

MINUTES



BOARD OF DIRECTORS REGULAR MEETING

Wednesday, September 8, 2021

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

Also Present: Sarah Lee, CEO
Marilyn Yerks, CFO
Jasmin Haylett, Office Administrator
Rachel Welch, Communications Coordinator
Don Cappillino & Elizabeth Cappillino, Counsel
Maria Krupin (CIA)
Jim Beretta & Doreen Tignanelli, Members from the public

On Wednesday, September 8, 2021, the Dutchess County Local Development Corporation [DCLDC] Board of Directors Meeting was called to order by Chairman Dean at 9:12 a.m. Present was: Tim Dean, Mark Doyle, Kathleen Bauer, Amy Bombardieri, Jamie Piccone II, Don Sagliano and Al Torreggiani. Quorum was established.

CONFLICT OF INTEREST DISCLOSURES

Chairman Dean asked board members if they had any potential conflicts with any items on the agenda. Chairman Dean noted he has a conflict with the CIA because they are a client of Marshall & Sterling.

PROOF OF MEETING NOTICE

Meeting notice was published on September 2, 2021.

BILLS AND COMMUNICATIONS

None

APPROVAL OF MINUTES

August 11, 2021

Chairman Dean asked for a motion to approve the August 11, 2021 minutes of the Dutchess County Local Development Corporation.

A motion was made by Ms. Bombardieri, duly seconded by Mr. Doyle to approve the DCLDC Board of Directors meeting minutes for August 11, 2021. Roll call vote was taken. All voted in favor and the motion was carried.

REPORT OF THE TREASURER

A. Financial Report

Ms. Yerks reported on the August 31, 2021 Balance Sheet and Profit & Loss Budget

- Current cash balance is \$2,855,873.57
- Accounts receivable balance of \$176,906.44 is mostly money due from the County for reimbursement

REPORTS OF COMMITTEES

None

UNFINISHED BUSINESS

None

NEW BUSINESS

- A. Consideration and Approval of a Final Bond Resolution for the Issuance of the LDC's Tax-Exempt Refunding Bonds Series 2021 (Culinary Institute of America) in an amount presently estimated to be \$32,200,000 but not to exceed \$35,000,000 for the benefit of the Culinary Institute of America.

Chairman Dean recused himself and left the meeting during this portion of the meeting due a conflict of interest because the CIA is a client of Marshall & Sterling. Vice Chairman Doyle presided over this portion of the agenda.

Ms. Lee noted that the following:

- This is refunding for three existing bonds the Culinary holds and is an issuance of one bond with two tranches
- The public hearing was held on September 7th, no members of the public attended and the transcript was forwarded to the board
- Maria Krupin from the Culinary is present to answer any questions from the board

Vice Chairman Doyle noted that at the previous meeting, Mr. Sagliano asked about the amount of interest that would be saved from refinancing these bonds.

Ms. Krupin noted that the net present value savings on the three bonds by refinancing would be over 25% and the cash savings would be an excess of \$10 million over the life of the bonds. The savings would be reinvested in the Culinary to support students, other businesses on campus and to maintain and add employees.

Mr. Cappillino noted that there will be a closing of the 2021 portion soon and another closing will take place at a later date for the remainder of the bonds that will be approved at this meeting.

A motion was made by Mr. Piccone, duly seconded by Mr. Sagliano to approve the Final Bond Resolution for the Issuance of the LDC's Tax-Exempt Refunding Bonds Series 2021 (Culinary Institute of America) in an amount presently estimated to be \$32,200,000 but not to exceed \$35,000,000 for the benefit of the Culinary Institute of America. Roll call vote was taken. All voted in favor and the motion was carried.

B. 2nd Quarter County Reimbursement Request

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Ms. Lee noted the following:

- As part of the service contract with the County, the LDC is required to receive the board's approval before submitting a request for reimbursement from the County
- The payment request is for \$77,911.58

Ms. Yerks noted that the personnel and fringe benefits line items are for the allocation of staff time for the program, contractual and consulting is for three months of DCI funding and the occupancy is the agreed upon percentage of total office cost with the County.

Questions, responses and comments ensued.

A motion was made by Ms. Bauer, duly seconded by Mr. Torreggiani to approve the 2nd quarter County Reimbursement request. Roll call vote was taken. All voted in favor and the motion was carried.

Chairman Dean noted he would like to have a brief informational discussion about projects being announced as approved by municipalities but was not officially approved by the board. The discussion ensued with questions, responses and comments.

Ms. Lee announced that the decision was made by the LDC staff to transition the Business Excellence Awards (BEA) event into a virtual event due to lingering concerns of the virus and the possibility of not reaching the minimum number of attendees required from the vendor. She also noted that a special network event is planned for the spring which will feature the guest speaker originally scheduled to speak at the BEA.

Questions and responses ensued.

ADJOURNMENT

There being no further business to discuss on the agenda, the meeting was adjourned by Chairman Dean at 9:45 a.m.

Respectfully submitted,


Kathleen M. Bauer, Secretary/Treasurer

10/13/2021
Date

Meeting	<u>09-08-2021</u>
Approved	<u>10-13-2021</u>
Certified	<u>10-13-2021</u>

Dutchess County Local Development Corporation

Balance Sheet

As of August 31, 2021

	Aug 31, 21
ASSETS	
Current Assets	
Checking/Savings	
1010 · Cash	
1100 · Checking -- TD Bank	813,568.76
1101 · Petty Cash	300.00
1180 · CD1 - Riverside	255,242.23
1182 · CD2 - Riverside	1,786,762.58
Total 1010 · Cash	2,855,873.57
Total Checking/Savings	2,855,873.57
Accounts Receivable	
11000 · Accounts Receivable	176,906.44
Total Accounts Receivable	176,906.44
Total Current Assets	3,032,780.01
Fixed Assets	
1390 · Furniture & Equipment	
1680 · Furniture & Equipment	127,374.44
1710 · Accumulated Depreciation	-67,040.00
Total 1390 · Furniture & Equipment	60,334.44
Total Fixed Assets	60,334.44
Other Assets	
1175 · Other Assets	
1200 · Receivables	1,689.13
1310 · Prepaid Expenses	9,586.63
1320 · Payroll Deposit	15,011.00
Total 1175 · Other Assets	26,286.76
Total Other Assets	26,286.76
TOTAL ASSETS	3,119,401.21
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 · *Accounts Payable	23,113.71
Total Accounts Payable	23,113.71
Total Current Liabilities	23,113.71
Total Liabilities	23,113.71
Equity	
30000 · Opening Balance Equity	1,093,744.17
32000 · Unrestricted Net Assets	2,098,494.23
Net Income	-95,950.90
Total Equity	3,096,287.50
TOTAL LIABILITIES & EQUITY	3,119,401.21

Dutchess County Local Development Corporation
Profit & Loss Budget vs. Actual
 January through August 2021

10:57 AM
 09/02/21
 Accrual Basis

	Jan - Aug 21	Budget	\$ Over Budget	% of Budget
Income				
4000 · Cash Revenues				
4020 · Administration Fees	168,622.77	300,000.00	-131,377.23	56.2%
4030 · Application Fees	2,250.00	750.00	1,500.00	300.0%
4049 · Dutchess County - 2021	169,831.54	338,250.00	-168,418.46	50.2%
4050 · DCIDA	150,000.00	150,000.00	0.00	100.0%
4060 · Private Sector	32,115.00	50,000.00	-17,885.00	64.2%
4080 · DCWIB	25,766.94	32,000.00	-6,233.06	80.5%
4910 · Interest	2,848.39	10,000.00	-7,151.61	28.5%
Total 4000 · Cash Revenues	551,434.64	881,000.00	-329,565.36	62.6%
Total Income	551,434.64	881,000.00	-329,565.36	62.6%
Expense				
6000 · Expenditures				
6240 · Audit	0.00	12,000.00	-12,000.00	0.0%
6245 · Board & Committee	0.00	1,000.00	-1,000.00	0.0%
6270 · Computer Consulting	6,510.00	12,000.00	-5,490.00	54.3%
6273 · Dues, Subs, & Pubs	46,447.28	45,000.00	1,447.28	103.2%
6274 · Education/Training	1,674.00	4,000.00	-2,326.00	41.9%
6275 · Equipment	796.44	2,000.00	-1,203.56	39.8%
6310 · Insurance	3,571.17	4,000.00	-428.83	89.3%
6340 · LDC Loan Reserve Fund	0.00	135,000.00	-135,000.00	0.0%
6390 · Marketing	5,909.44	45,000.00	-39,090.56	13.1%
6395 · Office Supplies	1,154.49	5,000.00	-3,845.51	23.1%
6400 · Other Expenditure	1,116.30	2,000.00	-883.70	55.8%
6410 · Payroll	284,877.98	420,189.00	-135,311.02	67.8%
6415 · Payroll Tax	27,857.65	38,426.00	-10,568.35	72.5%
6420 · Payroll Fringe	71,250.90	108,000.00	-36,749.10	66.0%
6450 · Professional Fees	4,743.62	15,000.00	-10,256.38	31.6%
6500 · Professional Service Contracts	116,009.99	215,000.00	-98,990.01	54.0%
6505 · Phone	3,656.67	8,000.00	-4,343.33	45.7%
6510 · Postage	198.13	500.00	-301.87	39.6%
6520 · Printing	171.98	1,000.00	-828.02	17.2%
6540 · Rent	58,269.88	84,941.00	-26,671.12	68.6%
6548 · Trade Show	0.00	5,000.00	-5,000.00	0.0%
6550 · Travel & Meetings	3,461.37	5,000.00	-1,538.63	69.2%
Total 6000 · Expenditures	637,677.29	1,168,056.00	-530,378.71	54.6%
6243 · Event Expenses	9,708.25	25,000.00	-15,291.75	38.8%
Total Expense	647,385.54	1,193,056.00	-545,670.46	54.3%
Net Income	-95,950.90	-312,056.00	216,105.10	30.7%