

FULTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

**TUESDAY
MARCH 3, 2020
8:00 A.M.**

PLANNING DEPARTMENT CONFERENCE ROOM

MEETING NOTES

PRESENT:

DAVE D'AMORE, CHAIRMAN
JOE SEMIONE, VICE CHAIRMAN
JANE KELLEY, SECRETARY
TIM MUNN, MEMBER
JOE GILLIS, MEMBER
JAMES MRAZ, EXECUTIVE DIRECTOR
KARA LAIS, FITZGERALD, MORRIS, BAKER, FIRTH PC
SCOTT HENZE, PLANNING DIRECTOR
RON PETERS, FULTON COUNTY CENTER FOR REGIONAL GROWTH

I. MINUTES FROM FEBRUARY 11, 2020 MEETING:

MOTION : Accept as presented.
MADE BY : Jane Kelley
SECONDED : Joe Semione
VOTE : Unanimous

II. BUDGET REPORT:

MOTION : Accept as presented.
MADE BY : Tim Munn
SECONDED : Jane Kelley
VOTE : Unanimous

III. COMMITTEE REPORTS:

A. Nominating Committee:
- No report.

B. Audit Committee:

- Monthly Bank Reconciliation Reports: Mike Fitzgerald

DISCUSSION: Mike Fitzgerald approved the Monthly Bank Reconciliation Reports.

C. Governance Committee:

- No report.

D. Finance Committee:

- No report.

IV. **FULTON COUNTY/FULTON COUNTY CENTER FOR REGIONAL GROWTH (FCCRG) REPORTS:**

1. Fulton County Report: John Blackmon, Liaison
2. FCCRG Report: Ron Peters, CEO

DISCUSSION: Ron Peters stated that he's conducted approximately 100 business meetings so far this year. He stated that he's also participated in Site Selector Guild meetings. He stated he attended the Taste of New York event last night in Albany.

V. **OLD BUSINESS:**

A. **Status of Johnstown Renewables (JR) Project:**

1. Background:

- In January 2016, JR filed a Project Application with the IDA for a project in the Johnstown Industrial Park.
- JR had two (2) primary stockholders:
 - 1) CRE Capital LLC : 70%
 - 2) New Age Renewable Energy : 30%
- The project involved building an 11,900+/- sf building on a 5.2 acre parcel of land in which ethyl alcohol would be produced from liquid whey from the adjacent FAGE yogurt manufacturing plant.
- The project was projected to involve the investment of \$16+/- million and the creation of 27 jobs.
- The IDA Board executed a 10-year Lease Agreement with JR in March 2017.
- The IDA Board executed a 10-year PILOT Agreement with JR in March 2017. Year 1 of the PILOT was 2017.
- The IDA Board approved a sales tax exemption for the JR project. This sales tax exemption was provided for the period of July 15, 2016 – December 31, 2017.

2. Status Report:

- Construction work on the project commenced in 2017.
- On January 25, 2018, the IDA received a letter from CRE Capital, LLC advising of the passing of Christian Eisenbeiss. Mr. Eisenbeiss was the sole member of CRE Capital, LLC and the managing member of JR.
- At the February 2018 IDA meeting, the IDA Board, in Executive Session, reviewed the January 2018 letter from CRE Capital. The IDA Board authorized and directed IDA Counsel to send a letter to CRE Capital.
- In February 2018, IDA Counsel sent a letter to CRE Capital advising that JR was in default for failure to complete the project by December 31, 2017. The letter asked for a status report.
- In May 2019, IDA received a letter from JR's law firm providing the following update on their efforts to complete the project:
 - 1) JR was seeking to enter into a new joint venture or find another user for the facility.
 - 2) A couple of entities have toured the facility and had expressed an interest in it.
 - 3) The letter requested an extension until December 31, 2019 to complete the project.
- At its May 2019 meeting, the IDA Board authorized:
 - 1) The Chairman to execute an amendment to JR's Lease Agreement extending the project completion date to December 31, 2019.
- Kara Lais sent JR an Amendment to the Lease Agreement extending the project completion deadline until December 31, 2019.
- To date, JR has not returned the executed Amendment.

3. Sales Tax Exemptions:

- The IDA initially approved granting JR sales tax exemptions on the purchase of materials to be used in constructing the building and on the purchase of machinery and equipment to install in the building.
- These sales tax exemptions were to be available to JR through December 31, 2017.
- On January 30, 2018, JR filed an ST-340 with New York State's Department of Taxation and Finance (T & F) stating \$960,000 in sales tax exemptions were taken when the building was being constructed. The exemptions were on JR's purchasing materials and the building and on machinery and equipment to install in the building.
- In October 2019, the IDA learned that JR was planning on auctioning off materials and equipment currently being stored at the site.
- At its October 2019 meeting, IDA Board authorized:
 - 1) Executing an Escrow Agreement with JR whereby all proceeds from the Auction would go to an Escrow Agent and eventually paid to NYS's Department of Taxation and Finance to repay the sales tax benefits JR received.
 - 2) Recapturing the estimated \$960,000 in sales tax benefits JR received on this project because JR had not completed the project and created the 27+/- new jobs they committed to create in their Project Application.
- Escrow Agreement has been executed.
- Johnstown Renewables filed an amended ST-340 form with NYS Department of Taxation and Finance (T & F). The amended amount was based on the estimated sales from the Auction. The ST-340 now stated \$55,355.52 in sales tax exemptions.

4. Lease Agreement:

- JR's Lease Agreement with the IDA stated that JR would complete their project by December 31, 2017.
- IDA Board agreed to extend completion date through December 31, 2019 to give JR more time to complete project.
- JR has not executed an Amendment to the original Lease Agreement to extend the project completion date through December 31, 2019.
- At its December 10, 2019 meeting, the IDA Board authorized:
 - 1) Extending the completion date of the Auction through January 31, 2020.
 - 2) Extending the Project Completion Date identified in the Lease Agreement until February 28, 2020.

5. Status Report Provided at February 11, 2020 Meeting:

- JR's Counsel advised that the Auction was complete and final sales totals were being tabulated. Once tabulation was complete, figures would be provided to IDA.
- Funds have been placed into Escrow Account per Escrow Agreement. JR's Counsel did not specify how much has been put into the account.
- Based on final Auction results, JR may be filing another amended ST-340 Form with T & F to revise what JR claims to be the sales tax exemptions they've taken.
- Kara Lais advised JR Counsel that the IDA Board will not accept the amounts in the amended ST-340 with receipt of a written confirmation from T & F that they accept and approve the amount in the amended ST-340.
- JR wants to proceed with an Early Lease Termination.
- At its February 11, 2020 meeting, the IDA Board approved an early termination of the IDA's lease and PILOT with JR, subject to JR paying the required fees and to authorize the Chairman to execute all early lease termination documents.

6. Update:

- On February 12, 2020, JR Counsel advised Kara Lais that the Auctioneer collected \$35,748 in sales taxes from New York taxable buyers and that said amount was remitted to the NYS Department of Taxation and Finance on February 6, 2020.
- On February 21, 2020, Kara Lais sent JR's Counsel an Early Termination Agreement for JR to execute and return along with a payment to cover Fitzgerald Morris Baker & Firth fees for working on this project as well as the lease termination fee payable to the IDA.
- Upon receipt of the two (2) payments, the IDA Chairman will execute the Lease Termination Agreement.
- Kara Lais' transmittal also requested that JR's Counsel send the IDA the final results of the Auction, the amount placed in escrow that will be turned over to the IDA for remittance to T & F and whether JR will be filing another Amended ST-340 Form with T & F.
- On February 27, 2020, Kara Lais received, by email, a letter from JR's Counsel stating that:
 - On February 6, 2020, \$29,882.85 in sales taxes generated on the sale of equipment to be used in New York State was transmitted to T & F.
 - JR will not be submitting another amended ST-340 to T & F.

- JR offered to pay an additional sum to satisfy what it claims to be the total sales tax benefits JR received on the sale of equipment to be used in New York State.

- The letter did not mention the sales tax benefits JR received on the goods, machinery and equipment originally purchased.

7. Recommendation:

- It is recommended that a letter be sent to T & F formally requesting an opinion/decision from T & F on what they determine to be the total sales tax benefits JR received.

IDA DISCUSSION: Kara Lais reviewed the information on the Agenda. She stated that she still has not received any information on the final results of the Auction. She stated JR has acknowledged the receipt of the documents that she sent to them to execute. She stated that she received a letter from JR's attorney explaining their basis for the revised ST-340 Form that they submitted.

There was a discussion regarding the original ST-340 JR's filed in which they claimed to have taken \$960,000 of sales tax exemptions on the purchase of materials used in constructing its building and on machinery and equipment to be installed in the building. Jim Mraz stated that JR's has now filed an original and an amended ST-340 Form with T & F. There is a large difference in the amount of sales tax exemptions claimed with these two (2) forms. He stated that in order for the IDA to proceed with the recapturing sales tax benefits from JR, it needs verification from T & F on which ST-340 they accept. He recommended that the IDA Board authorize a letter be sent to T & F formally requesting an opinion/decision from them on what ST-340 Form they recognize and accept.

Joe Gillis asked if this circumstance has happened anywhere else in New York State? Kara Lais stated she's not aware of any. She stated there's no case law that governs the situation.

Dave D'Amore asked if there were any further questions? There were none.

IDA ACTION:

MOTION: To authorize a letter be sent from the IDA to T & F formally requesting an opinion/decision from T & F on what ST-340 Form they recognize and accept with respect to determining the total sales tax exemption benefits JR's has received.

MADE BY: Joe Gillis
SECONDED: Tim Munn
VOTE: Unanimous

B. IDA Website:

1. Background:

- At its November 12, 2019 meeting, IDA Board hired Emery Designs to update IDA's website.

- Executive Director has been participating in weekly Conference Calls with Emery Designs to discuss various issues.
- At its January 14, 2020 meeting, the IDA Board agreed to consolidate the information on the Tryon Technology Park website (tryontechnologypark.com) into the IDA's website (fcida.org) but to retain the domain name Tryon Technology Park.
- Betsy Emery spoke with several Site Selectors from Site Selectors Guild regarding what Site Selectors want to see on EDO's websites. Key feedback received:
 - Site Selectors use a variety of data sources to collect information on an area/region/community.
 - EDO websites must be data rich.
 - EDO website should have a list of major employers in region: how many, what industries, unionized, etc.
 - Wages and benefits.
 - Detailed information on workforce: skills, age, occupations, education, etc.
 - Workforce training:
 - Identify all workforce training programs available to train workers: FMCC, HFM-BOCES, P-TECH
 - Local colleges and universities
 - Testimonials from employers and employees.
 - Buildings and sites: Information must be up to date.
 - 1 page on targeted industries with unique and compelling information in 100 words or less.
 - Contact information.
 - Must be able to print or download information.

2. Status Report:

- Drafted reports on active IDA projects: See attached.
- Drafted list of top employers to post on IDA website: see attached.
- White pages for sites have been drafted.

3. Activity Report of IDA Website:

- See attached.

IDA DISCUSSION: Jim Mraz reviewed the information on the Agenda. He passed around a color copy of the Activity Report on the IDA Website for IDA members to review. Scott Henze displayed the IDA website on the screen. He reviewed the draft reports of active IDA Projects that have been added to the website. He also reviewed White Pages that are being developed for the shovel-ready sites in the Industrial Parks.

C. Capital Resources Corporation:

1. Background:

- On January 31, 2008, the provisions of the New York State General Municipal Law that authorized IDA's to issue tax-exempt revenue bonds for charitable entities expired.
- Historically, the ability of IDA's to provide tax exempt revenue bond financing to charitable entities has been an important economic development tool.
- Not-for-profit entities in Fulton County that have benefitted from the Agency's tax-exempt financing include Nathan Littauer Hospital and Fulton County YMCA.

2. Capital Resources Corporation:

- a. An alternative now exists to allow not-for-profit entities to access to tax-exempt revenue bond financing.
- b. This involves the formation of a Capital Resource Corporation (CRC) under New York State's Not-For-Profit Corporation Law.
- c. A CRC would generally exist for the same public purposes as the IDA but have the power to issue tax-exempt bonds for the benefit of not-for-profit borrowers.
- d. The IRS has ruled that CRC's can issue tax exempt financing for not-for-profit entities.

3. Formation of a Capital Resource Corporation:

- a. Three (3) steps would need to be taken to form a Fulton County Capital Resource Corporation:
 - 1) Agency Resolution. The IDA Board would adopt a resolution approving a proposed Certificate of Incorporation and authorize the Chairman or Executive Director to approach the Board of Supervisors regarding the formation of a CRC.
 - 2) Board of Supervisors' Resolution. The IDA would present the proposed Certificate of Incorporation, along with the resolution approving such proposed Certificate of Incorporation, to the Board of Supervisors and request that the Board of Supervisors approve the proposed Certificate of Incorporation and the formation of a CRC. The Board would have to approve this request.
 - 3) Filing of the Certificate of Incorporation. Once approved by the Board of Supervisors, the IDA would file the Certificate of Incorporation and the CRC would begin its existence.

4. Key Terms of the Certificate of Incorporation:

- a. The purpose of the CRC would be to promote community and economic development and creation of jobs in the non-profit and for-profit sectors.
- b. The CRC would be subject to the provisions of the Public Authorities Accountability Act of 2005 and 2009.
- c. The CRC would be authorized to issue bonds.
- d. The CRC's operations would be limited to Fulton County.
- e. The CRC would be managed by a Board of Directors. The Board of Directors would be appointed by and serve at the pleasure of the Board of Supervisors. The CRC's Board of Directors would consist of the members of the IDA. The members of the Board of Directors shall not be entitled to compensation.
- f. The County shall receive an annual financial report from the CRC. The CRC shall be subject to audit by the County, the Authority Budget Office and the Office of the State Comptroller.
- g. The CRC would be a "public body" for purposes of the Open Meetings Law.
- h. The CRC must hold a public hearing with respect to proposed projects with the same notice as required under Section 859-a of the General Municipal Law.
- i. Any amendment of the Certificate of Incorporation or by-laws of the CRC would be subject to approval by the Chairman of the Board of Supervisors.

5. Counties and Municipalities that currently have CRC's:

- a. Counties: (26)
Albany County Capital Resource Corporation
Allegany County Capital Resource Corporation

Canton Capital Resource Corporation
 Cattaraugus County Capital Resource Corporation
 Chautauqua County Capital Resource Corporation
 Chemung County Capital Resource Corporation
 Clinton County Capital Resource Corporation
 Columbia County Capital Resource Corporation
 Cortland County Development Corporation
 Essex County Capital Resource Corporation
 Jefferson County Civic Facility Development Corporation
 Livingston County Capital Resource Corporation
 Madison County Capital Resource Corporation
 Montgomery County Capital Resource Corporation
 Oswego County Civic Facilities Corporation
 Otsego County Capital Resource Corporation
 Rensselaer County Capital Resource Corporation
 Saratoga County Capital Resource Corporation
 Schenectady County Capital Resource Corporation
 Schoharie County Capital Resource Corporation
 St. Lawrence County Industrial Development Agency Civic Development Corp.
 Ulster County Capital Resource Corporation
 Warren and Washington (Counties of) Civic Development Corporation
 Wayne County Civic Facility Development Corporation
 Yates County Capital Resource Corporation

b. Municipalities: (7)

Albany (City of) Capital Resource Corporation
 Build NYC Resource Corporation
 Montgomery (Town of) Capital Resource Corporation
 Peekskill Facilities Development Corporation
 Troy (City of) Capital Resource Corporation
 Waterford (Town of) Capital Resource Corporation
 Glens Falls Capital Resources Corporation

6. Questions and Answers:

Q. What risks would there be to the IDA if a CRC was created and then deemed by New York State to no longer be eligible to issue tax exempt financing?

A. No risk to the IDA. There is a risk that NYS Law could be changed to eliminate the CRC's power to issue bonds. Any such change would be prospective.

Q. Would there need to be an Executive Director type position for a CRC similar to an IDA?

A. Yes. The structure of the CRC would parallel the structure of the IDA.

Q. Can some other entity other than a CRC issue tax exempt financing?

A. No local entity in Fulton County. The State Dormitory Authority has power to issue bonds for NFP corporations.

Q. Is there any chance that the NYS Legislature will re-establish the authority of an IDA to issue tax-exempt financing?

A. Possible but no such action has taken place in 10+ years.

Q. What would happen if a CRC was created and then the State abolished them?

A. The financing issued by the CRC would be valid. Any abolishment would be prospective and not retrospective.

Q. What can the CRC spend its funding on?

A. The CRC has the same authority as an IDA for spending funds.

Q. How would the CRC generate revenues?

A. By establishing a fee schedule similar to what an IDA does. The CRC would generate an administrative fee from the issuance of its bonds.

Q. Would the CRC be a public entity?

A. Yes. The CRC would be subject to all the requirements of the Public Authorities Accountability Act just like IDA's are.

Q. What would be the annual costs for operating a CRC?

A. There would be two (2) typical cost centers:

1. Annual audit.

2. Staff time to complete the reporting requirements under PARIS.

7. Previous Attempt to Create a CRC:

- In 2016, the IDA discussed creating a CRC for a potential project at FMCC.
- The IDA Board recommended to the Board of Supervisors that a CRC be created.
- The Board of Supervisors did not agree to create a CRC. There was a concern raised by the County Attorney that the debt of a CRC could become the responsibility of the County.
- Hodgson Russ had advised that there was minimal chance this could happen.

8. Questions:

- At the February 11, 2020 IDA Board meeting, IDA Board members identified several questions about creating a CRC.
- Following that meeting, Jim Mraz contacted Joe Scott, Hodgson Russ and requested responses to their questions.
- The questions and responses are as follows:

Question: What are the costs involved with creating a CRC and who typically pays for those costs?

Response: We typically charge \$5 - \$9,500 for setting up a CRC. If there is a project that the IDA is setting the CRC up for, we would consider no charge or rolling any setup charge into the fees to do the financing for the project.

Question: If a CRC has no projects, do they still have to have an audit conducted?

Response: Yes.

Question: If a CRC has not generated any revenues from projects, where do the funds come from to pay for operating costs like audits and staff time for preparing PARIS Reports?

Response: Funding from the County or from the IDA. We also have several CRC's that have an annual funding arrangement with the entities that they have done projects for (i.e., an annual fee). The annual fee funds the current operation costs of the CRC.

IDA DISCUSSION: Jim Mraz stated that IDA Board members had several questions at its last meeting about the creation of a CRC. He stated he posed those questions to Joe Scott, Hodgson Russ, who has served as the IDA's Bond Counsel for years. Joe Scott responded to each of those questions and the responses were built into the Agenda. Jim Mraz reviewed each of Joe Scott's responses.

Joe Semione asked how long it takes to create a CRC? Jim Mraz stated it requires the IDA Board and Fulton County Board of Supervisors to each take an action to approve the creation of a CRC. Depending upon how the meeting schedules fall, it could take as quickly as 30 days or could be upwards of 60+ days. Once the two (2) entities approve the creation of a CRC, paperwork then needs to be filed with the State. He said the best guess would be an overall timeframe of 60-90 days.

Joe Semione stated that there was a question raised by the Board of Supervisors the last time a CRC was proposed to be created about whether the bonds of a CRC would be the responsibility of Fulton County if a CRC were to default. Jim Mraz explained that, with IDA's, there is specific language in the General Municipal Law saying that Counties would not be liable for IDA issued bonds if there was a default. He stated similar language does not exist in the Not-for-Profit Law under which CRC's are created. He stated, however, it was the opinion of Counsel that Fulton County or the IDA would not be responsible for any bonds a CRC issued that went into default. There was a brief discussion regarding asking Jason Brott, Fulton County Attorney, to again review this information to see if he was comfortable with the legal counsel's opinion that the County would not be responsible for a CRC's bonds. It was the unanimous consensus of all IDA members present to have Jim Mraz reach out to Jason Brott and see if he would be willing to support the creation of a CRC.

Dave D'Amore suggested putting together a draft budget for a CRC if one was to be created. Jim Mraz stated that he would attempt to do so. He stated that he would contact Mike Rossi for an estimate of what it would cost to prepare an Audit for a CRC that had no projects.

D. Century Linen Project:

1. Background:

- In 2019, the IDA authorized sales tax exemptions be provided to the proposed Century Linen Project.
- Century Linen was authorized to receive up to \$348,000 in sales tax benefits.

2. ST-340:

- Any company receiving sales tax benefits is required to file an ST-340 Form with the NYS Department of Taxation and Finance.
- ST-340's must be filed by the end of February for the previous year.
- Century Linen has filed their ST-340 with T & F.
- ABO wants IDA's to review these forms to verify that the project met or exceeded its total project cost.

IDA DISCUSSION: Dave D'Amore reviewed the information on the Agenda. Jim Mraz added that Century Linen's ST-340 Form indicated that they claimed \$347,153 in sales tax exemptions in 2019, which is less than the \$348,000 that was authorized. He stated Century Linen still has additional equipment to purchase. He explained to Century Linen that if they were going to purchase additional equipment that would result in more sales tax exemptions being taken than were authorized, that Century Linen would need to request that the IDA increase the amount authorized. He stated Century Linen is going to be reviewing their plans and will get back to the IDA shortly on whether they will request additional sales tax benefits or not.

VI. NEW BUSINESS:

A. Review Audit of IDA's 2019 Financial Statements:

1. Key Finding:

- Based upon West & Company's review of the IDA's 2019 financial records, West & Company has issued an "unmodified opinion."
- This is the best opinion the IDA can receive.
- The IDA has consistently received unmodified opinions on its audits.

2. Presentation by West & Company:

IDA DISCUSSION: Mike Rossi distributed copies of the draft Audit to all IDA members present. He initially reviewed the Schedule of Investments. He stated that West & Company's has issued an "unmodified opinion" on the Schedule of Investments. He stated that the report also says that the IDA has no investments. He stated that the IDA does have a CD, but CD's need to be for 1 year or longer in length to be considered an investment.

Mike Rossi then reviewed the Basic Financial Statement. He stated he referred to IDA members to page 2 where it states that, in the opinion of the West & Company, the Financial Statements referred to present fairly. He stated this means that the West & Company has issued an "unmodified opinion" which is the best that can be received.

Mike Rossi reviewed pages 3-12 which are referred to as Management Discussion and Analysis (MDA). He then reviewed the Basic Statement on page 13. He pointed to the fact that most of the assets of the IDA's is in "Development Projects" which are the four (4) industrial parks. Mike Rossi then reviewed the Statement of Activities on page 14. He stated this statement shows a loss of \$30,061 in 2019. He stated this is typical of IDA's where in one (1) year they show a profit and in other years they show a loss. He then reviewed the Notes on pages 16-19. He stated these Notes have not changed from previous years. He referenced Note 3 which is a list of the "Development Projects" referenced in the report.

Mike Rossi stated that West & Company also reviewed the IDA's financial reporting and monitoring system. He stated page 20 is their report on their review in which an "unmodified opinion" was issued.

Mike Rossi then reviewed the Schedule of Bonds on page 22. He stated banks now use confirmation.com, an electronic system, to confirm accounts with an auditor. Auditors are charged \$24 to obtain information on these accounts. He stated, for some reason, confirmation.com did not respond to West & Company's request for information on the YMCA's bonds. He stated West & Company had to obtain that information directly from NBT Bank.

Mike Rossi stated that he has suggested to Carol Ellis, the IDA's CFO, to use Quick Books in lieu of Quicken for maintaining IDA accounts. He stated most of the IDA's in the region have migrated to Quick Books. He stated he offered to assist Carol in the transition in the learning of Quick Books if she chose to take it.

Joe Gillis asked if the five (5) agencies listed in Note 4 are still in existence? Mike Rossi stated, "Yes."

Mike Rossi asked if there were any other questions. There were none.

IDA ACTION:

MOTION: To approve the Audit as submitted by the West & Company and authorize West & Company and the Executive Director to file the Audit in PARIS and Fulton County Treasurer.

MADE BY: Joe Gillis

SECONDED: Jane Kelley

VOTE: Unanimous

B. IDA's 2019 Annual Report:

- IDA's 2019 Annual Report has been prepared in accordance with the new requirements recently enacted.
- Report was e-mailed to IDA Board members on February 25, 2020.

IDA DISCUSSION: Dave D'Amore reviewed the information on the Agenda. He asked IDA Board members if they had any questions on the Annual Report that was sent to them. There were none.

IDA ACTION:

MOTION: To approve the 2019 Annual Report and authorize and direct the Executive Director to file the Annual Report under PARIS and with the Board of Supervisors.

MADE BY: Dave D'Amore

SECONDED: Joe Semione

VOTE: Unanimous

C. 2020 Projects and Initiatives:

1. Background:

a. In 2019, the IDA Board identified one (1) project to work on:

- 1) Tryon Development Area:
 - a) Perform Desktop Environmental Assessment
 - b) Prepare Base Map
 - c) Perform Limited Phase I Environmental Site Assessment
 - d) Project Traffic Volume from buildout of Development Area
 - e) Attend Developers Forum

b. IDA Board hired Environmental Design Partnership at cost to not exceed \$6,000 to perform that work. Items a-d above were completed.

c. IDA Board also authorized spending up to \$1,000 to have a 1-page sell sheet for the Tryon Development Area prepared to be distributed at the Developers Forum.

d. The Developers Forum was cancelled so this sell sheet was not prepared.

2. 2020 Projects and Initiatives:

a. The IDA Board has already started work on certain projects including:

- 1) Updating IDA website.
- 2) Updating Tryon Technology Park Site Plan.
- 3) Updating Tryon Technology Park Brochure.
- 4) Initiate discussion about creating a Capital Resource Corporation.

b. Other Projects and Initiatives:

- 1) Are there other projects and initiatives the IDA Board would like to undertake in 2020?

IDA DISCUSSION: Dave D'Amore reviewed the information on the Agenda. He asked IDA members if there were other projects or initiatives they would like to undertake in 2020? Joe Semione asked if the IDA was still looking at other potential development sites? Jim Mraz stated, "Yes." Dave D'Amore stated that, during recent discussions with the CRG, CRG Board members stated that additional shovel-ready sites need to be identified. Dave D'Amore added that the IDA should look at identifying potential new sites and then develop a plan for each to obtain site control over. After a brief discussion, it was the unanimous consensus of all IDA members present to look at potential new sites that could be prepared as shovel-ready sites as a project for 2020.

D. Renewal of CD:

1. Background:

- Current maturity date for 6-month CD at NBT Bank is March 21, 2020.
- Interest rate on current CD is 1.65% with an Annual Percentage Yield of 1.67%.

2. Options to Renew CD:

- CFO has contacted the banks the IDA has authorized as depositories of IDA funds and their current interest rate on CD's. The following are their CD interest rates:

BANK	3 MONTH CD	6-MONTH CD	APPROX. 12-MONTH CD
NBT Bank (spoke with Janette)	1.35%	1.45%	1.45%
Citizens Bank (spoke with Sylvia)	0.1% apy	0.1% apy	0.35% apy
Berkshire Bank (spoke with Jerry)	0.05%	1.49% with apy of 1.60%	13-month CD 1.44% with apy of 1.45%
Key Bank (spoke with Shauna)*	N/A	N/A	11-month CD 1.5% apy

*Key Bank would only do a CD if IDA has a \$10,000 minimum checking account.

IDA DISCUSSION: Dave D'Amore reviewed all of the information on the Agenda. There was a discussion on whether the CD should be renewed for a shorter term given the current volatility in the financial markets. After a brief discussion, it was the unanimous consensus of all present to renew the CD for 6 months with NBT Bank.

IDA ACTION:

MOTION: To authorize renewing the current CD with NBT Bank for another six (6) months and to rollover the entire amount into the new CD.

MADE BY: Dave D'Amore
SECONDED: Joe Semione
VOTE: Unanimous

E. ST-62:

1. Background:

- ABO requires IDA's to annually file an ST-62 Form titled "IDA Annual Compliance Report State Sales Tax Recapture."
- The ST-62 asks if an IDA:
 - 1) Granted any sales tax exemption in the previous calendar year.
 - 2) Moved to recapture sales tax benefits given to a company.
- In 2019, the IDA:
 - 1) Granted tax exemptions for the Century Linen Project.
 - 2) Authorized recapturing sales tax exemptions on the Johnstown Renewables Project.

- IDA Chairman needs to be authorized to sign and submit this ST-62 for the fiscal year ending December 31, 2019.
- ST-62 must be filed by March 31, 2020.

IDA DISCUSSION: Dave D’Amore reviewed the information on the Agenda. He asked if there were any questions. There were none.

IDA ACTION:

MOTION: To authorize the Chairman to sign and submit Form ST-62 for fiscal year ending December 31, 2019.

MADE BY: Joe Gillis
 SECONDED: Jane Kelley
 VOTE: Unanimous

F. NYS Economic Development Council’s IDA Academy:

1. Background

- NYS Economic Development Council will be conducting its annual IDA Academy on Tuesday, April 21, 2020 at SUNY New Paltz
- Topic to be discussed include:
 1. ABO Compliance
 2. IDA Best Practices
 3. Labor Policies
 4. Clean energy policies, programs and projects
 5. Office of State Comptroller Oversight
- Registration Fee: \$75
- Planning Director would like to attend if schedule allows
- IDA Board members may also attend

IDA DISCUSSION: Dave D’Amore reviewed the information on the Agenda. He stated that if any IDA Board members were interested in attending to please let Jim Mraz know and he would register them to attend this Academy. Dave D’Amore asked if there were any further questions. There were none.

IDA ACTION:

MOTION: To authorize reimbursing Scott Henze for the cost of registering to attend this Academy.

MADE BY: Tim Munn
 SECONDED: Joe Semione
 VOTE: Unanimous

G. Secure Sockets Layer (SSL) Certificate for IDA Website:

1. Background

- An SSL Certificate is a text file with encrypted data installed on a server that allows information to be encrypted and secured when being transmitted electronically.
- SSL Certificates are designed to make users feel secure while using the Internet.
- Without them, one could be jeopardizing your business, as well as your customer's sensitive data.

2. Google:

- For several years now, Google has been forcing websites to implement SSL Certificates.
- Currently, over two-thirds of all websites are unencrypted, and Google is taking the next steps to change that.
- Google SSL requirements are now being enforced by flagging sites without SSL as "unsafe" in Chrome.

3. SSL Certificates:

- Hosting4Less currently hosts the IDA's website.
- Annual cost to purchase an SSL Certificate from Hosting4Less is \$99.
- It is recommended that this Certificate be purchased for the IDA's website.

IDA DISCUSSION: Dave D'Amore reviewed the information on the Agenda. He asked if there were any questions. Joe Gillis asked what Betsy Emery's thoughts were on this? Jim Mraz stated it was Betsy Emery who brought this matter to the attention to the IDA Board and recommended purchasing an SSL Certificate.

IDA ACTION:

MOTION: To authorize purchasing an SSL Certificate for the IDA Website at an annual cost of approximately \$99.

MADE BY: Jane Kelley
SECONDED: Joe Semione
VOTE: Unanimous

H. Business Facilities Magazine:

1. Background

- Business Facilities Magazine is a monthly periodical read by those in the corporate site selection process.
- Ron Peters has recommended that an ad be placed in the Business Facilities Magazine on the Tryon Technology Park.

IDA DISCUSSION: Ron Peters stated that it would cost approximately \$5,000 to place a full-page ad in this magazine. Jim Mraz stated that there would be an additional cost for preparing the ad and the

graphics for it. Ron Peters stated that he would apply to National Grid for a grant to pay for 50% of the cost of this ad. He stated that the CRG would also be able to kick in up to \$1,500 to help pay for the local share of this advertisement. Joe Semione asked if Ron was 100% confident of obtaining a National Grid grant. Ron Peters stated he's approximately 80% confident. There was a brief discussion regarding these types of advertisements. Several IDA members commented that these types of advertisements need to be reoccurring and not just a 1-time expense. After a brief further discussion, it was the unanimous consensus of all IDA members present to have Ron Peters apply to National Grid for a grant to pay for 50% of the cost of this ad.

VII. OTHER BUSINESS:

A. Executive Session:

1. Upon a majority vote of its total membership, taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, a public body may conduct an executive session for the below enumerated purposes only, provided, however, that no action by formal vote shall be taken to appropriate public moneys:
 - i. matters which will imperil the public safety if disclosed;
 - ii. any matter which may disclose the identity of a law enforcement agent or informer;
 - iii. information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
 - iv. discussions regarding proposed, pending or current litigation;
 - v. collective negotiations pursuant to article fourteen of the civil service law;
 - vi. the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
 - vii. the preparation, grading or administration of examinations;
 - viii. the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.**

MOTION: To go into Executive Session to discuss the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.

MADE BY : Joe Semione
SECOND : Jane Kelley
VOTE : Unanimous
TIME : 9:16 a.m.

MOTION : To go out of Executive Session.
MADE BY : Joe Gillis
SECOND : Joe Semione
VOTE : Unanimous
TIME : 9:46 a.m.

B. Commercial Real Estate Broker:

1. Background:
 - The IDA Board received two (2) proposals from Commercial Real Estate Brokers to market the Tryon Technology Park.
 - One proposal was from Cushman-Wakefield and the other from Berkshire Hathaway.

IDA ACTION:

MOTION: To accept Cushman Wakefield's proposal to market the Tryon Technology Park for a term of one (1) year.

MADE BY: Joe Semione
SECONDED: Tim Munn
VOTE: Unanimous

VIII. NEXT MEETING:

Tuesday
April 14, 2020
8:00 a.m.

IX. CLOSE MEETING:

MOTION : To close the meeting.
MADE BY : Jane Kelley
SECONDED : Joe Gillis
VOTE : Unanimous
TIME : 9:48 a.m.