

MINUTES

DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION

3 Neptune Road, Poughkeepsie, NY 12601
Tel. # - (845) 463-5400 / Fax # - (845) 463-5401

BOARD OF DIRECTORS REGULAR MEETING

Tuesday, December 15, 2015

PRESENT: Charles Daniels III
Tim Dean
Mark Doyle
Angela Flesland
Phyllis DiStasi Keenan
Edward Summers

UNABLE TO ATTEND: Alfred Torreggiani

ALSO PRESENT: Sarah Lee, CEO
Lynn Heuermann, CFO
Don Minichino, Director of Business Attraction
Jasmin Haylett, Office Administrator
Mary Kay Vrba, Dutchess Tourism
Don Cappillino, Counsel
Ron Hick, Dutchess County

On Tuesday, December 15, 2015, the Dutchess County Local Development Corporation [DCLDC] Board of Directors Meeting was called to order by Chairman Daniels at 8:30 a.m. Present were: Charles Daniels III, Tim Dean, Mark Doyle, Angela Flesland, Phyllis DiStasi Keenan, and Edward Summers. Unable to attend was: Alfred Torreggiani.

FINANCIAL REPORT

Ms. Heuermann reported on the 11/30/15 financials:

- Cash balance was \$1,113,643.75
- Year-to-date total revenues was \$304,417.10
- Year-to-date total expenditures was \$182,827.10

A motion was made by Mr. Summers, duly seconded by Mr. Doyle to approve the 11/30/15 financials. All voted in favor. Motion carried.

2016 BUDGET REVIEW

Ms. Keenan noted that the Finance Committee reviewed the 2016 budget and that the major change is with the Dutchess County line item under Revenues. This was increased to \$450,000 (past contribution was \$215,000).

A motion was made by Mr. Doyle, duly seconded by Ms. Flesland to approve the 2016 Budget. All voted in favor. Motion carried.

OLD BUSINESS

- Ms. Lee gave an update on the CFO and Compliance Officer positions
 - Compliance Officer: 6 candidates were interviewed. One candidate is very promising.
 - CFO: received over 12 resumes and have chosen 3 candidates to interview.
 - Chairman Daniels suggested that Ms. Lee contact the potential candidates to inform them about the salary.
- EDC transition - EMC and Business Services Committees – Ron, Charlie
 - Mr. Hicks noted that he is still waiting on the Attorney General's office for the final dissolution.
 - Once the final dissolution is received, a final board meeting for EDC will be scheduled to dissolve and transfer assets to LDC.
 - Anticipated date to move into the new space is January 28.
 - All the committees currently operating under EDC will be moved under the new Economic Development Advisory Council (EDAC)

NEW BUSINESS

- Petty Cash
Ms. Lee noted that currently EDC has a petty cash policy and asked that a petty cash policy be adopted for LDC.

A motion was made by Mr. Dean, duly seconded by Ms. Flesland to approve adopt a petty cash policy for LDC. All voted in favor. Motion carried

- Lynn/Audit
Ms. Lee noted that Ms. Heuermann will retire at the end of January 2016 and that audits for EDC will not occur until after she leaves. Ms. Heuermann agreed to assist with the audits. She will be paid an hourly wage of \$75 per hour through payroll.

A motion was made by Ms. Keenan, duly seconded by Mr. Doyle to approve Ms. Heuermann returning to assist with the audits and PARIS reports only. All voted in favor. Motion carried.

- Marketing Campaign
Mr. Hicks noted that a request for proposal was issued in compliance with LDC's Procurement Policy and he received two responses. The company that met the proposal requirements was Development Counsellors International (DCI). He received a letter of agreement that allows LDC to terminate in 30 days of written notice, receive services on a month-to-month basis, and that the program cost not exceed \$347,000 in 2016. Once the contract is signed, DCI will be able to establish the lead generation program, start the marketing process, and cover 50% of the subcontractor's expenses.

A motion was made by Mr. Dean, duly seconded by Ms. Flesland to give Ms. Lee permission to sign the contract with Development Counsellors International. All voted in favor. Motion carried.

- Policies to be adopted
Ms. Lee noted that, with the exception of the petty cash policy, policies to be adopted at the January meeting was included in the meeting packets for review. These and other policies that are missing will be sent prior to the January meeting.

▪ Health Quest Bond Resolution Amendment

Health Quest Systems, Inc. (“Health Quest”) has requested that the Dutchess County Local Development Corporation enter into a Fourth Amendment to Intercreditor Agreement in order to amend the existing Third Amended and Restated Intercreditor Agreement, dated as of September 6, 2007, among The Bank of New York Mellon (f/k/a The Bank of New York), as Master Trustee, Security Agent and bond trustee for all outstanding series of Health Quest related bonds, Dormitory Authority of the State of New York, Dutchess County Industrial Development Agency, Health Quest, Northern Dutchess Hospital, Vassar Brothers Hospital (d/b/a Vassar Brothers Medical Center), Putnam Hospital Center and Assured Guaranty Corp. Such amendment is necessary in order to address the priority of certain security interests granted to the Master Trustee and the bond trustees. The Chairman, Vice Chairman, any member of the Dutchess County Local Development Corporation or the Executive Director are hereby authorized, on behalf of the Dutchess County Local Development Corporation, to execute and deliver the Fourth Amendment to Intercreditor Agreement in the form approved by the Chairman, Vice Chairman, any member of the Dutchess County Local Development Corporation or the Executive Director in consultation with counsel.

A motion was made by Mr. Summers, duly seconded by Ms. Flesland to approve the Fourth Amendment to Intercreditor Agreement with Health Quest Systems, Inc. (“Health Quest”). All voted in favor except Mr. Torreggiani who was unable to attend and Mr. Dean who recused himself since he is on the Board of Vassar Medical Center. Motion carried.

ADJOURNMENT

There being no further business, a motion was made by Ms. Flesland, duly seconded by Mr. Doyle to adjourn the meeting. All voted in favor. Motion carried. Meeting adjourned at 9:00 a.m.

Respectfully submitted,

Phyllis DiStasi Keenan, Secretary

Date

Meeting	<u>12-15-15</u>
Approved	<u>01-19-16</u>
Certified	<u>01-19-16</u>