or any payroll taxes of any kind provided by the HVADC staff to the DCIDA; (ii) any of the HVADC's pension, health or other fringe benefit plans, if any, for the HVADC's administrative support staff. HVADC agrees that it will be solely responsible for the payment of all costs and expenses associated with providing the services and administrative support to the DCIDA hereunder.

4. Insurance. At all times during the term of this Agreement, HVADC shall maintain, at its own cost, comprehensive general liability insurance in the amount typically maintained by businesses of the same type but in the minimum amount of One Million and 00/100 Dollars (\$1,000,000.00) and shall name the DCIDA as an additional insured. HVADC shall maintain Employer's Liability insurance in compliance with the Workers' Compensation Law of the State of New York. Prior to cancellation of or material change to any policy, a thirty (30) day notice shall be given to the DCIDA pursuant to the notice provisions contained herein.

5. Term. This Agreement shall begin as of January 1, 2023 and shall remain in full force and effect until December 31, 2025, except that this contract may be terminated by DCIDA upon ninety (90) days' written notice to HVADC.

6. Cost Allocation. Each party to this Agreement acknowledges that the cost reimbursements on the attached Schedule A is a fair and accurate representation of the services and administrative support incurred by the HVADC to provide the services to the DCIDA.

7. Procurement of Services. The services and support to be provided to the DCIDA by HVADC are unique because of the similar corporate purposes and the special qualifications the HVADC staff has to support the DCIDA and are consistent with the DCIDA's Procurement Policy.

8. Qualification of HVADC. The HVADC specifically represents that it and its members, officers, employees, agents, servants, consultants and subcontractors have the experience, knowledge and character necessary to perform their particular duties under this Agreement.

9. Declaration by HVADC. The HVADC declares that it has complied with all federal, state and local laws regarding business permits, certificates and licenses that may be required to carry out the work to be performed under this Agreement.

10. Non-Discrimination. No services to be rendered pursuant to, or in connection with, this Agreement may be refused to any person because of age, race, color, creed, sex, national origin, disability or marital status.

The HVADC shall take all affirmative steps necessary to ensure equal employment opportunities without discrimination because of age, race, creed, color, sex, national origin, disability or marital status and to comply with all federal, state and local civil rights laws including, but not limited to, the Americans with Disabilities Act.

11. Retention of Records. The HVADC agrees to maintain and have available for audit such records as may be required by the County of Dutchess, New York State or United States governmental agencies. These records shall be available for inspection by properly identified personnel

of the above governmental agencies upon reasonable notice, and shall be maintained for a period of six (6) years after termination of this Agreement, or such longer period as may be required by law.

12. Non-Assignment. (a) This Agreement may not be assigned by the HVADC nor its right, title or interest therein assigned, transferred, conveyed, sublet or disposed of without the previous written consent of the DCIDA.

(b) Any assignment of this Agreement shall not relieve the HVADC of its obligations hereunder. In the event of assignment, all the provisions hereof shall be binding upon and inure to the benefit of the respective successors and assignees to the same extent as if each successor or assignee were named as a party to the Agreement.

13. Notices. All notices, certificates, or other communications hereunder shall be sufficient if sent: (i) by registered or certified United States mail, postage prepaid, (ii) by a nationally recognized overnight delivery service, charges prepaid, or (iii) by hand delivery, addressed as follows or such other addresses as either party may specify in writing to the other:

To HVADC: Hudson Valley Agribusiness Development Corporation  
507 Warren Street, 2<sup>nd</sup> Floor  
Hudson, New York 12534  
Attention: Executive Director  
Telephone: (518) 432-5360

To DCIDA: Dutchess County Industrial Development Agency  
Three Neptune Road  
Poughkeepsie, New York 12601  
Attention: Secretary  
Telephone: (845) 463-5400  
Facsimile: (845) 463-5401

Any notice, certificate or other communication hereunder shall, except as may expressly be provided herein, be deemed to have been delivered or given: (i) three (3) business day following posting if

transmitted by mail, (ii) one (1) business day following sending if transmitted by a nationally recognized overnight delivery service, or (iii) upon delivery if given by hand delivery.

14. Complete Understanding. This Agreement constitutes the entire agreement between the parties with respect to the subject matter hereof.

15. Governing Law. This Agreement shall be subject to and governed by the laws of the State of New York. It is further agreed that the HVADC shall comply with all applicable laws, rules and regulations on the use of the monies and, that the undersigned is not attempting to prevent the establishment of an industrial and manufacturing plant within the State of New York and that none of the funds shall be used for advertising or promotional materials which depicts elected or appointed government officials in either print or electronic media.

16. Headings. Headings are inserted in this Agreement for convenience only and not to be considered in interpreting the provisions thereof.

17. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

**IN WITNESS WHEREOF**, the parties have executed this Agreement as of the date first written above.

Dated as of: \_\_\_\_\_  
Poughkeepsie, New York

DUTCHESS COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By: \_\_\_\_\_  
Sarah Lee  
Executive Director

Dated as of: \_\_\_\_\_  
Poughkeepsie, New York

HUDSON VALLEY AGRIBUSINESS  
DEVELOPMENT CORPORATION

By: \_\_\_\_\_  
Todd Erling  
Executive Director

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## SCHEDULE A

### Scope of Services 2023

### **DUTCHESS COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

#### **Dutchess Tourism Inc.**

##### **Mission**

Drive visitation to Dutchess County to generate the maximum impact through hotel stays and visitor spending for the benefit of our community.

##### **Vision**

To make Dutchess County the premier destination choice of travel in the Hudson Valley, New York State, and the Northeast, with increased emphasis on overnight stays while managing the destination to foster sustainable and responsible growth.

**Goals:** Dutchess Tourism will act as a conduit to create marketing strategies to reflect themes of outdoors, arts, food, agritourism and history. Through business support and marketing efforts DTI will increase tax revenues, jobs, increase overnight visitation and serve as the central point of contact for visitors coming to Dutchess.

##### **Scope**

###### **International Marketing:**

- Implement international marketing campaigns to include promo, itinerary placement in tour operator product catalogs
- Host familiarization tours for travel writers and tours operators to generate stories and tours
- Attend international trade shows, sales missions, conduct agent trainings and generate trade leads
- Increase international visitors to Dutchess Tourism website

###### **Domestic Marketing and Advertising:**

- Generate increase in bed tax with targeted advertising plan to drive overnight stays
- Drive visitors to website through targeted multi-media advertising plan
- Earn visitor spend in Dutchess County
- Earn Sales Tax revenue through tourism activities

###### **Special Events and Programs:**

- Support and promote special events in Dutchess County which attract visitors
- Conduct evaluations of existing group tour experiences to help them better attract overnight group business.
- Increase communications with tourism businesses through website and e-newsletter platform

3 NEPTUNE ROAD, SUITE A11A, POUGHKEEPSIE, NEW YORK 12601-5545  
845/463-4000 • 800/445-3131 • [www.dutchesstourism.com](http://www.dutchesstourism.com)

The programs provided by this agency are partially funded by monies received from the County of Dutchess.



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## SCHEDULE A

### Scope of Services 2023

#### Hudson Valley Film Commission:

- Track film-related JOBS created for Dutchess County based film professionals.
- Track number of room nights used for productions in Dutchess County
- Track film, TV, print and other media production days in Dutchess County.
- Track number of Dutchess County locations used by film productions.
- Track direct spending by film & TV productions in Dutchess County
- Promote, scout and catalogue Dutchess County locations
- Promote film and TV production via direct emails, blogs, facebook, instagram, twitter, pinterest & other social media
- Promote film and TV through mixers, zoom meetings, networking opportunities and potential screenings

#### Arts Mid-Hudson:

##### Major Work Activities:

1. Dutchess County Partners in the Arts and marketing opportunity: call for proposals from nonprofit arts organizations, provide one-on-one and group application assistance, invite panel members from informed Dutchess County community to review/rank proposals and make funding recommendations. Present awards at public event, track progress of funding and receive final reports.
2. Administer Bardavon funding for general support: review proposal, track progress and receive final reporting.
3. Arts & Cultural Marketing – support marketing for quality arts experiences across Dutchess County to inform residents and visitors of experiential opportunities.
4. Arts & Cultural Retention – connect arts community, practicing artists, and Dutchess County residents with arts and culture; provide professional development to artists and community-led arts/culture organization; and provide logistical support for the folk arts programs.

SCHEDULE A

Scope of Services 2023

**Program Outcomes:**

1. Funding number of Arts Partners dependent on amount of applications: competitive process that awards funding to promote arts and cultural events and programs.
  - a. Provide support for 600 quality arts experiences: exhibitions, music concerts, events, film series, live theatre and other unique performances and experiential activities for Dutchess County visitors and residents.
  - b. Build audiences across the Dutchess County residents and tourists – tracking numbers of attendees
2. Bardavon support focuses on marketing annual programs across multiple channels.
3. Arts & Cultural Marketing provides infrastructure funding to ensure services are in place to build campaigns, promote services, programs, and opportunities.
  - a. Expand media reach through news media: 26 bi-monthly Poughkeepsie Journal columns on the art scene published in the Lifestyle section (circulation 103,339 daily), and provide 12 articles on the local art scene to Hudson Valley News.
  - b. Provide media reach through radio: 10 WAMC radio spots, and 4 interviews with other regional radio programs.
  - c. Expand local, regional, state arts and cultural events media coverage through 40 media releases.
  - d. Print: 1,625 printed full-color oversize ArtScene postcards mailed/distributed quarterly: 2000 AMH gallery postcards, (500 quarterly).
  - e. Webpage – 72K page views that highlight Dutchess County and draw tourists from Hudson River Valley Region and major metropolitan areas.
  - f. Targeted e-newsletters (12) highlighting: arts and cultural events in Dutchess County; artist opportunities; and spotlights on Dutchess County creative workforce to an email list of over 4000.
  - g. Video-sampling, (six 2-4 minute features) on gallery exhibits, performances, and family-friendly cultural events.

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SCHEDULE A

Scope of Services 2023

4. Arts & Cultural Retention: community-led arts and culture organizations, nonprofits, and artists receive staff and program support to provide quality experiences across Dutchess County.
  - a. Manage Dutchess Handmade, an annual retail shop featuring Dutchess County artisans in a “shop local” campaign that develops entrepreneurial skills in 100 artists and adds dollars into local economy.
  - b. Provide 100 individual consulting sessions to implement new funding streams, compete for opportunities, management and marketing assistance and encourage collaboration amongst arts organizations and artists.
  - c. Host 10 learning workshops to strengthen and retain existing arts organizations within Dutchess County. Themes may include; creating budgets, marketing, event management and social media for arts.
  - d. Provide assistance in launching and support for arts/creative projects in Dutchess County through 10 consultations.
  - e. Capture regional tourism through Folk Arts cultural programming with support for 8 free events: “La Guelaguetza,” “Kakizome, Japanese First Writing of the Year,” “Dia de los Muertos Celebration,” “Around the Valley,” “Puppet Workshop,” and more to be confirmed.

## **AGREEMENT**

### **Dutchess County Industrial Development Agency/ Dutchess Tourism Inc.**

#### **Program: Tourism**

**THIS AGREEMENT**, made as of the 1<sup>st</sup> day of January, 2023 by and between **DUTCHESS TOURISM INC.**, a New York not-for-profit corporation with offices at Three Neptune Road, Poughkeepsie, New York 12601 (hereinafter “DTI”) and the **DUTCHESS COUNTY INDUSTRIAL DEVELOPMENT AGENCY**, a New York public benefit corporation, with offices at Three Neptune Road, Poughkeepsie, New York 12601 (hereinafter “DCIDA”).

**WHEREAS**, DTI is a New York State not-for-profit corporation whose purposes include the promotion of tourism in Dutchess County, New York; and

**WHEREAS**, the DCIDA is a public benefit corporation whose purpose is to promote economically sound commerce and industry and economically sound projects and promote the expansion and retention of business in and attraction of business to Dutchess County, New York; and

**WHEREAS**, DTI is a tenant of certain premises known as Three Neptune Road, Poughkeepsie, New York 12601; and

**WHEREAS**, DTI provides tourism services and administrative services in support of tourism to the DCIDA and the parties wish to continue their relationship.

**NOW, THEREFORE**, the DCIDA and DTI agree as follows:

1. Services. The DCIDA hereby agrees to reimburse DTI for services to be provided as more fully set forth on Schedule A attached, the sum of Four Hundred Twenty-Five Thousand and 00/100 Dollars (\$425,000.00) for the year 2023 commencing January 1 through December 31, 2023, as follows:

- a. Payment of \$212,500 to be paid upon execution of this contract.
- b. Payment of the balance of \$212,500 to be paid on or about June 15, 2023, upon submission of first quarter financial statements certifying expenditures. Notwithstanding the above, DTI shall submit quarterly financial reports certifying expenditures within 30 days of the end of each quarter along with a copy of their annual audit prepared by an independent auditing firm.
- c. DTI shall enter into subcontracts with Arts Mid-Hudson, Inc. for \$100,000 and Hudson Valley Film for \$25,000 for the services they will provide as outlined in the Scope of Services, attached as Schedule A.

2. Independent Contractor. All work performed by DTI on behalf of the DCIDA under this Agreement shall be that of an independent contractor. The DCIDA and DTI each agree that each party does not have the authority to enter into contracts or enter into agreements on behalf of the other party. This Agreement does not constitute a joint venture or partnership between the DTI and the DCIDA.

3. Additional Responsibilities. All office equipment, information technology, office supplies, utilities and similar services shall be supplied by the DTI to the DCIDA and the DCIDA shall not be responsible for the payment of any cost or expenses for the maintenance, cost or repair of the same.

4. Taxes. DTI agrees, in accordance with the terms of this Agreement, that the DCIDA shall not be responsible for: (i) any federal, state or local income taxes or any payroll taxes of any kind provided by the DTI staff to the DCIDA; (ii) any of the DTI's pension, health or other fringe benefit plans, if any, for the DTI's administrative support staff. DTI agrees that it will be solely responsible for the payment of all costs and expenses associated with providing the services and administrative support to the DCIDA hereunder.

5. Insurance. At all times during the term of this Agreement, DTI and its sub-contractors shall maintain, at their own cost, the following insurance and shall provide proof thereof to the DCIDA, in the form of a Certificate of Insurance, prior to commencing work under this agreement. DTI shall maintain comprehensive general liability insurance in the amount typically maintained by businesses of the same type but with limits not less than \$1,000,000 per occurrence and \$2,000,000 in the aggregate and shall name the DCIDA as an additional insured. DTI shall maintain Employer's Liability in compliance with the Workers' Compensation Law of the State of New York. Prior to cancellation or material change in any policy, a thirty day notice shall be given to the DCIDA at the address listed below.

6. Term. This Agreement shall begin as of January 1, 2023 and shall remain in full force and effect until December 31, 2023, except that this contract may be terminated by DCIDA upon ninety (90) days' written notice to DTI.

7. Cost Allocation. Each party to this Agreement acknowledges that the cost reimbursements on the attached Schedule A is a fair and accurate representation of the services and administrative support incurred by the DTI to provide the services, use of its premises, equipment, supplies and administrative staff to the DCIDA.

8. Procurement of Services. The services and support to be provided to the DCIDA by DTI are unique because of the similar corporate purposes and the special qualifications the DTI staff has to support the DCIDA.

9. Qualification of DTI. The DTI specifically represents that it and its members, officers, employees, agents, servants, consultants and subcontractors have the experience, knowledge and character necessary to perform their particular duties under this Agreement.

10. Declaration by DTI. The DTI declares that it has complied with all federal, state and local laws regarding business permits, certificates and licenses that may be required to carry out the work to be performed under this Agreement.

11. Non-Discrimination. No services to be rendered pursuant to, or in connection with, this Agreement may be refused to any person because of age, race, color, creed, sex, national origin, disability or marital status.

The DTI shall take all affirmative steps necessary to ensure equal employment opportunities without discrimination because of age, race, creed, color, sex, national origin, disability or marital status and to comply with all federal, state and local civil rights laws including, but not limited to, the Americans with Disabilities Act.

12. Retention of Records. The DTI agrees to maintain and have available for audit such records as may be required by the County of Dutchess, New York State or United States governmental agencies. These records shall be available for inspection by properly identified personnel of the above governmental agencies upon reasonable notice, and shall be maintained for a period of six (6) years after termination of this Agreement, or such longer period as may be required by law.

13. Non-Assignment. (a) This Agreement may not be assigned by the DTI nor its right, title or interest therein assigned, transferred, conveyed, sublet or disposed of without the previous written consent of the DCIDA.

(b) Any assignment of this Agreement shall not relieve the DTI of its obligations hereunder. In the event of assignment, all the provisions hereof shall be binding upon and inure to the benefit of the respective successors and assignees to the same extent as if each successor or assignee were named as a party to the Agreement.

14. Notices. All notices, certificates, or other communications hereunder shall be sufficient if sent: (i) by registered or certified United States mail, postage prepaid, (ii) by a nationally recognized overnight delivery service, charges prepaid, or (iii) by hand delivery, addressed as follows or such other addresses as either party may specify in writing to the other:

To DTI: Dutchess Tourism Inc.  
Three Neptune Road  
Poughkeepsie, New York 12601  
Attention: President  
Telephone: (845) 463-4000

To DCIDA: Dutchess County Industrial Development Agency  
Three Neptune Road  
Poughkeepsie, New York 12601  
Attention: Executive Director  
Telephone: (845) 463-5400  
Facsimile: (845) 463-5401

Any notice, certificate or other communication hereunder shall, except as may expressly be provided herein, be deemed to have been delivered or given: (i) three (3) business day following posting if transmitted by mail, (ii) one (1) business day following sending if transmitted by a nationally recognized overnight delivery service, or (iii) upon delivery if given by hand delivery.

15. Complete Understanding. This Agreement constitutes the entire agreement between the parties with respect to the subject matter hereof.

16. Governing Law. This Agreement shall be subject to and governed by the laws of the State of New York. It is further agreed that the DTI shall comply with all applicable laws, rules and regulations on the use of the monies and that the undersigned shall not attempt to prevent the establishment of an industrial and manufacturing plant within the State of New York and that none of the funds shall be used for advertising or promotional materials which depicts elected or appointed government officials in either print or electronic media.

17. Headings. Headings are inserted in this Agreement for convenience only and not to be considered in interpreting the provisions thereof.

18. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

Dated as of: January 1, 2023

DUTCHESS COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY  
Poughkeepsie, New York

By: \_\_\_\_\_  
Sarah Lee  
Executive Director

Dated as of: January 1, 2023

DUTCHESS TOURISM INC.  
Poughkeepsie, New York

By: \_\_\_\_\_  
Melaine Cancellari Rottkamp  
President

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