

Governance Committee Meeting

January 12th, 2023

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 December 8th, 2022 Meeting Minutes
3. New and Unfinished Business
 - NYS Retirement for Employees
4. Executive Session to Discuss Personnel Issues

**COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
OTSEGO COUNTY CAPITAL RESOURCE CORPORATION**

**GOVERNANCE COMMITTEE
DECEMBER 8TH, 2022
MEETING MINUTES**

CALL TO ORDER

The COIDA and OCCRC's joint Governance Committee meeting was called to order at 8:49am at the Otsego Now offices at 189 Main Street in Oneonta, NY. Members present included:

David Rowley
Cheryl Robinson
Craig Gelbsman
James Seward

Tom Armao
Jeffrey Lord
Patricia Kennedy

Also, in attendance:

STAFF

Jody Zakrevsky, **CEO**
Meaghan Marino, **Director of Finance and Administration**
Gina Bologna, **Marketing Coordinator**

CHAIR'S COMMENTS

Governance Committee Chair, Andrew Marietta was absent from the meeting. Vice Chair, D. Rowley, moved immediately into the agenda.

MEETING MINUTES

D. Rowley requested a motion to approve the August 11th 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. J. Lord seconded, and the motion was approved by remaining members.

NEW / UNFINISHED BUSINESS

- **Authorizing the CEO and Dir. of Finance to Sign Contracts on Behalf of the IDA – J.** Zakrevsky noted that it came to staff's attention from bond counsel, Joe Scott, that neither J. Zakrevsky nor M. Marino have the authority to sign contracts on behalf of the IDA. Joe noted that the board, by resolution, could authorize both J. Zakrevsky and M. Marino to sign contracts moving forward. J. Zakrevsky noted that this stemmed from a disbursement agreement that M. Marino was working on for an Oneonta Railyards grant where Joe Scott wouldn't provide

documentation for the reimbursement packet because one of the items was signed by M. Marino and not the Chair of the board. The state had put M. Marino's name on the documentation because she was the contact for the grant agreement and was working on the reimbursement. M. Marino noted that the board had already approved this grant and approved reimbursement of the grant, so she wasn't signing anything against their knowledge. J. Zakrevsky did note that at the end of the resolution it remarks that there will still be certain documents that IDA staff cannot sign, particularly PILOT agreements, bond issuances, and anything that legally requires the Chair or Vice Chairs signature. Governance Committee members agreed to move this item to the full board.

- **Authorizing the CEO to Hire Staff** – J. Zakrevsky presented committee members with a potential resolution to the board that would authorize the CEO of the agency to hire additional staff for the agency, so long as the positions are already approved in the agency's adopted budget. He noted that Joe Scott advised him that technically he cannot hire staff, however, there is a provision in the IDA bylaws that allows the board to authorize the CEO to hire staff, but it has never been exercised. Governance Committee members agreed to move this item to the full board.
- **Authorizing Appointment of Gina Bologna as Marketing Coordinator/Innovation & Acceleration Coordinator** – J. Zakrevsky advised that, based on the last item, and him not actually having the authority to hire staff without the board's approval, this resolution would confirm the appointment of Gina Bologna as the Marketing Coordinator and the Innovation/Acceleration Center Coordinator. Governance Committee members agreed to move this item to the full board.

ADJOURNMENT

There being no further business to discuss, D. Rowley made a motion to adjourn the Governance Committee meeting at 9:53am.

UPCOMING MEETING SCHEDULE

The next Governance Committee meeting will be held on January 12th, 2023 at 8:00am.