

# **FULTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**WEDNESDAY  
JANUARY 6, 2016  
5:00 P.M.**

**PLANNING DEPARTMENT CONFERENCE ROOM**

## **ANNUAL MEETING**

### **MEETING NOTES**

PRESENT:

TODD RULISON, CHAIRMAN  
JOSEPH SEMIONE, VICE CHAIRMAN  
JOE GILLIS, SECRETARY  
DIANA PUTNAM, MEMBER  
DAVE D'AMORE, MEMBER  
TIM MUNN, MEMBER  
JAMES MRAZ, IDA EXECUTIVE DIRECTOR  
KARA LAIS, FITZGERALD, MORRIS, BAKER, FIRTH PC

#### **I. MINUTES FROM NOVEMBER 10, 2015 MEETING:**

MOTION : Accept as presented.  
MADE BY : Joseph Semione  
SECONDED : Joseph Gillis  
VOTE : Unanimous

#### **II. BUDGET REPORT:**

MOTION : Accept as presented.  
MADE BY : Diana Putnam  
SECONDED : Joseph Gillis  
VOTE : Unanimous

**III. COMMITTEE REPORTS:**

A. Nominating Committee:

1. Report of Nominating Committee: 2016 Officers

Chairman	:	Todd Rulison
Vice-Chairman	:	Joe Semione
Treasurer	:	Bill Sullivan
Secretary	:	Joe Gillis

IDA ACTION:

MOTION : To accept the report of the Nominating Committee for 2016 IDA Officers  
MADE BY : Joseph Semione  
SECONDED : Joseph Gillis  
VOTE : Unanimous

B. Audit Committee:

- No report.

C. Governance Committee:

- No report.

D. Finance Committee:

- No report.

**IV. OLD BUSINESS:**

A. **Tryon Technology Park Project:**

1. Wastewater Pump Station:

a. Hydraulic Oil for Pump Station:

- Need to purchase hydraulic oil to use on pumps in wastewater pump station.
- 5 gallons: \$45

IDA ACTION:

MOTION: Authorize the purchase of two (2) 5-gallon containers of hydraulic oil

MADE BY: Joseph Gillis  
SECONDED: Diana Putnam  
VOTE: Unanimous

- b. Maintenance Agreement with General Control Systems (GCS):
  - New controls for pump station were constructed and installed by General Control Systems, Green Island, NY.
  - There may be a need for a maintenance agreement with GCS. On January 4, 2016, a high-level alarm went off. County Facilities staff went out to check on alarm but couldn't reset it. County Facilities staff contacted GCS who offered to come out to site but Facilities staff wasn't authorized to direct GCS to come out to site if it was going to result in a cost to the IDA.
  - Contacted GCS to request a quote on a basic maintenance agreement so that if Facilities staff identifies an issue with the pump controls, they can call GCS and have them come out per the maintenance agreement.

IDA DISCUSSION: Jim Mraz reviewed the information on the Agenda. He stated since this issue just occurred, he did not have a formal maintenance agreement to present to the IDA Board for consideration at today's meeting. He simply wanted to bring this issue to the IDA Board's attention. He stated he hopes to have a proposed maintenance agreement to present at the next IDA Board meeting.

- c. Snow Removal:
  - IDA needs to secure the services of a contractor to plow the road leading to the wastewater pump station.

IDA DISCUSSION: Jim Mraz stated that when he and Mark Yost discussed last year having the County Facilities staff do the routine inspections of the wastewater pump station at Tryon, neither of them thought about plowing the road that goes to the pump station. He stated Mark Yost has indicated that he does not want to have that responsibility. He stated that he will continue to have discussions with him about that. He stated, however, the IDA Board may need to seek proposals from firms to plow snow to the pump station. Jim Mraz asked IDA Board members to contact him with names of any local contractors who might be able to do this work.

## 2. Building on South Side of CR107:

- a. Electric Service:
  - In order to renovate the building on the south side of CR107, a new electric service is needed.
  - Received proposal from Tom's Electric to install new service.
  - See handout.
- b. Septic System:
  - In order to utilize this building, a new septic system will have to be installed.
  - Scope of work would include:
    - Install concrete septic tank.
    - Install raised leach field.
    - Install curtain drain around leach field.
    - Disconnect building sewer line and direct it to septic tank.

- c. Other Work:
  - Water must be turned on and any leaks repaired.
  - Six (6) existing exterior doors, frames and hardware must be replaced.
  - Boiler must be reconnected and started.
  - New ceiling tiles must be installed.
  - General cleanup on interior.

IDA DISCUSSION: Jim Mraz distributed the proposal from Tom’s Electric to provide new electric service to the building on the south side of CR107. He stated the proposal provided two (2) options. One to utilize copper wire at a total cost of \$7,925. The second option would be to substitute aluminum wire at a total cost of \$6,425.

Jim Mraz stated that in order to utilize this building, sewer service needs to be provided to it. He stated that the price to restart the pump station on the south side of 107 was almost \$60,000. This made it cost prohibitive to have the pump station restarted as part of Fulton County’s Infrastructure Improvement Project Phase 1 Project. He stated that he had discussions with both C.T. Male and the Fulton County Soil and Water Conservation District regarding the feasibility of installing an onsite septic system to service this building. Both C.T. Male and the Fulton County Soil and Water Conservation District believes that an onsite septic system could be installed. It would include a septic tank and raised leachfield with a curtain drain around it to try and convert surface and groundwater around the leachfield. He stated he hasn’t yet received an estimate for what it may cost to install this septic system.

Jim Mraz reviewed the other work identified on the Agenda that has to be done to the building in order to get it ready to lease out for office space. There was a general discussion regarding whether the cost of having this electric service provided as well as the other potential costs would be too significant for the IDA to consider proceeding with. It was the consensus of all IDA Members present that Jim Mraz should continue to pursue obtaining cost estimates of having the septic system done and the other work shown on the Agenda. The IDA Board would then have all the information needed to see what the total cost would be to renovate this building. The Board would then discuss what the amount of rental it could charge for this building. This would then allow the IDA Board to make a final decision on whether to proceed with renovating this building and leasing it out.

**V. NEW BUSINESS:**

**A. 2016 Committee Appointments:**

- Per the IDA’s Bylaws, the Chairman shall annually appoint members to the IDA’s Committees.
- The following is the Chairman’s list of Committee appointments for 2016.

<u>Committee</u>	<u>2015</u> <u>Appointees</u>	<u>2016</u> <u>Appointees</u>
1. Audit	1. Todd Rulison 2. Joseph Semione 3. William Sullivan	1.Todd Rulison 2.Joseph Semione 3.William Sullivan 4. David D’Amore

2. Governance	1. Diana Putnam 2. Joseph Gillis 3.	1.Diana Putnam 2.Joseph Gillis 3.Tim Munn
3. Finance	1. Joseph Semione 2. Todd Rulison 3. William Sullivan	1.Todd Rulison 2.William Sullivan 3.Diana Putnam 4.Tim Munn
4. Nominating	1. Joseph Semione 2. Joseph Gillis 3.	1.Joseph Semione 2.Joseph Gillis 3.David D'Amore 4.Tim Munn

**B. Staff Appointments:**

1. The IDA's Bylaws require that the IDA Board annually appoint:

- Executive Director
- Auditor

2. Appointment of Executive Director:

MOTION: To appoint Jim Mraz to serve as the IDA's Executive Director for 2016 at a salary of \$19,856/year.

MADE BY: Joseph Semione

SECONDED: Tim Munn

VOTE: Unanimous

3. Appointment of Auditor:

MOTION: To appoint West & Company to serve as the IDA's Auditor for 2016.

MADE BY: Todd Rulison

SECONDED: Dave D'Amore

VOTE: Unanimous

**C. Legal Services Agreement:**

1. Legal Services Agreement:

- It is recommended that the IDA retain the law firm of Fitzgerald, Morris, Baker, Firth, PC to serve as IDA Counsel in 2016 and provide general legal services.
- In years past, the IDA has executed separate Agreements for General Legal Services and Tryon. For 2016, it is recommended to enter into a single agreement for \$8,000.

- Total Retainer: \$8,000
- These funds are included in IDA’s 2016 Budget.

MOTION: To authorize the Chairman to execute an Agreement with Fitzgerald, Morris, Baker and Firth, PC to provide legal services in 2016 at a total retainer fee of \$8,000.

MADE BY: Dave D’Amore  
 SECONDED: Joseph Semione  
 VOTE: Unanimous

**D. Chief Financial Officer:**

- It is recommended that the IDA retain Carol Ellis to perform financial services for the IDA in 2016.
- Total Fee: \$700
- These funds are included in IDA’s 2016 Budget.

MOTION: To authorize the Chairman to execute an Agreement with Carol Ellis to provide financial services to the IDA in 2016 at a total fee of \$700.

MADE BY: Joseph Gillis  
 SECONDED: Diana Putnam  
 VOTE: Unanimous

**E. 2015 Performance and Measurement Report:**

1. Background:

- The 2009 Public Authorities Reform Act requires public authorities to develop performance measures to help determine how well they are carrying out their mission.
- Performance measures assist the IDA Board and management to evaluate and monitor whether the IDA’s authority’s policies and operating practices are in accordance with its mission.

2. Review 2015 Performance and Measurement Report:

- See attached.

IDA ACTION:

MOTION: To authorize and direct the Chairman to sign the 2015 Performance and Measurement Report and to direct the Executive Director to file said Report with the ABO.

MADE BY: Joseph Semione  
SECONDED: Joseph Gillis  
VOTE: Unanimous

**F. 2015 IDA Board Performance Questionnaire:**

1. Background:

- The 2009 Public Authorities Reform Act requires board members of public authorities to conduct an annual evaluation of its performance.
- Evaluation forms were e-mailed to all IDA Board members on December 10, 2015.
- Executive Director has collected the forms and tallied the results.

2. Review Summary of 2015 IDA Board Performance Questionnaire

- See Handout.

IDA DISCUSSION: Jim Mraz reviewed the results of the Questionnaire that was e-mailed to all IDA Board members. He stated he received back four (4) completed Questionnaires. He reviewed the results from the responses received. Todd Rulison asked IDA Board members to, in the future, try and complete this form and return it so that the record will reflect that all IDA Board members responded.

IDA ACTION:

MOTION: To authorize the Executive Director to submit the 2015 Summary of IDA Board Performance Questionnaire to the ABO.

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

**G. 2015 Assessment of the Effectiveness of Internal Financial Controls System:**

1. Background:

- The IDA's Policy 11 requires the IDA Board and management to complete an annual assessment of the effectiveness of the IDA's internal financial control system.

2. Management's Assessment of Internal Financial Control System:

- The Executive Director and Chief Financial Officer recommend no changes to the IDA's Internal Financial Control System.

3. Internal Financial Control System Certification:

- IDA’s Policy 11 Annual Assessment of the Effectiveness of Internal Controls requires the IDA Board to adopt a certification statement upon completion of its annual review of the IDA’s Internal Financial Control System.

- Proposed statement reads as follows:

**“The IDA Board of Directors has documented and assessed the internal control structure and procedures off the Fulton County Industrial Development Agency for the year ending December 31, 2014. This assessment found the IDA’s internal controls were determined to be adequate, and to the extent that deficiencies were identified, the IDA has developed corrective action plans to reduce any corresponding risk.**

IDA DISCUSSION: Jim Mraz stated that neither he or Carol Ellis, CFO, have any recommended changes to make to the IDA’s Internal Financial Control System based upon its review of the system.

IDA ACTION:

MOTION: To adopt the Certification Statement presented above and to authorize and direct the Executive Director to submit acknowledge in PARIS that said Certification Statement was approved by the IDA Board.

MADE BY: Todd Rulison  
SECONDED: Joseph Semione  
VOTE: Unanimous

**H. IDA’s 2015 Annual Report:**

- The Draft 2015 Annual Report was e-mailed to all IDA members on December 11, 2015.
- Review Draft 2015 Annual Report.

IDA DISCUSSION: Jim Mraz reviewed the IDA Annual Report, a copy of which was provided to all IDA Members with their Agenda. He stated this was a productive year for the IDA in 2015. He asked if there were any changes desired to the draft report. There were none.

IDA ACTION:

MOTION: To approve the IDA’s 2015 Annual Report and to authorize and direct the Executive Director to file the Report under PARIS as required by the Public Authorities Accountability Act and with the Board of Supervisors.

MADE BY: Dave D’Amore  
SECONDED: Todd Rulison  
VOTE: Unanimous



**VI. OTHER BUSINESS:**

**A. Legal Services Invoice – Regional Business Park Property Annexations:**

- Fitzgerald, Morris, Baker, Firth has submitted an invoice for legal services rendered in 2015 regarding the Regional Business Park property annexations.
- Total Invoice: \$1,290.05

IDA DISCUSSION: Jim Mraz stated that the IDA Board previously authorized Fitzgerald, Morris, Baker, Firth to prepare the Petitions for Annexation for the property owners for the properties comprising the Regional Business Park site. He stated the total cost to date for the firm’s services is \$1,290.05. He stated additional costs will be incurred as this annexation matter proceeds along.

IDA ACTION:

MOTION: To authorize a payment of \$1,290.05 to Fitzgerald, Morris, Baker, Firth for legal services regarding the Regional Business Park annexation.

MADE BY: Joseph Semione  
SECONDED: Diana Putnam  
VOTE: Unanimous

**B. Legal Services Invoice – Litigation Regarding 160 Enterprise Drive:**

- Fitzgerald, Morris, Baker, Firth has submitted an invoice for legal services rendered to date regarding the legal action taken by NBT Bank to foreclose on the property at 160 Enterprise Drive.
- Total Invoice: \$5,796.24

IDA DISCUSSION: Jim Mraz stated that this invoice is for legal services provided by Fitzgerald, Morris, Baker, Firth regarding the litigation on the IDA’s property at 160 Enterprise Drive. He stated the litigation involved NBT’s foreclosure on the property and the IDA having to respond to the various matters regarding that foreclosure. There was a brief discussion regarding the status of this foreclosure. Kara Lais stated that the foreclosure process is proceeding and it’s just a matter of time before the foreclosure proceeding and the property is turned over to NBT Bank. At that time, the property will go onto the tax rolls and the IDA Lease and PILOT will terminate.

IDA ACTION:

MOTION: To authorize a payment of \$5,796.24 to Fitzgerald, Morris, Baker, Firth for legal services regarding 160 Enterprise Drive.

MADE BY: Dave D’Amore  
SECONDED: Todd Rulison  
VOTE: Unanimous

**C. Town of Johnstown Fire Tax Bill for IDA Properties on NYS Route 30A:**

- IDA owns two (2) vacant parcels of land on the east side of NYS Route 30A.
- Both parcels are in the Town of Johnstown.
- 2016 Town of Johnstown Fire Tax bills should be received soon. Even though the IDA is tax exempt, it is not exempt from Fire Taxes.
- 2016 Fire Tax Bills are:
  - 174.-2-66 : \$31.82
  - 174.-2-65 : \$32.27

**D. Town of Johnstown Fire Tax Bill for Tryon:**

- 2016 Town of Johnstown Fire Tax Bill should be received soon.
- Total 2016 invoice: \$443.11

IDA ACTION:

MOTION: To authorize the payment of these three (3) Town of Johnstown Fire Tax bills.

MADE BY: Joseph Gillis  
SECONDED: Joseph Semione  
VOTE: Unanimous

**E. 2015 PILOT Report:**

1. Background:
  - Each year, the IDA monitors all PILOT Agreements it has on projects to verify that PILOT payments are being made per the PILOT Agreements.
  - Each year, the IDA sends a letter to every company it has a PILOT with asking that they fill out a PILOT Report.
  - The IDA also sends a similar letter to all local taxing jurisdictions impacted by an IDA PILOT. The information from local taxing jurisdictions is used to compare against the information received from companies.
  - The 2015 letters and reports were sent out on November 19, 2015.
2. Status Report:
  - To date, the IDA has received responses from:

Companies:

YMCA  
Euphrates  
CIC  
CG Roxane

Municipalities/School Districts:

Fulton County  
City of Gloversville

Town of Johnstown  
 Greater Johnstown School District  
 City of Johnstown

- The IDA is waiting for responses from:

Companies:  
 NLH  
 Swany

Municipalities/School Districts:  
 Fonda-Fultonville School District

3. As of January 1, 2016, the IDA has the following active projects:

Owner	Lessee	Address	Occupant
IDA	CIC	160 Enterprise	Vacant
IDA	Swany	115 Corporate Drive	Swany
IDA	CG Roxane	1 Old Sweet Road, Johnstown	CG Roxane
IDA	CIC	4104 State Highway 30, Perth, NY	Nathan Littauer Hospital Clinic
(Landlord) NLH Association	(Tenant) IDA	99 E. State St., Gloversville, NY	
Citi Mortgage	IDA	99 E. State St., Gloversville, NY	
IDA	YMCA	213 Harrison Street, Gloversville, NY	

4. As of January 1, 2016, the IDA has active PILOT Agreements:

Owner	Lessee	Address	Occupant
IDA	CIC	160 Enterprise	Vacant
IDA	Swany	115 Corporate Drive	Swany
IDA	CG Roxane	1 Old Sweet Road, Johnstown	CG Roxane

5. In 2015, the IDA terminated the Lease/PILOT with Euphrates.

IDA DISCUSSION: Jim Mraz stated that, since all of the responses from companies and taxing jurisdictions have not been received, he does not have a 2015 report to present. He stated that the deadline for submitting responses was Friday, January 8<sup>th</sup>. He stated he hopes to have a final report to present to the IDA Board at its February Board meeting.

**F. IDA Reform Legislation:**

1. Background:

- IDA Reform Legislation passed the legislature on June 19, 2015.
- It was signed into law in December 2015.
- The legislation becomes effective 180 days after being signed by the Governor.

2. **Key Provisions:**

- a. The legislation establishes common minimum standards for IDA applications for financial assistance, including:
  1. An estimate of capital costs of the project.
  2. The projected number of full-time equivalent jobs that would be retained or created if the request for financial assistance is granted.
  3. A statement acknowledging that the submission of any knowingly false or misleading information may lead to immediate termination of any financial assistance and reimbursement of an amount equal to all or part of any tax exemption claimed as a result of the project.
  4. The IDA could require supplemental information as it determines to be appropriate.
- b. The legislation requires IDAs to adopt criteria for the evaluation and selection of each category of projects for which financial assistance would be provided. Such criteria would require:
  1. A written cost-benefit analysis that identifies the extent to which a project will create or retain permanent, private sector jobs.
  2. The estimated value of any tax exemptions to be provided.
  3. The amount of private sector investment generated or likely to be generated by the proposed project the likelihood of accomplishing the proposed project in a timely fashion.
  4. The extent to which the proposed project will provide additional sources of revenue for municipalities and school districts.
- c. The legislation requires each IDA to develop a common minimum standards for IDA project agreements that would set forth the terms and conditions under which financial assistance would be provided, including:
  1. A requirement for an annual certification and documentation by the project owner, occupant or operator of full time equivalent jobs created and retained as a result of the financial assistance.
  2. A provision for the suspension or discontinuance of financial assistance, or for the modification of any payment in lieu of tax agreement to require increased payments, in accordance with policies developed by the IDA.
  3. A provision for the return of all or a part of the financial assistance provided for the project, as provided for in policies developed by the IDA.
  4. A provision that the business certify, under penalty of perjury, that it is in substantial compliance with all local, state and federal tax, worker protection and environmental laws, rules and regulations.
- d. The legislation requires IDAs to develop policies for the suspension or discontinuance of financial assistance, and annually assess the progress each project approved after January 1, 2016 is making toward achieving its goals.
- e. The Reform Legislation requires each IDA to develop policies:
  - For the suspension, discontinuance, or modification of financial assistance provided for a project.
  - For the recapture of all or part of the financial assistance provided for a project.
  - To annually monitor the progress of projects with respect to investment and job creation/retention goals.

**G. 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 : Joseph Semione  
SECOND : Todd Rulison  
VOTE : Unanimous  
TIME : 6:00 p.m.

MOTION : To go out of Executive Session.  
MADE BY : Joseph Semione  
SECOND : Todd Rulison  
VOTE : Unanimous  
TIME : 6:15 p.m.

#### **H. Building Conditions Report for Building 3 at Tryon Technology Park:**

1. The IDA has received a proposal from Savin Engineers from Pleasantville, New York to prepare a Building Conditions Report for Building 3 at Tryon. The IDA’s cost would be \$3,333.
2. This Report would identify all of the work that would be required to restore Building 3 to operational conditions.

IDA ACTION:

MOTION: To authorize the hiring of Savin Engineers at a total cost to the IDA of \$3,333 to prepare a Building Conditions Report for Building 3 at the Tryon Technology Park.

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

**VII. NEXT MEETING:**

Tuesday  
February 9, 2016  
8:00 a.m.

**VIII. CLOSE MEETING:**

MOTION : To close the meeting.  
MADE BY : Joseph Semione  
SECONDED : Joseph Gillis  
VOTE : Unanimous  
TIME : 6:15 p.m.