

COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
October 13th, 2022

SPECIAL BOARD MEETING MINUTES

CALL TO ORDER

Chair, J. Joyner, called to order the Special Board Meeting of COIDA at 8:03am. M. Marino conducted roll call and determined there was a quorum. Voting members present included:

Jeffery Joyner	David Rowley
Craig Gelbsman	Tom Armao
Andrew Marietta	James Seward

Absent Board Member(s): Jeffrey Lord
Virtual Board Member(s): Cheryl Robinson*, Patricia Kennedy*

Also, in attendance:

STAFF

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

* Members attending the meeting virtually are not counted towards a quorum and not eligible to vote on items.

CHAIR'S REMARKS

Chair, J. Joyner, welcomed fellow board members and staff to the Special Meeting of the COIDA board.

NEW BUSINESS / UNFINISHED BUSINESS

- **Approving Resolution for ESD Grant Agreement (Project AA609 Railyards Redevelopment)** – M. Marino advised the board that this resolution came from counsel, Hodgson Russ, which has the board approve the agency submitting the grant disbursement agreement to Empire State Development so they can begin working on reimbursement for the project. Upon approval, Hodgson Russ will also provide an Opinion of Counsel letter, required by ESD for the reimbursement process.
- **Public Hearing Resolution for the Remote Access Policy** – M. Marino advised the board that the agency does need to hold a public hearing regarding the remote access policy that the COIDA board approved. This allows the public to offer comments on the policy before it goes into effect. This resolution is authorizing the agency to set that public hearing and notice it in the Daily Star.

RESOLUTIONS

Approving Resolution for ESD Grant Agreement (Project AA609 Railyards Redevelopment)

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A CAPITAL GRANT AGREEMENT WITH EMPIRE STATE DEVELOPMENT IN CONNECTION WITH THE UNDERTAKING OF THE ONEONTA RAILYARDS REDEVELOPMENT, PROJECT NO. AA609.

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

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

WHEREAS, by resolution adopted by the members of the Agency on August 25, 2016 (the "Acquisition Resolution"), the Agency determined to (1) assist in the development of approximately 79 acres of land in Otsego County, such land being more particularly described by tax identification numbers 299.11-2-3.4; 299.11-2-4; and 299.11-2-3.1 (the "Property"), (2) acquire and further develop the Property, (3) make an investment of Agency funds in an amount not to exceed \$275,000 (the "Agency Investment") by drawing on the Agency's line of credit with Community Bank, account number C-14-11-196270 (the "Line of Credit") and (4) enter into a lease/leaseback transaction with a local development corporation to-be-created pursuant to Section 1411 of the New York State Not-For-Profit Corporation Law (the "Corporation") to facilitate the cost-efficient development of the Property; and

WHEREAS, the Corporation was formed by the Otsego County Capital Resource Corporation (the "County CRC") for the purpose of undertaking a project (the "Project") consisting of the following: the development of a commercial/industrial park containing approximately 80 acres of land and located on the Property and known as the Oneonta Rail Yards (together with any improvements constructed thereon and any machinery and equipment located thereon, collectively, the "Project Facility"), and other directly and indirectly related activities; and

WHEREAS, the Corporation commenced the undertaking of the Project, and in connection with the commencement of the Project, the Agency acquired a leasehold interest in the Project Facility in order to facilitate the undertaking of the Project; and

WHEREAS, in connection with the Agency's leasehold interest in the Project Facility, the Agency is undertaking certain portions of the Project consisting of the preliminary planning related to the Project, including the engineering, strategic planning, and environmental investigation costs (the "Planning Costs") related to expanding and activating a rail-supported business park on the Property; and

WHEREAS, the Agency has been awarded a grant in the amount of \$150,000 (the "ESD Grant") from the New York State Urban Development Corporation d/b/a Empire State Development (the "ESD") to assist in undertaking the Project and the Planning Costs; and

WHEREAS, in connection with the receipt of the ESD Grant, the ESD has requested that the Agency enter into a capital grant agreement (the "Grant Agreement"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency is required to make a determination with respect to the environmental impact of any "action" (as defined by the SEQR Act) to be taken by the Agency; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Grant Agreement and the Project Planning Costs in order to make a determination as to whether the Planning Costs are subject to SEQRA, and it appears that the Planning Costs constitutes a Type II action under SEQRA; and

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

Section 1. Based upon an examination of the Planning Costs, the Agency hereby determines that the Planning Costs constitute a "Type II action" pursuant to 6 NYCRR 617.5(c)(27), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Request.

Section 2. All action taken by the Chief Executive Officer of the Agency with respect to the Project is hereby ratified and confirmed.

Section 3. The receipt of the ESD Grant and the execution and delivery of the Grant Agreement are hereby approved. A copy of the Grant Agreement and related materials is attached as Schedule A to this Resolution.

Section 4. The Agency is hereby authorized to accept the ESD Grant and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to the Project, the Planning Costs, and the ESD Grant are hereby ratified, confirmed and approved.

Section 5. The Chairman (or Vice Chairman) of the Agency, with the assistance of Agency Counsel and/or Special Counsel, is authorized to negotiate and approve the form and substance of the Grant Agreement.

Section 6. (A) The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Grant Agreement, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

(B) The Chairman (or Vice Chairman) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

Section 7. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Grant Agreement, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Grant Agreement binding upon the Agency.

Section 8. This Resolution shall take effect immediately.

D. Rowley made a motion to approve the approving resolution for the ESD grant agreement (Project AA609 Railyards Redevelopment). J. Seward seconded the motion, and it was approved by remaining members through a rollcall vote.

Public Hearing Resolution – Remote Access Policy

RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER OF COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) TO HOLD A PUBLIC HEARING REGARDING A PROPOSED REMOTE ACCESS POLICY OF THE AGENCY.

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

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

WHEREAS, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, under Section 103-a(2)(b) of the Public Officers Law of the State of New York (the “Remote Access Law”), the Agency further has the power to adopt written (the “Remote Access Policy”) authorizing and governing the use of videoconferencing to conduct its meetings ; and

WHEREAS, pursuant to Section 103-a(2)(a) of the Remote Access Law, prior to the Agency adopting the Remote Access Policy, the Agency, among other things, must hold a public hearing pursuant to Section 103-a(2)(a) of the Remote Access Law with respect to the use of videoconferencing; and

WHEREAS, the members of the Agency desire to approve the adoption of a Remote Access Policy; and

WHEREAS, the Agency further desires to provide for compliance with the provisions of Section 103-a(2)(a) of the Remote Access Law with respect to the Remote Access Policy;

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

Section 1. The Agency hereby authorizes the Chief Executive Officer of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Remote Access Policy (the "Public Hearing"); (B) to cause the Public Hearing to be held in the County of Otsego, New York, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing (1) in a newspaper of general circulation available to the residents of the governmental units where the Agency is located, (2) on public bulletin boards in at least four prominent places within the County of Otsego, and (3) on the Agency's website; (C) to conduct such Public Hearing; (D) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the "Report") to be prepared; and (E) to cause a copy of the Report to be made available to the members of the Agency.

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

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

Section 4. This Resolution shall take effect immediately.

D. Rowley made a motion to approve the Public Hearing Resolution for the Remote Access Policy. T. Armao seconded the motion, and it was approved by remaining members through a rollcall vote.

PUBLIC COMMENT

There was no one from the public in attendance.

ADJOURNMENT

D. Rowley made a motion to adjourn the special board meeting at 8:06am.

UPCOMING MEETING SCHEDULE

- COIDA/OCCRC Audit & Finance Committee Meeting / Projects Committee Meeting – November 10th, 2022
- COIDA/OCCRC Board Meeting – October 27th, 2022

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