

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.**