

COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY

May 28, 2015

Meeting Minutes

CALL TO ORDER

Treasurer Jeffrey Lord called to order the meeting of COIDA at 8:03 a.m. at the COIDA offices located at 189 Main Street, Suite 500, Oneonta, NY. Voting members present were Joseph Bernier, Craig Gelbsman, Jeffrey Lord, Devin Morgan, and James Salisbury.

Also in attendance were staff members Sandy Mathes, Elizabeth Horvath, and Dawn Rivers; agency counsel A. Joseph Scott and Kurt Schulte.

MEETING MINUTES

Minutes for the April 23, 2015 meeting of COIDA were presented to the Board. After brief discussion, Mr. Bernier moved to accept the minutes. Mr. Salisbury seconded and the motion passed unanimously by voice vote.

TREASURER'S REPORT

Mr. Lord presented the financial reports to the Board. There was nothing remarkable in the financial reports. After brief discussion, Mr. Salisbury moved to accept the draft Treasurer's Report. Mr. Bernier seconded and the motion was passed unanimously by voice vote.

BILLS TO BE PAID and PAYROLL REPORT

Ms. Horvath presented the Bills to be Paid report to the Board. She noted for the Board that the water/sewer charges incurred for IOXUS, the Soccer fields and the Soccer concession were not billed by the City of Oneonta until April 2015. These payments will be reimbursed by OYSA and IOXUS. Ms. Horvath reminded the board that the payment of approximately \$4,000 to Elan Planning for the Cooperstown Comprehensive Plan was eligible for reimbursement from the \$58,000 grant awarded in last year's CFA process. Finally, she explained that she had requested reimbursement for a payment that she made for Otsego Now on her personal credit card because the IDA credit card had insufficient credit remaining at the time.

Ms. Horvath presented the Payroll Report, which was not unusual in any way. There was no discussion. Ms. Horvath then presented the Loan Report for the month, which was not unusual in any way.

COMMITTEE REPORTS

Project Committee

The Project Committee did not meet in May. The next meeting will take place on June 18, 2015.

Audit and Finance Committee

Mr. Lord reported that the Audit and Finance Committee reviewed current IDA financials, performed the monthly IDA loan portfolio review, reviewed a proposed credit card policy, and discussed various issues.

The Committee reviewed the CompDirect USA matter and made a recommendation to the Board to proceed with a motion for a default judgement against CompDirect USA and its principals. Mr. Gelbsman moved to authorize Agency counsel to proceed with the default judgement. Mr. Lord seconded, and the motion was approved by unanimous voice vote.

MOTIONS AND RESOLUTIONS

Cooperstown Distillery Loan

Mr. Mathes reviewed the particulars surrounding the proposed project by Cooperstown Distillery and the role that will be played by the IDA. After some discussion, Mr. Bernier moved to approve the loan and Mr. Gelbsman seconded. The motion was unanimously passed by voice vote.

Mr. Morgan noted that Cooperstown Distillery is a client of his but he has no direct financial interest in this project.

Northern Eagle

Mr. Scott presented a resolution that would permit the IDA Secretary and Treasurer to execute required documents for a previously approved sales tax exemption. Mr. Scott explained that this was a technicality required because the documents need to be executed immediately and the Chair and Vice-Chair were both unable to attend the current meeting. After a brief discussion, Mr. Bernier moved to approve the resolution. Mr. Salisbury seconded and the motion was approved by unanimous voice vote.

Mathes Contract

The matter was tabled pending executive session.

Hillside Commons mortgage

The developers of Hillside Commons are refinancing their construction loan with a permanent mortgage and, because of the interest in the property held by the IDA due to its PILOT agreement with Hillside Commons Oneonta, LLC, they require the IDA to also sign the

mortgage documents. The resolution presented to the board by Mr. Scott authorizes the IDA Secretary and Treasurer to execute the required mortgage, provided certain conditions are met. After considerable discussion, Mr. Salisbury moved to approve the resolution. Mr. Morgan seconded and the resolution was approved by unanimous voice vote.

The Plains

Mr. Scott and Ms. Horvath updated the board about the pending transaction in which CSL intends to purchase The Plains, assume the PILOT and pay off their loan with the IDA. That matter is moving forward.

Credit Card Policy

Ms. Horvath presented a draft credit card policy to the Board and Mr. Lord affirmed that the Audit and Finance Committee recommended the policy be adopted by the full Board. Mr. Salisbury so moved and Mr. Lord seconded the motion. After a brief discussion, the motion was unanimously approved by voice vote.

CEO's REPORT

Mr. Mathes noted that there had been no Project Committee meeting in May and that, therefore, he would update the Board on the following matters:

- Developers Forum, planned for June 3rd from 3-6 pm, probably to be held at the Otesaga
- Proposed Solar Project
- MV500
- Consolidated Funding Application process, deadline 7/31
- Pony Farms
- Richfield/Richfield Springs
- Trip to Washington, D.C.
- Soccer Dome
- Ommegang

DIRECTOR'S REPORT

Ms. Rivers updated the Board on the status of the Workforce Training Center and specifically the following matters:

- In-house training program and CDGB funding status
- Proposed P-TECH program
- Proposed satellite in Richfield Springs

EXECUTIVE SESSION

Upon the recommendation of Mr. Mathes, Mr. Salisbury moved that the Board go into Executive Session to discuss certain personnel matters. Mr. Gelbsman seconded the motion and the Board entered Executive Session at 9:41 a.m.

The Board then went into Executive Session to discuss certain personnel matters. Mr. Mathes, Mr. Schulte and Mr. Scott were requested by the Board to attend the Executive Session.

After completion of the discussion in Executive Session, Mr. Salisbury moved that the Board come out of Executive Session. Mr. Morgan seconded the motion, and the Board exited Executive Session at 10:09 a.m. No action was taken by the Board during the Executive Session discussion.

CONSULTING CONTRACT APPROVAL RESOLUTION

Mr. Scott presented to the Board a resolution authorizing the execution of a revised consulting contract with Mr. Mathes. The purpose of the revised contract is to address certain NYS pension/retirement issues involving Mr. Mathes. Mr. Scott noted that the consulting agreement is a modification to the existing consulting agreement with Mr. Mathes and it reflects changes discussed in detail with members of the Audit Committee during the last committee meeting. Following the discussion by the Audit Committee, the members of the Committee supported the proposed changes and directed Mr. Mathes to have Mr. Scott prepare a revised consulting agreement. Mr. Scott prepared the draft, discussed the terms with the Chairman and Mr. Mathes, and distributed the draft to the members of the Board prior to this meeting. Mr. Scott reviewed the authorizing resolution and the draft contract with the members of the Board. In connection with the review, Mr. Scott noted that there had been communication with the NYS Office of the Comptroller ("OSC") on this issue and that Mr. Mathes was reviewing the terms of the revised contracts with OSC.

After extensive discussion, Mr. Salisbury moved to approve the resolution, Mr. Bernier seconded and the resolution was approved by unanimous voice vote.

ADJOURNMENT

The next meeting of the COIDA Board will take place on June 25, 2015 at 8 a.m. at Stella Luna Ristorante, 58 Market Street, Oneonta, NY. There being no further business, Mr. Bernier moved to adjourn. Mr. Salisbury seconded and, at 10:20 a.m., the meeting was adjourned.