

**COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
APRIL 26, 2018**

MEETING MINUTES

CALL TO ORDER

Board Chairman, Richmond Hulse, Jr., called to order the meeting of COIDA at 8:00am at the Otsego Now offices located at 189 Main Street, 5th floor, Oneonta, NY. Voting members present were Craig Gelbsman, Patricia Kennedy, Tom Armao, Sarah Harvey, Cheryl Robinson, Andrew Marietta (arrived at 8:11am) and Jeffery Joyner (arrived at 8:13am)

Also in attendance were staff members Jody Zakrevsky and Meaghan Marino, agency counsel Kurt Schulte, bond counsel Joe Scott, Bryan Shaughnessy (departed at 8:57am) and Albert Colone (departed at 8:57am).

CHAIRMAN'S REMARKS

Chairman, R. Hulse, welcomed the board members and guests, and moved immediately to the agenda with approval of the meeting minutes.

MEETING MINUTES

R. Hulse presented the meeting minutes from the March 22nd COIDA and OCCRC board meetings. The board had been given the minutes prior to the meeting to review. C. Gelbsman made a motion to approve the minutes; P. Kennedy seconded the motion and all members approved. S. Harvey abstained.

TREASURER'S REPORT

J. Lord was absent from the meeting, as such, there was no report from the treasurer. The board was given a draft version of the April Audit & Finance Committee meeting minutes as a reference for financial activities for the month.

BILLS TO BE PAID

M. Marino provided a report that went over the bills to be paid, and the deposits that have been made since the Audit and Finance Committee meeting on April 12th. There was nothing unusual about the bills to be paid, or the deposits that were made. T. Armao moved to pay the bills, C. Gelbsman approved the motion, and the motion was approved by all members. S. Harvey abstained.

COMMITTEE REPORTS

❖ GOVERNANCE COMMITTEE

The Governance Committee meeting was held on April 12th. No urgent matters were discussed at the Governance Committee meeting. The board was given a draft of the meeting minutes, as a report of the committee, for their review.

❖ AUDIT AND FINANCE COMMITTEE

The Audit and Finance Committee meeting was held on April 12th. Please refer to the 'Treasure's Report', as the report for the Audit and Finance Committee.

❖ PROJECTS COMMITTEE

The Projects Committee meeting also took place on April 12th. The board was given a draft version of the meeting minutes from that meeting as a reference for the project activities for April. J. Zakrevsky also went into more detail on the current projects in the CEO's Report.

CEO'S REPORT

J. Zakrevsky updated the board on the following matters:

- Eco-Commercial Park in Railyards – J. Zakrevsky met with Steven Lodner regarding the feasibility of an eco-commercial park in our site plan for the railyards. J. Zakrevsky advised him that he should present his ideas to the City of Oneonta. On April 10th, J. Zakrevsky received a letter from City of Oneonta Environmental Board endorsing the idea of an eco-commercial park in the Rail yards. He presented the letter to the board. He also advised Mr. Lodner that Delaware Engineering will create a site plan that maximizes the space of the land and will look at all possible options.
- Delaware Engineering Contract Revisions – As mentioned in previous meetings, the environmental assessment and geotechnical study that Malcolm Pirnie Inc. completed previously on the Oneonta Rail Yards is sufficient for the current study that Delaware Engineering is doing on the property. Delaware Engineering is also removing the Route 205 traffic study from their contract to allow it to be reimbursable under grant A56842. By removing these components, Delaware Engineering's contract for work on the Rail Yards has gone down from \$385,000 to \$200,000. The Route 205 study will be close to \$60,000, so this will be a savings of approximately \$125,000 to the agency.
- NYSEG Meeting – A meeting has been scheduled for May 4th with the President of NYSEG. J. Zakrevsky is hopeful that NYSEG will have more information on the DeRuyter pipeline, that NYSEG has spent the past few weeks inspecting, and more information on suitable alternatives for the natural gas shortage. Board members

encouraged J. Zakrevsky to get other local IDAs involved, as this problem doesn't just affect our county.

- Corning PILOT – Corning is moving forward with their PILOT.
- Pony Farm Appraisals – These are still ongoing and J. Zakrevsky is hopeful that they will be done by the May Projects committee meeting.
- Andela Products/Ruby Lake Glass – They are currently looking at 3 properties for their expansion. One would house Ruby Lake Glass only. Another that could house both companies. And the last property could also house both companies, but currently has houses on the land. They are looking into whether those owners would be willing to sell their properties.
- CADE – J. Zakrevsky has had discussions with CADE about moving their offices to the mezzanine level of the Otsego Now offices in July. J. Zakrevsky is working on a sublease and CADE will be here in May for a meeting to discuss logistics. As of now, the rental fee for the space would be \$10,000-\$12,000/year.
- Southern Tier East - J. Zakrevsky is also working out the specifics of having one of their employees occupy the office next to Michelle Catan's, Small Business Development Center. The rental fee for the space would be \$100/month. Several board members encouraged J. Zakrevsky to inquire about eliminating our membership fees to STERPDB in return for the use of the office space.
- 2017 Audit – J. Zakrevsky briefly went over details of the 2017 audit report. The auditors gave a presentation to the board a week prior that went over the audit report in more detail. There was an error listed in the audit report – J. Zakrevsky advised that under the PILOT payments it showed that Elizabeth Hotels had not made a payment to the Oneonta City School District – but they had, and we alerted the auditors to adjust. The board discussed suggestions that the auditors had for the agency, such as grant management and payroll supervision. A brief discussion ensued on ways to implement these changes. In the absence of staff in the Otsego Now offices between June-September 2017, many of the grants had no activity, even though a firm was hired to handle them. To avoid this in the future, J. Zakrevsky will provide the board with updates on all grants during Governance committee meetings. He will provide a spreadsheet with full details on each grant, so that in the event of him leaving, the board is completely up to date and can manage grants in the absence of a CEO. Regarding the payroll concern, the auditors noticed that a past Otsego Now staff was given an increase in salary that did not reflect what was approved in the meeting minutes. The difference in pay wasn't substantial, but it was suggested that employees not submit their own payroll. Currently, J. Zakrevsky submits M. Marino's payroll and J. Lord oversees all submissions.
- 2017 Annual Report – J. Zakrevsky advised that the past chairman of the board did not wish to provide a message for the 2017 annual report. The board advised they trust current chairman, R. Hulse, to write the message. A brief discussion ensued regarding a possible open house in May to welcome the public into our offices and showcase some of the projects we're working on. It was decided that the projects committee will spearhead this initiative.

- NYS Comptroller Reports – J. Zakrevsky provided the board with details of the information he is submitting for the NYS Comptroller reports. It had much of the same information as the audit report.

EXECUTIVE SESSION

C. Gelbsman made a motion to enter executive session with board members only, under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 8:57am for the following reasons: To discuss contracts. The motion was seconded by J. Joyner and approved by all members present. The board entered executive session at 8:57am.

No action was taken during executive session.

C. Robinson made a motion to enter back into public session; P. Kennedy seconded, and all members approved. The board exited executive session at 9:25am.

RESOLUTIONS AND MOTIONS

Approving Hodgson Russ as Bond Counsel for Agency

C. Gelbsman made a motion to approve. J. Joyner seconded, and the motion was approved by all members. S. Harvey abstained.

Approving Railyards PILOT Deviation Agreement

J. Joyner made a motion to approve. C. Robinson seconded, and the motion was approved by all members. S. Harvey abstained.

Adopting Changes to the Ethics Policy

A. Marietta made a motion to approve. C. Robinson seconded, and the motion was approved by all members. S. Harvey abstained.

Approving Release of 3 Acres of Property Owner by RLM Land, LLC.

This resolution was not approved. Agency counsel, K. Schulte, had reached out to RLM Land, LLC. with the stipulations that the IDA set regarding selling a piece of their land that the IDA has a mortgage on. They decided not to sell the land outright, but they will have someone operating a business out of a portion of the property. They have sent two monthly payments in the amount of \$500. Several board members questioned amending the contract, since their actual monthly payment should be closer to \$750/month. K. Schulte advised against amending the contract, because we currently have first position on the property. By amending the contract, we could lose that.

Authorizing New Signatures on All Bank Accounts

Currently, the signatures on our bank accounts and money market accounts are J. Lord and retired board members and staff. New signatures authorized on the bank accounts would be Jeffrey Lord, Tom Armao, Cheryl Robinson, Jeffery Joyner, and Craig Gelbsman. Also, give authorization to M. Marino and Jim Lozano, CFO, to access bank accounts online, to view balances and transactions.

T. Armao made a motion to approve. P. Kennedy seconded, and the motion was approved by all members. S. Harvey abstained.

Resolution Accepting 2017 COIDA Audit – COIDA and OCCRC

J. Joyner made a motion to approve. T. Armao seconded, and the motion was approved by all members. S. Harvey abstained.

Authorize Submission of NYS Comptroller Reports

J. Joyner made a motion to approve. C. Robinson seconded, and the motion was approved by all members. S. Harvey abstained.

Amending CFO for Hire Contract

The CFO for Hire Contract will go down from \$2,300/month to \$1000 for April 2017 and \$800/month for the remainder of 2018.

P. Kennedy made a motion to approve. T. Armao seconded, and the motion was approved by all members. S. Harvey abstained.

Amending Delaware Engineering, PC, Contract for Railyards

Removing environmental study component that was previously completed by Malcolm Pirnie. Also, the removal of the Route 205 corridor study.

J. Joyner made a motion to approve. T. Armao seconded, and the motion was approved by all members. S. Harvey abstained.

Authorizing Contract with Delaware Engineering, PC, for Route 205 Study

T. Armao made a motion to approve. C. Robinson seconded, and the motion was approved by all members. S. Harvey abstained.

Authorizing Corning PILOT Application

P. Kennedy made a motion to approve. J. Joyner seconded, and the motion was approved by all members. S. Harvey abstained.

NEW BUSINESS

M. Marino advised the board that Alan Cleinman, of Cleinman Properties LLC., has requested to put on presentation for the board. The presentation would highlight how helpful the IDA was in giving him a loan in 2008 and what he's been able to do since then. His intention was to host a dinner in the IDA's honor and present his findings there, however the board requested that he present at a Projects committee meeting. M. Marino will work out the details.

UNFINISHED BUSINESS

There was no unfinished business to attend to.

ADJOURNMENT

There being no further business to discuss, S. Harvey motioned to adjourn the meeting at 10:02am. T. Armao seconded, and the meeting was adjourned.

UPCOMING MEETING SCHEDULE

- Audit & Finance Committee Meeting / Projects Committee Meeting – May 10, 2018 at 8:00am.
- COIDA/OCCRC Board Meeting – May 24, 2018 at 8:00am.

***All meetings are held at the Otsego Now offices at 189 Main Street, Oneonta. NY. 13820**