

**CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY
NOTICE OF SPECIAL MEETING**

Please take notice that there will be a Special meeting of the City of Hudson's Industrial Development Agency to be held in person and via Zoom on June 22, 2022 at 4:00pm, at One Hudson City Centre, Suite 301, Hudson, NY 12534 in accordance with Public Officers Law Section 103-a. The meeting is open to the public, who will have the opportunity to attend the meeting in person at the One Hudson City Centre address or via Zoom and provide live comments.

Comments can also be provided via email before and during the meeting to mtucker@columbiaedc.com. Meeting packets are posted and available on the City of Hudson's website:

https://www.cityofhudson.org/board_and_committees/industrial_development_agency/index.php

Join Zoom Meeting:

<https://us06web.zoom.us/j/82902264950?pwd=em9oZFJiNWliTVl1RU9PQ3BxMDh1QT09>

Meeting ID: 829 0226 4950, Passcode: 663514, Dial by your location: 1 646 558 8656

Find your local number: <https://us06web.zoom.us/j/kDIPF8GNH>

The public will have an opportunity to hear the meeting live and provide comments via Zoom or in person. Please check the website on: https://www.cityofhudson.org/board_and_committees/industrial_development_agency/index.php for updated information. This meeting is being held to discuss the SEC 7 LLC project. The IDA reserves the option of discussing any other business which comes before the Board.

Dated: June 15, 2022

Richard Wallace

Secretary City of Hudson IDA

HIDA Board of Members Agenda

Members:

Heather S. Campbell	Theresa Joyner	Dominic Merante	Ryan Wallace
Kamal Johnson	Cheryl Kaszluga	Richard Wallace	

1. Minutes June 1, 2022*
2. Board Meeting Time Change*
3. SEC 7 LLC
 - Resolution SEC 7 LLC Negative Declaration*
 - Resolution SEC 7 LLC Approving*
4. Continued Discussion of Evaluation Criteria & Needed Policy Update
 - HIDA By-Laws
 - Video-Conference Policy*
 - Presentation by Ted DeBarbieri
 - i. Evaluation Criteria Proposed Framework
 - ii. Update Regarding Repurposing the Community Benefits Agreement
5. Community Benefits Agreement Sponsorship
6. Public Comments

Attachments:

Minutes June 1, 2022
Draft Resolution SEC 7 LLC Negative Declaration
Draft Resolution SEC 7 LLC Approving
HIDA By-Laws
Video-Conference Policy
Video-Conference Policy Resolution
Draft Evaluation Criteria Proposed Framework
Draft CBA Toolkit

*Requires Approval

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City of Hudson Industrial Development Agency
Minutes of Regular Meeting
Wednesday, June 1, 2022
1 Hudson City Centre, Suite 301, Hudson, NY

The regular meeting of the City of Hudson Industrial Development Agency full Board was conducted in person and via telephone and Zoom teleconferencing due to COVID-19 on June 1, 2022. The meeting was called to order by Chairman Ryan Wallace at 4 p.m.

HIDA MEMBERS	PRESENT	ABSENT
City Treasurer Heather Campbell	In Person	
Mayor Kamal Johnson	Via Zoom	
Planning Board Chair Theresa Joyner	Via Zoom	
City Assessor Cheryl Kaszluga		X
Majority Leader Dominic Merante	Via Zoom	
Community Member Richard Wallace	Via Zoom	
Minority Leader Ryan Wallace	In Person	

ALSO PRESENT:

Thomas DePietro	Common Council President
F. Michael Tucker	Columbia Economic Development Corp.
Lisa Drahushuk	Columbia Economic Development Corp.
Christine Chale	Rodenhausen, Chale & Polidoro, LLP
Linda L. Fenoff	Clerk

Minutes May 4, 2022:

Mayor Johnson made a motion to approve the minutes of the May 4, 2022 meeting and to place them on file. Ms. Campbell offered a second and the motion was approved by all members in attendance.

Videoconferencing Resolution:

Mr. Tucker said the first item to be addressed was a resolution to approve use of videoconferencing for meetings of the full board and its Audit, Finance and Governance committees. A videoconferencing policy would have to be adopted as well.

Ms. Chale said there were new provisions for holding meetings via videoconference, but for the time being the board could continue to operate under the executive order that provided flexibility during COVID. The board would have to operate under new statutory provisions unless the executive order was renewed. It was due to expire on June 14.

The rules in effect before COVID always said that boards could conduct a videoconference meeting, but had to notice the participation of the public at every place where board members were going to be present. For example, a member could be at Town Hall and another at the CEDC office, both of which are open to the public and Americans with Disabilities Act (ADA) accessible. "That would be fine under old rules. You can still do that, but the new provision says that you can also have people participating under what's called extraordinary circumstances, somewhat to be defined by board adoption of procedures which

would allow participation by somebody when the public could not attend with them, for example, if someone were ill and couldn't allow the public to be in a place where they could be," she said. "In that situation, a person could still participate in the meeting, but a quorum of people has to be present at one of the locations where the public can attend. Everybody has to be on video, there's no phones, there's no turning your video off if you're going to use these new procedures. You have to make sure that everybody can see one another and that the public can see you okay."

Ms. Chale said the draft videoconferencing policy was reflective of the requirements of the statute. "There's an attempt to try to define for you what are considered to be extraordinary circumstances." The board has to identify what it considers those to be and what the procedures would be. A public hearing must be conducted before adoption of the rules. If the executive order was not renewed and the board did not adopt rules, it would have to meet in person or follow the old rules for videoconferencing where the public knows, via a notice of the meeting, where they can go to attend in person with all board members.

Chairman Wallace said making sure everyone was on video was not necessarily fully ADA compliant, especially for people that use screen technologies to help interpret anything shown on the screen. He asked how the board could navigate that circumstance. He also said that the requirement to have a quorum in one place was an opportunity to consider holding the board's meetings an hour later.

Ms. Chale said the latter was completely up to the board in terms of ADA compliance. The people who set up the videoconference meetings are required to consider ADA accommodations, such as use of closed captioning. Many videoconferencing systems, such as Zoom, allow such, the host just needs to enable those features. "Beyond that it's always been the case, where you were in person or not in person, that if somebody required, for example, a hearing impaired interpreter that you would help them make arrangements for that and make that person available at the meeting if that were necessary." She said the board's public notices always state that people must indicate that special accommodations are needed so they can be made ahead of time. "That doesn't go away just because you're meeting virtually."

Mayor Johnson made a motion to conduct a public hearing on videoconferencing of meetings, which was seconded by Ms. Joyner and approved by all members in attendance in a roll call vote.

Administrative Director's Report:

Mr. Tucker said the Regional Economic Development Council kicked off the 2022 consolidated funding application process earlier in the day with a briefing on some of the new initiatives included.

There was no update on the 620 Hudson House LLC project. Representatives of the Depot District gave a presentation to the Historic Preservation Commission, but he had not update on those proceedings. He said the developers were still waiting for the state tax credit process to continue.

PBF Hudson LLC planned to begin construction in June. Mr. Tucker said attorneys for PBF Hudson and HIDA spoke in regards to some of the steps the developer had to take to begin the process under state sales tax regulations.

He had nothing new to report on Hudson Public, a hotel proposed by the Galvan Initiatives Foundation at the corner of Fourth and Warren streets. He said Galvan was aware of

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the HIDA's moratorium on approving hotel projects "and I think they want to get a better sense as to what the IDA's plan was so that they could respond or adapt."

Mr. Tucker said he was still waiting to hear from Plus Development Group, which purchased the former Elks Club on Union Street.

SEC 7 LLC, located at 7 Dock Street, plan a gut rehabilitation and expansion of the Town and Country market into a food processing project. SEC 7 estimated in an application a total cost of \$7.5 million and six to 10 jobs, including a full time/part time equivalent over the first two years. The \$4.5 million project would have debt of \$62,500. The applicant is seeking a sales tax exemption of \$350,000 and he equated \$2.3 million of construction and equipment subject to sales tax. Mr. Tucker said the applicant requested a payment in lieu of taxes (PILOT) estimated at \$360,000. An analysis based on an assessment of \$2.95 million, the PILOT would result in a tax savings of \$218,000 "significantly lower than what they asked for." If there was no project, based on current tax rates and the \$460,000 the project would generate, \$110,000 in taxes would result. The Proposed PILOT is \$692,000 so the increase would be almost \$600,000 with no project with respect to the benefit analysis. When the PILOT is spread amongst the three taxing jurisdictions—the county, city and Hudson City School District—the county would get about \$100,000 more in taxes if the project went forward and the two others would get more than \$100,000 each. "When you look at the analysis it does show that there is a positive benefit not only on the regional level of 1.5 percent, but the benefits to the city are 2.3 times the cost and 2.6 to the school district.

Environmental impact information was received. Mr. Tucker said the Planning Board normally would assume lead agency status, but the developer did not request a coordinated review, so the HIDA board would have to consider a State Environmental Quality Review Act (SEQRA) resolution. Followed by approval of a public hearing on the application.

Mayor Johnson made a motion to classify the project as an unlisted action under SEQRA and to conduct an uncoordinated review. Mr. Merante seconded the motion, which was approved in a roll call vote of all members in attendance. Ms. Joyner made a motion to schedule a public hearing on the application, which was seconded by Mr. Merante and approved in a roll call vote of all members in attendance.

Evaluation Criteria:

Ted DeBarbieri, an associate professor of law at Albany Law School and director of the Community Economic Development Clinic, gave a presentation on proposed evaluation criteria for projects that come before the HIDA. The checklist was developed after a series of public meetings regarding evaluation of community benefits resulting from projects seeking PILOT approval. Mr. DeBarbieri said the document incorporated features from checklists used in the City of Albany and Ulster and Clinton counties.

He said there were eight core requirements for projects—affordable housing, workforce training, a complete application, a "but for" requirement, green/resiliency in building, historic preservation, Planning Board approval and meets state/HIDA requirements.

The proposed document also contained two measures for project community commitments. The first was whether the applicant had considered the criteria evaluation and engaged the community in making its application. The other asked whether community commitments, such as equal employment opportunity workforce utilization, inclusionary housing and apprenticeship programs, had been considered.

The financial summary of the project application included the dollars to be returned to the tax base, total financial incentive requested, a breakdown of the request and exemption category (school, property, mortgage recording and sales taxes), categorization of the project (manufacturing, technology, education, etc.), the length of the PILOT agreement, per year PILOT payment and total PILOT payments to be made.

The largest section, the scale evaluation criteria, gave board members the opportunity to rank a project. The first column listed the number of points per criteria, the second asked for the projected new permanent full time jobs to be created or retained (from five to nine up to 100 plus) and the third was for projected wages (all jobs over living wage, over living wage and 25 percent of full time equivalent workers earn over 150 percent of living wage plus benefits and over living wage and 25 percent of full time equivalent workers earn between 150 percent and 200 percent of living wage and 25 percent full time equivalents earn over 200 percent of living wage plus benefits).

The fourth column addressed workforce investment (whether the applicant considered workforce training and the need to recruit local workers in its project plan, additional investment, required educational and credential assistance with developing approved state apprenticeship program/community college degree program and whether workforce housing was included in the project plan). Environmental sustainability for the community was addressed by asking board members to consider use of industrial sites, energy efficient technology or significant renewable energy use. Lastly, the checklist included the creativity of the project (whether it considered community needs for goods and services, if it increased diversity of services or goods offered in the city and county, whether the development was in an economically depressed area and if lease agreements prioritized businesses that served the neighborhood, if commercial space was aligned with tenant strategy that promoted minority and women-owned business, local and small businesses, or was entrepreneurial, arts or culture-based).

The maximum score for the scale portion was 14 based on the five categories.

Mr. DeBarbieri said the document was a draft and feedback and discussion were welcome. Chairman Wallace pre-empted what he said might be questioned by Ms. Chale: "How are we considering affordable housing, green and resiliency, workforce training and historic preservation in there? What we're looking to do is expand the application process to have the applicant actually discuss, in writing, how they've considered the issue and its impact on the city right now. Those are probably the four most pressing areas that end up coming about through multiple iterations and outside of what the IDA itself does and often end up coming up in the eleventh hour. We want to start getting ahead of that by making sure that they can be identified and addressed well in advance of the process so it's not a yes or no category, but it needs to be part of the consideration process."

Chairman Wallace also wanted to further discuss a potential scoring system for the core requirements. He wondered whether they would be assigned one point for each requirement or whether they just served as reminders to evaluators to ensure that they were looking at everything on one page. "We don't have the pass or fail number on this because it's an evaluation rubric, it is not a scorecard in that aspect, but it does leave the doorway open for the project's community commitments."

He said it was a critical measure that would alter the way applications were written and submitted. "It gives an opportunity for us to actually have people pause and think about these other impacts that are important to our community."

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Ms. Chale said that as the document was refined, the board had to make sure that each of the provisions required statutorily to be taken into account and evaluated were incorporated.

"A lot of work went into getting this here so I want to make sure that we get this as crisp as possible," Chairman Wallace said. The board decided to further study and evaluate the proposal before taking any action on it.

Community Benefits Agreement:

Mr. DeBarbieri presented a model community benefits agreement used by Cincinnati. Chairman Wallace was still trying to find out if permission was needed to repurpose the document. Once received it could be crafted so the content was more applicable to Hudson. He said he intended to ask the board for funds to do so.

Public Comment:

Chairman Wallace opened the floor for public comment. There being none, Mayor Johnson made a motion to adjourn the meeting at 4:44 p.m., which was seconded by Ms. Joyner and approved by all members in attendance.

Respectfully Submitted by Linda L. Fenoff

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RESOLUTION
(SEC 7 LLC – Hudson Foods)

A regular meeting of the City of Hudson Industrial Development Agency was convened in public session at One Hudson City Center, Suite 301, Hudson, NY [and via videoconference and/or teleconference pursuant to NYS Laws of 2022, Chapter 1, and Executive Order 11, as amended,] on June __, 2022 at 4:00 p.m., local time. A live transmission was available to the public as described in the notice of meeting attached hereto. The meeting was recorded and a full transcript is required to be prepared to the extent required by law.

The meeting was called to order by _____, and, upon roll being called, the following members were (Note: Where members are marked Present, specify whether In Person at the conference room of the Columbia County Industrial Development Agency at One Hudson City Centre, Suite 301, Hudson, NY 12534-2354, or via Videoconference, or via Teleconference):

	Present	Absent
Chair Ryan Wallace		
Vice-Chair Kamal Johnson		
Treasurer Heather Campbell		
Secretary Richard Wallace		
Member Theresa Joyner		
Member Cheryl Kaszuga		
Member Dominic Merante		

THE FOLLOWING PERSONS WERE ALSO PRESENT via videoconference or teleconference:

Michael Tucker, President/CEO CEDC
Lisa Draushuk, Administrative Supervisor
Christine M. Chale, Agency Counsel

On a motion made by _____ and seconded by _____, the following resolution was placed before the members of the City of Hudson Industrial Development Agency:

Resolution No. 2022 - ____

RESOLUTION OF THE CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY APPROVING A NEGATIVE DECLARATION WITH RESPECT TO A CERTAIN PROJECT PROPOSED BY SEC 7 LLC AT 7 DOCK STREET

WHEREAS, SEC 7 LLC, a New York limited liability company (the “Company”), has presented a verified application on file with the **CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called “Agency”) requesting the Agency’s assistance with a proposed project (the “Project”) consisting of the reconstruction, renovation and equipment of an existing processing plant totaling approximately 11,050 square feet and the construction of a new freezer facility totaling approximately 10,000 square feet for use as a

USDA food manufacturing plant and frozen food storage and distribution center (the "Project") consisting of (A) the acquisition by the Agency of title to or a leasehold (or other) interest in an approximately 2.59 acre site with existing improvements at 7 Dock Street, Hudson, New York, Tax ID 109.8-1-65 (the "Land"); (B) the reconstruction and renovation of an existing processing plant; (C) the construction of an approximately 10,000 square foot freezer facility (subsections (B) and (C) collectively the "Improvements"); and (D) the acquisition of and installation in and around the Improvements of certain machinery, equipment and other items of tangible personal property (the "Equipment" and, collectively with the Land, and the Improvements, the "Facility"), with an estimated total cost of \$7,500,000 ("Project Costs"); and

WHEREAS, the applicant has submitted a Short Environmental Assessment Form ("EAF") dated June 1, 2022, pursuant to the State Environmental Quality Review Act ("SEQRA"); and

WHEREAS, on June 1, 2022, the Agency classified the Project as an Unlisted action under SEQRA pursuant to 6 NYCRR §§ 617.4 and 617.5 and determined to conduct an uncoordinated review; and

WHEREAS, the Agency has reviewed the EAF and all available information concerning the potential impacts of the Project, has found that the Agency has sufficient information on which to base a determination of significance, and the Agency has considered the criteria contained in 6 NYCRR 617.7 and thoroughly analyzed all identified relevant areas of environmental concern;

NOW, THEREFORE, BE IT RESOLVE BY THE MEMBERS OF THE CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY **that the Agency hereby adopts a negative declaration for the Project, finding that the Project as proposed will not result in any significant adverse environmental impacts and that a Draft Environmental Impact Statement will not be prepared.**

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

	YES	NO	ABSTAIN	ABSENT
Chair Ryan Wallace				
Vice-Chair Kamal Johnson				
Treasurer Heather Campbell				
Secretary Richard Wallace				
Member Theresa Joyner				
Member Cheryl Kaszlug				
Member Dominic Merante				

The Resolution was thereupon duly adopted.

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

I, the undersigned Secretary of the 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 June __, 2022, including the Resolution contained therein entitled:

RESOLUTION OF THE CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY APPROVING A NEGATIVE DECLARATION WITH RESPECT TO A CERTAIN PROJECT PROPOSED BY SEC 7 LLC AT 7 DOCK STREET

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 such proceedings of the Agency and of such Resolution set forth therein 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 respect duly held; (C) said meeting was open to the general public, and due notice of the time and place of said meeting was duly 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 June, 2022.

Secretary

CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY

RESOLUTION

(SEC 7 LLC—Hudson Foods Project)

A regular meeting of the City of Hudson Industrial Development Agency was convened in public session at One Hudson City Center, Suite 301, Hudson, NY 12534 [and via videoconference and/or teleconference pursuant to NYS Laws of 2022, Chapter 1, and Executive Order 11, as amended,] on June __, 2022 at 4:00 p.m., local time. A live transmission was available to the public as described in the notice of meeting attached hereto. The meeting was recorded and a full transcript is required to be prepared to the extent required by law.

The meeting was called to order by _____, and, upon roll being called, the following members were (Note: Where members are marked Present, specify whether In Person at the conference room of the Columbia County Industrial Development Agency at One Hudson City Center, Suite 301, Hudson, NY 12534, or via Videoconference, or via Teleconference):

	Present	Absent
Chair Ryan Wallace		
Vice Chair Kamal Johnson		
Treasurer Heather Campbell		
Secretary Richard Wallace		
Member Theresa Joyner		
Member Cheryl Kaszluga		
Member Dominic Merante		

THE FOLLOWING PERSONS WERE ALSO PRESENT via videoconference or teleconference:

- Michael Tucker, President/CEO CEDC
- Lisa Drahushuk, Administrative Supervisor
- Christine M. Chale, Agency Counsel

On a motion made by _____ and seconded by _____, the following resolution was placed before the members of the City of Hudson Industrial Development Agency:

Resolution No. 2022-_____

RESOLUTION OF THE CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY MAKING CERTAIN FINDINGS REQUIRED UNDER ARTICLE 18-A OF THE GENERAL MUNICIPAL LAW WITH RESPECT TO A PROPOSED PROJECT LOCATED AT 7 DOCK

STREET, HUDSON, NEW YORK; AUTHORIZING THE EXECUTION OF CERTAIN AGREEMENTS WITH SEC 7 LLC (“COMPANY”); AND AUTHORIZING THE PROVISION OF FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND COMPENSATING USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE UNDERTAKING OF THE PROJECT, (B) AN EXEMPTION FROM MORTGAGE RECORDING TAXES, AND (C) A PARTIAL REAL PROPERTY TAX ABATEMENT THROUGH A PILOT AGREEMENT

WHEREAS, the City of Hudson Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Title 1 of Article 18-A of the General Municipal Law, as amended (the “Enabling Act”) and Chapter 677 of the Laws of 1975 of New York, as amended, constituting Section 902-b of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, and commercial facilities, and the Agency has the power to acquire, construct, reconstruct, lease, improve, maintain, equip or furnish one or more projects, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, pursuant to an application by SEC 7 LLC (“Company”) for financial assistance, the Agency previously adopted its preliminary resolution dated June 1, 2022 (the “Preliminary Resolution”) with respect to a project described therein; and

WHEREAS, the Company has presented a verified application on file with the Agency dated April 27, 2022, as amended June 1, 2022 (the “Application”) requesting the Agency’s assistance with the reconstruction, renovation and equipment of an existing processing plant totaling approximately 11,050 square feet and the construction of a new freezer facility totaling approximately 10,000 square feet for use as a USDA food manufacturing plant and frozen food storage and distribution center (the “Project”) consisting of (A) the acquisition by the Agency of title to or a leasehold (or other) interest in an approximately 2.59 acre site with existing improvements at 7 Dock Street, Hudson, New York, Tax ID 109.8-1-65 (the “Land”); (B) the reconstruction and renovation of an existing processing plant; (C) the construction of an approximately 10,000 square foot freezer facility (subsections (B) and (C) collectively the “Improvements”); and (D) the acquisition of and installation in and around the Improvements of certain machinery, equipment and other items of tangible personal property (the “Equipment” and, collectively with the Land, and the Improvements, the “Facility”), with an estimated total cost of \$7,500,000 (“Project Costs”); and

WHEREAS, it is proposed that the Agency will (i) negotiate and enter into a deed or lease agreement (the “Conveyance”) and related leaseback agreement (the “Lease Agreement”) pursuant to which the Agency will retain a leasehold interest in the Land, the Improvements, the Equipment and personal property constituting the Facility; and (ii) provide financial assistance to the Company in the form of certain benefits, exemptions and other financial assistance consisting

of: (a) an exemption from all New York State and local sales and compensating use taxes for purchases and rentals related to the Project with respect to the qualifying personal property included in or incorporated into the Facility or used in the acquisition, renovation, construction or installation of the Facility; (b) an exemption from mortgage recording tax; and (c) a partial real property tax abatement through a PILOT agreement (collectively, the sales and use tax exemption benefit, the mortgage recording tax benefit and the real property tax benefit are hereinafter collectively referred to as the “Financial Assistance”); and

WHEREAS, based on the Application (i) the Maximum Materials Cost portion of the Project eligible for sales tax exemption is proposed to be the amount of \$4,375,000; and (ii) the Maximum Mortgage Amount is estimated to be \$5,000,000; and (iii) based on the estimated mortgage amount the Maximum Mortgage Tax exemption amount is \$62,500; and (iv) based on the Maximum Materials Cost the Maximum Sales and Compensating Use Tax Exemption is \$350,000; and

WHEREAS, Company has proposed that the Company would make payments in lieu of real property taxes with respect to the Facility, including any portion assessable as real property pursuant to the New York Real Property Tax Law, according to a schedule that would deviate from the Agency’s adopted Uniform Tax Exemption Policy in that it would provide for a PILOT payment based on a fixed amount per year for a 10 year period commencing in the first year following the year of construction completion with full taxes on the entire property to commence in the 10th year, as set forth at Exhibit I attached hereto; and

WHEREAS, the Company has represented that the Project does not constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost; and

WHEREAS, the Company has certified under penalty of perjury that it is in substantial compliance with all local, state and federal tax, worker protection and environmental laws, rules and regulations; and

WHEREAS, pursuant to the authorization contained in the Preliminary Resolution, the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on or before June 3, 2022 to the chief executive officers of the county and of each city, town, village and school district in which the Facility is to be located, (B) caused notice of the Public Hearing to be posted on or before June 3, 2022 on the Agency’s website, (C) caused notice of the Public Hearing to be published on June 4, 2022 in The Register Star, a newspaper of general circulation available to the residents of the City of Hudson, and (D) caused the Public Hearing to be conducted by its Chair on June 15, 2022 at 4 p.m. at the offices of CEDC, One Hudson City Centre, Suite 301, Hudson, NY, 12534; and

WHEREAS, interested parties were provided a reasonable opportunity, both orally and in writing, to present their views, the members of the Agency Board attended the hearing or were provided with a record of the same, and copies of all written comments were provided to the members; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), by resolution adopted by the members of the Agency in an uncoordinated review, the Agency determined that the Project will not have a significant adverse impact on the environment and issued a negative declaration on June 15, 2022 (“IDA SEQR Findings”); and

WHEREAS, to aid the Agency in determining whether the Project qualifies for Financial Assistance as a commercial project within the meaning of the Act, the Agency has reviewed the following (collectively, the “Project Qualification Documents”): (A) the Application; (B) a written cost-benefit analysis of economic and fiscal impacts dated May 31, 2022, prepared by CEDC using an MRB Group tool, that identifies the extent to which the proposed Project will create or retain permanent, private sector jobs; the estimated value of any tax exemptions to be provided; the extent to which the proposed Project will provide additional sources of revenue for municipalities and school districts; and any other public benefits that might occur as a result of the Project (“Cost Benefit Analysis”); (C) the factors set forth in the Agency’s Uniform Tax Exemption Policy; (D) a notice to affected taxing jurisdictions dated June 3, 2022 signed by the Chair; and (E) representations by the Company that (i) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in the City of Hudson, New York and (ii) the completion of the Project will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Facility, from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of the Company or of any proposed occupant of the Facility located in the State of New York; and

WHEREAS, the Agency has given due consideration to the Project Qualification Documents and comments received at the Public Hearing, including written comments submitted; and

WHEREAS, the Agency has considered the policy, purposes and requirements of the General Municipal Law of the State in making its determinations regarding the Project and the approval and authorization of certain Financial Assistance sought by the Company; and

WHEREAS, the Agency determined within the Preliminary Resolution that the proposed PILOT Agreement will deviate from the Agency’s Uniform Tax Exemption Policy (the “Policy”) and authorized the issuance of deviation notices to the Affected Taxing Jurisdictions wherein representatives of each have been invited to present their views regarding the Project and proposed deviation at the public hearing; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described herein, the Agency proposes to enter into the following documents: (i) a Company Lease Agreement from the Company to the Agency, and a memorandum of such Company Lease Agreement; (ii) a Lease Agreement from the Agency to the Company, and a memorandum of such Lease Agreement, and pursuant to the Company Lease Agreement and Lease Agreement the Agency will obtain and lease to the Company a leasehold interest in the

Land, the Improvements, the Equipment and personal property constituting the Facility; (iii) the Agency Project Agreement between the Agency and the Company providing for Financial Assistance to be available to the Project in the form of an exemption from all New York State and local sales and compensating use taxes with respect to the qualifying personal property included in or incorporated into the Facility or used in the acquisition, renovation, construction or installation of the Facility, an exemption from mortgage recording taxes to the extent permitted by law, and a partial real property tax abatement through a PILOT agreement; (iv) an Environmental Compliance and Indemnity Agreement between the Company and the Agency; (v) an Agent Agreement between the Agency and the Company providing procedures for the sales tax Financial Assistance for construction purposes; (vi) such sales tax reports and mortgage tax affidavits as referred to in or required by the Agency Project Agreement and the Agent Agreement; and (vii) a PILOT Agreement between the Agency and the Company providing for payments in lieu of taxes with respect to the Project consistent with this resolution (collectively the "Agency Documents"); and

WHEREAS, such Agency Project Agreement will be based on the Agency's approved form of Uniform Project Agreement except as set forth herein with respect to the terms and conditions of the Financial Assistance, including without limitation the Special Project Conditions, the recapture schedule, and the PILOT payments as set forth at Exhibit I attached hereto; and

WHEREAS, having complied with the requirements of SEQRA and Section 859-a of the Act with respect to the Project, the Agency now desires to make its findings with respect to the Project and its final determination whether to proceed with the Project;

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

Section 1. Based upon an examination of the Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

- A. The Project is located within the City of Hudson.
- B. The City of Hudson, NY is located 120 miles from New York Harbor on the Hudson River, with a 2020 census population of 5,894 people and 2,606 households. Population declines since the late 20th century is attributable to demographic trends in which retirees, young couples, childless couples, singles, and weekenders have been gradually replacing larger families in the city. The median income for a household in the city was \$39,292. The per capita income for the city was \$24,341. About 23.4% of the population was below the poverty line.
- C. The Project is expected to initially create approximately 6 full-time equivalent jobs and 2 part-time equivalent jobs in the first year of operation, increasing to approximately 8 full-time equivalent and 2 part-time equivalent jobs in the subsequent years, with additional construction jobs and other indirect impacts.

- D. An economic and fiscal impact study prepared by MRB Group found the estimated value of the tax exemptions sought by the project is approximately \$631,357, comprised of the following exemptions: approximately \$350,000 for N.Y. Sales and Compensating Use Taxes; approximately \$62,500 for Mortgage Recording Taxes; and approximately \$218,857 for Real Property Taxes.
- E. An 11-year PILOT agreement is proposed with PILOT payments totaling \$692,644.
- F. There is expected to be approximately \$7,500,000 in private sector investment in the Project.
- G. The Project is likely to be accomplished in a timely fashion with construction expected to be completed by December 2022.
- H. According to the Cost Benefit Analysis, the Project is expected to provide \$1.52 of benefits to the region for every \$1 of Financial Assistance.
- I. The Company has proposed that the Project would not be feasible without the requested Financial Assistance.
- J. The Project will provide fiscal benefits exceeding the costs of the Financial Assistance.

Section 2. Based upon the foregoing review of the Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following determinations with respect to the Project:

- A. By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act, and the Agency has the authority to take all actions contemplated herein under the Act.
- B. The acquisition, renovation, construction, and installation of the Facility constitutes a "project", as such term is defined in the Act and further constitutes a commercial project.
- C. The Project does not constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost. The Project will not result in the removal of a commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State.
- D. The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in the City, and otherwise furthering the purposes of the Agency as set forth in the Act.

- E. The completion of the Project will have a positive impact upon the creation, retention and expansion of employment opportunities in the City of Hudson and in the State of New York, the completion of the Project will assist in promoting employment opportunities and assist in preventing economic deterioration in the City of Hudson, County of Columbia and State of New York, and the undertaking of the Project will serve the public purposes of the Act by increasing the overall number of permanent private sector jobs in the State of New York.
- F. The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in this Resolution, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of the City of Hudson, New York and the State of New York and prevent the economic deterioration and blight of the City of Hudson, and improve the standard of living for the City's inhabitants, and thereby serve the public purposes of the Act.
- G. It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, renovating, constructing, and installing the Facility.
- H. The execution of the Agency Documents (i) is necessary in order for the Project to be financially feasible; (ii) will result in substantial capital investment; and (iii) is in the best interests of the residents of the City of Hudson.

Section 3. Having considered fully all comments received at the public hearing, and based upon the findings contained herein, the Agency hereby determines to proceed with the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, with such specific terms and conditions as approved by this Resolution of the Agency. The provisions of Subdivision 3 of Section 875 of the Act regarding Financial Assistance reporting and recapture are incorporated herein and such provisions shall be incorporated in the Agency Documents substantially as provided in the Application and the Agency's Uniform Project Agency Agreement as set forth herein, including without limitation the Special Project Conditions, the recapture schedule, and the PILOT payments as set forth at Exhibit I attached hereto.

Section 4. Subject to the Company executing the Agency Documents and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, renovation, construction and installation of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, renovate, construct and install the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf.

Section 5. The Chair, Vice Chair or the Treasurer of the Agency is further authorized, on behalf of the Agency, and to the extent necessary, to execute and deliver all documents reasonably contemplated by this Resolution and the Agency Documents upon such terms as shall be

consistent with this resolution and satisfactory to the Agency's counsel and the officer executing such document and, where appropriate, the Secretary or other officer of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chair, Vice Chair or the Treasurer of the Agency shall approve, the execution thereof by the Chair, Vice Chair or the Treasurer of the Agency to constitute conclusive evidence of such approval. To the extent required by the Project lenders, the interests of the Agency pursuant to the Lease, excluding the Unassigned Rights, may be subordinate to a mortgage providing for costs of the Project, provided, however, that the rental payments under the Lease Agreement shall include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project.

Section 6. The members, officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 7. No covenant, stipulation, obligation or agreement contained in this Resolution or the documents as herein authorized shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in their individual capacity and neither the members of the Agency nor any officer executing such amendments or documents shall be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof, and no such covenant, stipulation, obligation, agreement or document shall constitute or give rise to an obligation of the State of New York or the City and neither the State of New York nor the City shall be liable thereon.

Section 8. This Resolution shall take effect immediately.

EXHIBIT I

Special Project Conditions
Hudson Foods Project

- A. Use. The Project shall be used solely as a USDA food manufacturing plant and frozen food storage and distribution center as follows:

Reconstruction, renovation and equipment of an approximately 11,050 square foot existing processing plant and the construction and equipment of an approximately 10,000 square foot freezer facility building (collectively the "Building").

- B. PILOT Schedule

1. 10-year PILOT agreement with PILOT payments as follows:

Year 1 \$37,500
Year 2 \$42,000
Year 3 \$46,750
Year 4 \$51,750
Year 5 \$56,750
Year 6 \$62,000
Year 7 \$67,500
Year 8 \$73,000
Year 9 \$80,000
Year 10 \$85,000
Year 11 \$ 100% of assessed value/actual tax rates

2. PILOT Term: Year 1 commences following the Base Period described below. For convenience the Agency may bill PILOT payments annually or semiannually on a date established by the Agency and may bill a first and last partial year PILOT payment for year 1 and year 10.
3. Base Period. Project Facility will not be entitled to tax exempt status on the rolls of any Taxing Jurisdiction until the first tax year of such Taxing Jurisdiction following the tax status date of such Taxing Jurisdiction occurring subsequent to the date upon which the Agency becomes the owner of record of such leasehold interest in the Facility and the required real property tax exemption forms are filed by the Company with the applicable assessors. The Company will be required to pay all taxes and assessments lawfully levied and/or assessed against the Project Facility until the Project Facility is entitled to exempt status on the tax rolls of the respective Taxing Jurisdictions. From the effective date of exemption until the earlier of the Completion Date or Completion Deadline, the Project will make payments to the Agency in the amount equal to full taxes which would otherwise be applicable in the absence of the PILOT Agreement.

4. In no event shall the amount payable in each year be less than the taxes payable with respect to the land and existing improvements prior to the date of the Approving Resolution.

C. Recapture

1. Completion Deadline: 12 months from date of Agency Project Agreement.
2. Employment Level: At least 7 permanent FTE within 6 months following Completion Date and 10 permanent FTE within 18 months following the Completion Date continuing for term of PILOT.
3. Recapture Events: "Recapture Events" shall mean the following:

(1) failure to complete the acquisition, construction, and installation of the Project Facility by the Completion Deadline;

(2) failure by the Company to meet at least eighty percent (80%) of the Employment Level requirements contained in Section 3.02(E) of the Agency Project Agreement and in the Application;

(3) liquidation of substantially all of the Company's operating assets and/or cessation of substantially all of the Company's operations;

(4) relocation of all or substantially all of Company's operations at the Project Facility to another site, or the sale, lease or other disposition of all or substantially all of the Project Facility;

(5) transfer of jobs equal to at least fifteen percent (15%) of the Company's Employment Level out of City of Hudson, New York;

(6) failure by the Company to comply with the annual reporting requirements or to provide the Agency with requested information;

(7) sublease of all or part of the Project Facility in violation of the Basic Documents;

(8) a change in the use of the Project Facility, other than as a USDA food manufacturing plant and frozen food storage and distribution center meeting the conditions set forth at Exhibit I and other directly and indirectly related uses; or

(9) failure by the Company to make an actual investment in the Project by the Completion Deadline equal to or exceeding 80% of the Total Project Costs as set forth in the Application.

4. Recapture Schedule

Year	Amount of Recapture
Period from the Dated Date of the Agency Project Agreement until the earlier of the Completion Deadline or the Completion Date ("Base Period")	100% of the Project Financial Assistance
Base Period + 1 year	90% of the Project Financial Assistance

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Base Period +2 years	80% of the Project Financial Assistance
Base Period + 3 years	70% of the Project Financial Assistance
Base Period + 4 years	60% of the Project Financial Assistance
Base Period + 5 years	50% of the Project Financial Assistance
Base Period + 6 years	40% of the Project Financial Assistance
Base Period + 7 years	30% of the Project Financial Assistance
Base Period + 8 years	20% of the Project Financial Assistance
Base Period + 9 years	10% of the Project Financial Assistance
Base Period + 10 years and thereafter	0% of the Project Financial Assistance

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

	YES	NO	ABSTAIN	ABSENT
Chair Ryan Wallace				
Vice-Chair Kamal Johnson				
Treasurer Heather Campbell				
Secretary Richard Wallace				
Member Theresa Joyner				
Member Cheryl Kaszluga				
Member Dominic Merante				

The Resolution was thereupon duly adopted.

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STATE OF NEW YORK)

) SS:

COUNTY OF COLUMBIA)

I, the undersigned Secretary of the 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, including the Resolution contained therein, held on June __, 2022, entitled

RESOLUTION OF THE CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY MAKING CERTAIN FINDINGS REQUIRED UNDER ARTICLE 18-A OF THE GENERAL MUNICIPAL LAW WITH RESPECT TO A PROPOSED PROJECT LOCATED AT 7 DOCK STREET, HUDSON, NEW YORK; AUTHORIZING THE EXECUTION OF CERTAIN AGREEMENTS WITH SEC 7 LLC ("COMPANY"); AND AUTHORIZING THE PROVISION OF FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND COMPENSATING USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE UNDERTAKING OF THE PROJECT, (B) AN EXEMPTION FROM MORTGAGE RECORDING TAXES, AND (C) A PARTIAL REAL PROPERTY TAX ABATEMENT THROUGH A PILOT AGREEMENT

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 such proceedings of the Agency and of such Resolution set forth therein 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 respect duly held; (C) said meeting was open to the general public, and due notice of the time and place of said meeting was duly 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 June, 2022.

Secretary

HIDA
REGULAR MEETING

-2-

9/18/71

RESOLUTION NO. I

RESOLVED, that the attached By-Laws, made a part hereof be and hereby are, approved.

BYLAWS OF
CITY OF HUDSON INDUSTRIAL DEVELOPMENT
AGENCY

ARTICLE I

THE AGENCY

Section 1. Name. The name of the Agency shall be City of Hudson Industrial Development Agency.

Section 2. Seal of Agency. The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of Agency. The office of the Agency shall be at 32 Warren Street in the City of Hudson, New York, but the Agency may have other offices at such other places as the Agency may from time to time designate by resolution.

ARTICLE II

OFFICERS

Section 1. Officers. The officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, an Assistant Secretary and an Assistant Treasurer. Any two or more offices, except the office of Chairman and Secretary, may be held by the same person.

Section 2. Chairman. The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairman shall execute all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Agency.

Section 3. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Agency shall appoint a new Chairman.

Section 4. Secretary. The Secretary shall keep the records of the Agency, shall act as secretary of the meeting of the Agency and record all votes, and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his office. He shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all contracts and other

instruments authorized to be executed by the Agency.

Section 5. Assistant Secretary. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary; and in case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as the Agency shall appoint a new Secretary.

Section 6. Treasurer. The Treasurer shall have the care and custody of all funds of the Agency and shall deposit the same in the name of the Agency in such bank or banks as the Agency may select. Except as otherwise authorized by resolution of the Agency, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be countersigned by the Chairman. The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting an account of his transactions and also of the financial condition of the Agency. He shall give such bond for the faithful performance of his duties as the Agency may determine.

Section 7. Assistant Treasurer. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer; and in the case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Agency shall appoint a new Treasurer. He shall give such bond for the faithful performance of his duties as the Agency may determine.

Section 8. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be authorized by resolution of the Agency or be required by the Agency, by the by-laws of the Agency, or by the rules and regulations of the Agency.

Section 9. Appointment of Officers. All officers of the Agency except the first Chairman shall be appointed at the annual meeting of the Agency from among the members of the Agency, and shall hold office for one year or until the successors are appointed.

Section 10. Vacancies. Should any office become vacant, the Agency shall appoint a successor from among its membership at the next regular meeting and such appointment shall be for the unexpired term of said office.

Section 11. Administrative Director. An Administrative Director shall be appointed by the Agency, and shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. He shall be charged with the management of all projects of the Agency.

Section 12. Additional Personnel. The Agency may from

time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

ARTICLE III
MEETINGS

Section 1. Annual Meeting. The annual meeting of the Agency shall be held on the third Thursday of September at 8:30 P.M., at the regular meeting place of the Agency. In the event such day shall fall on Saturday, Sunday or legal holiday, the annual meeting shall be held on the next succeeding day that is not a Saturday, Sunday or legal holiday.

Section 2. Regular Meetings. Regular meetings of the Agency may be held at such times and places as from time to time may be determined by Resolution of the Agency.

Section 3. Special Meetings. The Chairman of the Agency may, when he deems it desirable, and shall, upon the written request of two members of the Agency call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Agency or may be mailed to the business or home address of each member of the Agency at least two days prior to the date of such special meeting. Waivers of notice may be signed by any members failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all the members of the Agency are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 4. Quorum. At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

Section 5. Order of Business. At the regular meetings of the Agency, the following shall be the order of business:

1. Roll Call
2. Reading and approval of the minutes of the previous meeting
3. Bills and communications
4. Report of Treasurer
5. Reports of Committees
6. Unfinished business
7. New business
8. Adjournment

All resolutions shall be in writing and shall be copied in or attached to a journal of proceedings of the Agency.

Section 6. Manner of Voting. The voting on all questions coming before the Agency shall be by roll call, and the yeas and nays shall be entered in the minutes of such meeting, except in the case of appointments when the vote may be by ballot.

ARTICLE IV

AMENDMENTS

Section 1. Amendments to By-Laws. The by-laws of the Agency shall be amended only with the approval of at least a majority of all the members of the Agency at a regular or special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Agency.

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CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY

Videoconferencing Meeting Policy

Approved _____, 2022

Members of the City of Hudson Industrial Development Agency (HIDA) Board, the Audit Committee, Governance Committee, or Finance Committee of the HIDA may participate in a meeting by using videoconferencing technology in compliance with this policy. This policy may be amended from time to time by resolution of the HIDA Board. This policy shall be posted on the HIDA's website.

Location or Locations of Board Attendance. At least a quorum of the members of the board or committee must participate from (i) HIDA's administrative office, currently the offices of Columbia Economic Development Corporation (CEDC) at One Hudson City Center, Suite 301, Hudson, NY, or (ii) any other location or locations open to the public in facilities that permit barrier-free physical access to the physically handicapped in compliance with the OML (each a "Meeting Location"). A Meeting Location shall be within the US. For example, a meeting may be held via videoconference when a quorum of the members of the HIDA Board are physically present at the HIDA administrative office and the public is allowed to attend at that Meeting Location or a quorum of members of the HIDA Board are participating via videoconference but from different locations such as the Hudson Library, or County office building and the public is allowed to be physically present at each of those Meeting Locations.

Extraordinary Circumstances Videoconference Participation. Members of the board or committee must be physically present at one of the Meeting Locations at which the public can attend in person unless the member is unable to be physically present due to extraordinary circumstances, which include disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event which precludes the member's physical attendance at such meeting. Such significant or unexpected factor may include vacation periods or periods when a member is working away from their residence in the City, not exceeding four weeks in a calendar year, or when a member is unable to attend at a Meeting Location as a result of unexpected travel difficulties. The member who is unable to attend at a Meeting Location will notify the HIDA Board Chair and copy CEDC staff as soon as practicable that they are unable to attend for a reason that constitutes such extraordinary circumstance.

Public participation. If a meeting is to be held via videoconference, the meeting notice posted on the website will either include the link 24 hours before the meeting or will inform the public as to where to send the request for the videoconference link.

Notice of Meetings. If the Board or Committee uses videoconferencing to conduct a meeting, the public notice for the meeting must inform the public that videoconferencing will be used and must include directions for how the public can view and/or participate in such meeting via

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videoconference. The notice also must include the Meeting Location or Meeting Locations where the quorum of the body will be located. Notices are to be published on the HIDA website, together with proposed resolutions and public materials to be discussed, at least 24 hours prior to the meeting to the extent practicable.

The Board or Committee may direct the CEDC staff to include notice of videoconferencing for a meeting with specific Meeting Locations, or the Chair may determine from time to time that videoconferencing will be used for a particular meeting or meetings and the Meeting Locations to be included in the notice.

Minutes and Record. Except in the case of executive sessions, the Board or Committee shall ensure that members can be heard, seen and identified, while the meeting is being conducted, including but not limited to any motions, proposals, resolutions, and any other matter formally discussed or voted upon. Minutes of a meeting held via videoconferencing must identify members of the Board or Committee who participated via videoconference. Minutes shall be made available consistent with the provisions of OML Section 106, which requires that minutes must be made available within one week of executive session and two weeks of a regular meeting. A transcription of the meeting, which may be prepared using the automatic transcription available through the videoconferencing technology, need only be done upon request.

Website Posting. A recording of the meeting must be posted or linked to the HIDA website within five business days of the meeting. The records of meeting shall remain so posted or linked for a period of 5 years from the date of the meeting.

Technology. Videoconferencing will use the system subscribed by the CEDC administrative office, currently Zoom. All login credentials to access records of meetings will be provided to the Chair and Secretary of the Board. The videoconferencing technology should allow participants with disabilities to participate in a manner consistent with the American with Disabilities Act. Staff and committees not listed above may use videoconferencing or teleconferencing and are not subject to these procedures, except that any subscription paid for by HIDA will have credentials on file with the Chair and Secretary of the Board.

Emergencies. If the governor, county, or town declares a state of emergency pursuant to Executive Law § 24, members of a public body are permitted to videoconference from locations that are not accessible to the public for the duration of the state of emergency to the extent determined necessary by the public body.

Continuation of COVID emergency: Public bodies may continue to conduct meetings following the remote meeting procedure that was authorized pursuant to Executive Order 11 and Chapter 1 of the Laws of 2022 during the COVID pandemic.

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CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY

RESOLUTION

(Videoconferencing Meeting Policy)

A regular meeting of the City of Hudson Industrial Development Agency was convened in public session at One Hudson City Center, Suite 301, Hudson, NY [and via videoconference and/or teleconference pursuant to NYS Laws of 2022, Chapter 1, and Executive Order 11, as amended,] on June __, 2022 at 4:00 p.m., local time. A live transmission was available to the public as described in the notice of meeting attached hereto. The meeting was recorded and a full transcript is required to be prepared to the extent required by such Executive Order.

The meeting was called to order by _____, and, upon roll being called, the following members were (Note: Where members are marked Present, specify whether In Person at the conference room of the Columbia County Industrial Development Agency at One Hudson City Center, Suite 301, Hudson, NY 12534, or via Videoconference, or via Teleconference):

	Present	Absent
Chair Ryan Wallace		
Vice Chair Kamal Johnson		
Treasurer Heather Campbell		
Secretary Richard Wallace		
Member Theresa Joyner		
Member Cheryl Kaszluga		
Member Dominic Merante		

THE FOLLOWING PERSONS WERE ALSO PRESENT via videoconference or teleconference:

Michael Tucker, President/CEO CEDC
Lisa Drahushuk, Administrative Supervisor
Christine M. Chale, Agency Counsel

On a motion made by _____ and seconded by _____, the following resolution was placed before the members of the City of Hudson Industrial Development Agency:

Resolution No. 2022-_____

RESOLUTION OF THE CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY ADOPTING VIDEOCONFERENCING MEETING POLICY

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WHEREAS, Chapter 56 of the Laws of 2022 amended the Open Meetings Law to authorize the continued use of videoconferencing to conduct public meetings subject to certain conditions set forth therein; and

WHEREAS, the City of Hudson Industrial Development Agency (“Agency”) held a duly noticed public hearing on June 15, 2022 at 4:00 p.m. and has considered all comments received at such hearing or prior thereto; and

WHEREAS, the Agency has determined that it is in the best interests of the Agency and the public to authorize the conduct of meetings using videoconferencing to the extent permitted by law.

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

1. The use of videoconferencing to conduct meetings of the Agency Board, Audit Committee, Governance Committee and Finance Committee is hereby authorized to the extent permitted by law.
2. The City of Hudson Industrial Development Agency Videoconferencing Meeting Policy in the form attached hereto and as published on the Agency’s website is hereby approved and adopted for the conduct of meetings via videoconferencing. The Agency retains the authority to modify such authorization and such procedures from time to time in its discretion by further resolution.
3. The officers and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things as may be necessary or, in the opinion of the officer or agent acting, desirable and proper to effect the purposes of the foregoing resolution.
4. This Resolution shall take effect immediately.

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

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	YES	NO	ABSTAIN	ABSENT
Chair Ryan Wallace				
Vice-Chair Kamal Johnson				
Treasurer Heather Campbell				
Secretary Richard Wallace				
Member Theresa Joyner				
Member Cheryl Kaszluga				
Member Dominic Merante				

The Resolution was thereupon duly adopted.

Draft

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

I, the undersigned Secretary of the 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 _____, 2022, including the Resolution contained therein entitled:

RESOLUTION OF THE CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY ADOPTING VIDEOCONFERENCING MEETING POLICY

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 such proceedings of the Agency and of such Resolution set forth therein 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 respect duly held; (C) said meeting was open to the general public, and due notice of the time and place of said meeting was duly 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 _____, 2022.

Secretary

06.22.2022

Project Evaluation Criteria – Narrative

To
City of Hudson
Industrial
Development
Agency



Introduction

Early this year, the City of Hudson Industrial Development Agency set out to revise its Project Evaluation Criteria based on the shared economic benefits projects seeking tax exemption. The results of three public workshops, as well as a recent board meeting are attached. This brief narrative discusses (1) the Project Evaluation Criteria, and (2) next steps necessary to adopt the Criteria, as well as other IDA policies.

Project Evaluation Criteria

The proposed Criteria have three main sections, and a Financial Summary listed for the convenience of Board Members. With respect to Core Requirements, projects that meet all 7 requirements may proceed. With respect to Project Community Commitments, 2 criteria may be included for possible consideration. With respect to Scaled Evaluation Criteria, there are 14 available points. In total, projects may receive up to 23 points—of which all 7 Core Requirements must be met.

Impact of Project Scoring

Individual Board members will score each application. Each Board member need not reach the same score. Based on the total average score, the Project will be eligible for a tax exemption that varies based on the score achieved. For instance, projects that lack all Core Requirements are eligible for zero benefits. Projects scoring between 7-15 will be eligible for Category 1 benefits—for example, a ten year tax abatement starting at 50% and declining each year by 5% until the total exemption is zero. Projects scoring between 16-23 will be eligible for Category 2 benefits—for example, a fifteen year tax abatement starting at 100% for the first five year, and declining each year by 50% at year 6, and then declining by 5% each year until the total exemption is zero.

Adopting Project Evaluation Criteria

An act of the Board may adopt the Criteria. At the same time, additional IDA policies, including the Policy Respecting Uniform Criteria for the Evaluation of Projects, Uniform Tax Exemption Policy (last amended 3/17/2003), and Project Benefits Recapture Policy, will need to be

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adopted subsequently. A draft revised Policy Respecting Uniform Criteria for the Evaluation of Projects is available [here](#) for discussion.

City of Hudson Industrial Development Agency Project Evaluation Criteria

Core Requirements for Project (Must Meet All 7)

Workforce Training	<input type="radio"/> Complete Application	<input type="radio"/> "But for" Requirement Meet NYS/ HIDA Requirements	<input type="radio"/> Meets Project Use Definition	<input type="radio"/>
Historic Preservation	<input type="radio"/> Planning/ Compliant SEQR Approval (if applicable)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Total Core (7 possible): _____

Project Community Commitments (2 For Consideration)

Applicant has considered criteria evaluated, and engaged community/ community partners in making application

Community Commitments Considered: MWBE Participation, EEO Workforce Utilization, Inclusionary Housing, Regional Labor, City of Hudson Labor, Apprenticeship Program

Total Community (2 possible): _____

Financial Summary of Project Application Requirements for Project (listed for convenience)

Dollars to be returned to tax base	\$ _____	Total Financial Incentive Requested	School _____	Property _____	Mortgage Recording _____	Sales _____
Categorization of Project (technology, manufacturing, hospitality, education, housing, other)	_____	Years of PILOT Agreement Per Year PILOT Payment	_____	_____	_____	_____

Scaled Evaluation Criteria (14 Possible)

Number of Points per Criteria	Projected New Permanent Full-Time Jobs Created OR Retained Jobs		Projected Wages	Workforce Investment	Environmental Sustainability for Community	Creativity of Project/ Differentiation of Service or Good Provided
	5-9	10-49				
1	5-9	OR 5-29	Commensurate with City median wages	Will pay for upfront training of local workforce, if available (assumes a market study of available training programs)	-	Considered community needs for goods and services
2	10-49	OR 30-99	City median wages plus 10%	Has explored local training, will provide additional investment if training currently not available (such as required educational credential/ assistance with developing Approved NYS Apprenticeship Program/ Community College Degree Program)	Use of industrial site/ brownfield; energy efficient technology (LEED, etc), or significant renewable energy use	Increases diversity of services or goods offered in City/ County; AND/OR development in economically distressed area
3	50+	OR 100+	Wages above City median wage plus 10%	Workforce housing included in project plan	-	Lease agreements prioritize businesses that serve the neighborhood; Commercial space is aligned with tenant strategy that promotes MWBE, local/small businesses, entrepreneurial, arts/culture-based
Totals:						

Total Project Scaled Score (14 possible): _____

Total Project Score (7 Core plus 16 Scaled/ For Consideration, 23 total): _____

CRAFT

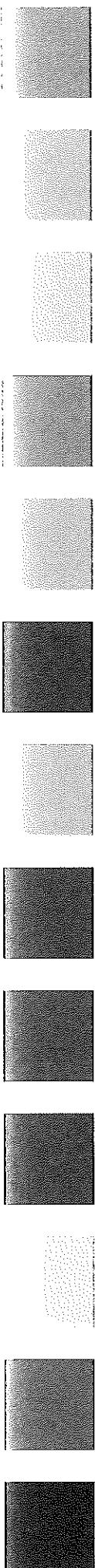
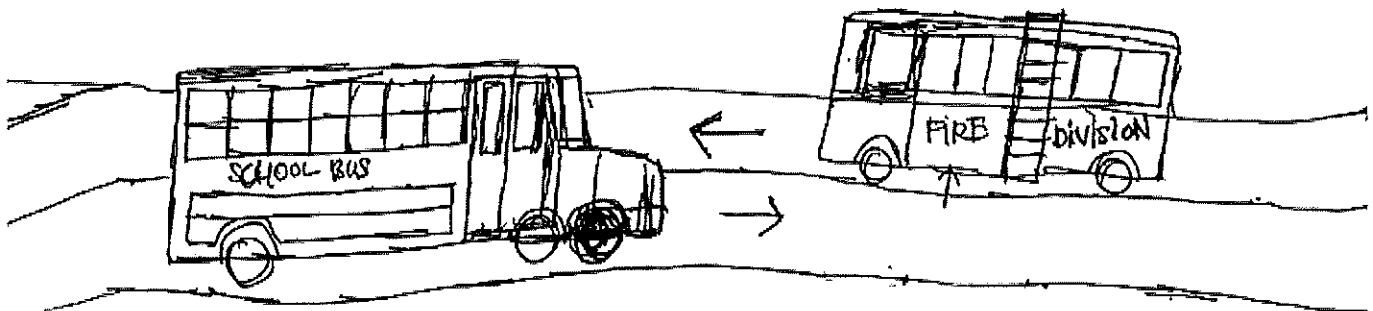


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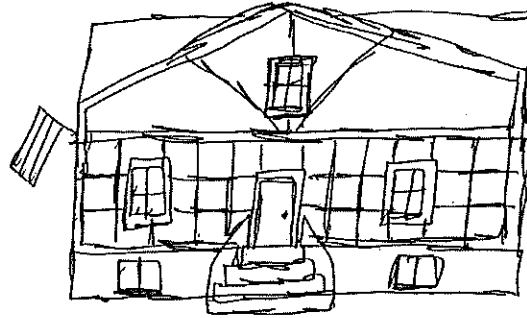


Toolkit adapted from research and resources on Community Benefits Agreements provided by PolicyLink and Julian Gross.

CBA Basics

A. What is a CBA?

A Community Benefits Agreement (CBA) is a contract between community representatives and a developer that outlines how the development will provide benefits desired by the community and ensures the coalition of community representatives will support (or at least remain neutral) on the project. Because they take the form of a written agreement between the parties, CBAs are contracts which the parties can enforce.



When the parties engage in meaningful dialogue and negotiation, CBAs can provide benefits to multiple parties:

- To the community in the form of certainty about benefits sought from the project
- To the developer, who benefits from the streamlined process before official bodies when the community is actively supportive (or at least not protesting) the project

Notably, a private contract in the form of the CBA allows the parties to incorporate new ideas and provisions outside the typical development deal between the developer and the local government.

A CBA is:

- a contract between the developer and community members who have formed a coalition that is meaningfully negotiated by both developer and a coalition
- contains specific community benefits commitments that will be delivered if the project moves forward
- focuses on commitments that benefit the community broadly, rather than just the organizations that negotiated the CBA
- and can be enforced by each party to the agreement

B. Why Do Communities Like CBAs?

First, CBAs provide a way for residents to enforce promises the developers make to the community during the approval process.

In addition, development projects that incorporate resident ideas, experience, and knowledge are tailored to the specific community, and thus more likely to be beneficial to *all* residents. These projects are more likely to attract local businesses, new jobs, spending within the community, and enhance the sense of belonging for those who already live there.

As a result, projects subject to a CBA will result in meaningful return desired by residents, not just profit to the developer.

Beware of the misuse of CBAs:

Developers and city officials may 'check the box' by labeling a document as a CBA when it does not meet the requirements for a CBA listed above.

Sometimes they attempt to say that the development agreement, a contract between the city and the developer, is a CBA even though residents will not be able to enforce the document and may not even have participated in its negotiation.

Developers may also find a friendly local group like a chamber of commerce or business development group to sign a document they call a CBA, but which was not negotiated with, or enforceable by, community residents.

Residents should be ready to call out 'fake CBAs' and to request meaningful negotiations with the community residents and organizations, the CBA coalition.

C. Who is Involved? (Parties)

- **Developers.** The Developers seeking support for a new project are always involved in the negotiation of and are a party to the CBA.
- **Community coalitions.** Community coalitions are a necessary party to any CBA to ensure that the community itself is engaged in the negotiation of a CBA and will benefit from the development. A community coalition can include stakeholders such as:
 - Individual residents
 - Neighborhoods councils
 - Faith groups
 - Local non-profits
 - Local businesses
 - PTAs
 - Housing advocates
 - Architects
 - Preservationists
 - Artists
- **Artist residents** are often valuable in developing resident engagement tools and coalition processes for success. Artists can also design effective means to educate the community, media, and decision-makers about the issues. Negotiating and advocating is challenging and unfamiliar to many. Adding creative components and strategies brings more people to the effort.
- **Elected Representatives.** Elected representatives and government bodies are typically not parties to CBAs. However, they may be involved in the negotiation to keep the lines of communication open and to communicate the city's own policy goals.



- A note on Government's Role in a CBA: CBAs supplement the existing processes wherein local government directs and approves a development project. City administration staff and elected leaders can demonstrate inclusive leadership by (i) providing transparency around the project; (2) insisting on broad community support for project approval; (3) encouraging CBA negotiations, without trying to influence them.

A community coalition should be diverse; however, members should remain open to supporting the project if a suitable CBA can be negotiated with the developer. A community coalition should not include members who will oppose the development regardless of the terms of the CBA. The inclusion of intractable opponents to the project can thwart the community's efforts to negotiate a CBA and undercut its credibility as a good faith negotiator.

Conversely, the coalition should not include members who are prepared to support the project "as is" and without the developer's commitment to a CBA.

To effectively negotiate a CBA, the coalition must be open to the idea of the development under appropriate circumstances. The rationale for forming a community coalition is to seek community benefits because, as envisioned, the project does not include enough benefit to the community or will negatively impact the community. To achieve a CBA that will result in a mutually beneficial project, the coalition must be prepared to offer public support if the developer makes appropriate commitments to the community.

D. When to Use a CBA

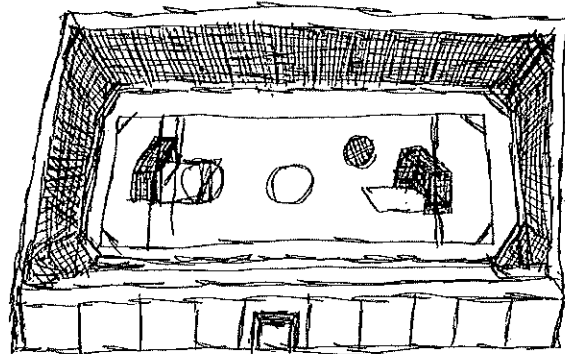
CBAs are most effective with large development projects in urban areas with diverse community coalitions when the developer is motivated to garner community support to obtain benefits such as public subsidies, sale of public property, zoning changes, other public managed investments, and/or approval of the proposed project. City support for a CBA and the community coalition's goals strengthen the coalition's negotiation position.

See Section XII for some examples of successful CBAs.

E. Benefits to Include

A major advantage of CBAs is that they can include *any* commitment that the developer and community groups agree to, so CBAs can precisely tailor the terms to the neighborhood's needs and the project's parameters:

Coalition members can enforce the provisions of the contract directly. This is different from traditional planning processes, which, typically, the city would have to enforce against the developer. The city might or might not enforce against a developer for a variety of reasons, including the appearance of political jeopardy. For instance, if the city leadership



changes between the deal's approval and the developer's breach of contract, the administration's official priorities may change, resulting in a lack of action if a developer breaches.

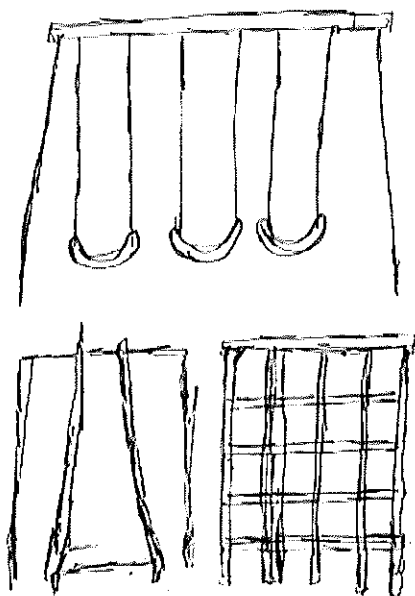
The community coalition will identify the issues it wants to include in the CBA, like affordable housing, local hiring, living wage commitments, open space, public art, and commercial retail, among others.

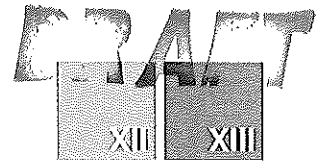
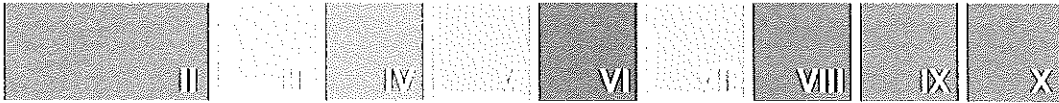
Depending on the neighborhood and the project, other commitments in the CBA may include:

- Environmental benefits
- Job training
- Right-to-organize commitments
- Funding for community services
- Quality of Life considerations: lighting, noise, construction hours, traffic and parking impacts, green space, art
- Wages in commercial residents of the development
- Neighborhood-serving commercial tenants (local businesses prioritized, drugstores, laundromats, etc.)
- Community facilities like a childcare center health clinic, art center, or school

F. Timing

CBA campaigns are typically initiated either because i) a developer proposes a new project and stakeholders come together as a coalition to promote community benefits; or ii) there is an existing coalition tracking development in the area and contacting developers when the project fits the coalition criteria for seeking a CBA.





Build the Coalition

Coalition building is a long-term undertaking. In a perfect world, coalition-building efforts start long before the group engages a developer in response to a specific project, and continues after signing a CBA. However, coalitions sometimes develop organically in response to a specific development. Either way, the most effective coalitions are diverse, including a variety of community interests and perspectives, labor representatives, environmental and faith groups, and affordable housing/homeless advocates.

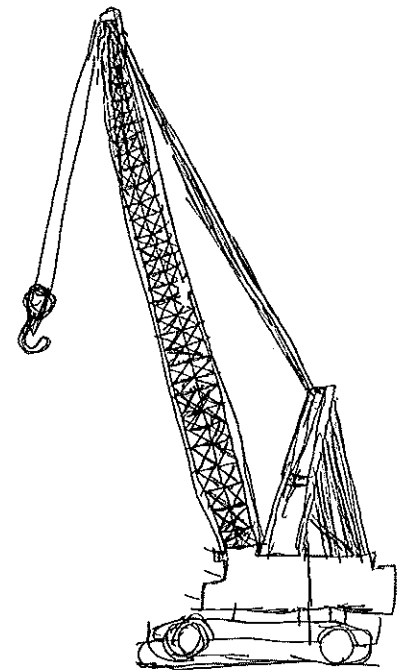
Building a coalition takes work and is an investment of time in the future of the community. Shaping a coalition with a broad set of issues, concerns, and expertise takes time, as does developing a consensus about the community benefits to seek from the developer. The group should establish ground rules for working together from the beginning and review these agreements regularly.

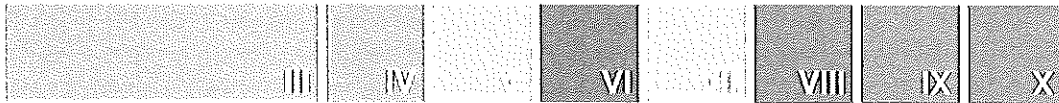
Once the coalition agrees upon a set of asks, the group should agree on any changes made to the list of benefits in consensus. Everyone's priorities will be different, so it's critical to agree that no one walks away from the coalition until negotiations are complete. If the developer agrees to one member's top priority and she leaves before negotiations are complete, it's easy for the developer to divide the group and weaken it.

It's apparent that all stakeholders in a community will not be part of the coalition. There will certainly be members of a community who are interested in the development, but who are not seeking changes or who cannot agree to the process and ground rules. It's not necessary for the coalition to represent all community perspectives; however, where it is possible to include others, it benefits the strength of the coalition and reduces the concern that the developer must deal with multiple parties.

Many places have neighborhood organizations that any resident, and sometimes, businesses, can join. City officials often look to these membership organizations for community input. However, since anyone who meets the membership criteria (living in the neighborhood boundary, for example) can join, these organizations find it challenging to join a CBA coalition because it's hard for them to make a commitment on behalf of all of their members. On the other hand, the CBA coalition may want to commit to bringing a signed CBA back to the neighborhood organization to see if its members want the group to sign on.

Effective coalitions often have a community presence--people know who they are and know they can be effective advocates. Sometimes this happens because the coalition has a record of accomplishment of winning campaigns. Or it may be that its members are known in the community as strong leaders. In some cases, a new coalition needs to develop a strategy to build awareness of its existence and goals, appearing at community and city meetings, requesting meetings with city leaders, hosting educational sessions about equitable development, etc. These relationships and this visibility communicate to the developer that the coalition has the power to work in favor of a development with a CBA, or against the development if there is no agreement.





Research Facts and Policy

Like coalition building, research is an ongoing undertaking. To effectively negotiate a CBA, it is critical to have an understanding of i) the development process; ii) a project's leverage points; iii) existing and alternate regulations; and iv) examples of workable project commitments, i.e., examples from similar developments in other cities.

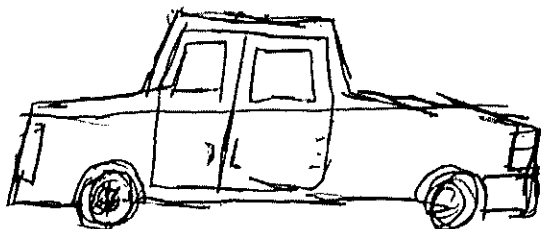
The initial investigation may have community members tracking potential developments in the neighborhood and determining which could potentially benefit the neighborhood and which could be detrimental. Organizers communicate or survey other community members and neighborhood stakeholders to assess interests and priorities. Then, organizers can evaluate how a proposed project may either benefit or harm the community.

The coalition should investigate:

- Written development proposal
- The developer
- Any requests for public subsidies or other resources
- Proposed commercial tenants
- Housing components
- The number and type of jobs that will be created, both permanent and temporary/construction
- Environmental impact and sustainability factors

Once again, communicating with and/or surveying community members is helpful in determining which aspects of the development are most important to the community.

Once the coalition has evaluated and researched these factors, it can begin to outline a potential CBA.



Once a coalition has determined that a community would benefit from a CBA in connection with a development, the coalition should educate the community on the potential impact of the development. The coalition can begin raising awareness prior to initiating a formal CBA campaign, or when it begins negotiations with the developer.

Educating the community on how the project impacts them encourages groups within the coalition to have a common agenda and to speak with one voice when addressing the developer. In addition to raising awareness among the coalition, organizers may also provide grassroots training to give community members and stakeholders tools to effectively advocate for their community.

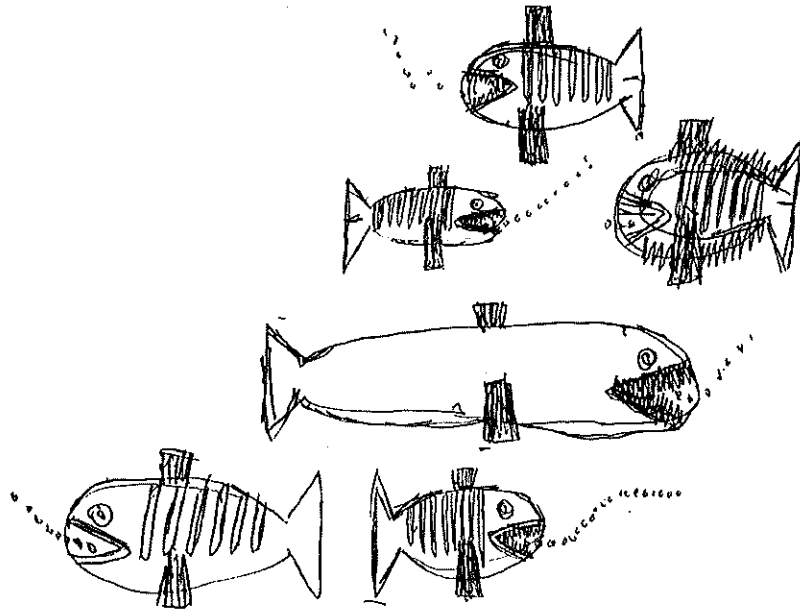
Identify Community Priorities

It is critical for a coalition to identify a community's priorities in order to accurately represent its interests. Common areas of importance are jobs, housing, neighborhood services, and environmental issues.

In this phase, it is important to refine the community's list of *all* relevant concerns to a prioritized needs assessment. This assessment will be the basis of negotiations and can be a difficult process.

For example, a coalition may identify the environment as the highest priority. However, the community assessment may reveal that residents' biggest concern is jobs. Research on the impact of the development on both the environment and jobs and the community assessment of issues should help the coalition determine which issue to prioritize in negotiation and on which issues(s) the coalition can, or should, make concessions.

Each neighborhood has its own priorities, and every project may not be capable of addressing the neighborhood's priorities. However, using a standard set of evaluation criteria for developments in neighborhoods may prove helpful. The Peaslee Neighborhood Center in Over-the-Rhine in Cincinnati has developed one of these tools, called the "Equitable Development Rubric."



Educate Decision Makers

If a development project seeks zone changes or tax incentives, approval by a local elected body, usually city council, is needed. Generally, approval by a council committee, and then the full council is required.

After the community coalition is established and has determined its top priorities, 2-4 coalition representatives should contact the elected officials (or city council staff) most involved in the proposed project and brief them on the coalition, its priorities, and any engagement it has had or plans to have with the developer. The coalition representatives should ask that the officials condition a vote in favor of the project upon the developer's support for the coalition's priorities.

Elected officials can be an important ally in a CBA negotiation because they can persuade their colleagues on council to delay a vote on the project to allow more time for the coalition to negotiate with the developer. They can also apply pressure on the developer to reach an agreement with the coalition.

The coalition should research council to determine which members are on committees relevant to the project. The coalition should assess whether it can count on commitments of support from a majority of the committee and/or council members.

The most effective way to communicate with elected leaders is to keep communications short and to the point and to keep them updated on critical developments in the process, especially when votes on the project are approaching.



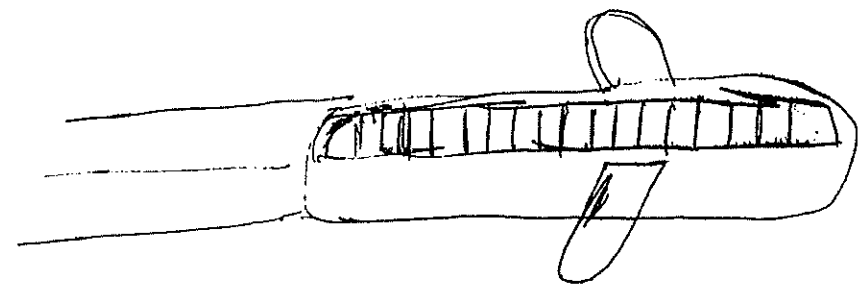
Approach the Developer

After a community benefits coalition is established and it has garnered sufficient community support, the coalition can bring its concern about the development to the developer. For this to be effective, it is critical for the coalition to have notable backing by the residents, neighborhood, and other stakeholders. In the absence of sufficient community pressure, CBA negotiations will not be effective.

Often, particularly if a coalition new, support from key elected officials will help bring developers to the table. It may be necessary to take legal action against objectionable aspects of the development to inspire a willingness to negotiate.

Unless developers face significant public pressure and/or legal leverage that jeopardizes public approval, developers are unlikely to compromise.

Note: When CBA negotiations become commonplace in a city, developers are more likely to negotiate at the outset of a project, even prior to putting forth a proposal to the city. This was the case in Los Angeles in 2004, after a community benefits coalition successfully halted a new Wal-Mart Superstore. Subsequently, nearly every major developer in the city first approached the coalition before proposing a project.



Negotiate

It is critical for coalitions to enter negotiations having already determined the issues they will fight for and the concessions they will make. They must be prepared with creative solutions in response to developer pushback.

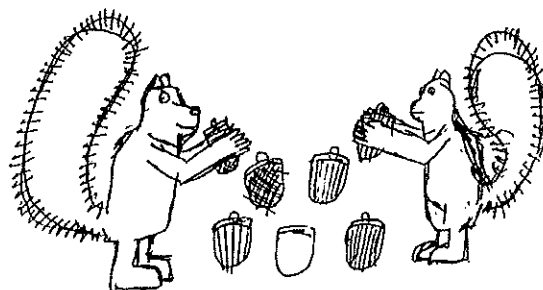
The coalition's CBA negotiating team will ideally include experienced negotiators, individuals well-versed in the issues important to the coalition, and those that may have unique insight into the developer's processes. It would be wise to seek legal counsel at this point if the coalition has not previously sought representation. The developers and city will be represented by their own counsel, and the coalition will need their own attorneys to represent their interests. A CBA is a legal contract and should be carefully drafted to avoid loopholes. This is why it is important to involve an attorney who is well-versed on the issues to assist in negotiations and in drafting the final agreement.

Note: Negotiating a beneficial CBA requires a *united* coalition between residents, community representatives, and other stakeholders. A united front is essential to deter developers from adopting a divide and conquer approach, in which they make concessions to one interest group in the coalition while ignoring all other concerns. The developer will then claim to have garnered the support of the community, despite having made minor accommodations to one interest group.

For instance, a developer may agree to use union labor for the construction of the project while ignoring concerns of those unions whose members may seek to fill the development's new retail and service job, and nevertheless claim to have union support. Or, a developer may accede to demands from environmentalists, while disregarding issues related to jobs and housing.

It is imperative that the coalition maintain a united front on *all* issues and agree on any concessions in order to defend against such divide and counter-tactics.

To protect the strength of the coalition, the coalition and its representatives must continue to make sure its members feel heard and well-represented. During negotiations, the coalition's interests will be advanced by selected representatives. Because not every member of the coalition will be at the negotiating table, it is essential for the coalition to have a transparent process for setting priorities and deciding on negotiation tactics. It is important to keep all coalition members and the community informed of updates.



Use City Processes and Media to Your Advantage

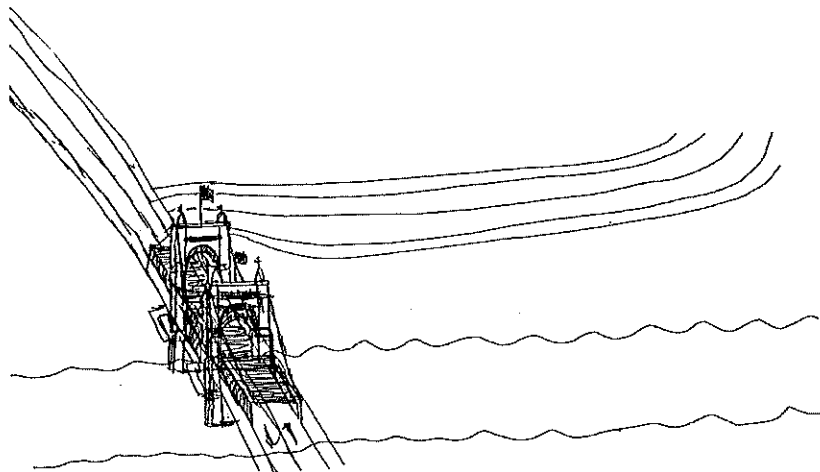
The timeline of every CBA negotiation will be a little different. Negotiations may begin and end satisfactorily before the project reaches the city council for a vote. Or, a project may go through the entire city development process without engaging the community, and then the city council will pressure the developer to engage in CBA negotiations before it considers the project at all. As a rule, the earlier a coalition can be involved, the better.

It is important for the coalition to know exactly what governmental approvals the developer must obtain, with knowledge of deadlines and public hearing dates, so the coalition can use them to make its case to the public and to elected officials. For example, if a developer needs to begin work by a certain date to retain its demolition or building permit, the coalition can use this date as a deadline for something it requests from the developer: a briefing, a draft of a CBA section, a meeting.

Some processes that may impact a developer's timeline include demolition permits, building permits, zoning variances, staff conferences, zone changes, Planning Commission approvals, committee hearings, and City Council meetings.

A coalition may exert leverage to bring the developer to the table in a variety of ways: direct lobbying of elected officials and city staff, notifying any reporters covering the issue that the community has significant concerns, using social media to amplify the community's voice and raise support, protests at the worksite or at City Hall, or artist-led community responses, like chalk art at the site or near City Hall.

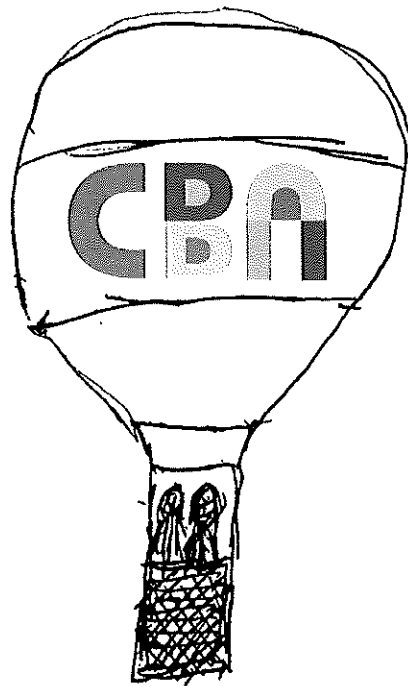
The coalition may have to build a sustained, comprehensive campaign for community benefits around a project before the developer will come to the table or make sufficient commitments to justify community support of a project.



Sign the CBA

In the final stages of negotiations, there may be a considerable back-and-forth between the coalition's legal counsel and the developer's counsel, as both sides work on drafting the CBA. Parties to the CBA may include the coalition, groups within the coalition, the developer, and at times, the city.

Remember, the main reason a developer will want to sign a CBA is so that the coalition will support the project in return. This is when the developer expects YOU to hold up your end of the agreement. Coalition support might just mean agreeing to not oppose the project, appearing at public events, and appearing before city council.



Implement, Monitor, and Enforce

The coalition must maintain continuing oversight to ensure that the terms of the agreement are upheld. Continuing communication between the coalition, community, and developer is essential.

The CBA can be implemented starting on the date that it is signed, and implementation may extend for years, during which time the terms, like hiring contractors and choosing tenants, establishing training programs and hiring systems, and building and renting affordable housing, begin happening. Often, the coalition and developer will need to renegotiate the terms of a signed CBA as the project develops and new issues arise. After signing the agreement, coalitions should continue acting as watchdogs for community interests.

While the CBA is enforceable by design, the experience around the country is that coalitions have not had to bring litigation to enforce CBAs. Developers are familiar with negotiating contracts and understand the enforceability, although project tenants and other successors may have to be reminded of CBA terms. Sometimes, a reminder about a CBA provision is required, but expensive litigation has not been necessary.



Additional Resources

Examples of successful CBAs currently in effect:

Nashville MLS Soccer, Nashville, TN (2018)

A coalition called Stand Up Nashville successfully advocated for this CBA in connection with a soccer stadium development project. The CBA includes, among other things, commitments on jobs that pay a living wage, hiring priorities, affordable housing, and a childcare center. As part of this CBA, Stand Up Nashville's committed to support rezoning legislation for the stadium, which was widely opposed before the CBA. Nashville's Mayor eventually supported the stadium project in large part due to the CBA.

Facebook Campus Expansion CBA (Menlo Park, CA – 2016)

This CBA, associated with an office expansion, is between Facebook and a coalition of community groups. In this agreement, Facebook made an almost \$20 million commitment to affordable housing in the area, which led to an additional \$60 million in other donor commitments. The CBA includes financial commitments for other community priorities, as well.

Los Angeles Sports and Entertainment District CBA and related Cooperation Agreement ("Staples CBA"; Los Angeles, CA – 2001).

Largely viewed as a model for other CBAs, this CBA was negotiated by a coalition of over 20 organizations who negotiated about \$150 million in commitments from the developer, including for housing, parks, and hiring priorities.

Warm Springs CBA (Fremont, CA – 2015)

Lorenzo CBA (Los Angeles, CA – 2011)

Bayview/Hunters' Point CBA (San Francisco, CA – 2008)

Dearborn Street CBA (Seattle, WA – 2008)

Ballpark Village CBA (San Diego, CA – 2005)

Los Angeles International Airport CBA and related Cooperation Agreement ("LAX CBA"; Los Angeles, CA – 2005)

Hollywood and Vine CBA (Los Angeles, CA – 2004)

Marlton Square CBA (Los Angeles, CA – 2003)

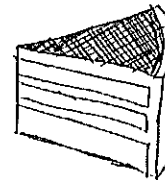
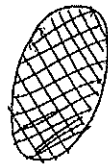
SunQuest CBA (Los Angeles, CA – 2001)

NoHo Commons CBA (Los Angeles, CA – 2001)

Compiled by PolicyLink

Further Reading:

- Community Benefits Framework for Success, Partnership for Working Families.
- Do Community Benefits Agreements Benefit Communities? Edward De Barbieri. Cardozo Law Review, Vol. 37, June 2016; Brooklyn Law School, Legal Studies Paper No. 462 (2016).
- Community Benefits Agreements; Making Development Projects Accountable, Julian Gross, with Greg LeRoy and Madeline Janis-Aparicio (2005).
- Community Benefits Agreements. Julian Gross. Chapter in Building Healthy Communities: A Guide to Community Economic Development for Advocates, Lawyers, and Policymakers; a publication of the Forum on Affordable Housing & Community Development of the American Bar Association (2009).
- Peaslee Neighborhood Center's Equitable Development Rubric
- Community Benefits Agreements: Definitions, Values, Enforceability, Julian Gross, Journal of Affordable Housing, (2007)

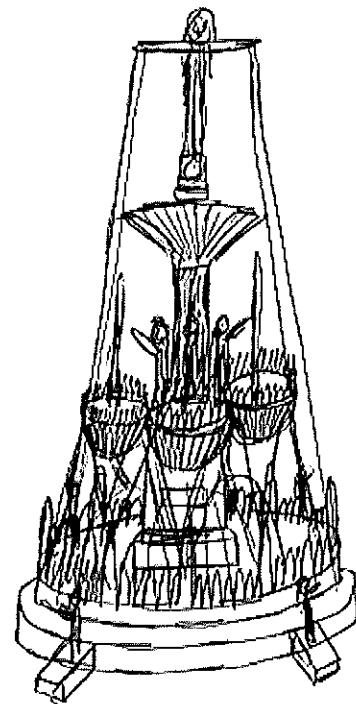


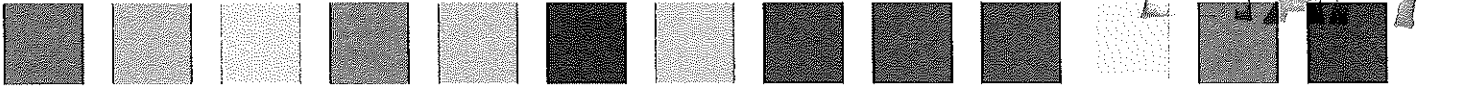
First Meeting

Congratulations! You're holding your first coalition meeting. Maybe you have a broad, representative coalition already, but it is more likely that you are still identifying who needs to be at the table. Here's a good outline for a first meeting agenda. Feel free to use this as a starting point. The next meeting agendas should flow naturally based on the work and each person's role.

Agenda

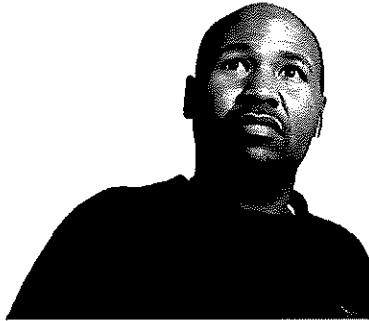
1. Introductions
 - a. This is an opportunity to get to know each other.
 - b. Ask folks to introduce themselves, say why they're here, and say what they hope to get out of this project.
2. Community Benefits Agreement Overview
 - a. Review the "CBA Basics" portion of this manual as a group
 - b. Discuss / Q&As
3. Review Development Project
 - a. What do you know?
 - b. What do you still need to know?
4. Plan next steps
 - a. Who else should be at the table? Who can help get them there?
 - b. Are there volunteers for:
 - i. Researching facts about the development, the process it will have to go through to get approved, and related policy? (This may be several people, broken down by topic.)
 - ii. Managing communications to the coalition and to external stakeholders?
 - iii. Doing outreach in the neighborhood to bring the right people on board?
5. Begin Identifying Community Goals
 - a. Start list and review with new coalition stakeholders for additions and feedback.





About the Artist

Courtney Cooper creates intensely detailed maps from his physical and psychological experiences in Cincinnati Ohio.



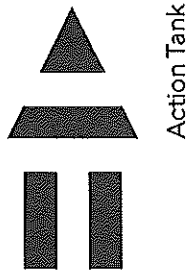
Using everyday materials of a bic pen and repurposed paper, Courtney methodically pieces fragments of his life experiences together. His larger drawings typically begin with one sheet of paper to then grow by attaching new pieces as needed. Buildings, streets, and conversations are all recorded from memory. Courtney is always celebrating Oktoberfest in his life and work where you will find references to beer, balloons, pretzels, and German culture. Each line is typically made by several pen marks that when standing back in its entirety, visually creates a wonderfully

complex shimmer. More importantly, Courtney's work illustrates a sublime moment in time where viewers are able to briefly understand something as complex as a city.

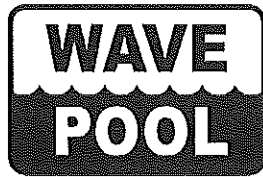
Cooper is part of Visionaries + Voices, a non-profit arts organization in Cincinnati, Ohio where he is shown regularly. His solo show at Intuit: The Center for Intuitive and Outsider Art in Chicago in spring of 2016 was reviewed in [artforum.com](#) and [New City](#). His 2-person show (with Cole Carothers) at The Cincinnati Art Museum in 2013 was reviewed in [CityBeat](#) and [AEQAL](#). He has exhibited extensively in the Greater Cincinnati/Northern Kentucky area including the Contemporary Art Center in Cincinnati and The Carnegie Visual and Performing Arts Center, Covington, KY. Cooper recently won The Wynn Newhouse Foundation Award and his work is included in a number of private and public collections including The Cincinnati Art Museum and The Kentucky Museum of Art and Crafts. Courtney Cooper's first solo show at Western Exhibitions, where he is represented, opened in November 2016 and was discussed on [Artinfo](#).

[Click here to see more of Courtney's artwork.](#)

Community Benefits Agreement Toolkit for Neighborhoods brought to you with love by:



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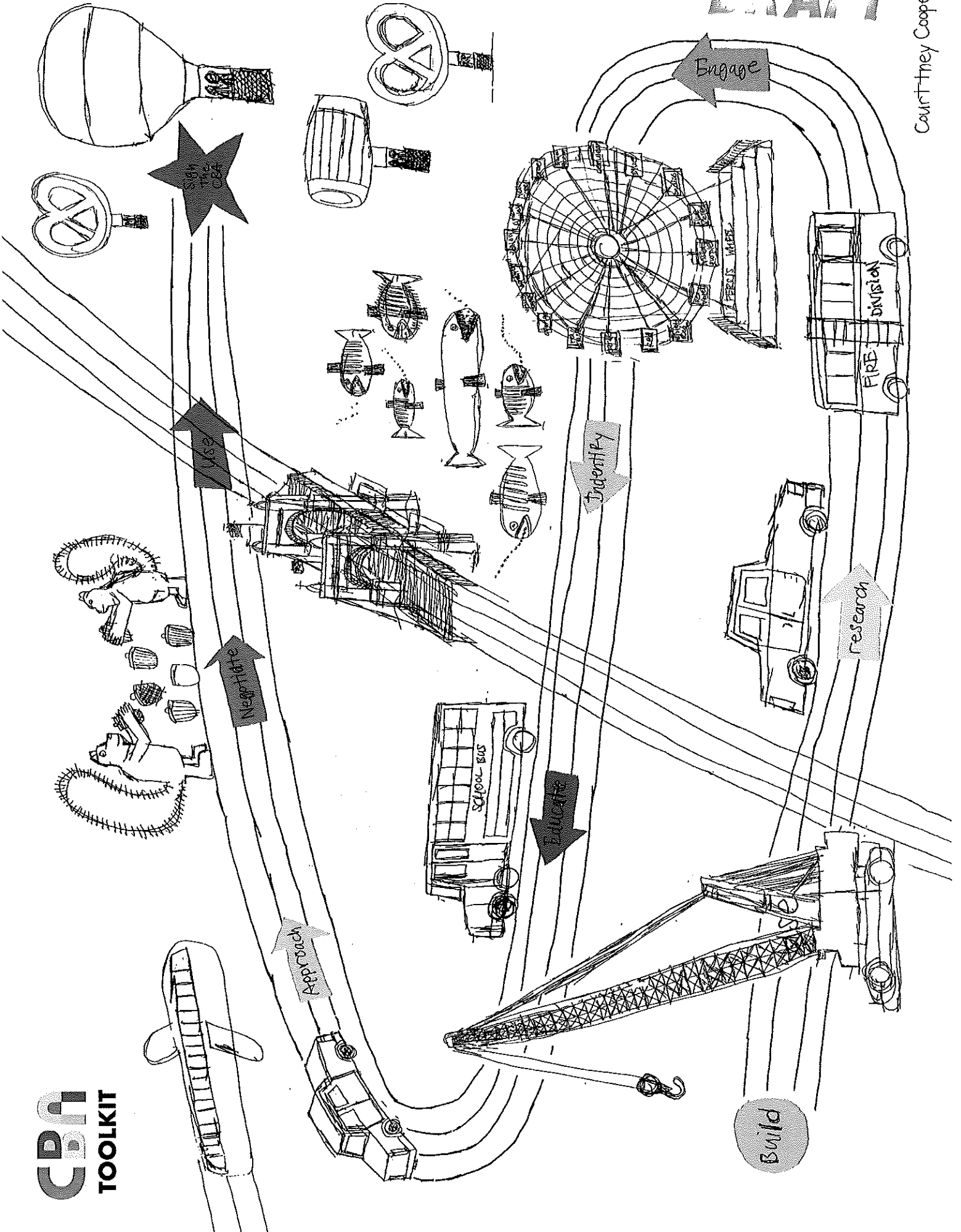
Stephen H. Wilder Foundation



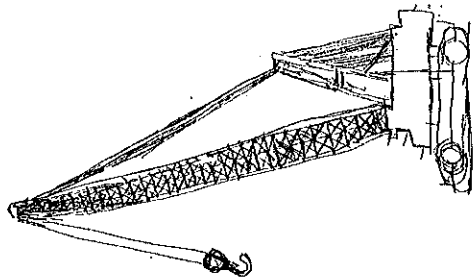
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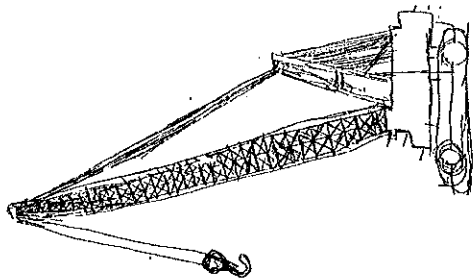
Courtney Cooper



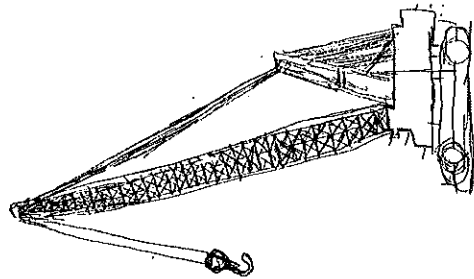
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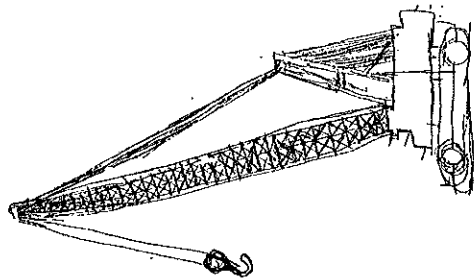
Build the Coalition



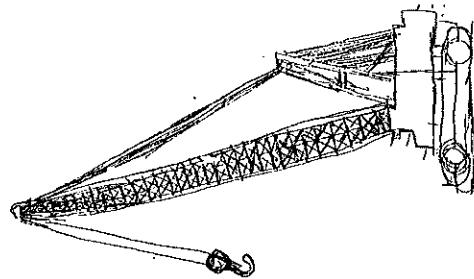
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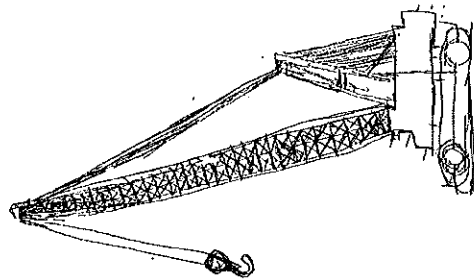
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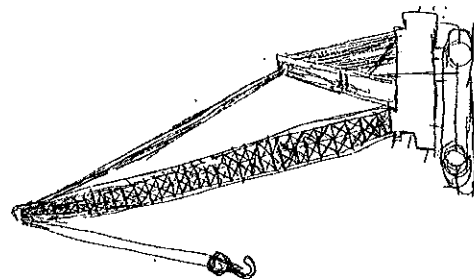
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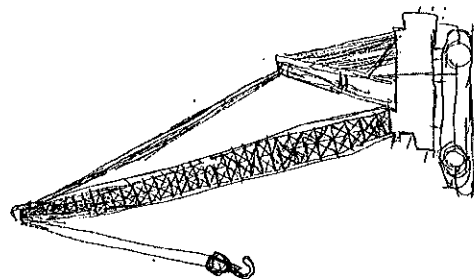
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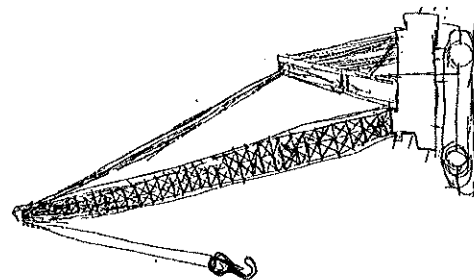
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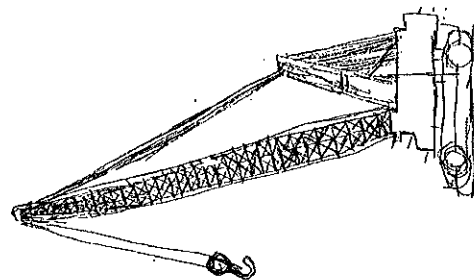
Build the Coalition



Build the Coalition



Build the Coalition



Build the Coalition

Have a party, invite reps from the neighborhood and community council, talk about the pros and cons of the planned development.

Make a list of individuals, groups, and community-based organizations that could be affected by the project and how

Figure out individuals and groups' interest in participating in the coalition via small group meetings or one-on-one conversations

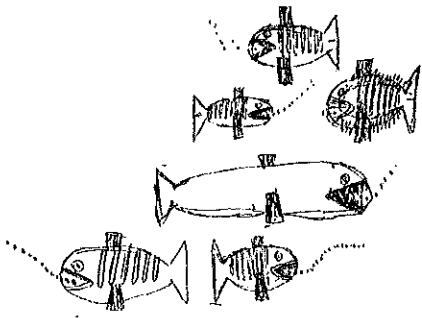
Host a potluck gathering with everyone who has agreed to be part of the coalition

Find a fun way to make introductions

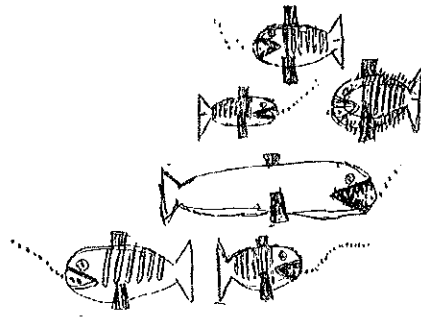
Discuss shared concerns

Review the CBA benefits

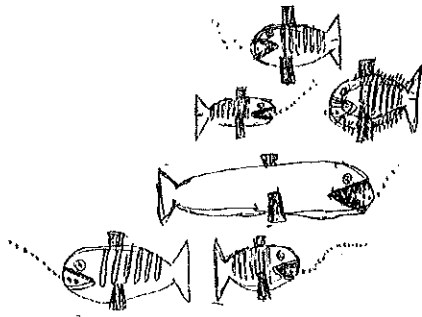
Talk about next steps and assignments



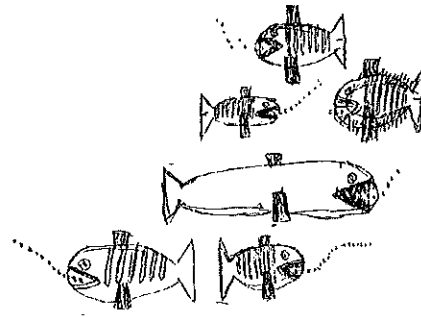
**Identify
Community
Priorities**



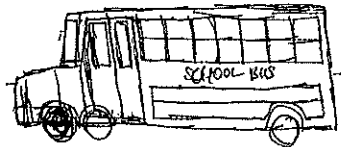
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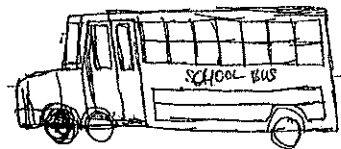
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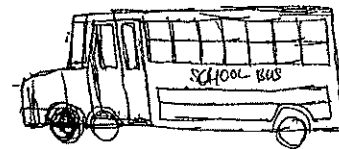
Educate Decision Makers



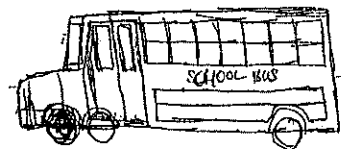
Educate Decision Makers



Educate Decision Makers



Educate Decision Makers



Educate Decision Makers



Educate Decision Makers

Ask an artist to create postcards with questions like 'What do you wish was different about the _____ neighborhood?' or 'If you could add one thing to your neighborhood what would it be?' and place with ballot boxes around your neighborhood in local places where people congregate (coffee shops, churches, laundromats, etc.) to collect information. This works best if you offer something in return ("Fill out the card and take a sticker")

Bring together small groups of diverse community members to identify priorities. Each person brainstorms ideas in response to a question such as 'What should we request from XXX developer in exchange for our support of their project?' and then puts their answers on separate pieces of paper in the middle of the table. Other members of the group pick up each others' answers and respond to them or add onto them to develop more details and fleshed out ideas and options.

Host a block party, community picnic, pot-luck, or simple grill out. Have a white board or paper list with several options for neighborhood improvement available. Ask for attendees to check or 'dot' their top 1-3 priorities on the list before grabbing a plate to eat. Leave an option for people to write in other ideas, as well as a forum for comments and a sign up sheet if they'd like to become more involved with the CBA negotiation process.

Host an open community art making day. This can be a stand alone event or paired with a council meeting, festival, or other event where people are gathered. Have a variety of materials (paper, pens, markers, paints) available and ask residents to draw the changes they wish to see in the neighborhood.

At critical decision-making points, organize email and phone call campaigns to elected officials, attend public meetings, speak during speaker slots.

Put together a tentative timeline of the expected process: committee and council meetings, planning commission and/or historic conservation board. Know the steps to official and final decisions.

At a coalition meeting, develop a list of government and elected officials who have decision making authority over the deal.

Research decision makers' recent policy initiatives, public statements, and votes on development deals to get a good idea of what they care about.

When the time is right (see the CBA guide), schedule a meeting for 3-4 coalition members with influential decisionmakers (committee chair and vice chairs, those familiar with your neighborhood, those who will vote on the deal and convince others to support you)

Draft briefing materials. Your meetings with decision makers will probably be short. Materials should be professional, direct, clear, and have a specific ask. Show a united coalition front.