

## **CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY NOTICE OF PUBLIC MEETING**

Please take notice that there will be an annual meeting of the City of Hudson IDA and it's Audit, Finance and Governance Committees on January 8, 2019 at 1:00pm at the Columbia County Chamber of Commerce offices at 1 North Front Street, Hudson, NY 12534 for the purpose of discussing any matters that may be presented to Agency for consideration.

Dated: December 28, 2018

Eileen Halloran

Chair, City of Hudson Industrial Development Agency

### **HIDA Board of Members Agenda**

#### **Members:**

Eileen Halloran	Rick Rector
Tiffany Garriga	Walter Chatham
Heather S. Campbell	Justin Maxwell

1. 2019 Annual Meeting Resolution\*
2. 2019 Annual Housekeeping Resolution\*
3. Minutes, November 13, 2018\*
4. 2018 Operations and Accomplishments\*
5. 2018 Performance Measures Report\*
6. 2019 Mission Statement and Performance Goals\*
7. 2018 Confidential Board Evaluation\*

#### Audit Committee Report

- 2018 Audit Engagement\*

#### Finance Committee Report

- Treasurer's Report\*

#### Governance Committee Report

- Vacant Seat

8. Public Comments

#### **Attachments:**

2019 Annual Meeting Resolution

2019 Annual Housekeeping Resolution

2018 Operations and Accomplishments

2018 Performance Measures Report

2019 Mission Statement and Performance Goals

Draft November 13, 2018 minutes

\*Requires Approval

## 2019 ANNUAL MEETING RESOLUTION

The Annual Meeting of City of Hudson Industrial Development Agency was convened in public session in the office of the Columbia County Chamber of Commerce, 1 North Front Street, Hudson, New York on January 8, 2019 at \_\_\_\_\_ o'clock a.m., local time.

The meeting was called to order by Eileen Halloran and, upon roll being called, the following members of the Agency were:

MEMBERS		PRESENT	ABSENT
Mayor	Rick Rector		
Treasurer	Heather S. Campbell		
Assessor	Justin Maxwell		
Majority Leader	Tiffany Garriga		
Minority Leader	Eileen Halloran		
Planning Board Chair	Walter Chatham		
Vacancy			

ALSO PRESENT:


The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_, to wit:

RESOLUTION APPOINTING OFFICERS OF THE CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY, MAKING COMMITTEE APPOINTMENTS AND DESIGNATING OFFICIAL NEWSPAPER AND MEETING DATES

**WHEREAS**, The City of Hudson Industrial Development Agency (the "Agency") was established pursuant to Chapter 677 of Sessions Laws of 1975, as amended, as codified in Section 856 of New York State General Municipal Law; and

**WHEREAS**, pursuant to the foregoing and the by-laws of the Agency, the Agency is authorized to appoint certain officers;

**NOW, THEREFORE, BE IT RESOLVED**, that the City of Hudson Industrial Development Agency hereby appoints the following officers of the Agency:

Chair:	
Vice-Chair:	
Secretary:	
Treasurer:	

**BE IT FURTHER RESOLVED**, that the address of the Agency shall be as follows:

City of Hudson Industrial Development Agency  
City Hall  
520 Warren Street  
Hudson, New York 12534  
Attn: Treasurer

**BE IT FURTHER RESOLVED**, that the Agency hereby appoints the following members of the Governance Committee:

Member:	Eileen Halloran
Member:	Tiffany Garriga
Member:	Rick Rector

**BE IT FURTHER RESOLVED**, that the Agency hereby appoints the following members of the Audit Committee:

Member:	Walter Chatham
Member:	Eileen Halloran
Member:	Justin Maxwell

**BE IT FURTHER RESOLVED**, that the Agency hereby appoints the following members of the Finance Committee:

Member:	Heather Campbell
Member:	Eileen Halloran
Member:	Walter Chatham

**BE IT FURTHER RESOLVED**, that the Register Star is designated as the official newspaper of the Agency;

**BE IT FURTHER RESOLVED**, that the regular meeting dates of the Agency for 2019 shall be as follows:

The second Tuesday each month at 1:00pm

**BE IT FURTHER RESOLVED**, that this resolution shall take effect immediately.

	Absent	AYE	NO
Rick Rector			
Heather S. Campbell			
Justin Maxwell			
Tiffany Garriga			
Eileen Halloran			
Walter Chatham			

The foregoing resolution was thereupon declared duly adopted.

STATE OF NEW YORK                    )  
  ) SS.:  
COUNTY OF COLUMBIA                )

I, the undersigned Secretary of City of Hudson Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency held on January 8, 2019 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (d) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this \_\_th day of February, 2019.

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Secretary

(SEAL)

## ANNUAL HOUSEKEEPING RESOLUTION 2019

A regular meeting of City of Hudson Industrial Development Agency (the "Agency") was convened at 520 Warren Street, Hudson, New York on January 8, 2019 at \_\_\_\_\_pm o'clock, local time.

The meeting was called to order by Eileen Halloran and, upon roll being called, the following members of the Agency were:

MEMBERS		PRESENT	ABSENT
Mayor	Rick Rector		
Treasurer	Heather S. Campbell		
Assessor	Justin Maxwell		
Majority Leader	Tiffany Garriga		
Minority Leader	Eileen Halloran		
Planning Board Chair	Walter Chatham		
Vacancy			

ALSO PRESENT:


The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_, to wit:

### RESOLUTION APPROVING CERTAIN APPOINTMENTS AND ADMINISTRATIVE MATTERS OF THE AGENCY.

WHEREAS, The City of Hudson Industrial Development Agency (the "Agency") was established pursuant to Chapter 677 of Sessions Laws of 1975, as amended and codified in Section 856 of New York State General Municipal; and

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, as provided in the Agency's by-laws and the Governance Committee Charter, the members of the Governance Committee have reviewed and made certain recommendations on the Agency policies; and

WHEREAS, the members of the Agency desire to make certain appointments and approve certain administrative matters;

NOW THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby takes the following actions:

(A) Approves the appointments and the administrative matters described in Schedule A attached hereto.

(B) Approves and confirms the policies described in Schedule A and contained in the Agency's Policy Manual.

Section 2. The Agency hereby authorized the Chair and, in his or her absence or unavailability, the Vice Chair, to take all steps necessary to implement the matters described in Schedule A attached.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

	Absent	AYE	NO
Rick Rector			
Heather S. Campbell			
Justin Maxwell			
Tiffany Garriga			
Eileen Halloran			
Walter Chatham			

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK                    )  
  ) SS.:  
COUNTY OF COLUMBIA                )

I, the undersigned Secretary of City of Hudson Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency held on January 8, 2019 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (d) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this \_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Secretary

(SEAL)



## SCHEDULE A

1. Appointment of Administrative Officer and Staff to the Agency – The Columbia Economic Development Corporation shall act as staff to the Agency pursuant to Agreement between the parties, and the Chief Executive Officer of Columbia Economic Development Corporation shall carry out the functions of the administrative director for the Agency.
2. Appointment of Accounting Firm of the Agency – Sickler, Torchia, Allen & Churchill, CPA P.C. shall be the accounting firm of the Agency.
3. Appointment of Agency Counsel – Rodenhausen Chale LLP shall serve as agency counsel.
4. Appointment of Bank of the Agency and Accounts - The agency is hereby authorized to continue to maintain and utilize all of its current accounts in The Bank of Greene County.
5. Approval and Confirmation of Agency Documents and Policies - The agency is hereby authorized to continue the existing policies which it has previously adopted for:

Policy Name	Date Adopted
Uniform Project Application	September 25, 2017
Code of Ethics	April 24, 2017
Conflict of Interest	March 27, 2017
Defense and Indemnification of Officers and Employees	March 27, 2017
Discretionary Funds	March 27, 2017
Equal Employment Opportunities	March 27, 2017
Investment	March 27 2017
Minority and Women's Business Enterprise	March 27, 2017
Policy for the Appointment of an Ethics Officer	March 27, 2017
Policy for the Assessment of Internal Controls	March 27, 2017
Policy for the Mission and Performance Measurements	March 27, 2017
Procurement	March 27, 2017
Property Disposition	March 27, 2017
Real Property Acquisition	December 12, 2017
Recapture of Project Benefits	September 25, 2017
Travel Policy	March 27, 2017
Uniform Agency Project Agreement	September 25, 2017
Uniform Criteria for the Evaluation of Projects	September 25, 2017
Uniform Tax Exempt Policy	March 17, 2003
Whistleblower	March 27, 2017

pursuant to the Public Authorities Accountability Act as well as New York State Not-For-Profit Law.

6. Appointment of Ethics Officer – The Ethics Officer shall be the Chair of the Governance Committee.
7. Appointment of a Contracting/Procurement Officer – The Contracting/Procurement Officer shall be the Treasurer of the City of Hudson.

**CITY OF HUDSON  
INDUSTRIAL DEVELOPMENT AGENCY**

**MINUTES  
CITY OF HUDSON  
INDUSTRIAL DEVELOPMENT AGENCY  
Board Meeting  
Tuesday, November 13, 2018  
1 North Front Street  
Hudson, New York**

The regular meeting of the City of Hudson Industrial Development Agency was held at the offices of the Columbia County Chamber of Commerce, located at 1 North Front Street, Hudson, NY 12534 on November 13, 2018. The meetings were called to order at 1:05 pm by Eileen Halloran, Chair.

HIDA Members	Title	Present	Absent
Minority Leader Eileen Halloran	Chair	x	
Majority Leader Tiffany Garriga	Vice Chair	x	
Treasurer Heather Campbell	Treasurer		x
Assessor Justin Maxwell	Secretary	x	
Planning Board Chair Walter Chatham	Member	x	
Mayor Rick Rector	Member	x	

**ALSO PRESENT:**

Tom DePietro	Common Council President.
Sarah Sterling	1st Ward Supervisor
F. Michael Tucker	Columbia Economic Development Corp.
Lisa Drahushuk	Columbia Economic Development Corp.

**Minutes:**

*Mayor Rector made a motion, seconded by Mr. Maxwell to approve the minutes from the October 9, 2018 meeting. The motion was approved with all in favor.*

**Board Member Search:**

Chair Halloran stated the requested changes had been made to the proposed solicitations for the board member and forwarded on to the Common Council President. She stated the topic was on the agenda for the December meeting, and anticipated the ad to be published in January. Mayor Rector asked if it could begin sooner. Chair Halloran stated City Attorney Howard was reviewing the information and could be done once his review was completed.

Ms. Garriga asked if the Board should discuss responses to any suggested changes. Chair Halloran suggested any comments from the City Attorney be circulated amongst the Board members for their final approval and noted she was anticipating no changes.

**Other Business:**

The Board discussed cancelling the December meeting, due to a lack of critical business. *Mayor Rector made a motion, seconded by Mr. Chatham to cancel the December meeting. Carried.*

Mr. Tucker stated the next round of Consolidated Funding Applications announcement had been scheduled for December 11<sup>th</sup>.

With no public comments or other business, Chair Halloran called for a motion to adjourn the meeting. *Mayor Rector made a motion, seconded by Ms. Garriga to adjourn the meeting. All Members present voted in favor.* The meeting adjourned at 1:27 pm.

*Respectfully submitted by Lisa Drahushuk*

**City of Hudson Industrial Development Agency**  
**2018 Operations and Accomplishments**  
**January 1, 2018 – December 31, 2018**

**Operations:**

The City of Hudson Industrial Development Agency is able to assist economic development projects located within the City of Hudson limits, by lowering costs through tax favored financing and exemption from specific local taxes. The City of Hudson Industrial Development Agency (IDA) was created by special act of the New York Legislature on August 6, 1975 under Article 18-A, Chapter 366 of the General Municipal Law. The Agency's mission is to facilitate the establishment of new businesses and the enhancement of existing businesses that create and/or retain jobs and promote private sector investment utilizing the statutory powers established under New York State law.

The Agency offers four basic forms of financial assistance that includes: (1) mortgage recording tax exemption, (2) sales and use tax exemption, (3) real property tax abatement and (4) interest rate savings via tax-exempt financing. The Agency has the power to issue taxable or tax-exempt bonds. These non-recourse bonds are not an obligation of the sponsoring community or state or its tax payees but rather are backed solely by the credit rating of the company.

**Accomplishments:**

Reviewed and approved:

- 2017 Audited Financials, PARIS report, Internal Controls report, Confidential Board Evaluation Summary, 2018 Mission Statement and Measurements Report, 2017 Operations and Accomplishments, 2019 Budget
- Elected Officers and Appointed Committee Members
- Reviewed and Approved Charters for the Audit, Finance and Governance Committees
- Reviewed and Approved Uniform Application, Uniform Agency Project Agreement
- Reviewed and Re-affirmed Policies:
  - Appointment of an Ethics Officer Policy
  - Assessment of the Effectiveness of Internal Controls Policy
  - Code of Ethics
  - Conflict of Interest
  - Defense and Indemnification of Officers and Employees Policy
  - Discretionary Funds Policy
  - Equal Employment Opportunities Policy
  - Investment Policy
  - Minorities and Women's Business Enterprise Policy
  - Mission Statement and Performance Measurements Policy
  - Procurement Policy
  - Property Disposition Policy
  - Real Property Acquisition Policy
  - Recapture of Project Benefits Policy
  - Travel Policy – Agency Members
  - Uniform Criteria for Evaluation of Project Policy
  - Whistleblower Access and Assistance Program

- Appointed: City Treasurer as Procurement/Contracting Officer  
Chair of Governance Committee as Ethics Officer  
Administrative Officer & Staff  
Accounting Firm, Agency Counsel and Bank
- Discussed IDA tools and how they could be used for the new IDA members, in anticipation of the Downtown Revitalization Initiative funds.
- Discussed and reviewed the 485-b program and project
- Discussed and reviewed potential tax policy matrix for projects.

## 2018 Performance Measures Report

### Purpose

It is the policy of the Agency to review its Mission Statement at least annually and to complete and submit to the Authorities Budget Office its annual Mission Statement and Performance Measurements report, using the form provided by the ABO. Furthermore, it is the policy of the Agency to comply with requirements to submit such form and post it to the Agency's website.

### Name of Public Authority:

City of Hudson Industrial Development Agency

### Public Authority's Mission Statement:

The City of Hudson Industrial Development Agency's mission is to attract and retain existing enterprises to Hudson in order to increase employment opportunities. The IDA recognizes the important role affordable housing plays in attracting and keeping an employable workforce.

In order to accomplish its mission, the IDA considers use of Public Authority bonding, sale and/or mortgage tax relief in support of projects which include a commitment to new job opportunities or the retention and expansion of existing employment opportunities. The IDA also considers use of PILOT agreements to accomplish its goals.

Date Adopted: 12/11/03

### List of Performance Goals for 2018

- Timely receipt of PILOT payments, timely as set in each agreement
  - PILOT payments were received in accordance with the agreement.
- Timely distribution of PILOT receipts by 12/31 of each year
  - PILOT Payments were distributed by December 31, 2018.
- Yearly report of adherence to job creation and retention results for each project where those terms apply
  - Jobs were reported for the project in accordance with the agreement.

### Additional Questions:

1. Have the board members acknowledged that they have read and understood the mission of the public authority?

Yes

2. Who has the power to appoint the management of the public authority?

*Pursuant to Article II Section 11 of the Agency's Bylaws, the Agency may appoint an administrative director who would have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. On 2/1/17 the Agency contracted for administrative services with Columbia Economic Development Corporation.*

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?

*The Agency does not currently have management or employees and does not currently have a policy for appointing management, except that the Agency's Bylaws empower the Agency to appoint management or additional personnel.*

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

*The Board considers applications for support of new projects and negotiates terms and conditions for projects the Board accepts. The Agency has a fiduciary responsibility to ensure timely receipt and distribution of PILOT receipts. The Board monitors the job creation and retention commitments of approved projects and determines appropriate action if yearly commitments are not met.*

5. Has the Board acknowledged that they have read and understood the responses to each of these questions?

Yes

Reviewed and affirmed \_\_\_\_\_

## 2019 Mission Statement and Performance Goals

### Purpose

It is the policy of the Agency to review its Mission Statement at least annually and to complete and submit to the Authorities Budget Office its annual Mission Statement and Performance Measurements report, using the form provided by the ABO. Furthermore, it is the policy of the Agency to comply with requirements to submit such form and post it to the Agency's website.

### Authority Mission Statement and Performance Measurements

#### Name of Public Authority:

City of Hudson Industrial Development Agency

#### Public Authority's Mission Statement:

The City of Hudson Industrial Development Agency's mission is to attract and retain existing enterprises to Hudson in order to increase employment opportunities. The IDA recognizes the important role affordable housing plays in attracting and keeping an employable workforce.

In order to accomplish its mission, the IDA considers use of Public Authority bonding, sale and/or mortgage tax relief in support of projects which include a commitment to new job opportunities or the retention and expansion of existing employment opportunities. The IDA also considers use of PILOT agreements to accomplish its goals.

Date Adopted: 12/11/03

#### List of Performance Goals for 2019

- Timely receipt of PILOT payments, timely as set in each agreement
- Timely distribution of PILOT receipts by 12/31 of each year
- Yearly report of adherence to job creation and retention results for each project where those terms apply

#### Additional Questions:

1. Have the board members acknowledged that they have read and understood the mission of the public authority?

Yes

2. Who has the power to appoint the management of the public authority?

*Pursuant to Article II Section 11 of the Agency's Bylaws, the Agency may appoint an administrative director who would have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. On 2/1/17 the Agency contracted for administrative services with Columbia Economic Development Corporation.*

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?



*The Agency does not currently have management or employees and does not currently have a policy for appointing management, except that the Agency's Bylaws empower the Agency to appoint management or additional personnel.*

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

*The Board considers applications for support of new projects and negotiates terms and conditions for projects the Board accepts. The Agency has a fiduciary responsibility to ensure timely receipt and distribution of PILOT receipts. The Board monitors the job creation and retention commitments of approved projects and determines appropriate action if yearly commitments are not met.*

5. Has the Board acknowledged that they have read and understood the responses to each of these questions?

Yes

Reviewed and reaffirmed \_\_\_\_\_