

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, DECEMBER 15TH, 2022

- ROLL CALL
- CHAIR'S REMARKS
- APPROVAL OF MEETING MINUTES
 - October 27th, 2022 – Meeting Minutes
- REPORT OF THE AUDIT & FINANCE COMMITTEE AND TREASURER
- BILLS AND COMMUNICATIONS
- REPORT OF THE PROJECTS COMMITTEE
- NEW AND UNFINISHED BUSINESS
 - Amended Approving Resolution – Centrome, Inc. d/b/a Advanced Biotech
 - Resolution Authoring 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
 - Rear Wall of IOXUS Building Repair – Two Quotes
- PUBLIC COMMENT PERIOD
- EXECUTIVE SESSION, IF NEEDED
- ADJOURNMENT

COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
October 27th, 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
Tom Armao
James Seward

David Rowley
Craig Gelbsman
Andrew Marietta

Absent Board Member(s): Patricia Kennedy, Cheryl Robinson

Also, in attendance:

STAFF

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

GUESTS

Dan Sullivan, **Supervisor of the Town of Richfield Springs (v)**
Larry Frigault, **Town of Richfield Springs Board Member (v)**

(v) – virtual

* arrived after start of meeting

CHAIR'S REMARKS

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

MEETING MINUTES

J. Joyner presented the meeting minutes from the August 25th, 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.

J. Joyner also presented the meeting minutes from the October 13th Special Board Meeting of COIDA. 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 October 13th Audit & Finance Committee meeting. M. Marino noted that all but two were normal operating expenses. She noted that there was an invoice from Keystone Engineers for construction items being completed for the Richfield Springs Business Park. She also pointed out an invoice from Paperkite in the amount of \$16,000, which marks the start of the next phase of their marketing campaign. She also reviewed the deposits made, which were mostly rent payments, with the exception of \$75,000 that was sent from Otsego County for their annual appropriation.

T. Armao 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 October 13th, 2022. J. Lord, Chair of the Committee, referred members to draft minutes as a review of the October Audit & Finance Committee.
- ❖ Governance Committee – Governance Committee meetings are quarterly. As such, there was no Governance Committee meeting in October. The next Governance Committee meeting will be held in December.
- ❖ Projects Committee – The Projects Committee meeting was held on October 13th, 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 October Projects Committee meeting.

NEW BUSINESS / UNFINISHED BUSINESS

- **2023 COIDA Budget Approval** – J. Zakrevsky reviewed the proposed 2023 budget of the IDA. Members were given a copy prior to the meeting and the budget was also reviewed in the October Audit & Finance Committee meeting. He reviewed certain changes in the budget from 2022, including, additional revenue from the ARC grant for the use of the training space for the Innovation/Acceleration Center, and additional revenue from potentially bringing the Otsego County Chamber back into our offices. J. Seward questioned if the Chamber moving in has been confirmed. J. Zakrevsky noted that the large office that was previously used by the Chamber is still occupied by Congressman Pat Ryan until the end of December. He noted that the Chamber has expressed interest in moving in in January. M. Marino noted the possibility of the new Congressman's office reaching out to continue renting the space, also. J. Zakrevsky also noted changes for 2023 including the addition of rental revenue from James Stevenson, who represents the International Food Policy Research Institute, and additional revenue from potential PILOTs that involve solar projects. J. Zakrevsky also pointed out the additional \$200,000 of ARPA funds that have been approved by the

Otsego County board for the IDA's 2023 appropriation. These funds are in addition to the \$75,000 already received by the County. There had previously been questions about what the funds could be used for. J. Zakrevsky advised that he spoke with County attorneys who clarified that because the IDA lost over \$200,000 in revenue due to the COVID-19 pandemic, the IDA could use those funds to offset the losses from that. On the expenses, J. Zakrevsky noted that he has added the salary of the incoming Marketing Director for the agency and a part-time hourly wage for an administrative assistant for the agency. He'd like to hire the administrative assistant for 20hr work weeks to relieve M. Marino of some of her clerical duties to take on new tasks. There were also \$3,000 in funds added to Barton & Loguidice, DPC for any additional administrative work they may need to do on the EDA grant for Richfield Springs. Lastly, J. Zakrevsky noted that we met with our insurance firm who noted that our insurance costs for 2023 were likely to go up approximately 12%. There was a brief discussion on the role of the new marketing director and how that person would work on marketing the Innovation/Acceleration Center and marketing for the agency. D. Rowley questioned a repair on the IOXUS building that had come up in a previous meeting and if the agency was moving forward with that repair. J. Zakrevsky noted that some members of the projects committee requested paying for the repair, as the building belongs to the IDA and we should be making sure that it is repaired correctly. Others pointed out that the lease outlines that repairs of this nature are the responsibility of the tenant. Ultimately, it was determined that the IDA would need two additional quotes, as the tenant only received one, and the IDA cannot move forward with repair without seeking additional bids.

- **Appointing Mostert, Manzanero & Scott, LLP. (MMS) for the 2023 IDA Financial Audit** – J. Zakrevsky explained that we'd like to start the audit quickly this year, as the IDA has been late on submitting PARIS reports in the last couple years, due to the late start of the financial audit. J. Joyner asked how long we have been using this auditing firm and if there are requirements about changing them. M. Marino noted that the firm does not need to be changed, but the partner auditing the agency has to change every five years. Because Mary Manzanero has been the lead auditor for the last five years, she will be replaced this year by Jason Waite of MMS, who has worked with Mary on the agency's audit in the past.
- **RFP For Construction Management Services for the Richfield Springs Business Park Project** – J. Zakrevsky advised the board that EDA has approved the RFP for construction management services for the Richfield Springs Business Park project. This allows the agency to go out to bid for construction management firms. This firm will oversee the construction of the water, sewer, gas, and electrical lines into the park. He noted that this is mostly a part-time position, except for when they get into trench work, when they will have to be there daily. C. Gelbsman asked where the funds for this are coming from. J. Zakrevsky advised that the funds will be split between our agency and the EDA grant. We are also anticipating getting an additional \$500,000 from ARC to offset any additional costs that may be incurred which aren't outlined in our budget. J. Lord asked who is handling the distribution of the RFP to potential firms. J. Zakrevsky advised that our office will handle it and we have a list of ten firms that we will send it to, in addition to posting it on our website and advertising in the Daily Star newspaper. EDA requires three proposals.
- **November/December Board Meeting Schedule** – M. Marino noted that the November board meeting generally falls on Thanksgiving and will again this year on November 24th. She noted that we have cancelled the November board meeting the last two years, but if we need to hold a meeting we could move it to Tuesday, November 22nd, or combine it with the committee meetings on November 10th. She also noted that the December board meeting falls on December 22nd, which is not a holiday, but could pose a problem for quorum. She noted that there are five Thursdays in December, so the board could push the meeting to December 29th. Board members agreed to cancel the November board meeting and hold the December board meeting on December 15th.

RESOLUTIONS

2023 COIDA Budget Approval

Board members discussed and reviewed the proposed 2023 IDA budget.

T. Armao made a motion to approve adopting the proposed 2023 IDA budget. J. Lord seconded the motion, and it was approved by remaining members present through a voice vote.

Appointing Mostert, Manzanero, & Scott, LLP. for the 2023 IDA Financial Audit

Board members discussed the appointment of Mostert, Manzanero, & Scott, LLP. for the 2023 IDA Financial Audit. It was noted that Mary Manzanero will not be leading the audit this year, but Jason Waite of MMS will step in as the lead auditor.

D. Rowley made a motion to appoint Mostert, Manzanero, & Scott LLP. for the 2023 IDA financial audit. J. Seward seconded the motion, and it was approved by remaining members present though a voice vote.

PUBLIC COMMENT

Dan Sullivan and Larry Frigault – Dan Sullivan and Larry Frigault joined the meeting virtually from Richfield Springs but noted that they could not get their camera to turn on. They were in the same meeting place. Dan noted that the Village and Town municipalities of Richfield Springs are unaware of any progress being made on the intermunicipal agreement for the extension of the water/sewer lines for the Richfield Springs Business Park project. He asked for any information available from the IDA on its progress. J. Zakrevsky noted that the agreement has primarily been between the IDA's attorneys and the Town and Village attorneys. He mentioned that he has a call with the IDA attorney this afternoon, so he will get an update on the agreement and be sure to forward it to the Town Supervisor and Town board members. He did note that it was his understanding that all of the attorneys agreed on what changes and provisions needed to be added to the agreement, but he will confirm that this afternoon. J. Zakrevsky also advised them that the board just agreed to go out to bid for construction management firms to oversee the construction. He added that we are hopeful that we can go out to bid for construction firms in the next few weeks. Larry questioned if the IDA would be the lead agency on the SEQR work that would need to be done once the water/sewer agreement is finalized. J. Zakrevsky advised that he believed that to be correct, but would also check on that with IDA attorneys.

ADJOURNMENT

D. Rowley made a motion to adjourn the meeting of the IDA board at 8:33am.

UPCOMING MEETING SCHEDULE

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

- COIDA/OCCRC Board Meeting – December 15th, 2022

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

DRAFT

**APPROVING RESOLUTION
CENTROME, INC. D/B/A ADVANCED BIOTECH PROJECT
AMENDED PROJECT**

A regular meeting of County of Otsego Industrial Development Agency (the “Agency”) was convened in public session in the office of the Agency located at 189 Main Street, Suite 500 in the City of Oneonta, Otsego County, New York on December 15, 2022 at 8:00 o’clock, a.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Jeffrey Joyner	Chairman
David Rowley	Vice Chairman
Jeffrey C. Lord	Treasurer
Craig Gelbsman	Secretary
Tom Armao	Member
Patricia Kennedy	Member
Andrew Marietta	Member
Cheryl Robinson	Member
James Seward	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Jody Zakrevsky	Chief Executive Officer
Meaghan Marino	Finance and Administrative Director
Kurt Schulte, Esq.	Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 1222-_____

RESOLUTION AUTHORIZING THE EXECUTION BY COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN MODIFICATION AGREEMENT AND RELATED DOCUMENTS IN CONNECTION A PROJECT FOR CENTROME, INC. D/B/A ADVANCED BIOTECH” (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, pursuant to a closing on September 30, 2021 (the “Closing”), the Agency granted certain financial assistance to Centrome, Inc. d/b/a Advanced Biotech (the “Company”) in connection with a project (the “Project”), said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 66.56 acre parcel of land located at 399 County Highway 58 in the Town of Milford, Otsego County, New York (Tax Map No. 290.00-1-4.01) (the “Land”), together with the existing improvements located thereon containing in the aggregate approximately 80,000 square feet of space (collectively, the “Facility”), (2) the renovation of the Facility and (3) the acquisition and installation thereon and therein of various machinery and equipment (the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to be owned and operated by the Company as a warehouse/distribution facility and other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to a lease agreement dated as of September 1, 2021 (the “Lease Agreement”) by and between the Agency and the Company; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, (A) the Company executed and delivered to the Agency (1) a certain lease to agency dated as of September 1, 2021 (the “Lease to Agency”) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company leased to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the “Leased Premises”); (2) a certain license agreement dated as of September 1, 2021 (the “License to Agency”) by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company granted to the Agency (a) a license to enter upon the balance of the Land (the “Licensed Premises”) for the purpose of undertaking and completing the Project and (b) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement; and (3) a bill of sale dated as of September 1, 2021 (the “Bill of Sale to Agency”), which conveyed to the Agency all right, title and interest of the Company in the Equipment; (B) the Company and the Agency executed and delivered (1) a payment in lieu of tax agreement dated as of September 1, 2021 (the “Payment in Lieu of Tax Agreement”) by and between the Agency and the Company, pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility, (2) a certain recapture agreement (the “Section 875 GML Recapture Agreement”) by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes and (3) a certain uniform project benefits agreement dated as of September 1, 2021 (the “Uniform Project Benefits Agreement”) relating to the granting of the Financial Assistance by the Agency to the Company; (C) the Agency filed with the assessor and mailed to the chief executive officer of each “affected tax jurisdiction” (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form 412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) (the “Real Property Tax Exemption Form”) relating to the Project Facility and the Payment in Lieu of Tax Agreement, (D) the Agency

executed and delivered to the Company a sales tax exemption letter (the “Sales Tax Exemption Letter”) to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance and (E) the Agency filed with the New York State Department of Taxation and Finance the form entitled “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (the form required to be filed pursuant to Section 874(9) of the Act) (the “Thirty-Day Sales Tax Report”) (the above enumerated documents being collectively referred to as the “Basic Documents”); and

WHEREAS, the Company has requested, pursuant to an amended application from the Company delivered to the Agency in November, 2022 (the “Amended Application”), that the Agency modify the terms of the Basic Documents in order to accomplish the following (the “Modification”):

(A) to increase the costs of the Project to approximately \$14,000,000;

(B) to extend the Completion Date (as defined in the Lease Agreement) to December 31, 2023; and

(C) to increase the amount of the Financial Assistance granted by the Agency with respect to the exemption from sales tax to an amount not to exceed \$1,120,000; and

WHEREAS, in connection with the Modification, the Agency held a supplemental public hearing (the “Supplemental Public Hearing”), and to provide for such hearing, the Agency took the following actions: (A) caused notice of the Supplemental Public Hearing to be mailed 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 at 258 Main Street 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 in The Daily-Star, a newspaper of general circulation available to the residents of Otsego County, New York, (D) conducted the Supplemental Public Hearing on November 28, 2022 at 11:00 o’clock a.m., local time at the Milford Town Hall located at 2857 State Highway 28 in the Town of Milford, Otsego County, New York, and (E) prepared a report of the Supplemental Public Hearing (the “Report”) fairly summarizing the views presented at such Supplemental Public Hearing; and

WHEREAS, in connection with the Modification, the Company has requested that the Agency enter into a certain modification agreement dated as of December 1, 2022 (the “Modification Agreement”), by and between the Company and the Agency, together with related documents (collectively, the “Modification Documents”); 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”), by resolution adopted by the members of the Agency on June 24, 2021 (the “SEQR Resolution”), the Agency determined that the Project constituted a “Type II Action” (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required 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 Modification, the Agency hereby makes the following determinations:

(A) The Modification is consistent with the original description of the Project, and therefore constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(2), and pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Modification;

(B) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

(C) The Project constitutes a “project,” as such term is defined in the Act;

(D) The Project site is located entirely within the boundaries of Otsego County, New York;

(E) The granting of the modified Financial Assistance pursuant to the Modification Agreement by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Otsego County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(F) The Agency kept the Supplemental Public Hearing open until Wednesday, December 13, 2022 to ensure that the “affected tax jurisdictions” (as defined in the Act) had adequate opportunity to comment on the Amended Application;

(G) The Agency has reviewed the Report of the Supplemental Public Hearing and has fully considered all comments contained therein;

(H) The Project should receive the modified Financial Assistance in the form of increased exemptions from sales tax; and

(I) It is desirable and in the public interest for the Agency to enter into the Modification Documents.

Section 2. Subject to (A) compliance with the terms and conditions in the Basic Documents, (B) evidence of current certificates of insurance acceptable to the Agency, and (C) payment by the Company of all fees and expenses of the Agency in connection with the delivery of the Modification Documents, including the administrative fees of the Agency, and the fees of Agency Counsel and Agency Special Counsel, the Agency hereby (a) consents to the Modification and (b) determines to enter into the Modification Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Modification Documents to the Company, 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, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 4. 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 Modification Documents, 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 Modification Documents binding upon the Agency.

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.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Jeffrey Joyner	VOTING
David Rowley	VOTING
Jeffrey C. Lord	VOTING
Craig Gelbsman	VOTING
Tom Armao	VOTING
Patricia Kennedy	VOTING
Andrew Marietta	VOTING
Cheryl Robinson	VOTING
James Seward	VOTING

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF OTSEGO)

I, the undersigned Secretary of County of Otsego Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on December 15, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 15th day of December, 2022.

Secretary

(SEAL)

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.

EASTMAN
a s s o c i a t e s , i n c .
GENERAL CONTRACTORS

P.O. Box 810 6 Railroad Ave.
Oneonta, New York 13820

(607) 432-7803 Office

(607) 432-8140 Fax

10/3/22

Ioxus
18 Stadium Circle
Oneonta, NY 13820

Attn: Mike Campbell
Re: Ioxus – Exterior Vapor Barrier

PROPOSAL

We are pleased to quote you the sum of Eight Thousand Nine Hundred Seventy Dollars (\$8,970.00) to provide labor, materials, and equipment to complete the following scope of work.

- Remove the top 3 rows of vapor barrier from the north side of the building
- Install new Dura-Skrim 12-mil reinforced poly over the exposed area
- Tape the horizontal seams of the newly installed material

Exclusions: Premium time, sales tax, site restoration, any work not listed above

Sincerely,

EASTMAN ASSOCIATES, INC.
Richard Eastman



www.eastman-assoc.com



JMS CONTRACTING
 PO BOX 5 WEST ONEONTA, NY 13861
 607-437-1115

Proposal

PROPOSAL NO.	DATE 12-1-22
BID NO.	ARCHITECT
WORK TO BE PERFORMED AT:	
ADDRESS	
CITY, STATE	
DATE OF PLANS	

TO IOXUS
ADDRESS 18 Stadium Circle
CITY, STATE Oneonta
PHONE NO. % Mike 607-427-3969

We hereby propose to furnish the materials and perform the labor necessary for the completion of Siding wrap

Area below for additional description and/or drawings:

Repair Ty-Vek material where Damaged by wind
 To Seal up Side of Building.

All material is guaranteed to be as specified, and the above work to be performed in accordance with the drawings and specifications submitted for above work and completed in a substantial workmanlike manner for the sum of 1/2 Down Remainder Due on Completion
 Dollars (\$ 8,200) with payments to be made as follows.

Any alteration or deviation from above specifications involving extra costs will be executed only upon written order, and will become an extra charge over and above the estimate. All agreements contingent upon strikes, accidents, or delays beyond our control.

Respectfully submitted [Signature]
 Per _____

Note - This proposal may be withdrawn by us if not accepted within _____ days.

ACCEPTANCE OF PROPOSAL The above prices, specifications, and conditions are satisfactory and are hereby accepted. You are authorized to do the work as specified. Payments will be made as outlined above.

Signature _____

Date _____ Signature _____