

COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
August 25th, 2022

MEETING MINUTES

CALL TO ORDER

Chair, J. Joyner, called to order the meeting of COIDA at 8:52am. M. Marino conducted roll call and determined there was a quorum. Voting members present included:

Jeffery Joyner
Tom Armao
James Seward

David Rowley
Andrew Marietta

Absent Board Member(s): Jeffrey Lord, Craig Gelbsman, Patricia Kennedy, Cheryl Robinson

Also, in attendance:

STAFF

Jody Zakrevsky, **CEO**

Meaghan Marino, **Dir. of Finance and Administration**

Kurt Schulte, **Agency Counsel**

(v) – virtual. NYS Executive Order 11.9 extended the State of Emergency until September 12, 2022. Pursuant to this extension, the Agency is permitted to conduct remote meetings and board members are able to attend virtually and vote on meeting items.

CHAIR'S REMARKS

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

MEETING MINUTES

J. Joyner presented the meeting minutes from the June 23rd, 2022 COIDA 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 J. Seward and it was approved by the remaining members present.

BILLS & COMMUNICATIONS

Board members reviewed the bills for the agency since the August 11th Audit & Finance Committee meeting. M. Marino noted that of the three expenses, all were normal operating expenses. She also pointed out

deposits made and several PILOT and Bond administrative fees that came into the agency. She noted that they are still waiting for payment on some administrative fees. She also pointed out that Congressman Delgado requested to terminate his lease due to his becoming Lt. Governor. That lease will now expire on September 30th. His office did note that Congressman Paul Ryan's office may reach out to extend the lease through January 2nd, 2023, but that has not happened as of yet.

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

COMMITTEE REPORTS

- ❖ **Audit & Finance** – The Audit & Finance Committee meeting was held on August 11th, 2022. J. Lord, Chair of the Committee, was absent from the board meeting, so board members were referred to draft minutes as a review of the August Audit & Finance Committee.
- ❖ **Governance Committee** – The Governance Committee was held on August 11th, 2022. A. Marietta, Chair of the Committee, advised members that the main point of discussion from that meeting was the Remote Access Policy, which was approved by the Governance Committee and brought to the board meeting today. Board members were also given a draft copy of the meeting minutes from the Governance Committee meeting.
- ❖ **Projects Committee** – The Projects Committee meeting was held on August 11th, 2022. C. Robinson, Chair of the Committee, was absent from the board meeting, so board members were referred to draft minutes as a review of the August Projects Committee meeting.

NEW BUSINESS / UNFINISHED BUSINESS

- **CBRE Commercial Real Estate Services** – J. Zakrevsky advised that at the August Projects Committee meeting there was a discussion of whether the IDA should hire a real estate company to market the agency's properties. J. Zakrevsky and D. Rowley both met with Norfolk Southern, regarding the Oneonta Rail Yards, and in that discussion they recommended using CBRE, as they use them for many of their rail-sided properties. CBRE sent a proposal for their services; in the proposal they are requesting an exclusive on the listings for 9-months and 6% of any sales price. T. Armao confirmed that they would be marketing all the IDA's sites and not just the Rail Yards.
- **Contract with Otsego County** – J. Zakrevsky reminded board members that Otsego County has allocated \$75,000 of their 2022 budget for operating support for the IDA. J. Zakrevsky went before the County's Intergovernmental Affairs Committee, their Administrative Committee, and finally the full County board last month where they approved releasing the funds to the IDA. J. Zakrevsky requested permission from the IDA board to enter into a contract with Otsego County to release those funds to the IDA. This operational support has been provided to the IDA, by the County, for the last few years. J. Seward questioned whether J. Zakrevsky had gone to the full board to request a higher allocation of funds. J. Zakrevsky advised that the \$75,000 is for 2022, but he did request a higher allocation for 2023 of approximately another \$150,000.
- **Designating Juneteenth National Independence Day as a Public Holiday/Amending Otsego Now's Policy Manual to Include the Holiday** – J. Zakrevsky advised the board that as of now Juneteenth, typically celebrated on June 19th, is not listed as a Public holiday in Otsego Now's policy manual. At the August Governance Committee meeting, they recommended adding Juneteenth to the list of observed holiday's in our policy manual. He advised board members that staff worked the

holiday this year (celebrated on June 20th due to the 19th falling on a Sunday), when all State offices were closed.

- **Remote Access Policy** – The remote access policy has been reviewed several times at past board and committee meetings. D. Rowley reminded board members that once adopted the board can still modify the policy as it sees fit in the future. J. Seward asked for clarification on board members joining virtually and being counted towards a quorum. M. Marino advised that board members are able to join virtually, and be able to vote, if they have an extenuating circumstance, of which are outlined in the policy. However, even with an extenuating circumstance, there still must be a quorum of board members present at the physical meeting location, which is posted in the meeting notice. For a board member to join virtually and be counted towards a quorum and be eligible to vote, their meeting location needs to be available to the public and needs to be listed on the meeting notice. A. Marietta noted that the executive order is still in place until September 12th, and board members have the option to join virtually until then.
- **September Committee and Board Meeting Dates** – M. Marino advised the board that September has five Thursdays and, as it stands, the Committee meeting falls on the 8th and the board meeting falls on the 22nd. Because the 8th is the first day of school, she requested that the board consider moving the dates back one week, so the committee meeting falls on the 15th and the board meeting falls on the 29th. The board agreed to the changes in the meeting schedule for September.

RESOLUTIONS

Retaining CBRE Commercial Real Estate Services/Rick Searles

Board members discussed retaining the services of CBRE, specifically Senior Broker, Rick Searles, to market the IDA's available properties. The contract would require an exclusive listing by CBRE for a term of 9 months and a 6% commission on any sales.

D. Rowley made a motion to approve hiring CBRE. T. Amaro seconded the motion, and it was approved by remaining members present through a voice vote.

Contract with Otsego County for IDA Appropriation

J. Zakrevsky advised board members that the County Board approved releasing its \$75,000 allocation for the IDA from its 2022 budget. As with the past, the IDA is required to enter into a contract with Otsego County prior to obtaining the funds. J. Zakrevsky requested that board members approve entering into this contract prior to him signing.

D. Rowley made a motion to enter into a contract with Otsego County for them to release their 2022 budget allocation for the IDA. T. Armao seconded the motion, and it was approved by remaining members present through a voice vote.

Designating Juneteenth National Independence Day as a Public Holiday/Amending Otsego Now's Policy Manual

Juneteenth, celebrated on June 19th, is already a federal holiday, but is not currently listed as a public holiday in Otsego Now's policy manual. The Governance Committee recommended to the full board adding it to the list of public holiday's observed by Otsego Now and staff.

D. Rowley made a motion to approve amending Otsego Now's policy manual and adding Juneteenth to the list of the agency's observed holidays. T. Armao seconded the motion, and it was approved by remaining members through a voice vote.

Adopting the Remote Access Policy

After being discussed at several committee and board meetings, the Project Committee recommended that the board approve the remote access policy, as follows:

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.	The public comment section of the meeting: (a) shall be permitted only to the extent that it supports the Agency in conducting public business; and (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.
2.	If a member of the public wishes to make a comment, please raise your hand before speaking.
3.	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.
4.	Please do not make any comments prior to being recognized by the (Vice) Chair.
5.	Upon recognition by the (Vice) Chair, please first provide your full name and address, and then proceed with your comment.
6.	The (Vice) Chair will limit your comment to five (5) minutes before moving on to any other individuals wishing to make comments.
7.	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: Otsego Now 189 Main Street, Oneonta. NY. 13820 607-267-4010

D. Rowley made a motion to approve the remote access policy provided to board members. T. Armao sending the motion, and it was approved by remaining members through a voice vote.

PUBLIC COMMENT

There was no one from the public in attendance.

EXECUTIVE SESSION

D. Rowley made a motion to enter executive session with board members, the CEO of the agency, and the Director of Finance and Administration, under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 8:24am for the following reasons: To discuss the sale of property and pending litigation. T. Armao seconded the motion, and it was approved by all committee members present. The committee entered executive session at 8:24am.

There was no action taken in executive session.

D. Rowley made a motion to enter back into public session; T. Armao seconded, and all members approved. The committee exited executive session at 8:51am.

ADJOURNMENT

D. Rowley made a motion to adjourn the meeting of the IDA board at 8:51am.

UPCOMING MEETING SCHEDULE

- COIDA/OCCRC Audit & Finance Committee Meeting / Projects Committee Meeting – September 15th
- COIDA/OCCRC Board Meeting – September 29, 2022

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