

Jeffery Joyner, Chair * **David Rowley**, Vice Chair * **Jeffrey Lord**, Treasurer * **Craig Gelbsman**, Secretary
Tom Armao * **Patricia Kennedy** * **Cheryl Robinson** * **Andrew Marietta** * **James Seward**

Jody Zakrevsky, CEO * **Joseph Scott**, Bond Counsel * **Kurt Schulte**, Counsel * **Meaghan Marino**, Dir. of Finance and Administration

The Mission of Otsego Now is to transform Otsego County's economy so that it can provide a prosperous livelihood for all its residents by attracting and retaining business investment from established and growing firms that will bring high-paying skilled jobs to our community.

COIDA BOARD AGENDA THURSDAY, AUGUST 25TH, 2022

- ROLL CALL
- CHAIR'S REMARKS
- APPROVAL OF MEETING MINUTES
 - June 23rd – COIDA Board Meeting Minutes
- REPORT OF THE AUDIT & FINANCE COMMITTEE AND TREASURER
- BILLS AND COMMUNICATIONS
- REPORT OF THE GOVERNANCE COMMITTEE
- REPORT OF THE PROJECTS COMMITTEE
- NEW AND UNFINISHED BUSINESS
 - Retaining CBRE Commercial Real Estate Services
 - Authorizing Signing Contract with County of Otsego
 - Designating Juneteenth National Independence Day as a Public Holiday and Amending Otsego Now's Policy Manual to Include This Holiday
 - Adopting Remote Access Policy
- PUBLIC COMMENT PERIOD
- EXECUTIVE SESSION TO DISCUSS THE SALE OF PROPERTY AND PENDING LITIGATION
- ADJOURNMENT

COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY

June 23rd, 2022

MEETING MINUTES

CALL TO ORDER

Chair, J. Joyner, called to order the meeting of COIDA at 8:00am. M. Marino conducted roll call and determined there was a quorum. Voting members present included:

Jeffery Joyner
Jeffrey Lord
Andrew Marietta
James Seward (v)

Dave Rowley
Tom Armao
Cheryl Robinson

Absent Board Member(s): Craig Gelbsman, Patricia Kennedy

Also, in attendance:

STAFF

Jody Zakrevsky, **CEO**
Meaghan Marino, **Dir. of Finance and Administration**
A. Joseph Scott, **Hodgson Russ, LLP.**

GUESTS

Michele Sherwood, **Springbrook**

(v) – virtual – board members attending the meeting virtually are ineligible to vote on items and not counted towards a quorum.

CHAIR'S REMARKS

Chair, J. Joyner, welcomed fellow board members and staff to the June board meeting.

MEETING MINUTES

J. Joyner presented the meeting minutes from the May 26th, 2022 COIDA special board meeting. Board members were given a copy of the minutes prior to the meeting for review. D. Rowley made a motion to approve the meeting minutes. The motion was seconded by C. Robinson and it was approved by the remaining members present.

BILLS & COMMUNICATIONS

Board members reviewed the bills for the agency since the June 9th Audit & Finance Committee meeting. M. Marino noted two payments researching and obtaining title insurance for the Richfield Springs Business Park; one to Harry W. Hawley and one to Oneonta Abstract Co. She also noted a \$1,000 payment to Southern Tier 8, as a sponsor for their Broadband Conference at the end of June. This sponsorship was discussed at the June Projects Committee meeting.

D. Rowley made a motion to approve payment of the expenses provided. J. Lord seconded the motion, and it was approved by remaining members.

COMMITTEE REPORTS

- ❖ Audit & Finance – The Audit & Finance Committee meeting was held on June 9th, 2022. J. Lord, Chair of the Committee, referred board members to a draft copy of the minutes from that meeting as a review of the Audit & Finance Committee.
- ❖ Governance Committee – There was no Governance Committee meeting in June. The next Governance Committee meeting will be held in August, 2022.
- ❖ Projects Committee – The Projects Committee meeting was held on June 9th, 2022. C. Robinson, Chair of the Committee, referred board members to a draft copy of the minutes from that meeting as a review of the Projects Committee. She did point out to members that after the June Projects Committee meeting, the board received historical background on the Oneonta Business Park, which would be addressed at the July Projects Committee meeting.

NEW BUSINESS / UNFINISHED BUSINESS

- **Systematic Power Manufacturing/IOXUS** – J. Zakrevsky advised that board that HCR's board is meeting today to vote on IOXUS's CDBG grant for \$750,000. With this funding, IOXUS will retain 21 jobs and will create another 30 jobs.
- **Amended Approving Resolution, Ford Block, LLC.** – Bond counsel, J. Scott, spoke about the amended approving resolution for the Ford Block, LLC. He advised that in July, 2021 the board voted to approve the Ford Block, LLC. project. Due to a complicated financing structure the project was delayed and, since then, the costs for this project have increased. As such, a second public hearing was held earlier in the week to review the revised project. Springbrook, the applicant, plans to close on this project by next week. J. Scott reviewed some of the items within the resolution. J. Zakrevsky noted that the only real change in the resolution from the first approving resolution, besides the increased construction costs, are the sales tax benefits to the company. D. Rowley confirmed with counsel that the scope of the project has not changed. Because the Secretary for the board, C. Gelbsman, is not present at the meeting, J. Scott confirmed with members that an Assistant Secretary had been selected. The board confirmed that C. Robinson had been approved by resolution, at a prior meeting, to be the Assistant Secretary for the agency.
- **Barton & Loguidice Proposal for Grant Assistance** – J. Zakrevsky reminded the board of the proposal from Barton & Loguidice (B&L) to apply and/or administer grants on behalf of the agency. This item had been brought before the Projects Committee for discussion and was approved by that committee. The proposal allows for work up to \$25,000, but only on an as needed basis. C. Robinson asked if J. Zakrevsky would come back to the board before hiring B&L for any work? Or if this was

the board approving their work up to \$25,000 and then, if needed, J. Zakrevsky would come back to the board for additional funds to B&L for their services? J. Zakrevsky advised that he is looking for the board's approval to sign the proposal, but he would still come back to the board before hiring B&L for any work. J. Joyner questioned if this requires approval from the board, as it seems more of a management decision. After a brief discussion, the board opted to let J. Zakrevsky sign the proposal, since all projects would have to come back and be voted on prior to B&L working on any projects on behalf of the agency.

- **Remote Access Policy** – J. Scott reviewed items prepared by his firm regarding the state's requirements when it comes to Open Meeting Laws and virtual meetings. He noted that the legislation requires that any of the agency's meetings need to have a quorum in-person, which for the agency, is five members. Members can attend remotely, but only if the need to attend remotely falls under the extraordinary circumstances listed in the policy. He advised that this is not something that the board needs to vote on today, as there is time to reflect on it, discuss at the next Governance Committee meeting (August 11th), and then vote on at a board meeting. T. Armao confirmed that members attending remotely are ineligible to vote on items and are not counted towards a quorum. C. Robinson confirmed that if you experience an extraordinary circumstance outlined in the policy, you can attend virtually and vote on items. However, the in-person meeting must still have a quorum. J. Scott added that if the agency has multiple meeting locations, and those locations are publicized, that is also legitimate under the law. For example, if the agency agreed to hold meetings at the Otsego Now offices in Oneonta and at the County building in Cooperstown, and the public had access to both places, a member could be in Cooperstown while others are in Oneonta. M. Marino noted that J. Seward, who was attending the meeting remotely, has an extraordinary circumstance for why he had to attend today's meeting virtually. M. Marino could have submitted an amended meeting notice with J. Seward's location, assuming that it was open to the public. However, she had only learned the day prior that amended meeting notices can be posted any time before the meeting, and not the 3-days that is required for the original meeting notice. She advised that moving forward she will note on notices that a board member *may* be attending virtually, so that if an extraordinary circumstance comes up, the public knows to look for an amended notice. She also noted that the public does not need to be informed what the extraordinary circumstance is for why a board member must attend virtually, we would just need to specify at the start of the meeting that this member is attending virtually because they have an extraordinary circumstance per the agency's Remote Access Policy. Board members referred the policy to the next Governance Committee meeting in August.

RESOLUTIONS

Amended Approving Resolution – Ford Block, LLC.

RESOLUTION AMENDING A RESOLUTION ENTITLED "RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR SPRINGBROOK, INC., ON BEHALF OF A TO-BE-FORMED SPECIAL-PURPOSE ENTITY "FORD BLOCK ONEONTA, 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, 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, on July 29, 2021, the members of the Agency adopted a resolution (the "Approving Resolution") entitled "Resolution Authorizing Execution of Documents in Connection with a Lease/Leaseback Transaction for a Project for Springbrook, Inc., on behalf of a to-be-formed Special-Purpose Entity "Ford Block Oneonta, LLC" (the "Company"); and

WHEREAS, subsequent to the adoption of the Approving Resolution, the Agency was notified that the Project cost increased, as well as the amount of benefits being requested by the Company;

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

Section 1. The Approving Resolution, is hereby amended to include the following recital clauses:

"WHEREAS, the Agency has received an amended application from the Company dated June 15, 2022 (the "Amended Application") providing for certain amendments to the Application (the Application, as amended by the Amended Application, is hereinafter referred to as the "Amended Application") with respect to the Project from the Company, which Amended Application contains revised Project costs and amounts of Financial Assistance resulting in the need for the Agency, pursuant to Section 859-a of the Act, to hold a second public hearing with respect to the Project and the amount of the Financial Assistance as described in the Amended Application; and

WHEREAS, pursuant to the Amended Application, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency (the "Supplemental 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 June 8, 2022 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 Supplemental Public Hearing to be posted on June __, 2022 at _____ in the City of Oneonta, Otsego County, New York, as well as on the Agency's website, (C) caused notice of the Supplemental Public Hearing to be published on June 9, 2022 in The Daily-Star, a newspaper of general circulation available to the residents of Otsego County, New York, (D) conducted the Public Hearing on June 20, 2022 at 11:00 o'clock a.m., local time at the offices of the Agency located at 189 Main Street, Suite 500 in the City of Oneonta, Otsego County, New York, and (E) prepared a report of the Supplemental Public Hearing (the "Supplemental Hearing Report") fairly summarizing the views presented at such Supplemental Public Hearing; and

"WHEREAS, the Agency has made a determination pursuant to Article 8 of the Environmental Conservation Law (the "SEQR Act") that the Project, as supplemented, constitutes a "Type II" action within the meaning of the SEQR Act; and"

Section 2. The Agency hereby amends Section 3(D) of the Approving Resolution to read as follows:

"(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction, and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$8,892,320;"

Section 3. The members of the Agency have considered the comments received from the public pursuant to the Supplemental Public Hearing.

Section 4. Exhibit A of the Approving Resolution is hereby amended as reflected in the attached Exhibit A to this Resolution.

Section 5. Except as amended by this Resolution, the Approving Resolution, including the Exhibits attached thereto, shall remain in full force and effect and the terms and conditions thereof are hereby confirmed.

Section 6. All action taken by the (Vice) Chairman or the Chief Executive Officer of the Agency in connection with the Supplemental Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 7. This Resolution shall take effect immediately.

D. Rowley made a motion to approve the Amended Approving Resolution for the Ford Block, LLC. project. J. Lord seconded the motion, and it was approved by a roll call vote of members present. J. Seward voted yes virtually, but his vote does not count under New York law.

PUBLIC COMMENT

Michele Sherwood, Executive Administrator at Springbrook, thanked the IDA board for their continued support of the Ford Block project. Board members expressed excitement for the project and their happiness that it's now coming into fruition.

ADJOURNMENT

D. Rowley made a motion to adjourn the meeting of the IDA board at 8:25am.

UPCOMING MEETING SCHEDULE

- COIDA/OCCRC Audit & Finance Committee Meeting / Projects Committee Meeting – July 14th, 2022
- COIDA/OCCRC Board Meeting – July 28th, 2022

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

**COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
OTSEGO COUNTY CAPITAL RESOURCE CORPORATION**

**AUDIT & FINANCE COMMITTEE
AUGUST 11TH, 2022
MEETING MINUTES**

CALL TO ORDER

The COIDA and OCCRC's joint Audit & Finance Committee meeting was called to order at 8:00am at the Otsego Now offices at 189 Main Street in Oneonta, NY. Members were given the option to attend in-person or virtually (v). Members present included:

Jeffrey Lord (v)
Cheryl Robinson
Tom Armao

David Rowley
Craig Gelbsman (v)**
Andrew Marietta (v)*

Also, in attendance:

STAFF

Jody Zakrevsky, **CEO**
Meaghan Marino, **Dir. of Finance and Admin.**
Kurt Schulte, **Agency Counsel**

*arrived after start of meeting.

**departed before end of meeting.

CHAIR'S COMMENTS

J. Lord, Chair of the Audit & Finance Committee, welcomed committee members and staff, and moved immediately into the agenda.

MEETING MINUTES

J. Lord requested a motion to approve the meeting minutes from the July 14th Audit & Finance Committee meeting. Members were given the draft minutes prior to the meeting for review. There not being a quorum at the start of the meeting, members waited until C. Gelbsman arrived prior to voting on the minutes. There being no corrections, D. Rowley made a motion to approve the meeting minutes. C. Robinson seconded the motion, and it was approved by remaining members.

PAYMENT OF BILLS

J. Lord reviewed the bills and deposits made since the July Board meeting. Committee members received a report of the expenses and deposits prior to the meeting to review. D. Rowley questioned a payment to Controlled Tree Cut for tree removal on 9 Shaffer Ave. in the City of Oneonta. M. Marino explained that this property borders the rail yards and that branches fell on the resident's fence during a storm. This has happened in the past to the same fence. J. Lord asked if Controlled Tree Cut noticed other limbs that needed to come down to avoid this happening again. M. Marino reminded the board that the first time they went to the house they advised that three trees should come down at a cost of \$6,000. She advised that she could get further estimates. J. Lord had a question about a \$585 payment to Fyr-Fyter for 24hr. alarm monitoring at 139 Commerce Road. He asked if this was an annual fee and M. Marino confirmed that it is. J. Lord also asked about a \$200 payment to Upstate Leadership for sponsorship for the TedXOneonta event. M. Marino advised that we have sponsored this even for the last few years.

C. Robinson made a motion to approve paying the expenses presented to the committee. D. Rowley seconded the motion, and it was approved by remaining members.

REVIEW OF FINANCIALS

J. Zakrevsky reviewed his YTD budget for the committee. C. Robinson had a question on the formatting of the budget. Under the "YTD" column it shows that \$103,181.78 has been brought in for charge of services, however, it doesn't show where that money came from on the line items. She asked for this to be updated to see what is outstanding before year end. She also asked if J. Zakrevsky has any concerns with the budget or current revenue stream. J. Zakrevsky advised that he feels good about this year, as the agency is still waiting on \$150,000 reimbursement from Empire State Development and \$75,000 for this year's appropriation from the County. D. Rowley asked about the potential PILOT for the Hartwick College solar panel project and if that would be moving forward. J. Zakrevsky advised that there had been discussions with the company about the PILOT, but after changes were made to the state law regarding solar, there was an issue between the company's attorneys and the construction company. As of February, 2022, J. Zakrevsky has not heard from the company on this PILOT, but advised that the Hartwick College consultant he was working with claims that the college is moving forward with the project. D. Rowley asked if the solar project would have a positive impact on the 2023 budget. J. Zakrevsky advised that he has not included any potential solar projects in the 2023 project, but if the Hartwick College project, or other solar projects, moved forward, it would be great for the 2023 budget.

NEW AND UNFINISHED BUSINESS

- **2023 IDA Budget** – J. Zakrevsky advised that he has begun work on the 2023 budget for the IDA which, as of now, shows a deficit of about \$60,000. He reminded the board that he has requested an increased appropriation from the County for next year, which could fill that gap. A. Marietta suggested presenting the deficit to the County's IGA Committee and, ultimately, to the County board, so that it's clear to the County that an increased appropriation would help the budget. He advised that he hasn't been able to get a sense from other county board members what their feelings are on the increased allotment request. D. Rowley suggested that IDA board members attend the IGA and County Board meetings to help J. Zakrevsky make his case. J. Lord cautioned against going into the County Board meeting and presenting a budget that shows a deficit, because you don't want to set a precedent that, moving forward, the County Board might want to base

their yearly allocation on the performance of the agency's budget. It would be more beneficial to the agency to have a pre-determined amount no matter if the budget is in the positive or the negative.

- **IDA Business Parks** – The conversation on the 2023 budget led T. Armao to bring up best practices for the IDA's business parks and if the agency can do an analysis on where the parks stand amongst competing parks – what are our advantages and weaknesses. He noted the limits of our gas and electric supply, but he also noted our hospitals, interstates, and airports. He asked about the advantages/weakness of other IDA parks and if there is an industry that we're better equipped to compete for. C. Robinson expressed understanding T. Armao's thoughts but asked how one would compare when it's never "apples to apples" when it comes to resources. She also recalled an assessment done through strategic planning, prior to J. Zakrevsky as CEO, that noted the assets and resources of the IDA's parks, and questioned if there had been any comparison in that plan. J. Zakrevsky advised that T. Armao brought this issue to him several days ago and he had begun working on a list of the disadvantages of the parks. C. Robinson suggested focusing on what our parks do have and targeting industries looking for those needs. The conversation went back to the County budget, when J. Zakrevsky advised that the funding the IDA is requested from the County is for the IDA's operating budget and will have nothing to do with making the business parks competitive. C. Gelbsman added that what we're currently doing isn't working and that the IDA needs to change its way of reaching out to people and that staff needs to be more aggressive in their approach to find businesses to fill the parks. He also suggested hiring real estate agents to help bring in businesses to fill vacant properties. C. Robinson noted that with a board of this caliber and experience level, everyone comes with different strategies and approaches and, ultimately, it comes down to J. Zakrevsky to provide the vision and the plan.

EXECUTIVE SESSION

D. Rowley made a motion to enter executive session with committee members only, under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 8:39am for the following reasons: To discuss the financial history of an outstanding loan with the agency. T. Armao seconded the motion, and it was approved by all committee members present. The committee entered executive session at 8:39am.

There was no action taken in executive session.

D. Rowley made a motion to enter back into public session; C. Robinson seconded, and all members approved. The committee exited executive session at 9:01am.

ADJOURNMENT

There being no further business to discuss, D. Rowley made a motion to adjourn the Audit & Finance committee meeting at 9:02am.

UPCOMING MEETING SCHEDULE

The next Audit & Finance Committee meeting is September 8th, 2022 at 8:00am.

COIDA EXPENSES 8/11/2022 - 8/24/2022				
Vendor	Amount Due	Due Date	Reimbursable ?	Notes
Barton & Loguidice	\$346.50			grant admin fees
BST	\$90.16			july reimburseable expenses
Spectrum	\$294.29			otsego now wifi/voice
	\$730.95			
COIDA TOTAL	\$730.95			

COIDA DEPOSITS 8/11/2022 - 8/24/2022			
Vendor	Amount	Date of Deposit	Notes
Northern Eagle Bev.	\$3,850.00	24-Aug	2022 PILOT admin fee
Corning	\$7,791.18	24-Aug	2022 PILOT admin fee - phase 1
Corning	\$6,000.00	24-Aug	2022 PILOT admin fee - phase 3
US House of Reps	\$750.00	18-Aug	august '22 rent
TOTAL	\$18,391.18		

**COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
OTSEGO COUNTY CAPITAL RESOURCE CORPORATION**

**GOVERNANCE COMMITTEE
AUGUST 11TH, 2022
MEETING MINUTES**

CALL TO ORDER

The COIDA and OCCRC's joint Governance Committee meeting was called to order at 9:02am at the Otsego Now offices at 189 Main Street in Oneonta, NY. Members were given the option to attend the meeting virtually (v) or in-person. Members present included:

Andrew Marietta (v)
Tom Armao
Cheryl Robinson

David Rowley
Jeffrey Lord (v)

Also, in attendance:

STAFF

Jody Zakrevsky, **CEO**
Meaghan Marino, **Director of Finance and Administration**
Kurt Schulte, **Agency Counsel**

CHAIR'S COMMENTS

Governance Committee Chair, Andrew Marietta moved immediately into the agenda.

MEETING MINUTES

A. Marietta requested a motion to approve the April 14th Governance Committee meeting minutes. Board members were given the draft minutes prior to the meeting to review. There being no corrections, C. Robinson made a motion to approve the minutes. D. Rowley seconded, and the motion was approved by remaining members.

NEW / UNFINISHED BUSINESS

- **Remote Access Policy (RAP)** – A. Marietta noted that Hodgson Russ provided the agency with a template for a RAP that is to be adopted by the agency. It was first reviewed at the June Projects Committee meeting with much discussion. As a County Board member, A. Marietta noted that the virtual meeting allowance under the open meetings law executive order was extended and members can still be attending meetings virtually until that has expired. At present, that is set to expire on August 13th. He noted that IDA board member, J. Seward, was counted absent from a meeting because he attended virtually, when under that extension, he should have been allowed to

vote remotely. When this does expire, the agency will need to have a RAP in place to address how members, staff, and the public attend meetings. Compared to the County's RAP, A. Marietta noted that the IDA's policy is a bit more detailed and included language on "extraordinary circumstances", which gives a bit of flexibility for attending meetings virtually, if needed. However, to attend virtually, even with an extraordinary circumstance (disability, illness, death of immediate family member, etc.) there still needs to be a quorum present in the physical location posted on the agency's meeting notice. He did have a question on meeting notices. Members who are available to attend the meeting from a **public** location, can attend virtually given that the location is publicized at least three days prior to the meeting. Members who experience an extraordinary circumstance and need to attend the meeting from a **non-public** location, do not need three-day notice of their location and the notice that they will be attending virtually can go out as late as the day of the meeting. M. Marino confirmed that there does need to be a physical quorum in the location on the meeting notice, as there was some confusion about this at the June Projects meeting. There was some frustration over this requirement as a virtual member facing an extraordinary circumstance wouldn't be helpful to voting if there still needs to be a physical quorum. The only time this would be helpful is if one of the board members who is physically present needs to abstain from a vote and then the virtual members vote would count towards the quorum. A. Marietta noted that the agency still needs to adopt a RAP, especially the public comment operating procedures, so that we have room to enforce those measures should the agency need to. Members of the governance committee agreed to move the policy forward to the full board for approval.

- **Otsego County Innovation Center Director** – J. Zakrevsky provided members with an outline of the responsibilities for the Director of the Innovation Center. The agency is expecting to get an ARC grant for \$150,000, and as part of those funds, \$66,000 would be to finance the Center Director's salary for 18-months. This job description was sent to ARC, which they approved.
- **Juneteenth Federal Holiday** – J. Zakrevsky requested that the governance committee approve adopting Juneteenth as an official holiday of the agency and adding it to the agency's employee handbook and policy. Upon the governance committee's approval, it would be moved to the full board for a vote. Members of the governance committee agreed to approve adding Juneteenth to the agency's policy and move it to the full board for approval.
- **NYS Retirement System** – J. Zakrevsky noted that he is looking at the ability for the agency to join the NYS Retirement System. J. Zakrevsky already receives his retirement through that system from a previous employment, but this would be for the benefit of current and future staff of the agency. He's working with them to determine the costs of joining. T. Armao asked if staff needs to become employees of the County to be eligible. J. Zakrevsky advised that staff does not, but they do want to know how much financing the agency receives from the County.
- **December Governance Meeting** – C. Robinson requested that at the December meeting, that the committee review and division of goals for J. Zakrevsky, with board expectations. This would help members know what members are expecting and what their roles would be to achieve those goals.

ADJOURNMENT

There being no further business to discuss, C. Robinson made a motion to adjourn the Governance Committee meeting at 9:20am.

UPCOMING MEETING SCHEDULE

The next Governance Committee meeting will be held on September 8th, 2022 at 8:00am.

**COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
OTSEGO COUNTY CAPITAL RESOURCE CORPORATION**

**PROJECTS COMMITTEE
AUGUST 11th, 2022
MEETING MINUTES**

CALL TO ORDER

The COIDA and OCCRC's joint Projects Committee meeting was called to order at 9:20am at the Otsego Now offices at 189 Main Street in Oneonta, NY. Members were given the option join the meeting virtually (v) or in-person. Members present included:

Cheryl Robinson
Jeffrey Lord (v)*
Andrew Marietta (v)*

Tom Armao
David Rowley

Also, in attendance:

STAFF
Jody Zakrevsky, **CEO**
Meaghan Marino, **Dir. of Finance and Admin.**
Kurt Schulte, **Agency Counsel***

*departed before end of meeting.

CHAIR'S REMARKS

Projects Chair, C. Robinson, moved immediately into the agenda.

MEETING MINUTES

C. Robinson requested a motion to approve the July 14th Project Committee meeting minutes. Committee members were given a draft copy of the minutes prior to the meeting for review. There being no corrections to be made, D. Rowley made a motion to approve the meeting minutes. T. Armao seconded the motion, and the motion was approved by remaining board members.

CEO REPORT OF PROJECTS

J. Zakrevsky recapped some of his activities since the July Projects Committee meeting until now. He also provided members with a detailed update of some of the IDA's priority projects. The following topics were discussed in greater detail:

- **Richfield Springs (RS)** – J. Zakrevsky advised that he spoke with Joe Scott who is actively working on the water/sewer agreements. Joe has a call scheduled with the both the Village of RS and Town of RS later this week. J. Zakrevsky has applied for a \$500,000 grant from Southern Tier 8, who approved the application and moved it onto the Department of State. C. Robinson expressed concern over the timeline of this project. J. Zakrevsky noted that he met with NYSEG and Sen. Oberaker, and NYSEG has agreed to move forward with the project even though there isn't a committed tenant for the park. He noted to NYSEG that there is no cost to them, which was why they didn't want to get involved originally. NYSEG did request support letters for the project to submit to the Public Service Commission by August 20th. C. Robinson asked about the status of the bid documents. J. Zakrevsky advised that the bid documents are complete, but there is one form that needs to be completed that shows where in the bid documents what EDA's requirements are. He's hopeful that we will go out to bid within a month.
- **Innovation/Acceleration Center (IAC)**– J. Zakrevsky was asked by board members to put together a project tracker for the IAC. He noted that the tracker will track three different funding opportunities for this project; one from the Appalachian Regional Commission (ARC), another from USDA, and the third from Empire State Development (ESD). ARC has reviewed the grant application for this project and made recommendations to move the application onto their full board for approval. The USDA application should be decided on by October, 2022. The ESD grant has already been awarded, which provides a 10% match of the total project costs. Should the first two grants be awarded, the board would then sit down and determine next steps.
- **Oneonta Rail Yards** – J. Zakrevsky advised that he is still working with Rambol Engineers on their geothermal study of the Oneonta Rail Yards. They are currently doing detailed plans of manufacturing space and office space that could be in the rail yards and what their energy consumption would be. Rambol has also reached out to Corning to see if they can incorporate them into their geothermal study. He also received confirmation from Peter Fontana, of Norfolk Southern, that he is coming to meet with J. Zakrevsky next week.

NEW/UNFINISHED BUSINESS

- **Marketing Campaign** – J. Zakrevsky noted that we had a meeting with Christopher Quereau, of Vibrant Brands, about the next phase of the marketing campaign. Two changes requested were that the campaign focus more on the electronics industry and that the targeting move closer to home, like the Utica, Albany, Binghamton areas. Chris indicated that he really liked the idea of targeting specific industries closer to our region. IDA staff will also be meeting with Paperkite in the coming weeks to go over specifics of the campaign.
- **Systematic Power Manufacturing/IOXUS** – J. Zakrevsky noted that the CEO of the company signed the grant agreements and indemnification agreements for the CDBG funding. The only thing he is waiting on for this funding is a copy of the Town of Oneonta's workman's comp.

- **ASATI** – J. Zakrevsky is working with this company to submit a \$100,000 grant to Empire State Development for expansion efforts in their existing location. ESD would provide funding for 20% of the costs.
- **Oneonta Business Park** – The NYS Historic Preservation Office accepted the archaeological study that was done about six years ago. They are now waiting for comments about the property from the Indian Nations, who have until the end of the month. J. Zakrevsky believes that if there are no further comments on the property then it would not reduce the amount of space that could be utilized for building in the park.
- **Office Space** – M. Marino advised that we were contacted by a woman looking for office space for her husband who is working remotely. He works for the International Food Policy Research Institute. They toured the offices and we explained to them that there is a possibility that the building could be sold, but they were still interested in moving into one of the offices. We advised that it would be the same amount, \$500, which was what we charged Congressman Delgado for the smaller office that they utilized in the past. She added that they would like to do a 6-month lease to see how it goes. C. Robinson noted that this seems like a decision IDA management should be making, so long as it aligns with the vision of the agency.

ADJOURNMENT

There being no further business to discuss, D. Rowley made a motion to adjourn the Projects Committee meeting at 9:37am.

UPCOMING MEETING SCHEDULE

The next Projects Committee meeting will be held on September 8th, 2022 at 8:00am.

Richard Sleasman

President/Managing Director

Contact

+1 518 452 2700

richard.sleasman@cbre.com



Professional Experience

Richard is the President/Managing Director of CBRE-Albany. He began his career with the firm in 1984 as an industrial broker. During his career in transactional brokerage, Richard completed deals totaling in excess of 9 million SF. He was appointed a Vice President/Principal of the firm in 1999 and Executive Vice President in 2007. In 2011, the firm conducted a management restructure and Richard was named to his current position.

Richard has a long history of leadership within the industry having served on the board and as president of the Commercial and Industrial Real Estate Brokers, Inc. (CIREB). He has served as Upstate NY chapter president as well as chairing several national committees and councils for the Society of Industrial and Office Realtors (SIOR) including serving two terms on its board of directors.

Richard is active in local leadership roles in the Capital Region serving as Chair of the Capital Region Chamber Board of Directors (2019) and on the board of the Center for Economic Growth (CEG). In addition to his roles in the business community, he is active in the community and has also served as board chair for several regional non-profits including American Red Cross Eastern NY, Colonie Youth Center, Senior Services of Albany, and the Salvation Army.

Associated Office

Location

210 Washington Avenue Extension,
Suite 201,
Albany, NY 12202

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Achievements

- Capital Region Chamber Board of Directors (Board Chair 2019)
- American Red Cross NE New York (Chair 2012-14)
- Albany Salvation Army (past Chair)
- Senior Services of Albany (past Chair)
- Latham (Colonie) Chamber of Commerce (past Chair)
- Colonie Youth Center (past Chair)
- Appointed by Town Board of Colonie in 2005 to its Comprehensive Plan Advisory Committee (CPAC) Serving as its Chair

Education

- Siena College, Bachelor of Science, Marketing/Management

Professional Accreditations / Affiliations

- Society of Industrial and Office Realtors (SIOR)
- Commercial and Industrial Real Estate Brokers (CIREB)
- Greater Capital Association of Realtors (GCAR)
- NYS Commercial Association of Realtors (NYSCAR)
- NYS Association of Realtors (NYSAR) & National Association of Realtors (NAR)

Rick Searles

Senior Broker

Contact

+1 315 4224200

+1 607 2215302

rick.searles@cbre-syr.com



Professional Experience

Rick Searles brings more than 30 years of Commercial Real Estate experience to his position at CBRE | Syracuse. His extensive marketing experience includes Landlord and Tenant representation as well as the sale of Investment Properties.

Initially practicing in Southern California, Rick has completed a number of significant investment property transactions throughout the greater Los Angeles market as well as in Colorado and Arizona. His experience includes Industrial Parks, Office Buildings and Retail Properties as well as site acquisition work.

Since 1998, Rick has worked in New York State's Southern Tier region, with an emphasis on the Greater Binghamton, NY area and has participated in a number of significant transactions in the region.

Associated Office

Location

313 E. Willow St., Ste. 202,
Syracuse, NY, 13203

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Major Clients

- American Red Cross
- Amsted Associates
- AT&T Wireless
- Berkadia Commercial Mortgage
- Childtime Childcare Centers
- Datum Alloys USA
- Discovery Zone
- Fast Trac Quick Lube
- Finklestein Partners
- Kumon Educational Institute
- Leslie's Pool Mart
- Marchuska Brothers
- Ross Hilton Kemper
- Satsuma Investments
- Sihl USA
- Sprint PCS
- Univest Partners

Significant Transactions

- Maciak Industrial, Landlord Representative, Leased: 51,000 sq ft Industrial Lease
- Christiansen Tire Property, Exclusive Sales Agent, Sold: 7 Acre Development Site
- Harvard Custom Manufacturing, Buyer Representative, Purchased: 150,000 sq ft Former SCI Facility
- American Red Cross, Buyer Representative, Purchased: Regional Operations Facility
- Sunoco Partners, Exclusive Sales Agent, Sold: 5 Acre Industrial Property – Former Tank Farm
- Feinberg Properties, Buyer Representative, Purchased: 64,000 sq ft Former Willow Run Foods
- All-Round Storage, Buyer Representative, Purchased: 7 Acre Self Storage Development Site
- Newman Development Group, Buyer Representative, Purchased: CBD Development Site - Student Housing
- Nelson Properties, LLC, Consultant, Adaptive Reuse of Historic School to Mixed Use
- OCHS, LLC, Consultant, Adaptive Reuse of Historic Property to Mixed Use
- City Center Group, Buyer Representative, Purchased: 300,000 sq ft Old Town Mall (CA)
- Bermant/Kajima Partnership, Buyer Representative, Purchased: 400,000+ sq ft Camarillo Office Park (CA)
- Armstrong Development, Exclusive Sales Agent, Sold: 25,000 sq ft Hermosa Business Center (CA)

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SOLD

Recent CBRE Syracuse Industrial Transactions

Southern Tier

700 Broad Street Extension, Waverly	Midwestern Pet Foods	98,400 sf Industrial
201 Baldwin, Elmira	Gannett/USA Today	50,000 sf Industrial
10 Gannett Drive, Johnson City	Gannett/Binghamton University	97,700 sf Industrial
631 Field Street, Johnson City	SamScreen/Amerco	29,980 sf industrial
627 Field Street, Johnson City	Innovation Associates/Amerco	14,560 sf industrial
10 Valley Street, Endwell	Amphenol Interconnect	11,300 sf Industrial
17 Kentucky Ave, Endwell	Mondelez/Nabisco	50,000 sf Industrial
Lower Maple Drive, Elmira	Baker Hughes Corporation	25,800 sf Industrial
264 Industrial Park Drive, Kirkwood	Federal Express	11,325 sf Cross Dock
105 Baldwin, Elmira	Private Investor	88,000 sf Mixed Use
272 Corporate Drive, Owego, NY	Voight and Schweitzer/Tioga IDA	38 acres Industrial Land
274 Broome Corporate Pky, Conklin	American Recycling	6.7 industrial Land
72 Grossett, Kirkwood	Buckingham Manufacturing	22,000 sf Industrial
47-51 Pine Camp Road, Kirkwood	Shop Vac/Canopy Growth	308,000 sf Industrial
191 Corporate Drive, Kirkwood	Shop Vac/ Rogers Service Group	71,700 sf industrial
186 Corporate Drive, Kirkwood	Shop Vac/ Rogers Service Group	127,735 sf industrial
53 Shaw Road, Conklin	Ocean Steel	65,000 sf industrial
118 Commercial Drive, Oneonta	Apple Converting	22,000 sf Industrial
37 Brandywine, Binghamton	Piccirilli Slavik & Vincent (P)	30,000 sf Industrial
336 Court Street, Binghamton	Scott Tech Integrated Solutions	52,000 sf Industrial
50 O'Hara, Norwich	Centronix/Koch Industries	58,000 sf Industrial
97 Ely Street, Binghamton	ChemRex Corp	31,000 sf Industrial
2300 Vestal Road, Vestal	Windustrial Supply	20,000 sf Industrial
407 Airport Rd, Endicott	Datum Alloy UK.	11,000 sf industrial
364 Industrial Park Drive, Binghamton	Fed Ex (Forma)	11,200 sf Cross Dock

Recent CBRE Syracuse Industrial Transactions

Southern Tier

Alion Science & Technology	2,300 sf	Columbia Drive, Johnson City
Ametek Aerospace Products	54,000 sf	Lewis Road, Johnson City
Bio365, LLC	30,000 sf	Cortland
Castetter Sustainability Group	16,000 sf	Oakdale Road, Johnson City
Custom Courier Solutions	12,000 sf	N. Jensen Road, Vestal
Datum Alloys, Inc	10,000 sf	Lewis Road, Johnson City
DS Water/Crystal Springs	12,000 sf	Oakdale Road, Johnson City
Frito Lay Corporation	23,000 sf	Track Drive, Kirkwood
Gannett Distribution	6,000 sf	Court Street, Binghamton
Imperium3	41,000 sf	Broome Corporate Parkway, Conklin
Meier Supply	28,000 sf	Broome Corporate Parkway, Conklin
Mobile Air Transport LTL	7,000 sf	Innovation Way, Johnson City
NY State OGS	25,000 sf	N. Jensen Road, Vestal
NY State OGS	24,300 sf	Old Front Street, Binghamton
Planet 3	20,200 sf	N. Jensen Road, Vestal
Pure Functional Foods	41,000 sf	Chenango Street, Binghamton
RB Converting	45,000 sf	Track Drive, Kirkwood
Rogers Service Group	62,000 sf	Oakdale Road, Johnson City
Rogers Service Group	74,000 sf	Lewis Road, Johnson City
Rogers Service Group	70,000 sf	Pine Camp Road, Kirkwood
Rogers Service Group	41,000 sf	Broome Corporate Parkway, Conklin
Scorpion Security Products	19,000 sf	N. Jensen Road, Vestal
Simplex Grinnell	16,000 sf	Field Street, Johnson City
Sonostics	5,000 sf	Grant Ave, Endicott
Spectrum Northeast LLC	39,000 sf	Plaza Drive, Vestal
Stantec Consulting Services Group	4,400 sf	Vestal Road, Vestal

AGREEMENT

THIS AGREEMENT made this _____ day of _____, 20____ by and between the COUNTY OF OTSEGO, a municipal corporation, having its office and principal place of business in the Village of Cooperstown, County of Otsego, State of New York, hereinafter referred to as COUNTY, and the County of Otsego Industrial Development Agency, (aka IDA) a public benefit corporation under the laws of New York, having its offices at 189 Main Street, Suite 500, Oneonta, New York, hereinafter referred to as CONTRACTOR.

WITNESSETH:

WHEREAS, the County of Otsego Industrial Development Agency's mission is to assist in the enhancement and diversity of the economy of the County of Otsego by acting in support of projects in the County that create and/or retain jobs and/or promote private sector investment utilizing the statutory powers of the Agency as set forth under the provisions of the laws of the State of New York. The County of Otsego Industrial Development Agency has requested financial assistance with its general operations of the Agency from Otsego County. The Board of Representatives of the County of Otsego has recognizes the value of the County of Otsego Industrial Development Agency to residents and businesses with the County and has appropriated \$75,000 in its 2022 budget toward the general operational support of the Otsego County Industrial Development Agency; and

WHEREAS, by Resolution No. 283-20220803 of 2022 duly adopted by the OTSEGO COUNTY BOARD OF REPRESENTATIVES, on the 3rd day August, 2021, a copy of which is attached hereto and made a part hereof, the Chairman of the OTSEGO COUNTY

BOARD OF REPRESENTATIVES was authorized to execute a contract with the CONTRACTOR for the above services.

NOW, THEREFORE, in consideration of the mutual promises and obligations hereinafter made, as well as other good and valuable consideration, the parties do mutually covenant and agree as follows:

1. PURPOSE. To enter into a written contract setting forth the terms and obligations of each of the parties and entering into a contract between the COUNTY and the CONTRACTOR to give financial support towards the IDA's general operational services.

2. GOODS AND/OR SERVICES TO BE PERFORMED. The COUNTY shall acquire from the CONTRACTOR certain goods and/or services, the same to be in accordance with the terms and conditions of Exhibit "A" attached hereto and made a part hereof.

3. TERM: (FOR SERVICES) The term of this contract shall commence January 1, 2022 and shall continue until December 31, 2022.

4. PRICE. See Exhibit "B" attached.

5. STANDARD PROVISIONS. Exhibit "C" (Standard Provisions) is attached hereto and made a part of this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

COUNTY OF OTSEGO

(SEAL)

by: _____

David T. Bliss, Board Chair
Otsego County Board of
Representatives

COUNTY OF OTSEGO INDUSTRIAL DEV.
AGENCY

(SEAL)

by: _____

Jeff Joyner,
Chairman of the IDA

STATE OF NEW YORK
 SS:
 COUNTY OF OTSEGO

On this _____ day of _____, in the year _____, before me, the undersigned, a Notary Public in and for said State, personally appeared David T. Bliss, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

 NOTARY PUBLIC
 Qual. in Otsego County
 My Comm. expires: _____

STATE OF NEW YORK
 SS:
 COUNTY OF _____

On this _____ day of _____, in the year _____, before me, the undersigned, a Notary Public in and for said State, personally appeared _____, personally known to me or provided to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

 NOTARY PUBLIC
 Qual. in _____
 My Comm. expires: _____

EXHIBIT A

SERVICES RENDERED TERMS AND CONDITIONS

County funding may only be used toward the general operating of the IDA for such items as hiring consultants associated with the marketing to attract businesses to Otsego County, the Oneonta Railyards industrial park, and the Oneonta business park, and the hiring an additional staff and/or consultants as associated equipment needed for fulfilling the IDA mission. Funds will not be used to intervened in any election or support or oppose any political party or candidate for public office or engage in any lobbying activities. This is a general support appropriation and is not earmarked for any project or for transmittal to any other entity or person and the IDA will discharge full control over said funds and its disposition and responsibilities for complying with this agreement's terms and conditions. The IDA will submit a report to the county Intergovernmental Affairs Committee by October 15, 2022 that details any work that the IDA has completed using these funds. The report will include information on how the funds were used. The IDA will provide the county with an annual report and audited financial statements at the end of the IDA's current fiscal year.

EXHIBIT B

SCHEDULE OF PAYMENTS

The CONTRACTOR agrees to provide the services as set forth in Exhibit A to the COUNTY and agrees to accept the following fees as payment for said services:

One lump sum payment of \$75,000 upon the signing of this agreement and an invoice submitted.

EXHIBIT C

STANDARD PROVISIONS

1. AGENCY. This agreement in no way establishes an agency relationship between the CONTRACTOR and COUNTY. Each party shall maintain its independence and its separate identity. Each party shall have exclusive control of its management, employee, staff, policies and assets. Neither party assumes any liability for the acts of the other party.

2. ASSIGNMENT. This contract may not be assigned by the CONTRACTOR without prior express written approval by the COUNTY. The terms of this contract shall be binding upon the successors, heirs and assigns of the parties hereto, in the event of approved assignment.

3. MODIFICATION. There shall be no oral modifications of this contract and any modification or amendment of the terms of this contract shall not be binding unless executed in writing by the parties hereto. The terms of this written agreement contain the entire understanding between the parties and supersede any oral representations previously made.

4. GOVERNING LAW. The terms of this contract shall be governed pursuant to the laws of the State of New York. The goods and/or services provided shall comply with all federal, state and local statutes, rules and regulations.

5. RENEWAL. (If applicable) This contract may not be renewed without the prior approval, by resolution, of the Board of Representatives of the COUNTY OF OTSEGO, unless specifically provided for herein by authorizing resolution.

6. HOLD HARMLESS. The CONTRACTOR and the COUNTY shall hold harmless and indemnify the other party from and against liability, loss, damage, cost and expense which such other party may suffer from any claim, demand, suit or cause of action which may be made or had against it by reason of the negligence or malpractice on the part of the indemnifying party, including its agents, servants or employees.

7. EXECUTORY CLAUSE. This Agreement shall be deemed executory only to the extent of the monies appropriated and available for the purpose of this Agreement, and no liability on account thereof shall be incurred by the COUNTY beyond the amount of such monies. It is understood that neither this agreement nor any representation by any public employee or officer create any legal or moral obligation to request, appropriate or make available monies for the purpose of this Agreement.

8. INSURANCE. The CONTRACTOR shall maintain for the term of this contract general and auto liability insurance with a minimum limit of \$500,000/\$1,000,000. The CONTRACTOR shall provide the COUNTY, at the time of signing this contract, a Certificate of Insurance naming OTSEGO COUNTY as an additional insured; which insurance shall further state that the coverage may not be changed or canceled without thirty days' prior written notice to the COUNTY OF OTSEGO.

9. BINDING EFFECT. This Agreement shall be binding upon the parties, their successors and assigns.

10. TERMINATION. (For Service Contracts Only) This Agreement may be terminated by the COUNTY or the CONTRACTOR upon 60 days notice at any time, and on 30 days notice in the event of default in performance by the CONTRACTOR.

11. INDEMNIFICATION. The party seeking indemnification hereunder shall promptly

notify the indemnifying party in writing of receipt of notice of commencement of any action with respect to which a claim for indemnification is to be made hereunder. The indemnifying party will be entitled to assume the defense of such action with counsel reasonably acceptable to the indemnified party and after notice from the indemnified party to the indemnified party of its election to assume the defense thereof. The indemnifying party will not be liable to the indemnified party for any legal or other expenses subsequently incurred by the indemnified party in connection with the defense thereof.

12. COOPERATION BETWEEN PARTIES. Each of the parties hereto agrees to cooperate with each other to expeditiously complete the terms of this contract and to conduct their operations in a relationship of trust and confidence, one with the other.

13. AMERICANS WITH DISABILITIES ACT (ADA). CONTRACTOR shall comply with all rules and regulations of the Americans with Disabilities Act (ADA).

14. CONTRACT DOCUMENTS. The Contract Documents shall consist of the following (including their attachments and exhibits):

- This Agreement
- Addenda(if applicable)
- Certificates of Insurance

AGENCY MEETING POLICY

SECTION 1. PURPOSE AND SCOPE. Article 7 of the Public Officers Law (the “Open Meetings Law”) contains various provisions providing that, among other things, every meeting of a public body shall be open to the general public (the “Open Meetings”). Section 103-a of the Open Meetings Law (the “Remote Access Law”) further provides that a public body may use videoconferencing to conduct an Open Meeting in certain limited circumstances to be outlined and governed by written procedures. The purpose of this Policy is to set forth procedures to implement the Remote Access Law as it applies to Open Meetings conducted by _____ (the “Agency”).

SECTION 2. DEFINITIONS. All words and terms used herein and not defined in the Open Meetings Law and the Remote Access Law shall have the meanings assigned to them in the Article 18-A of the General Municipal Law of the State of New York (the “Act”), unless otherwise defined herein or unless the context or use indicates another meaning or intent. The following words and terms used herein shall have the respective meanings set forth below, unless the context or use indicates another meaning or intent:

“Immediate Family Member” shall mean a spouse, parent, sibling, child, domestic partner, or individual for whom the member is the designated guardian.

“In-Person Meeting” shall mean any Open Meeting of the Agency which is not a Remote Access Meeting.

“Meeting Notice” shall mean the public notice required to be published by the Agency regarding any Open Meeting pursuant to Section 104 of the Open Meetings Law and Section 103-a(2)(f) of the Remote Access Law.

“Non-Public Location” shall mean any remote location from which a member of the Agency participates in a meeting that is (a) not open to the public; and (b) not required to be disclosed in the Meeting Notice.

“Open Meetings Law” shall mean the open meetings law, being Article 7 of the Public Officers Law.

“Public Location” shall mean (a) the Offices of the Agency located at _____; or (b) any other physical location that is (1) open to the general public, and (2) identified on the Meeting Notice.

“Remote Access Law” shall mean Section 103-a of the Open Meetings Law.

“Remote Access Meeting” shall mean any Open Meeting of the Agency where a member of the Agency participates in the Open Meeting using videoconferencing from a Non-Public Location.

“Remote Connection” shall mean the process of connecting multiple Public Locations using videoconferencing.

“Sponsoring Municipality” shall mean the _____, the municipality for whose benefit the Agency was created.

SECTION 3. GENERAL RULE. (A) All meetings of the Agency, including public hearings held by the Agency, will be Open Meetings.

(B) Members of the Agency shall be physically present at the Public Location(s) identified in the Meeting Notice unless such member is unable to be physically present due to extraordinary circumstances as identified in Section 4 of this Policy.

(C) A majority of the whole number of the members of the Agency shall be physically present at the Public Location(s) identified in the Meeting Notice to establish a quorum. The Agency must satisfy this quorum requirement whether it conducts an In-Person Meeting or a Remote Access Meeting.

(D) Members of the public shall be permitted to attend, listen and observe all Open Meetings at the Physical Location(s) identified in the Meeting Notice unless the in-person participation requirement is suspended pursuant to Section 103-a(3) of the Remote Access Law.

(E) If the Agency conducts a Remote Access Meeting pursuant to this Policy, except in the case of executive sessions, members of the public shall be permitted to attend and observe the meeting using a videoconferencing service which permits the public to see, hear and identify the members of the Agency attending said meeting.

(F) If the Agency conducts a Remote Access Meeting pursuant to this Policy, the Agency shall use the videoconferencing technology to permit access by members of the public with disabilities consistent with the 1990 Americans with Disabilities Act (ADA) pursuant to Section 103-a(5) of the Remote Access Law.

(G) Nothing herein shall prohibit the Agency from holding meetings entirely by videoconference, with no in-person requirement, during a state of emergency declared by the Governor of the State of New York pursuant to Section 28 of the Executive Law or by the appropriate officials of the Sponsoring Municipality pursuant to Section 24 of the Executive Law if the Agency determines that the circumstances necessitating the emergency declaration would affect or impair the ability of the Agency to hold an In-Person Meeting.

SECTION 4. REMOTE ACCESS MEETINGS. (A) The Agency may, at its discretion, conduct a Remote Access Meeting and permit a member or member(s) to participate in the meeting from a Non-Public Location using videoconferencing provided that (a) a quorum of members are present in the identified Physical Location(s); and (b) the member is unable to be physically present at such meeting due to extraordinary circumstances including, but not limited to:

- (1) disability;
- (2) illness, including but not limited to compliance with applicable quarantine requirements;
- (3) the death of an Immediate Family Member;
- (4) caregiving responsibilities for an Immediate Family Member;

- (5) any other significant or unexpected factor that may preclude physical attendance; and
- (6) other significant or unexpected factors or events which shall be identified by the Agency in subsequent amendments to this Policy.

(B) A member who wishes to participate in a meeting by videoconference must provide advance notice and justification for such member's absence to the extent possible to both the Chairperson and the Chief Executive Officer of the Agency. The Chairperson and the Chief Executive Officer of the Agency may require any member requesting to participate in a meeting by videoconference to provide documentation, to the extent possible, supporting such request and may publicly confirm that such documentation was received without publicly stating the contents of such documentation.

SECTION 5. PUBLIC PARTICIPATION. Members of the public shall only be permitted to participate in meetings of the Agency where (a) the Agency invites public comment, or (b) public comment is required by law. Where the public is permitted to participate, the Agency shall permit public comment pursuant to the operating rules on the attached Appendix A. If public participation is permitted at a Remote Access Meeting, the Agency shall ensure that members of the public have equal opportunity to participate in real time in such meetings whether attending in-person or remotely via videoconference.

SECTION 6. REMOTE ACCESS MEETING MINUTES. If the Agency conducts a Remote Access Meeting, the minutes of such meeting shall (a) include which, if any, members participated remotely, (b) be available to the public within two weeks from the date of such meeting, and (c) be posted on the Agency's website within two weeks from the date of such meeting. For purposes of this requirement, (I) unabridged video recordings or unabridged audio recordings or unabridged written transcripts may be deemed to be meeting minutes; and (II) this requirement shall not require the creation of minutes if the Agency (or committee) would not otherwise take them.

SECTION 7. MEETING NOTICE. The Agency shall give notice to the public and the news media of all meetings of the Agency pursuant to the requirements of Section 104 of the Open Meetings Law and Section 103-a(2)(f) of the Remote Access Law. The Meeting Notice shall include the following information:

- (a) the date and time the meeting is scheduled;
- (b) the Public Location where the meeting will be held;
- (c) the Public Location(s) where members will be participating using Remote Connection;
- (d) whether any members will be participating using Remote Access;
- (e) where the public can view and/or participate in such meeting whether in-person or remotely;
and
- (f) where required documents and records will be posted or available.

SECTION 8. MEETING RECORDS. The Agency shall ensure that (a) each meeting shall be streamed on its website in real time, (b) each meeting shall be recorded, (c) such recordings are posted or linked on the public website of the Agency within five business days following such meeting, and (d) such recordings remain so available for a minimum of five years thereafter, pursuant to Section 103-

a(2)(g) of the Remote Access Law and Section 857 of the Act. The Agency shall further ensure that recordings of any Remote Access Meetings are transcribed upon request.

SECTION 9. POSTING. This Policy shall be conspicuously posted on the Agency's website.

APPENDIX A

PUBLIC COMMENT OPERATING PROCEDURES

1.	<p>The public comment section of the meeting:</p> <p>(a) shall be permitted only to the extent that it supports the Agency in conducting public business; and</p> <p>(b) is designed to provide an opportunity for those members of the public attending the meeting to make comments to the Agency, it is not intended to be a question and answer period or for members of the public to interact with members of the Agency.</p>
2.	<p>If a member of the public wishes to make a comment, please raise your hand before speaking.</p>
3.	<p>The (Vice) Chair will recognize members of the public in the order in which they raise their hands, and will invite them to speak in the order they are recognized.</p>
4.	<p>Please do not make any comments prior to being recognized by the (Vice) Chair.</p>
5.	<p>Upon recognition by the (Vice) Chair, please first provide your full name and address, and then proceed with your comment.</p>
6.	<p>The (Vice) Chair will limit your comment to five (5) minutes before moving on to any other individuals wishing to make comments.</p>
7.	<p>If you wish to provide further comment, you may contact the Agency outside of this meeting at the address or phone number of the Agency:</p> <p>[AGENCY SPECIFIC]</p>