*** § 912-b. Orange county industrial development agency.** 1. For the benefit of the county of Orange and the inhabitants thereof, an industrial development agency, to be known as the ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY, is hereby established for the accomplishment of any or all of the purposes specified in title one of this article. It shall constitute a body corporate and politic, and be perpetual in duration. It shall have the powers and duties now or hereafter conferred by title one of this article upon industrial development agencies. It shall be organized in a manner prescribed by and be subject to the provisions of title one of this article. Its members shall be appointed by the governing body of the county of Orange. The agency, its members, officers and employees and its operations and activities shall in all respects be governed by the provisions of title one of this article.

** 2. For purposes of this section:

(a) "financial assistance" shall mean any financial assistance offered by the Orange county industrial development agency for any project, including but not limited to, a payment in lieu of taxes agreement, an agreement to waive sales tax, or an agreement to waive mortgage recording taxes.

(b) "monitor" shall mean the independent monitor appointed by the state inspector general under paragraph (a) of subdivision three of this section.

(c) "funding corporation" shall mean the Orange County Funding Corporation, a local development corporation established pursuant to section fourteen hundred eleven of the not-for-profit corporation law.

** NB Repealed May 3, 2030

** 3. (a) In accordance with the powers of the office of the state inspector general established by subdivision eight of section fifty-four of the executive law, the state inspector general shall appoint an independent monitor to carry out the provisions of this section including but not limited to providing guidance and technical assistance related to the policies, practices, programs and decisions of the Orange county industrial development agency and the funding corporation, including but not limited to decisions, actions and policies related to contracts and financial assistance agreements. The state inspector general shall appoint such monitor within ninety days of the effective

date of this subdivision or as soon thereafter as is practicable. After such appointment, the inspector general may only remove the monitor for violations of law.

(b) The reasonable and necessary expenses incurred by the monitor while performing their official duties shall be paid by the industrial development agency and the funding corporation, in such proportions as the state inspector general shall verify and determine are attributable to each entity's matters. The state inspector general shall determine and verify: (i) the reasonable and necessary expenses incurred by the monitor in the performance of duties under this section; (ii) any reasonable and necessary expenses and costs, including but not limited to attorneys' fees and litigation costs, incurred by the monitor or the office of the state inspector general in connection with the appointment, retention, administration, oversight, defense, indemnification, representation, enforcement or continuation of the monitor; and (iii) the proportion of such expenses and costs attributable to the industrial development agency and the funding corporation. The obligation to pay pursuant to this paragraph shall apply to all such expenses and costs incurred on and after the date the monitor was first appointed pursuant to paragraph (a) of this subdivision, whether or not previously invoiced, noticed or demanded. Not later than thirty days after the effective date of the chapter amending the laws of two thousand twenty-six that amended this paragraph, each such entity shall pay all unpaid amounts determined and verified by the state inspector general pursuant to this paragraph; provided, however, that if the state inspector general provides written notice of any additional amount due after such date, such amount shall be paid within thirty days after receipt of such notice. For each state fiscal year thereafter, each such entity shall pay any amount determined and verified by the state inspector general pursuant to this paragraph not later than thirty days after receipt of written notice from the state inspector general of the amount due. Notwithstanding any other provision of law to the contrary, if the industrial development agency or the funding corporation fails to pay any amount required to be paid pursuant to this paragraph by the applicable date required by this paragraph, any contract or financial assistance entered into or proposed to be entered into on or after such applicable date by such industrial

development agency or funding corporation shall not be legally binding or effective and may not be reconsidered until the state inspector general certifies in writing that all amounts required to be paid by such agency or corporation pursuant to this paragraph, including all unpaid amounts incurred before the effective date of the chapter of the laws of two thousand twenty-six that amended this paragraph, have been paid in full; provided, however, that nothing in this sentence shall affect the validity of any contract or financial assistance entered into before such applicable date. Notice of any suspension of the industrial development agency or funding corporation's ability to enter contracts or provide financial assistance pursuant to this section shall be publicly posted both on the website of the state inspector general, and on the website or websites of the industrial development agency or funding corporation. Any action taken in violation of this paragraph shall be void and shall not be legally binding or effective. Notwithstanding any other provision of law, while acting within the scope of their authority, the monitor shall not be subject to any liability resulting from carrying out any of the powers expressly given in this section, and the monitor shall be entitled to defense and indemnification by the industrial development agency and the funding corporation.

(c) The monitor shall be entitled to attend all meetings of the industrial development agency and the funding corporation, including executive sessions; provided however, such monitor shall not be considered for purposes of establishing a quorum of the board, provided further that the monitor may be excused from executive sessions when proposed, pending or current litigation involving the monitor or the office of the state inspector general are being discussed. The industrial development agency shall cooperate with any monitor with access, within forty-eight hours of such request from the monitor, to any necessary documents and records of the industrial development agency including but not limited to databases and planning documents, financial assistance agreements, and contracts consistent with all applicable state and federal statutes. The monitor shall provide a copy of such request for any document or record to the industrial development agency board.

(d) The board shall provide the monitor with copies of any meeting

agendas and all resolutions and motions on such agenda for each board meeting no later than seventy-two hours prior to such board meeting. If a proposed resolution or motion is for the purpose of approving a contract or any financial assistance for a project, the board clerk shall provide the monitor with copies of the proposed contract or financial assistance language at least seven days prior to such meeting.

(e) In the event the monitor is not provided with copies of proposed resolutions or motions seventy-two hours prior to a board meeting or in the case of a proposed motion or resolution for the purpose of approving a contract or financial assistance, seven days prior to the next board meeting, the monitor may, at their discretion, remove an item including board resolutions or motions, from consideration by the board at such meeting. Upon failure of the board to provide proposed resolutions or motions as required by this section, the monitor shall provide notice of failure to the board. An item removed from consideration by the monitor may not be reconsidered by the board until the next board meeting.

(f) The monitor shall have the power to review any modification to the industrial development agency's uniform tax exemption policy required by section eight hundred seventy-four of this article, contract or financial assistance proposed for consideration by the industrial development agency proposed by the board on or after the effective date of this subdivision; provided however, that all such proposed modifications to the industrial development agency's uniform tax exemption policy required by section eight hundred seventy-four of this article, contracts or agreements shall be provided by the industrial development agency board to the monitor at least seven days prior to adoption.

(i) At least seventy-two hours prior to adoption by the board, the monitor shall advise the board or employees of the industrial development agency, in writing, of the existence of violations of the industrial development agency's uniform tax exemption policy required by section eight hundred seventy-four of this article, actual or potential conflicts of interest, or violations of law arising from a proposed contract or financial assistance agreement that the industrial development agency shall consider before entering into any such contract or agreement.

(ii) The board shall document for its own records the existence and

resolution of any actual or potential conflict of interest or other violation identified by the monitor.

(iii) No such contract or agreement may be voted on, approved or entered into by the industrial development agency unless such actual or potential conflict of interest or violation has been resolved to the satisfaction of the monitor, and unless the monitor has advised the board or employees, in writing, of their approval.

(iv) At least seventy-two hours prior to adoption by the board, the monitor shall advise the board or employees, in writing, of their disapproval of any changes to the industrial development agency's uniform tax exemption policy; provided additionally, that within thirty days after their appointment, the monitor shall advise such board or employees, in writing, of their disapproval of any changes to the industrial development agency's uniform tax exemption policy made by the board that were made on or after the effective date of this subdivision until such monitor's appointment. Any such change to the uniform tax exemption policy disapproved by the monitor shall not be effective, and shall not be reconsidered by the board for at least ten days or until the next board meeting; provided, however, that any change to the uniform tax exemption policy that was made by the board on or after the effective date of this subdivision until such monitor's appointment that is disapproved by the monitor shall not affect the validity of any prior agreement entered into prior to the monitor's appointment.

(v) At least seventy-two hours prior to adoption by the board, the monitor shall advise the board or employees, in writing, of their disapproval of any proposed contract or agreement with a project applying for financial assistance that would permit a deviation from the industrial development agency's uniform tax exemption policy required by section eight hundred seventy-four of this article. Any such proposed contract or financial assistance agreement that would permit a deviation from such policy shall not be effective, and may not be reconsidered by the board for at least ten days or until the next board meeting.

(vi) The monitor shall have seventy-two hours after any contract or financial assistance is approved to review such financial assistance or contract, and if a violation of policy related to the industrial development agency's uniform tax exemption policy required by section eight hundred seventy-four of this article, a conflict of interest, or a

violation of law is identified during such time period, the monitor shall notify the industrial development agency in writing. Any such contract or financial assistance so identified by the monitor shall not be legally binding or effective, and may not be reconsidered by the board for at least ten days or until the next board meeting.

(g) The board, in consultation with the monitor, shall adopt a conflict of interest policy, or revise an existing conflict of interest policy, that complies with all existing applicable laws, rules and regulations, including article eighteen of this chapter. The conflict of interest policy shall include, but not be limited to:

(i) a definition of the circumstances that constitute a conflict of interest;

(ii) procedures for identifying, disclosing and resolving a conflict of interest to the board;

(iii) a requirement that the person with the conflict of interest not be present at or participate in board deliberations or votes on the matter giving rise to such conflict, provided that nothing in this paragraph shall prohibit the board from requesting that the person with the conflict of interest present information as background or answer questions at a board meeting prior to the commencement of deliberations or voting thereto;

(iv) a prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to such conflict;

(v) compliance with all applicable state laws and regulations; and

(vi) a requirement that the existence and resolution of the conflict be documented in the board's records, including in the minutes of any meeting at which the conflict was discussed or voted upon.

(h) The monitor may advise the board and any industrial development agency officers, employees or agents to undergo any training as deemed necessary.

(i) (i) The funding corporation shall provide the monitor with copies of any meeting agendas and all proposed resolutions and motions to be considered by the board of directors no later than seventy-two hours prior to such meeting. If a proposed resolution or motion is for the purpose of authorizing or approving a contract, agreement, financing, issuance of bonds, notes or other obligations, property transaction, or

project, the funding corporation shall provide the monitor with copies of the proposed transactional documents and material supporting documentation at least seven days prior to such meeting.

(ii) In the event the monitor is not provided with materials within the time periods required by this paragraph, the monitor may, in their discretion, remove an item from consideration by the board of directors at such meeting. An item removed from consideration by the monitor may not be reconsidered by the board of directors until the next meeting.

(iii) At least seventy-two hours prior to consideration by the board of directors, the monitor shall advise the funding corporation, in writing, of the existence of: (A) any actual or potential conflicts of interest; (B) any violations of the funding corporation's conflict of interest policy; (C) any violations of section seven hundred fifteen or section seven hundred fifteen-a of the not-for-profit corporation law; (D) any failure to comply with the funding corporation's certificate of incorporation; or (E) any other violations of law arising from a proposed transaction or project.

(iv) The board of directors shall document for its own records the existence and resolution of any actual or potential conflict of interest or other violation identified by the monitor.

(v) No such contract, agreement, financing, issuance, property transaction, or project may be voted on, approved, authorized, or entered into by the funding corporation unless such actual or potential conflict of interest or violation has been resolved to the satisfaction of the monitor and the monitor has advised the funding corporation, in writing, of the monitor's approval.

(vi) In determining whether to approve a proposed project or financing, the monitor may require the funding corporation to demonstrate that there is a commitment of funds sufficient to finance the acquisition and construction of the project, taking into consideration commitments of funds, projections of fees or other revenues, and security.

** NB Repealed May 3, 2030

** 4. The monitor shall undertake an enhanced review of the budget decisions and financial assistance agreements of the industrial development agency.

(a) The board shall annually submit the industrial development

agency's proposed budget for the next succeeding fiscal year to the monitor no later than forty-five days prior to its adoption. The monitor shall review the budget to ensure that it, to the greatest extent possible, is consistent with purposes and necessary activities of the Orange county industrial development agency, and that it does not substantially conflict with the long term economic interests of Orange county and its constituents.

(b) The board shall provide quarterly reports to the monitor and annual reports to the state inspector general on the operational status of the industrial development agency. In addition, the monitor shall provide semi-annual reports to the state inspector general, the governor, the temporary president of the senate, and the speaker of the assembly on the fiscal and operational status of the industrial development agency. Such semi-annual report shall include a summary of all the contracts that the board entered into throughout the year. All reports shall be subject to review by the comptroller.

(c) The monitor shall advise the board in the development and revision of the industrial development agency's goals, implementation of its priorities and budgetary recommendations.

(d) The monitor may recommend, and the board may consider by vote of a resolution at the next scheduled meeting of the board, cost saving measures including, but not limited to, shared service agreements.

(e) Upon receiving a recommendation, in writing, from the monitor, the board shall consider such recommendation and, within forty-five days of receiving such recommendation, hold a vote on accepting such recommendation. Such recommendation shall only be rejected upon at least five members of the board voting to reject such recommendation. Such recommendations requiring such a vote shall include, but not be limited to, recommendations relating to contracts, budget decisions, and financial assistance agreements.

** NB Repealed May 3, 2030

** 5. The monitor shall, at their discretion, direct the board to recoup financial assistance, in full or in part, where the recipient of financial assistance failed to execute and complete the terms of a contract, agreement or understanding including, but not limited to, job creation goals and the development of promised facilities or operations.

** NB Repealed May 3, 2030

** 6. The Orange county funding corporation, established by Orange county resolution number one hundred twenty-five of the year two thousand ten is a local development corporation established pursuant to section fourteen hundred eleven of the not-for-profit corporation law. The funding corporation shall comply with the applicable provisions of subdivision three of this section, and the monitor shall have the powers set forth in paragraph (i) of subdivision three of this section with respect to the funding corporation.

** NB Repealed May 3, 2030

** 7. Notwithstanding any other provision of law to the contrary, the monitor may commence an action or special proceeding in any court of competent jurisdiction to enjoin unlawful acts or practices by the industrial development agency or the funding corporation and to compel compliance with this section, including the recovery of amounts due to the monitor for reasonable and necessary expenses and costs, including but not limited to attorneys' fees and litigation costs, authorized by this section.

** NB Repealed May 3, 2030

** 8. Nothing in this section shall be construed to abrogate the duties and responsibilities of the board consistent with applicable state law and regulations.

** NB Repealed May 3, 2030

* NB Agency expires per §§ 856 and 882