MINUTES

Dutchess County DCida Industrial Development Agency

3 Neptune Road, Poughkeepsie, NY 12601
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BOARD OF DIRECTORS ANNUAL MEETING

Wednesday, January 10, 2024

Present: Tim Dean, Chairman
Mark Doyle, Vice Chair
Kathleen Bauer, Secretary/Treasurer
Amy Bombardieri
Jamie Piccone II
Alfred Torreggiani

Unable to Attend: 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)
Melaine Rottkamp (Dutchess Tourism)

On Wednesday, January 10, 2024 Dutchess County Industrial Development Agency [DCIDA] Annual Meeting was called to order by Chairman Dean at 8:00 AM. Present was Tim Dean, Mark Doyle, Kathleen Bauer, Amy Bombardieri, Jamie Piccone II and Alfred Torreggiani. Unable to attend was Don Sagliano Quorum was established (6) members in-person.

CONFLICT OF INTEREST DISCLOSURES
Chairman Dean asked board members if they had any potential conflicts with any items on the agenda. Ms. Bauer noted she might have a conflict with item #12 under the consent agenda because she works for NBT Bank. It was determined by counsel, that this would not be considered a conflict because no specific bank is being voted on.

PROOF OF MEETING NOTICE
Meeting notice was published on December 21, 2023.

CONSENT AGENDA*
2. Approval of Minutes
   January 11, 2023

3. Election of Officers for the Year 2024
   - Chairman — Tim Dean
   - Vice Chairman — Mark Doyle
   - Secretary/Treasurer — Kathleen Bauer

4. Appointments
   - Chief Financial Officer — Jane Denbaum
   - Compliance Officer — Jane Denbaum
   - Records Access Officer — Jane Denbaum
   - Records Appeals Officer — Sarah Lee
   - Procurement Officer — Sarah Lee

5. Renewal of Chief Financial Officer's Bond

6. Renewal of IDA Membership in New York State EDC for the body

7. Authorization for Approval of 2024 Expenses Incurred (Reimburse Board Members, Agency Counsel, CFO, Executive Director and County employees for reasonable travel mileage expense at the federal rate level, and other reasonable travel expenses incurred at actual cost for business specifically related to the Agency.)

8. Appointment of Members to Committees
   - Audit — Kathleen Bauer, Ronald J. Piccone II, Donald Sagliano
   - Finance — Kathleen Bauer, Ronald J. Piccone II, Donald Sagliano
   - Governance — Comprised of the entire IDA Board

9. Re-Adoption of Policies
   - Committee Charters
   - Disaster Recovery Plan
   - Internal Control Policy
   - Internal Control Assessment Acknowledgement
   - Investment Policy
   - Local Workforce Utilization Policy
   - Operations & Accomplishments
   - Performance Based Incentives Policy
   - Procurement Policy
   - Property Disposition Policy
   - Real Property Policy
   - Recapture and/or Termination of Financial Assistance for Projects without a Real Property PILOT policy
   - Whistle-Blower Protection Policy

10. Designate Law Firm
    Cappillino, Rothschild & Egan LLP

11. Designate Official Newspaper
    Poughkeepsie Journal – publication purposes, purposes requiring advertising and notification to the public.

12. Designate Depository Bank(s)
    Designate any commercial bank in Dutchess County as a depository for the IDA funds, with no savings banks, just commercial banks, and that any funds deposited over and above the federal maximum of $250,000 for FDIC protection are fully collateralized with securities for the full amount above $250,000.

Chairman Dean asked for a motion to approve items2-12 listed under the consent agenda.

A motion was made by Ms. Bombardieri, duly seconded by Mr. Piccone to approve items 2-12 under the consent agenda. Roll call vote was taken, all voted in favor and the motion was passed.

DISCUSSION AGENDA

13. Old Business
    None

14. New Business
    - Uniform Tax Exemption Policy
    - Board Evaluation and Audit & Finance Committee Evaluation Questionnaires
    - Code of Ethics Policy
    - Code of Ethics Acknowledgment
    - Conflict of Interest Questionnaire
    - Financial Disclosure Statement
    - Mission Statement & Performance Measurements Policy
    - Mission Statement & Performance Measurements

    Chairman Dean asked for a motion to approve the revised Uniform Tax Exemption Policy and the Mission Statement & Performance Measurements Policy.

    A motion was made by Mr. Piccone, duly seconded by Mr. Doyle to approve the revised Uniform Tax Exemption Policy and the Mission Statement & Performance Measurements Policy. Roll call vote was taken, all voted in favor and the motion was passed.

    The Board was asked to complete and sign the following items:
    - Board Evaluation and Audit Committee Evaluation Questionnaires
    - Code of Ethics Acknowledgment
    - Conflict of Interest Questionnaire
    - Financial Disclosure Statement
    - Mission Statement & Performance Measurements Acknowledgement

★ **Unless a Board Member requests that an item be removed from the Consent Agenda, all items on the Consent Agenda will be approved by a single vote. There is no discussion of the items on the Consent Agenda. However, any Board Member may request that an item be removed from the Consent Agenda. It would then be discussed and voted upon separately.**

ADJOURNMENT

There being no further business on the agenda to discuss, the meeting was adjourned by Chairman Dean at 8:10 AM.

Respectfully submitted,

Kathleen M. Bauer, Secretary/Treasurer — Date: 1/8/25

Meeting	01-10-2024
Approved	01-08-2025
Certified	01-08-2025