

# COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY

May 28, 2020

## MEETING MINUTES

*Due to the Coronavirus (COVID-19), Federal and State emergency bans on large meetings or gatherings, and pursuant to Governor Cuomo's Executive Order 220.1, issued on March 12, 2020 suspending the Open Meetings Law, this COIDA Board of Director's Meeting was held via video conferencing, instead of an open meeting for the public to attend. Members of the public were given instructions on how to join the meeting.*

### CALL TO ORDER

Vice Chairman, Jeffery Joyner, called to order the meeting of COIDA at 8:03am via video conferencing app GoToMeeting. M. Marino conducted roll call and determined there was a quorum. Voting members present electronically included:

Jeffery Joyner  
Craig Gelbsman  
Patricia Kennedy\*  
Andrew Marietta

David Rowley  
Tom Armao  
Cheryl Robinson  
Joshua Edmonds

Absent Board Member(s): Jeffrey Lord

Also, in attendance:

#### STAFF

Jody Zakrevsky, **CEO**  
Meaghan Marino, **Dir. of Finance and Administration**

#### COUNSEL

Kurt Schulte, **Agency Counsel**  
Christopher Canada, **Hodgson Russ**

\*Departed before end of meeting

### CHAIRMAN'S REMARKS

Chairman, J. Joyner, welcomed fellow board members, counsel and staff. J. Joyner noted that it is the 11<sup>th</sup> week since the start of the COVID-19 pandemic, and went on to detail how the healthcare industry is working to reopen.

### MEETING MINUTES

J. Joyner presented the meeting minutes from the April 23<sup>rd</sup> COIDA board meeting. Board members were given a copy of the minutes prior to the meeting for review. P. Kennedy made a motion to approve the

meeting minutes. The motion was seconded by A. Marietta, and it was approved by the remaining members present.

## **BILLS & COMMUNICATIONS**

J. Joyner reviewed the bills and deposits since the May 13<sup>th</sup> Audit & Finance Committee meeting. There was nothing out of the ordinary with the expenses. A. Marietta made a motion to pay the expenses listed. C. Robinson seconded the motion and it was approved by the remaining members.

## **COMMITTEE REPORTS**

- ❖ **Audit & Finance** – The Audit & Finance Committee meeting was held on May 14<sup>th</sup>. J. Lord was absent from the May 26<sup>th</sup> Board meeting. Board members were referred to the financial statements from that meeting, and were advised that draft meeting minutes from that meeting would go out to all members this week.
- ❖ **Governance Committee** – Governance meetings are held quarterly. As such, there was no Governance Committee meeting in the month of May.
- ❖ **Projects Committee** – The Projects Committee meeting was held on May 14<sup>th</sup>. C. Robinson explained that the Projects Committee meeting focused primarily on the agency’s priority projects and a targeted marketing campaign to those looking to move to Upstate NY in light of the COVID-19 pandemic. There was also discussion about developing a task force to focus on the marketing initiative.

## **NEW BUSINESS / UNFINISHED BUSINESS**

- **Skyline Hospitality Public Hearing** – Skyline Hospitality submitted a PILOT application to the IDA for assistance with the construction of a Hampton Inn in Hartwick, NY. On May 13<sup>th</sup>, the IDA held a public hearing (via GoToMeeting) regarding the PILOT application. There were several individuals who attended the public hearing to express their concern with the project, and board members were given the meeting minutes, and letters sent from two residents and the Town Board from the public hearing to review. There was also a Town of Hartwick resident who sent a letter to the IDA, expressing concern over the project, after the public hearing that J. Zakrevsky conveyed to the board. Residents at the public hearing noted that the tax incentives would be welcomed for larger companies coming to the area, like manufacturing companies, but were against the idea of tax incentives to hotels, as they viewed it to be an unfair advantage to its local competitors. D. Rowley questioned if there was an objection from the Town of Hartwick board? J. Zakrevsky advised that the Town Supervisor sent a letter objecting to the project, on behalf of the entire Town Board (that letter was read aloud during the public hearing). D. Rowley then asked if it was a unanimous objection amongst the town board, to which J. Zakrevsky confirmed.
- **Skyline Hospitality Approving Resolution** – IDA bond counsel, Joe Scott, was unable to attend the May board meeting and had Christopher Canada, of Hodgson Russ, review the Skyline Hospitality Approving Resolution with the board. C. Canada reviewed the approving resolution with board members which would “authorize the execution of documents in connection with a lease/leaseback transaction for the Skyline Hospitality project.” C. Canada noted two items to board members; that

they are not approving the PILOT agreement at this time, and that the IDA will be sending notice to the affected taxing jurisdictions that this project deviates from the agency's uniform tax exemption policy (UTEP), as Skyline Hospitality's PILOT terms are less generous than what is in the IDA's UTEP. The IDA is providing them a 485b of the tax law, which Skyline Hospitality could still apply for without the IDA's assistance. Upon sending the notice to the taxing jurisdictions, 30 days would pass and then board members would vote to approve the deviation and the PILOT agreement. T. Armao asked the reason that the Town Board of Hartwick was unanimously against this project. J. Zakrevsky answered by reading a portion of the letter from the Town of Hartwick Supervisor. Board members briefly discussed the letter from the Town of Hartwick Board and other attendees of the public hearing. C. Gelbsman suggested that the IDA should lay out the benefits associated with the project in terms of the tax assessment on the land where the project is being considered. C. Gelbsman and C. Robinson both recommended that the IDA break down the financial incentives and impacts the Skyline project would have on a vacant piece of land in the Town of Hartwick. The project, even with the PILOT, would still be a net-sum increase to the Town's tax revenue. Because of the COVID-19 pandemic, A. Marietta worried that local development projects are going to fall apart, so it's important for the IDA to provide the tools necessary to make sure these projects proceed.

- **CBRE Valuation** – J. Zakrevsky updated the board on the updated appraisal for the IOXUS building. It has been five years since the original appraisal, and we have a potential buyer for the building. The original appraisal was done by Olin Appraisals, but that owner has since retired. The IDA reached out to CBRE Valuation, out of Albany, who provided a proposal and offered to do the work within two weeks for \$3,500. Since the board had previously approved an updated appraisal for the building, the IDA contracted with CBRE Valuation to do the appraisal.
- **Systematic Power Manufacturing, LLC D/B/A IOXUS Inc.** – IOXUS has a deadline to decide if they will keep their facilities in Oneonta or move them to the state of Tennessee. They've submitted a PILOT application to us for their project, but J. Zakrevsky is unsure whether New York state will provide any financial incentives for them to stay. J. Zakrevsky did speak with the regional director for Empire State Development, who advised that their review board has agreed to review the IOXUS project, which is optimistic. To keep the process moving along, J. Zakrevsky requested that the board approve setting a public hearing for the project.
- **Sub-Recipient Agreement with Otsego County** – J. Zakrevsky advised that we have been working with the County's Planning Department, who received a \$200,000 Microenterprise Grant. Both our office and the County Planning Dept. have been in contact with Homes and Community Renewal (HCR) who awards Microenterprise funds. HCR agreed to let the County use those funds as emergency relief in light of the COVID-19 pandemic. In an attempt to save administrative costs, and provide those funds directly to local businesses, the County agreed that the IDA could administer the grant on their behalf. J. Zakrevsky asked the board to approve the sub-recipient agreement between the County and the IDA.
- **Hale** – M. Marino updated the board about Hale Transportation's lease in the Oneonta Business Park. Hale requested that his rent be reduced to \$40,000/year or \$3,333.33/mo. The Projects Committee, at their May meeting, agreed to lowering Hale's rent to \$3,333.33/mo for the next four months (June, 2020-September, 2020) and then reevaluating the situation, and where we stand with COVID-19. Hale did not agree to these terms and advised M. Marino that he needs to sign the lease for the full year, not just four months. There was a brief discussion over the current lease for the Hale building. Several board members agreed to extending the lease for another year at the rate of \$40,000/year, with the provision that the IDA could still list the building for sale with 30-day notice to Hale.
- **Marketing Initiative** – J. Zakrevsky updated the board on marketing Otsego Co. to potential businesses/residents looking to move from the Tri-State area and beyond. IDA staff met with Vibrant Brands and Tim Johnson of the Otsego Electric Cooperative. Chris Quereau, of Vibrant Brands, met

with IDA as a consultant to offer advice as to how to proceed with this marketing initiative. He suggested spending little money on creativity (since a lot of it is already out there) and spending more money on delivering the message. Vibrant Brands did offer their consulting services to assist the IDA with overseeing this project for a fee of \$2,500. J. Zakrevsky advised that the \$50,000 he has allocated in 2020 under our “marketing budget” should be enough money for this project. IDA staff is currently creating an RFP to send out to marketing companies. C. Robinson commented on hiring Vibrant Brands to oversee the project, when we would be paying a marketing firm that should be able to do that themselves. It was T. Armao who originally suggested that IDA staff meet with Vibrant Brands to get an understanding of how a targeted marketing campaign would look. He suggests using Vibrant Brands as a consulting firm because of Chris’ close connections to Otsego County, and feels that his advice would be worth the fee. J. Joyner asked what the objectives are for the marketing campaign. J. Zakrevsky explained that the idea is to target people/businesses looking to move from urban settings, mainly the Tri-state area, into a more rural environment. A. Marietta added that using a consultant to guide our efforts and leverage our marketing budget makes sense, since we are targeting an area that we are not familiar with.

## RESOLUTIONS AND MOTIONS

### Skyline Hospitality Mortgage Approval Resolution

Resolution No. 0520-\_\_

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR SKYLINE HOSPITALITY LLC (THE “COMPANY”).

WHEREAS, County of Otsego Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 252 of the 1973 Laws of New York, as amended, constituting Section 910-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in February, 2020, Skyline Hospitality LLC, a New York State limited liability company (the “Company”) submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 6.1503 acres of land located at 4882 State Highway 28 (Tax Map No. 146.00-1-26.04) in the Town of Hartwick, Otsego County, New York (the “Land”), (2) the construction on the Land of a new building to contain approximately 60,000 square feet of space (the “Facility”) and (3) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter referred to as the “Project Facility”), all of the foregoing to be owned and operated by the Company as a hotel facility and other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on March 26, 2020, the Agency has authorized the Chief Executive Officer of the Agency to schedule and hold a public hearing with respect to the Project pursuant to Section 859-a of the Act (the “Public Hearing”); and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on April 29, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on April 29, 2020 on a public bulletin board at Town of Hartwick Town Hall located at 103 Town Drive in the Town of Hartwick, Otsego County, New York and on the Agency's website; (C) caused notice of the Public Hearing to be published on May 2, 2020 in the Daily Star, a newspaper of general circulation available to the residents of the Town of Hartwick, Otsego County, New York; (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1 and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on May 13, 2020 at 10:00 o'clock a.m., local time, electronically via conference call and GoToMeeting video conference rather than in person, and (E) prepared a report of the Public Hearing (the "Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on April 23, 2020 (the "SEQR Resolution"), the Agency (A) concurred in the determination that the Town of Hartwick Planning Board (the "Planning Board") is the "lead agency" with respect to SEQRA and (B) acknowledged receipt of a negative declaration from the Planning Board issued on March 5, 2019 (the "Negative Declaration"), in which the Planning Board determined that the Project would not have a significant adverse environmental impact on the environment, and therefore, that an environmental statement need not be proposed with respect to the Project; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Otsego County, New York and (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Otsego County, New York by undertaking the Project in Otsego County, New York; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a certain license agreement (the "License to Agency" or the "License Agreement") by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a license to enter upon the balance of the Land (the "Licensed Premises") for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (D) a uniform agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (E) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (F) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (G) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (H) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); and (I) various certificates relating to the Project (the "Closing Documents");

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. All action taken by the Chief Executive Officer of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Special Counsel to the Agency with respect to all matters in connection with the Project. Special Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the transactions contemplated by this Resolution. Special Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. The Agency hereby finds and determines that:

- (A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Otsego County, New York;
- (D) It is estimated at the present time that the costs of the planning, development, acquisition, construction and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$17,178,000;
- (E) The completion of the Project will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State of New York;
- (F) Although the Project does constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one third of the total project cost, the Project is a "tourist destination facility" (as defined in the Act);
- (G) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Otsego County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;
- (H) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;
- (I) The Project should receive the Financial Assistance in the form of exemptions from sales tax, mortgage recording tax and real property tax based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto and failure by the Company to meet the expected public benefits will result in a recapture event, as described on Exhibit B attached hereto; and
- (J) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) accept the License Agreement; (B) lease the Project Facility to the Company pursuant to the Lease Agreement; (C) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (D) enter into the Uniform Agency Project Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) secure the Loan by entering into the Mortgage; and (G) grant the Financial Assistance with respect to the Project, (subject to compliance by the Agency with its Uniform Tax Exemption Policy).

Section 5. The Agency is hereby authorized (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Company to the Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Chairman (or Vice Chairman) of the Agency, with the assistance of Agency Counsel and/or Special Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

- (B) The Chairman (or Vice Chairman) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 10. The Agency hereby authorizes the Chief Executive Officer of the Agency to send a written notice to the chief executive officers of each of the Affected Tax Jurisdictions informing them that the Agency is considering a proposed deviation from its uniform tax exemption policy with respect to the Project and the reasons therefore, and soliciting any comments that such Affected Tax Jurisdictions may have with respect to said proposed deviation.

Section 11. This Resolution shall take effect immediately.

D. Rowley made a motion to approve the Approving Resolution for the Skyline Hospitality project. T. Armao seconded the motion, and it was approved by remaining members. P. Kennedy and J. Lord were absent from the vote.

### **Systematic Power Manufacturing D/B/A IOXUS, Inc. - Public Hearing Resolution**

Resolution No. 0520-

RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER OF COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF SYSTEMATIC POWER MANUFACTURING, LLC D/B/A IOXUS, INC.

WHEREAS, County of Otsego Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 252 of the 1973 Laws of New York, as amended, constituting Section 910-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Systematic Power Manufacturing, LLC d/b/a Ioxus, Inc., a State of Tennessee limited liability company (the "Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately \_\_\_ acre parcel of land located at 18 Stadium Circle (Tax Map No. 299.00-1-11.01) in the Town of Oneonta, Otsego County, New York (the "Land"), together with two (2) buildings containing in the aggregate approximately 40,445 square feet of space located thereon (collectively, the "Existing Facility"), (2) the renovation and reconstruction of the Existing Facility and the construction of an approximately 25,000 square foot addition to the Existing Facility (the "Addition" and collectively with the Existing Facility, the "Facility") and (3) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility and the Equipment hereinafter referred to as the "Project Facility"), all of the foregoing to constitute a manufacturing, development, warehousing, sales and distribution facility to be owned and operated by the Company and other directly and indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any "financial assistance" (as defined in the Act)

of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby authorizes the Chief Executive Officer of the Agency, after consultation with the members of the Agency, Agency Counsel and Special Agency Counsel, (A) that due to the (1) ban on large meetings or gatherings pursuant to Executive Order 202.1 issued on March 12, 2020, (2) ban on non-essential gatherings of individuals of any size for any reason pursuant to Executive Order 202.10 issued on March 23, 2020 and (3) suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15 issued on April 9, 2020, each as issued by Governor Cuomo, during the novel Coronavirus (COVID-19) pandemic, to establish the time, date and electronic method of either conference call or webinar of conducting a public hearing of the Agency to hear all persons interested in the Project (the "Public Hearing"); provided, however, when the ban is lifted or the Executive Orders are rescinded, the Executive Director shall establish the time, date and place for the Public Hearing, which Public Hearing will be held in a city, town or village where the Project Facility is or is to be located, (B) to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the "Report") to be prepared; and (F) to cause a copy of the Report to be made available to the members of the Agency.

Section 2. The Chairman, Vice Chairman and/or Chief Executive Officer of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Chief Executive Officer of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. This Resolution shall take effect immediately.

D. Rowley made a motion to approve the Public Hearing Resolution for Systematic Power Manufacturing D/B/A IOXUS, Inc. A. Marietta seconded the motion, and it was approved by remaining members. P. Kennedy and J. Lord were absent from the vote.

### **Sub-Recipient Agreement with Otsego County**

The Sub-recipient agreement between the IDA and Otsego County allows for the IDA to administer the County's Microenterprise Grant Program on their behalf.

C. Gelbsman made a motion to approve the sub-recipient agreement with Otsego County. T. Armao seconded the motion and it was approved by remaining members. P. Kennedy and J. Lord were absent from the vote.

### **PUBLIC COMMENT**

There were no public comments.



## **ADJOURNMENT**

There being no further business to discuss, T. Armao made a motion to adjourn the meeting. C. Robinson seconded the motion, and the meeting was adjourned at 8:49a.m.

## **UPCOMING MEETING SCHEDULE**

- COIDA/OCCRC Audit & Finance Committee Meeting / Projects Committee Meeting – June 11<sup>th</sup>, 2020 at 8:00am
- COIDA/OCCRC Board Meeting – June 25<sup>th</sup>, 2020 at 8:00am.

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