

MINUTES

DUTCHESS COUNTY LOCAL DEVELOPMENT CORPORATION

Board of Directors Meeting

Friday, August 27, 2010

Large Conference Room

Dutchess County Economic Development Corporation

3 Neptune Road, Poughkeepsie, NY 12601

PRESENT: Phyllis DiStasi Keenan
Angela Flesland
George Stoffers
David Tetor
Michael J. Tomkovitch

ABSENT: Charles Daniels III
Henry Killian

ALSO PRESENT: Rita A. Brannen, DCLDC CFO
Don Cappillino, DCLDC Counsel
John MacEnroe, DCEDC President
Catherine Maloney, DCEDC Director of Business Development
Simone Obermaier, DCEDC Business Development Assistant

GUESTS: Richard J. Olson, McCabe & Mack, LLP
Jane Wais, Anderson Center for Autism
Tina Chirico, Anderson Center for Autism

On Friday, August 27, 2010 the Dutchess County Local Development Corporation [DCLDC] Board of Directors Meeting was called to order by Chairman Michael Tomkovitch at 8:10 a.m. Roll call was performed by Chairman Tomkovitch. Present were: Phyllis DiStasi Keenan, Angela Flesland, George Stoffers, David Tetor, and Michael J. Tomkovitch. Absent: Charles Daniels III and Henry Killian.

PRESENTATION

- **Anderson Center for Autism**

Chairman Tomkovitch stated that this is the first application that is coming before the newly created DCLDC. Mr. Cappillino introduced Mr. Olson with McCabe and Mack, as the attorney who helped prepare the application for the Anderson Center for Autism.

Mr. Olson began by telling the board a little about the Center's history as it pertains to the DCIDA; there being two previous rounds of financing through the DCIDA which are all part of a three phase project. The state of the art center currently serves 138 children with autism in a residential school setting. The financing obtained through the DCIDA in the past has helped the Anderson Center to become one of the leading facilities to serve children with autism. The campus also serves as a leading facility for training of college students and school districts who engage with autistic children.

The third and final stage of the project calls for a recreational center as well as two additional student residences and the rehabilitation of an old dorm into administrative offices and the construction of a wastewater treatment facility to serve the entire campus. Phase three will result in ten new fulltime positions as well as approximately 172 construction jobs and will cost an additional \$15 million in construction. The

campus currently employs about 380 full time employees, and construction investment up to date totals \$25 million.

Mr. Olson then introduced Tina Chirico, Anderson's chief financial officer and Jane Wais, the senior accountant for the center and asked the board if there were any questions.

Chairman Tomkovitch inquired whether regional and local contractors would be used for the construction; the answer was yes, Anderson is working with local contractor Kirchoff construction, and uses local architects, engineers and consultants.

Mr. Olson added that Anderson's total employment count is approximately 600, since there are also several off-campus locations, mainly in Dutchess County with some satellites in Ulster. These locations serve the adult population with autism. Once a resident turns 21, they are moved to 'independent resident alternatives' off campus.

Ms. Chirico said that Anderson provides training and support to about 10 to 12 school districts. The center also sends out consultants into school districts to assist with autistic children. Another way they perform outreach is through training of emergency responders to give them tips on dealing with autistic children or adults in emergency situations. Training of international providers is another service the center performs, with people from all over Europe coming to the center for a semester to work with the children.

Ms. Keenan asked if the proposed project would allow for an increased number of students. The reply was no, the additional residences would allow for the children to be spread out over more homes; currently there are about twelve children to a residence who would be split up to form groups of six. The new additions would allow for up to eight children at a time so that there would be space to place children in case of an emergency. Numbers of students are regulated and certified by the state.

Mr. MacEnroe stated that he recently moved his son to the Anderson Center for Autism and was very happy with the campus.

Mr. Cappillino explained the bonding: the project is estimated at \$16,840,000 with a maximum amount of \$20 million. The application includes a description of the project and has an environmental review from 2005 since that was when the three phase project was initiated and the master plan was approved. The law firm Hodgson Russ has been appointed as bond counsel.

Motion to approve the preliminary inducement resolution for Anderson Center for Autism for an amount not to exceed \$20 million was made by Ms. Keenan, seconded by Mr. Tetor and unanimously approved. Motion carried.

APPROVAL OF MINUTES

Chairman Tomkovitch asked if there were any comments, corrections, or deletions to the July 26, 2010 Minutes of the Dutchess County Local Development Corporation.

Seeing none, the minutes were unanimously approved. Motion carried.

AUTHORIZATION for John MacEnroe, CEO of the DCLDC to execute a blanket issuer letter of representations to the depository trust company

Mr. Cappillino explained that this measure is used to issue bonds, cutting down on previously cumbersome paperwork.

Mr. Tetor moved to approve this action; motion was seconded by Mr. Stoffers and unanimously approved. Motion carried.

ADOPTION OF 2010 and 2011 BUDGET AND MULTI-YEAR FINANCIAL PLAN

Chairman Tomkovitch informed the board that an annual budget needs to be adopted as well as a multi year plan that is required by the PARIS reporting system.

Ms. Brannen explained that the budget would be formatted similarly to the DCIDA's budget. Also, the board will have to approve both the 2010 and 2011 budget for the DCLDC, given that the DCLDC was just formed and incorporated. She then referred to the documents and offered to answer any additional questions from board members. Chairman Tomkovitch added that since this is the first year that the DCLDC is operational it is hard to make assumptions not knowing what the activity levels and revenues/expenses will be like. The assumption is that grant-making, if any will coincide with the DCIDA, depending which corporation has more revenue.

Ms. Brannen asked how start up costs would be covered. The DCLDC currently has \$500 from two applications, but needs some funds for stationary etc. Chairman Tomkovitch replied that for the time being costs should be kept to a minimum and deferred if possible so that for future reference the DCLDC can state that it is one hundred percent fully self funded at all times. Stationary could for the time being be shifted to a digital logo that is then printed on blank paper as letterhead.

Before asking for a motion to accept the budget, Chairman Tomkovitch added that this is a multiyear rolling budget that can be adjusted in the future.

Mr. Stoffers made the motion to adopt the 2010 and 2011 budget for the DCLDC as well as to adopt the multi year plan for the PARIS report. The motion was seconded by Ms. Flesland. All in favor, motion unanimously carried.

Salary for CFO

In accordance with protocol, salary discussions are held in executive session. Chairman Tomkovitch asked for a motion to go into Executive Session. A motion to proceed into Executive Session was made by Mr. Teter, duly seconded by Ms. Keenan, and carried unanimously.

Chairman Tomkovitch asked for a motion to close the Executive Session. Moved by Ms. Keenan, seconded by Mr. Teter. All in favor.

Motion to set Ms. Brannen's annual salary for work performed for the DCLDC at \$9,000 made by Ms. Keenan, seconded by Ms. Flesland and unanimously approved.

Purchase of two fireproof file cabinets for the DCLDC

Motion to purchase two fireproof four-drawer file cabinets for the approximate sum of \$1,100 each to safeguard important documents was made by Chairman Tomkovitch, seconded by Ms. Keenan. All in favor. Motion carried.

Other business

There being no further business, Chairman Tomkovitch called for a motion to adjourn. The motion was made by Mr. Teter, duly seconded by Ms. Keenan. All voted in favor. Motion carried. Meeting adjourned at 8:30 a.m.

Respectfully submitted,

Phyllis DiStasi Keenan, Secretary