

Governance Committee Meeting

December 8th, 2022

8:00 A.M.

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

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

1. Chairman's Comments
2. Approval of August 11th Meeting Minutes
3. New and Unfinished Business
 - Resolution Authorizing the CEO and the Director of Finance and Administration to Sign Contracts on behalf of the County of Otsego Industrial Development Agency
 - Resolution Authorizing the CEO to hire additional staff if positions are approved in the Adopted Budget
 - Resolution Confirming the Appointment of Gina Bologna as the Marketing Coordinator / Innovation & Acceleration Coordinator

**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.

RESOLUTION AUTHORIZING THE CEO AND THE DIRECTOR OF FINANCE AND ADMINISTRATION TO SIGN CONTRACTS ON BEHALF OF THE COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY

WHEREAS, the County of Otsego Industrial Development Agency (IDA) routinely receive grants from the NYS Empire State Development, the Appalachian Regional Commission, and the New York State Office of Housing and Community Renewal as well as other federal and state agencies; and

WHEREAS, contracts, incentive proposals, disbursement agreements, contract amendments, and other documents are often prepared by such federal and state agencies with the either the CEO or the Director of Finance and Administration signature required; and

WHEREAS, other agreements such as those of consultants are prepared for staff signatures; and

WHEREAS, lease agreements or contract documents between the IDA and other municipalities are also prepared for signatures of staff; and

WHEREAS, the IDA's adopted by-laws states "all agency instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or official or other person or persons as provided in these by-laws or as the Agency may...designate."

WHEREAS, our Counsel has indicated that the Board of Directors of the IDA may empower that staff can be authorized to sign these documents; now therefore be it

RESOLVED, the CEO and the Director of Finance and Administrations are hereby authorized to sign contracts, leases, and other documents on behalf of the IDA not including bond issuances, payment in lieu of tax agreements, or other documents which require the Chairman's or Vice Chairman's signature by law.

RESOLUTION AUTHORIZING THE CEO TO HIRE ADDITIONAL STAFF IF POSITIONS ARE APPROVED IN THE ADOPTED BUDGET

WHEREAS, from time to time, new positions are created as part of the budget process; and

WHEREAS, the County of Otsego Industrial Development Agency (IDA) by-laws state that the Chief Executive Officer (CEO) shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Board; and

WHEREAS, the Agency by-laws also states that the CEO shall be charged with the management of all projects of the Agency; and

WHEREAS, the Agency's by-laws also state that the Agency may from time to time employ such personnel as it deems necessary to exercise its power, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto; and

WHEREAS, members of the Board of Directors have indicated that the hiring of additional personnel should be the responsibility of the CEO, and

WHEREAS, the CEO has the best understanding for knowing what types of individuals would be best needed to manage projects of the Agency as well compatibility with other staff; and

WHEREAS, our Agency Counsel has indicated that the CEO could be authorized to hire staff by the Board of Directors, now therefore be it

RESOLVED, that the CEO of the Agency is hereby authorize to interview and hire additional staff consistent with approve positions in the Adopted budget.

RESOLUTION CONFIRMING THE APPOINTMENT OF GINA BOLOGNA AS THE MARKETING COORDINATOR / INNOVATION & ACCELERATION CORRDIATOR

WHEREAS one of the Agency's priority projects for 2022 was the establishment of an Innovation and Acceleration Center; and

WHEREAS the Agency submitted a grant to the Appalachian Regional Commission (ARC) for the creation of the Innovation and Acceleration Center and called on the hiring of a Center Coordinator; and

WHEREAS ARC approved the Agency grant application in the amount of \$150,000 on September 1, 2022 with a contract start date on October 4, 2022; and

WHEREAS, at the Agency's Governance Committee Meeting on August 11, 2022, the Committee reviewed the job description for the Center's Director; and

WHEREAS, the position was advertised with the New York Business and Development Council, the New York State Department of Labor, and on Indeed and on Handshake; and

WHEREAS both the Chief Executive Officer and the Director of Finance and Administration made certain recommendations; and

WHEREAS the CEO made an offer to hire Ms. Gina Bologna on November 16, 2022 with a starting salary of \$44,000 plus an additional \$3,000 to supplement health insurance given to all employees; and

WHEREAS the CEO notified all Board members of the new hire and salary on November 17, 2022; now, therefore be it

RESOLVED, that the Board of Directors hereby confirms the appointment of Ms. Gina Bologna as the Marketing Coordinator / Innovation & Acceleration Coordinator at a combined salary and health insurance stipend of \$47,000 effective November 17, 2022.