

Cheryl Robinson, Chair * David Rowley, Vice Chair * Jeffrey Lord, Treasurer * Tom Armao, Secretary
Craig Gelbsman * Patricia Kennedy * Jeffery Joyner * Andrew Marietta * James Seward
Jody Zakrevsky, CEO * Joseph Scott, Bond Counsel * Kurt Schulte, Counsel * Meaghan Marino, Dir. of Finance and Administration *
Gina Gardner, Marketing Coordinator * Nasim Vargha, Administrative Assistant

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, FEBRUARY 23RD, 2023

- ROLL CALL
- CHAIR'S REMARKS
- EXECUTIVE SESSION TO DISCUSS THE FINANCIAL HISTORY OF A PARTICULAR COMPANY
- APPROVAL OF MEETING MINUTES
 - December 15th, 2022 – Meeting Minutes
 - February 7th, 2023 - Annual Meeting Minutes
- REPORT OF THE AUDIT & FINANCE COMMITTEE AND TREASURER
- BILLS AND COMMUNICATIONS
- REPORT OF THE PROJECTS COMMITTEE
- NEW AND UNFINISHED BUSINESS
 - Approving Resolution - Remote Access Policy
 - Resolution - Amending Otsego Now's Employee Handbook
 - Discussion on Pyramid Brokerage Proposal
 - Update of Richfield Spring Industrial Park
- PUBLIC COMMENT PERIOD
- ADJOURNMENT

COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
December 15th, 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
Patricia Kennedy
Andrew Marietta

Absent Board Member(s): Cheryl Robinson, Craig Gelbsman

Also, in attendance:

STAFF

Jody Zakrevsky, **CEO**
Meaghan Marino, **Dir. of Finance and Administration**
Gina Gardner, **Marketing Coordinator**
Kurt Schulte, **Agency Counsel (v)**
Joe Scott, **Bond Counsel (t)**

(v) – virtual

(t) - telephone

* arrived after start of meeting

CHAIR'S REMARKS

Chair, J. Joyner, welcomed fellow board members and staff to the December board meeting and moved immediately into the agenda.

MEETING MINUTES

J. Joyner presented the meeting minutes from the October 27th, 2022 COIDA board meeting. Board members were given a copy of the minutes prior to the meeting for review. J. Lord made a motion to approve the meeting minutes. The motion was seconded by D. Rowley, and it was approved by the remaining members present.

BILLS & COMMUNICATIONS

There were no Bills and Communication for this meeting.

COMMITTEE REPORTS

- ❖ **Audit & Finance** – The Audit & Finance Committee meeting was held on December 8th, 2022. J. Lord, Chair of the Committee, explained that the committee reviewed bills and financials and discussed the potential to extend a lease. The committee then went into executive session to discuss some personnel and the financial history of an outstanding loan with the agency.
- ❖ **Governance Committee** – The Governance Committee meeting was held on December 8th, 2022. Board members were given a draft copy of the meeting minutes as a review of that committee's activities.
- ❖ **Projects Committee** – The Projects Committee meeting was held on December 8th, 2022. C. Robinson, Chair of the Committee, was absent from the board meeting, so J. Zakrevsky gave an overview of the meeting. He mentioned that the committee discussed a time extension that he has requested from EDA for the grant for the Richfield Springs Business Park and is still awaiting their reply. He also mentioned HCR approving the full application for Brooks Bottling expansion grant and ASATI being awarded grant funding from Empire State Development.

NEW BUSINESS / UNFINISHED BUSINESS

- **Amended Approving Resolution – Centrome, Inc. d/b/a Advanced Biotech** – J. Zakrevsky explained that this project with Centrome has been going on for over a year and explained that Advanced Biotech originally put in their application for a PILOT agreement and sales tax exemptions. The cost of this project has now increased from approximately \$5,000,000 to approximately \$14,000,000, due to the increased cost of materials, labor and equipment. Also, because the company could not get natural gas to the sight, they have installed a \$5,000,000 solar array on their property, which increased costs significantly. Because of these factors their original application did not account for the increased costs of sales tax, so the company is not requesting that the board approve an increased sales tax exemption and allow more time to complete the project. M. Marino noted that a public hearing was held and there were no comments from the public. J. Zakrevsky added that the hearing occurred on November 28th, but due to a mailing error to the taxing jurisdictions it was kept open for 14 days. J. Zakrevsky asked that a new cost benefit analysis of the project be done due to the significant cost increase. He noted that the cost benefit favors the continuation of the project. J. Seward asked what the new tax benefit is and J. Zakrevsky replied that it would be 8% of approximately \$12,500,000. J. Scott further reviewed the resolution with the board. He noted that the results of the public hearing allowed for a modification of the documents that were established in September of 2021. The modifications include providing for an increase in the cost of the project, an extension of the completion date, and an increase in the amount of sales tax benefits granted to the company. He added that should the board approve the resolution, the modified documents will be filed with New York State and the IDA's increased annual administrative fee would reflect in the updated PILOT and lease documents. J. Lord noted the 80% increase in cost and asked the staff if they were confident that the resources behind the project are available to complete the project. J. Zakrevsky responded by saying that he believed that the company has the resources and capital to complete the project. He noted that the original application in 2021 was completed by a

plant manager, when it should have been completed by an accountant or an attorney with more knowledge on PILOT agreements and accurate project costs post-COVID. D. Rowley asked if any of the 80% budget increase was an expansion of the project or a combination of a low original estimate and inflation. J. Zakrevsky replied that it is due to the inflation of the cost of supplies and labor. The board then voted on the resolution.

- **Resolution Authorizing CEO and Director of Finance and Administration to Sign Contracts on Behalf of the IDA** – J. Zakrevsky advised that this resolution was brought before the Audit & Finance Committee in December who approved moving it to the full board. This contract would allow J. Zakrevsky and M. Marino to sign contracts involving incentive offers from the State, disbursement agreements, or contract amendments on behalf of the IDA. This would not include contracts or any documents that specifically require the signature of the Chair or Vice Chair. Nor would it allow the CEO or Dir. of Finance to sign any contracts for projects/grants that haven't already been approved by the board. J. Scott questioned whether the motion would include ratifying any signatures that either party had made on contracts and documents done previous to this resolution. J. Zakrevsky replied that yes, this motion would ratify any previous actions. The board then voted on the resolution.
- **Resolution Authorizing the CEO to Hire Additional Staff, if Positions are Approved in the Adopted Budget** – J. Zakrevsky explained that this resolution was discussed before the Audit & Finance Committee in December who approved to move it to the full board. This resolution would allow the CEO of the agency to hire staff for the agency, but only if the position has been approved by the board in the adopted budget.
- **Resolution Authorizing the Appointment of Gina Bologna as Marketing Coordinator / Innovations & Acceleration Center Coordinator** – Bast on the last resolution, J. Zakrevsky asked the board to confirm the appointment of Gina Bologna as the Marketing Coordinator / Innovation & Acceleration Coordinator with a start date of November 17th, 2022.
- **Rear Wall of IOXUS Building Repair** – J. Zakrevsky provided two quotes for rear-wall repair of the IOXUS building to the board. One estimate was from Eastman Contractors for \$8,970 and the other was from JMS Contracting for \$8,200. J. Zakrevsky explained that Chad Hall, President of IOXUS, has only received two out of five proposals back. Due to the IDA's procurement provisions, the IDA needs three proposals to proceed, however, he advised that it should be treated as an emergency due to the upcoming winter conditions, as we wouldn't want the wall to get any worse. Because the Eastman proposal went into a bit more detail, T. Armao asked if the JMS would be as complete. Board members requested that staff go back to JMS and get a more detailed proposal to make sure the wall would be adequately repaired. If staff finds the scope of work to be satisfactory from JMS, to go with the lowest bid, otherwise go with Eastman.

RESOLUTIONS

Amended Approving Resolution – Centrome, Inc. d/b/a Advanced Biotech

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

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.

D. Rowley made a motion to approve the Amended Approving Resolution for Centrome Inc. d/b/a Advanced Biotech. T. Armao seconded the motion, and it was approved by remaining members present through a roll call vote.

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 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, this resolution would ratify any past contracts and documents that were previously signed by the CEO or the Director of Finance of the IDA; and

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.

J. Lord made a motion to approve authorizing the CEO and Director of Finance and Administration to sign contracts on behalf of the IDA. J. Seward seconded the motion and it was approved by remaining members present through a voice vote.

Authorizing the CEO to hire additional staff if positions are approved in the Adopted Budget

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 approve positions in the Adopted budget.

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.

D. Rowley made a motion to approve the CEO to hire additional staff that are approved in the adopted budget. T. Armao seconded the motion, and it was approved by remaining members through a voice vote.

Approving the Appointment of Gina Bologna as the Marketing Coordinator / Innovation & Acceleration Coordinator

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

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.

J. Seward made a motion to confirm the appointment of Gina Bologna as the Marketing Coordinator/Innovation & Acceleration Coordinator for the IDA. J. Lord seconded the motion, and it was approved by remaining members through a voice vote.

PUBLIC COMMENT

There were no Public Comments for this meeting.

ADJOURNMENT

D. Rowley made a motion to adjourn the meeting of the IDA board at 8:21am.

UPCOMING MEETING SCHEDULE

- COIDA/OCCRC Audit & Finance Committee Meeting / Projects Committee Meeting – January 12th, 2023
- COIDA/OCCRC Board Meeting – January 26th, 2023

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

DRAFT

**COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
OTSEGO COUNTY CAPITAL RESOURCE CORPORATION
ONEONTA RAILYARDS LOCAL DEVELOPMENT CORPORATION
February 7, 2023**

ANNUAL MEETING MINUTES

CALL TO ORDER

Chairman, Jeffery Joyner, called to order the Annual meeting of COIDA/OCCRC at 8:02am at the OtsegoNow offices at 189 Main Street in Oneonta, NY. Members were given the option to attend the meeting in-person or virtually. Meaghan Marino conducted roll call and determined there was a quorum. Voting members present included:

Jeffery Joyner
Patricia Kennedy
Andrew Marietta
James Seward

Craig Gelbsman
Tom Armao
David Rowley
Cheryl Robinson (v)

Absent Board Member(s): Jeffrey Lord

Also, in attendance:

STAFF

Jody Zakrevsky, **CEO**
Meaghan Marino, **Dir. Of Finance & Admin**
Gina Gardner, **Marketing Coordinator**
Nasim Vargha, **Administrative Assistant**
Kurt Schulte, **Agency Counsel (v)**

(v) – virtual. Members attending the meeting do not count towards a quorum and are not eligible to vote on meeting items.

CHAIRMAN’S REMARKS

Chairman, J. Joyner, welcomed fellow board members and staff. He advised that mirror boards and committees serve across all three agencies of OtsegoNow, so they would go through each agenda item only once.

CONFIRMATIONS AND APPOINTMENTS FOR IDA/CRC/LDC

- **Confirmation of Agency Board Meeting Schedule**

4th Thursday of every month, at 8:00am

J. Seward made a motion to approve the Board Meeting Schedule; D. Rowley seconded, and it was approved by the remaining members.

- **Election of Officers of COIDA, OCCRC, and ORYLDC**

Chair: Cheryl Robinson

C. Gelbsman made a motion to approve Cheryl Robinson as the Chair; D. Rowley seconded; and it was approved by remaining members.

Vice Chair: David Rowley

J. Seward made a motion to approve David Rowley as the Vice Chair; P. Kennedy seconded; and it was approved by remaining members.

Treasurer: Jeffrey Lord

D. Rowley made a motion to approve Jeffrey Lord as the Treasurer; C. Gelbsman seconded; and it was approved by remaining members.

Secretary: T. Armao

C. Gelbsman made a motion to approve Tom Armao as the Secretary; P. Kennedy seconded; and it was approved by remaining members.

- **Appointment of Chief Executive Officer and Agency Staff**

Jody Zakrevsky, Chief Executive Officer
Meaghan Marino, Director of Finance and Administration
Gina Gardner, Marketing Coordinator/ Innovation & Acceleration Coordinator
Nasim Vargha, Administrative Assistant

D. Rowley made a motion to approve; J. Seward seconded; and it was approved by remaining members.

- **Appointment of Auditing Firm for Preparation of Financial Statements**

Mostert, Manzanero, & Scott, LLP.

T. Armao made a motion to approve; D. Rowley seconded; and it was approved by remaining members.

- **Appointment of Agency Counsel**

Kurt D. Schulte, Esq.

C. Gelbsman made a motion to approve; J. Seward seconded; and it was approved by remaining members.

- **Appointment of Bond Counsel to the Agency**

Hodgson Russ, LLP.

D. Rowley made a motion to approve; T. Armao seconded; and it was approved by remaining members.

- **Appointment of Bank of the Agency and Accounts**

Community Bank, NA – Checking Account
Community Bank, NA – CD Account
Community Bank, NA – MMDA
Community Bank, NA – Line of Credit
NBT Bank – MMDA

T. Armao made a motion to approve; J. Seward seconded; and it was approved by remaining members.

- **Approval and Confirmation of Agency Policies**

Uniform Tax Exemption Policy
Investment Policy
Procurement Policy
Public Authority Accountability Act Policies

D. Rowley made a motion to approve; J. Seward seconded; and it was approved by remaining members.

- **Appointment of Contract Officer**

Jody Zakrevsky, Chief Executive Officer

T. Armao made a motion to approve; C. Gelbsman seconded; and it was approved by remaining members.

- **Appointment of Investment Officer**

Jeffrey Lord, Treasurer

D. Rowley made a motion to approve; J. Seward seconded; and it was approved by remaining members.

- **Audit & Finance Committee**

Chair: Jeffrey Lord

Vice Chair: Craig Gelbsman

Members: Andrew Marietta, Patricia Kennedy

D Rowley made a motion to approve the committee with the same officers and members as 2022; T. Armao seconded; and it was approved by remaining members.

- **Project Oversight Committee**

Chair: Tom Armao

P. Kennedy made a motion to approve; D. Rowley seconded; and it was approved by remaining members.

Vice Chair: James Seward

C. Gelbsman made a motion to approve; D. Rowley seconded; and it was approved by remaining members.

Members: Andrew Marietta, Patricia Kennedy

D. Rowley made a motion to approve; T. Armao seconded; and it was approved by remaining members.

- **Governance Committee**

Chair: Andrew Marietta

Vice Chair: David Rowley

Members: Tom Armao, Cheryl Robinson

C. Gelbsman made a motion to approve the committee with the same officers and members as 2022; D. Rowley seconded; and it was approved by remaining members.

- **Designation of Newspaper**

The Daily Star

C. Gelbsman made a motion to approve; D. Rowley seconded; approved by remaining members.

ADJOURNMENT

There being no further business to discuss, J. Seward made a motion to adjourn the COIDA/OCCRC/LDC Annual Meeting at 8:11am.

UPCOMING MEETING SCHEDULE

- COIDA/OCCRC Board Meeting – February 23rd, 2023 at 8:00am.

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

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

**AUDIT & FINANCE COMMITTEE
FEBRUARY 7TH, 2023
MEETING MINUTES**

CALL TO ORDER

The COIDA and OCCRC's joint Audit & Finance Committee meeting was called to order at 8:11am at the Otsego Now offices at 189 Main Street in Oneonta, NY. Members present included:

Cheryl Robinson (v)
David Rowley
James Seward
Andrew Marietta

Patricia Kennedy
Tom Armao
Craig Gelbsman
Jeffrey Joyner

Also, in attendance:

STAFF

Jody Zakrevsky, **CEO**
Meaghan Marino, **Dir. of Finance and Admin.**
Gina Gardner, **Marketing Coordinator**
Nasim Vargha, **Administrative Assistant**
Kurt Shulte, **Agency Council (v)**

(v) – virtual

CHAIR'S COMMENTS

J. Lord, Chair of the Audit & Finance Committee was absent from the meeting. Vice Chair, C. Gelbsman, moved immediately into the agenda.

MEETING MINUTES

C. Gelbsman requested a motion to approve the meeting minutes from the January 12th Audit & Finance Committee meeting. Members were given the draft minutes prior to the meeting for review. There being no corrections, D. Rowley made a motion to approve the meeting minutes. J. Seward seconded the motion, and it was approved by remaining members.

PAYMENT OF BILLS

M. Marino reviewed the bills and deposits made since the January Audit & Finance committee meeting. Committee members received a report of the expenses and deposits prior to the meeting to review. Most

of the bills presented were normal operating expenses for the agency. M. Marino noted that BST has increased their rates by \$110/monthly for 2023. She also explained that G. Gardner would be attending Leadership Otsego and that the bill is under Otsego County Chamber. M. Marino further noted that The Daily Star was paid to put out a legal notice for the public hearing regarding the Remote Access Policy.

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

REVIEW OF FINANCIALS

J. Zakrevsky reviewed the financials and stated that January is normally one of the more expensive months for the IDA. Other than that, there was nothing out of the ordinary.

NEW AND UNFINISHED BUSINESS

189 Main Street Lease Renewal – C. Gelbsman asked when the lease was up, and J. Zakrevsky replied that the lease was up at the end of December 2022. C. Gelbsman questioned if the topic was meant for executive session, but J. Zakrevsky replied that he was only going to reference the topic so the conversation could be in open session. J. Zakrevsky said that he had sent a draft of the new lease to Jeffrey Lord, but had not heard back from him yet. J. Zakrevsky explained that he is proposing that the rent would be the same for the first year because that is what had been budgeted for. He noted that the rent would likely increase next year by about 5% and would carry like that for two years. After that he is looking for two more years at a 2.4% increase. C. Gelbsman asked if that was J. Zakrevsky's proposal and J. Zakrevsky said that it was. D. Rowley asked if it was a 5 year lease, and J. Zakrevsky replied that it would be a 7 year lease with an option to give 60 days notice. T. Armao noted that the landlord usually submits a lease to the board to go over and decide on, but J. Zakrevsky had taken on more of the responsibility. D. Rowley asked about the sale of the 189 Main Street building, and J. Zakrevsky replied that there was a potential buyer who toured the building this month and it raises the concern of the rent going up if the building is sold. J. Zakrevsky advised that when he has a draft lease, that has been reviewed by the owner of the building, he will send it to the Audit & Finance Committee for discussion.

Retirement Plan – J. Zakrevsky explained that he had begun to compare cost of the NYS Retirement System plan and an IRA account. He mentioned that he met with a financial investor, who works on the third floor of our building, who made proposals for two other options that now need to be compared. J. Zakrevsky explained that it was difficult to analyze the benefits of each program because it is an investment. He noted that the NYS Retirement Program is more straightforward and guarantees what the employee will receive. D. Rowley pointed out that the NYS Retirement System is guaranteed and is based on final average salary and years' work, and the IRA account is subject to investments going up and down. He asked what the difference in cost was between the two systems and if the IDA would match the cost. J. Zakrevsky asked if he meant the cost to the agency or the cost to the employee, and D. Rowley said both. J. Zakrevsky explained that the cost to the agency for the NYS Retirement System is much higher than an IRA account and the cost to the employee depends on which program is chosen. He noted that he is comparing these options to what other IDAs have done. For example, Broome County IDA is not enrolled in the NYS Retirement System and has an IRA account, where they pay more than the employee. J. Joyner expressed that the chosen program should be extremely flexible and mobile for the employee. He noted that employees do not stay in the same job for very long anymore so flexibility and mobility are important. J. Zakrevsky added that the NYS Retirement System only moves with an employee if the take another municipal or state job, so mobility is limited.

ADJOURNMENT

There being no further business to discuss, D. Rowley made a motion to adjourn the Audit & Finance committee meeting at 8:21am.

UPCOMING MEETING SCHEDULE

The next Audit & Finance Committee meeting is March 9th, 2023 at 8:00am.

DRAFT

COIDA EXPENSES				
2/7/2023 - 2/22/2023				
Vendor	Amount Due	Due Date	Reimbursable?	Notes
Great America	\$ 174.83	25-Feb		copier payment and insurance
Philidelphia Insurance	\$ 5,348.60	22-Feb		umbrella/liability insurance 2023
Spectrum	\$ 289.95	3-Mar		otsegonow wifi and voice
Spectrum	\$ 48.94	22-Feb		cade phonelines
COIDA TOTAL	\$ 5,862.32			

COIDA DEPOSITS			
2/7/2023 - 2/22/2023			
Vendor	Amount	Date of Deposit	Notes
CADE	\$1,050.00	10-Feb	february '23 rent
IOXUS	\$5,000.00	10-Feb	january '23 rent (late)
James Stevenson	\$500.00	13-Feb	february '23 rent
Southern Tier 8	\$100.00	15-Feb	february '23 rent
TOTAL	\$6,650.00		

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

**PROJECTS COMMITTEE
FEBRUARY 7th, 2023
MEETING MINUTES**

CALL TO ORDER

The COIDA and OCCRC's joint Projects Committee meeting was called to order at 8:21am at the Otsego Now offices at 189 Main Street in Oneonta, NY. Members present included:

Patricia Kennedy
Craig Gelbsman
James Seward
Jeffrey Joyner

Tom Armao
David Rowley
Cheryl Robinson (v)
Andrew Marietta

Absent members: Jeffrey Lord

Also, in attendance:

STAFF

Jody Zakrevsky, **CEO**
Meaghan Marino, **Dir. of Finance and Admin.**
Gina Gardner, **Marketing Coordinator**
Nasim Vargha, **Administrative Assistant**
Kurt Shulte, **Agency Counsel (v)**

(v) – virtual

CHAIR'S REMARKS

Projects Chair, C. Robinson, joined the meeting virtually and asked the Projects Vice Chair, T. Armao to lead the meeting. He moved immediately into the agenda.

MEETING MINUTES

T. Armao requested a motion to approve the January 12th Project Committee meeting minutes. Committee members were given a draft copy of the minutes prior to the meeting for review. There being no corrections to be made, J. Joyner made a motion to approve the meeting minutes. D. Rowley seconded the motion, and the motion was approved by remaining board members.

CEO REPORT OF PROJECTS

J. Zakrevsky recapped some of his activities since the January Projects Committee meeting until now. He also provided members with a detailed update of some of the IDA's priority projects. The following topics were discussed in greater detail:

- **Oneonta Rail Yards** – J. Zakrevsky discussed that last year the board had discussed leveling and clearing some of the acreage in the site, so he would like to sit down with T. Armao and C. Robinson to work out a plan to do that in 2023.
- **Richfield Springs (RS)** – J. Zakrevsky explained that he recently spoke with the Appalachian Regional Commission (ARC) of Washington, who had been reviewing the IDA's RS grant application since December and reported that he was still awaiting a letter from the EDA saying that they would administer the ARC grant. J. Zakrevsky explained that he gave ARC the contact information for EDA and encouraged him to reach out to his direct contact. J. Zakrevsky noted that receiving the ARC grant would change the financial structure of the project and the IDA is preparing to go out to bid. Should the ARC grant be approved, the IDA can move forward with providing a final budget to EDA. J. Zakrevsky reported that the EDA has approved the final project design and bids package and after additional documents are submitted, they are authorizing the agency to go out to bid. C. Robinson asked what the status was with the Water and Sewer District creation and if the town had voted on accepting the maintenance of the project. J. Zakrevsky replied that draft copies of the MOA of the water/sewer district between the IDA, Town of RS, and Village of RS need to be sent to EDA for review before the individual municipalities can vote to approve it. He added that the Village has accepted all maintenance responsibilities for the district, and that a public hearing at the Town Board would take place on February 20th. Another concern that J. Zakrevsky raised was the issue of the natural gas line extension. He stated that he reached out to NYSEG and was told that they would recollect all of the documents and send them to an approving division of NYSEG for gas extensions, however that was two weeks ago and the agency still does not have an answer. D. Rowley questioned how the IDA will go out to bid if they do not know if the gas line will be put in. J. Zakrevsky replied that the gas line would be put in regardless, it is just a question of whether or not it will be connected. He added that the cost of the gas line would be approximately \$190,000 of the \$2.4 million project cost. J. Seward explained that he believed that the delays were likely due to the changes in management at NYSEG, and added that NYSEG has more rigid policies that require a definite tenant and a request for a specific amount of gas. D. Rowley expressed that it is important to just keep moving forward and that the positive aspect was that NYSEG would not be paying for the lines. J. Seward added that he brought that up when he met with NYSEG and they responded that the gas extension increases the value of their franchise in Richfield Spring which could have tax implications. J. Zakrevsky pointed out that the worst-case scenario if NYSEG denies the line extension is to have a change of order and remove the gas line from the bid. D. Rowley questioned the timeline for going out to bid for construction firms. J. Zakrevsky advised that there are nine documents he needs to get over to EDA, but he hopes to go out to bid in the next two weeks.
- **Brooks Bottling** – J. Zakrevsky explained that the Brook's Bottling grant with Empire State Development was approved for \$180,000. This grant will go towards their equipment purchases for their bottling plan. J. Zakrevsky added that he would be meeting with Brook's Bottling on February 9th to finalize the documents for the Community Development block grant application for \$210,000.

- **Innovation/Acceleration Center (IAC)**– G. Gardner explained that the press release for the Innovation Acceleration Center was published in the Daily Star last week and was received well. She said that there are currently three innovators who are interested in joining the IAC, one of which has been researching universal blood transfusion and red blood cell compatibility. G. Gardner explained that the IAC will begin using the grant money to update the space and creating cubicles. She added that she will be meeting with other innovators in the coming week including an LED engineer who will also be meeting with Custom Electronics. D. Rowley asked if the USDA Rise grant application, that was originally expected to be awarded in fall 2022, was dead. J. Zakrevsky replied that it was supposed to be announced in October, but they still have not made any award announcements. J. Seward noted that Senator Schumer was in our office to promote the IAC and offer support to our agency to be awarded the USDA Rise award. He asked if there should be conversations with their office to see if they can get more information from USDA. J. Zakrevsky advised that he spoke with the Senator’s office about three weeks ago and they hadn’t heard anything on these awards, but that they would look into it for us.
- **2022 Financial Audit** – J. Zakrevsky explained that he and M. Marino have been preparing for the 2022 financial audit with Mostert, Manzanero & Scott, LLP. M. Marino mentioned that the in-office portion of the audit would be on Monday, February 13th. J. Zakrevsky added that the IDA has made a policy decision to take over the collection and disbursement of taxes for all future PILOT projects. However, any past PILOT projects are still being billed individually by their taxing jurisdictions. He explained that while it is more work for the IDA initially to do the billings, it is much easier than gathering information from each municipality/business on what payments were made.
- **Potential Purchase of Lot in Oneonta Business Park** – J. Zakrevsky said that he had been contacted by a gentleman who is interested in purchasing one of the lots in the Oneonta Business Park for a distribution center. He added that the business would be deciding on the purchase within the next six months. T. Armao asked if the business was already established in the area and J. Zakrevsky replied that yes, they are an existing company. J. Seward asked what size building they would be interested in and J. Zakrevsky advised, that as of now, that information has not been decided. He added that should the building be 50,000-100,000 square feet, the cost would be substantial enough to discuss a PILOT application and a sales tax exemption. He mentioned that the conversation with the company was recent, and he would bring any new information to the committee.
- **MidTel** – A. Marietta asked J. Zakrevsky if anything had moved forward with the MidTel wireless system in Cooperstown. J. Zakrevsky explained that he had met with the Mayor of Cooperstown who said that she was pushing for MidTel to finish the project and install the equipment. C. Gelbsman asked if the system was for Wi-Fi and A. Marietta replied that yes, it was for Wi-Fi. A. Marietta said that MidTel had worked out a contract with pricing over two years ago, but nothing had moved forward after that. J. Zakrevsky questioned if the grant with the New York State Dormitory Authority was still available.

NEW/UNFINISHED BUSINESS

There was no new or unfinished business to attend to.

ADJOURNMENT

There being no further business to discuss, D. Rowley made a motion to adjourn the Projects Committee meeting at 8:41am.

UPCOMING MEETING SCHEDULE

The next Projects Committee meeting will be held on March 9th 2023 at 8:00am.

DRAFT

**COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
RESOLUTION APPROVING REMOTE ACCESS POLICY**

A regular meeting of County of Otsego Industrial Development Agency (the “Agency”) was convened in public session in the offices of the Agency located at 189 Main Street, Suite 500 in the City of Oneonta, Otsego County, New York on January 26, 2023 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. 0123-__

**RESOLUTION APPROVING A CERTAIN REMOTE ACCESS POLICY OF THE COUNTY
OF OTSEGO INDUSTRIAL DEVELOPMENT 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 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, under Section 858 of the Act, the Agency has the power to make certain appointments and approve certain administrative matters; and

WHEREAS, the Agency previously considered a Remote Access Policy (the “Remote Access Policy”);
and

WHEREAS, by resolution adopted by the members of the Agency on October 13, 2022 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 103-a(2)(a) of the Public Officers Law of the State of New York (the “Remote Access Law”) with respect to the Remote Access Policy; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”), to hear all persons interested in the Remote Access Policy being contemplated by the Agency with respect to meetings of the Agency, to be posted on December 30, 2022 on a public bulletin board located at the offices of the City of Oneonta located at 258 Main Street in the City of Oneonta, Otsego County, New York, and on the Agency’s website, (B) caused notice of the Public Hearing to be published on January 5, 2022 in The Daily Star, a newspaper of general circulation available to the residents of Otsego County, New York, (C) conducted the Public Hearing on January 18, 2023 at 10:00 o’clock a.m. local time, at the offices of the Agency located at 189 Main Street, Suite 500 in the City of Oneonta, Otsego County, New York, and (D) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

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

WHEREAS, copies of a draft of the Remote Access Policy have been presented to the members of the Agency and the members of the Agency have reviewed the drafts of the Remote Access Policy at this meeting;

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

Section 1. The Agency hereby approves the Remote Access Policy, presented and reviewed by the members of the Agency, a copy of which is attached hereto as Schedule A.

Section 2. The Agency hereby authorizes the Chairman, Vice Chairman and the Chief Executive Officer of the Agency to take all steps necessary to implement the matters described in Schedule A attached hereto.

Section 3. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to 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 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 January 26, 2023 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 ____ day of January, 2023.

Secretary

(SEAL)

SCHEDULE A

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 County of Otsego Industrial Development Agency (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 189 Main Street, Oneonta, New York; 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 County of Otsego, 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

[To Be Inserted When Completed]

RESOLUTION - AMENDING OTESGO NOW'S EMPLOYEES HANDBOOK TO INCLUDE LANGUAGE REQUIRED BY THE NYS PAID FAMILY LEAVE LAW

WHEREAS, in 2016 New York State has enacted the Paid Family Leave Law, and further revisions were made effective in January 2023; and

WHEREAS, the County of Otsego Industrial Development Agency does have Paid Family Leave Insurance coverage by Arch Insurance Company as required by New York State; and

WHEREAS, under the coverage, the insurance company will reimburse up to 67% of the salary for up to 12 weeks of paid family leave; and

WHEREAS, the Chief Executive Officer has made certain recommendations; now therefore be it

RESOLVED, that a new section be added to the Employees Handbook entitled " Family and Medical Leave Act" with language recommended by New York State; and further be it

RESOLVED, that the County of Otsego will pay 100% of the salary of an employee taking leave under the Paid Family Leave Law and will be reimbursed by our insurance carrier 67% of the salary for up to 12 weeks of leave.