

# FULTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

TUESDAY  
JANUARY 12, 2021  
8:00 A.M.  
PLANNING DEPARTMENT CONFERENCE ROOM

## ANNUAL MEETING

### TRANSCRIPT

PRESENT:

DAVE D'AMORE, CHAIRMAN  
JOSEPH SEMIONE, VICE CHAIRMAN  
TODD RULISON, TREASURER  
JANE KELLEY, SECRETARY  
JOE GILLIS, MEMBER  
MIKE FITZGERALD, MEMBER  
JAMES MRAZ, EXECUTIVE DIRECTOR  
KARA LAIS, FITZGERALD, MORRIS, BAKER, FIRTH PC  
SCOTT HENZE, PLANNING DIRECTOR  
TERRI EASTERLY, FULTON COUNTY CENTER FOR REGIONAL GROWTH  
JOHN BLACKMON, LIAISON, ECONOMIC DEVELOPMENT AND ENVIRONMENT  
COMMITTEE

Jim Mraz: Let's get started if we can.

#### **I. ROLL CALL:**

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	—	—	—
Joe Semione	<u>X</u>	—	—	—
Todd Rulison	<u>X</u>	—	—	—
Jane Kelley	<u>X</u>	—	—	—
Mike Fitzgerald	<u>X</u>	—	—	—
Joseph Gillis	<u>X</u>	—	—	—

Jim Mraz: Alright. Let's do a roll call vote to see if we have a quorum. We have a quorum.

**II. MINUTES FROM DECEMBER 8, 2020 MEETING:**

MOTION : Accept as presented  
MADE BY : Joseph Semione  
SECONDED : Jane Kelley  
ROLL CALL VOTE :

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	___	___	___
Joe Semione	<u>X</u>	___	___	___
Todd Rulison	<u>X</u>	___	___	___
Jane Kelley	<u>X</u>	___	___	___
Mike Fitzgerald	<u>X</u>	___	___	___
Joseph Gillis	<u>X</u>	___	___	___

NOTE: A transcript of the December 8, 2020 meeting has been prepared and posted on the IDA's website in compliance with Governor Cuomo's Executive Order suspending the Open Meetings Law.

Jim Mraz: We'll go onto the minutes from the December 8<sup>th</sup> meeting. Everyone has received a copy. Any questions or comments?

Joe Semione: I would like to make a motion to accept that.

Jim Mraz: Joe Semione makes the motion. Is there a second?

Jane Kelley: I'll second it.

Jim Mraz: Jane Kelley. Let's do a roll call vote to approve the minutes from the December 8<sup>th</sup> meeting.

**III. BUDGET REPORT:**

MOTION : To accept the revised Budget Report.  
MADE BY : Jane Kelley  
SECONDED : Todd Rulison  
ROLL CALL VOTE :

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	___	___	___
Joe Semione	<u>X</u>	___	___	___
Todd Rulison	<u>X</u>	___	___	___
Jane Kelley	<u>X</u>	___	___	___
Mike Fitzgerald	<u>X</u>	___	___	___
Joseph Gillis	<u>X</u>	___	___	___

Jim Mraz: The Budget Report was attached to the Agenda that I e-mailed out to everyone. On the revenue side, we received the \$1,000 payment from Nexus Renewables which was part of the agreement that's what they would pay us upon executing the Lease Agreements. We received the payments from Benjamin Moore, our fees and included in that was legal fees that we received below also an expense and we had interest earnings of \$83.85. On the expenditure side, salaries, disability insurance, the \$500 payment to West & Company for payroll services for last year that they performed on our behalf. The \$8,773 was the legal fees incurred as part of the Benjamin Moore Project that they provided us the funds and we made payment to Fitzgerald Morris in that amount. We had expenditures of \$12,152 relative to

the Tryon Technology Park, most of those were with respect for work that was performed by Pareene Contracting in replacing that plugged sewer line that the Board had authorized them to do. We also had some expenses relative, the final bill on mowing, electricity at the Wastewater Pump Station, and replacing damaged tire that you had approved at the last meeting also. And the last one was for \$850, which was our annual membership for the NYS Economic Development Council, again which the Board approved at last month's meeting. So, we had total expenditures of \$14,870.08. Any questions on the Budget Report for last month?

Dave D'Amore: Yeah, Jim, how does that total \$14,870? \$500, plus \$8,700, plus \$13,000, plus \$850?

Jim Mraz: You are absolutely correct. It's more like \$23,000, isn't it?

Dave D'Amore: Yeah. I just want to make sure I didn't...

Jim Mraz: No. I don't know how that happens because it is all done on a calculated spreadsheet, but I will revise that number and let everybody know. I'll resend this to everybody so you have that. Great catch, Dave, I missed that.

Dave D'Amore: Well, I missed it the first time around, too, when I first looked at it when you distributed the Agenda. I just noticed it now.

Jim Mraz: Yeah. From the looks of it. Well, I don't know. I'll figure it out. I'll talk with Carol and get that revised.

Dave D'Amore: Okay.

Jim Mraz: Any other questions?

Todd Rulison: Yeah, Jim, does the money market account include the \$140 some odd thousand from Benjamin Moore? Or is that to be added?

Jim Mraz: It does include it.

Todd Rulison: It does include it.

Jim Mraz: Yes. Okay? Any other questions? Would someone make a motion to accept the Budget Report as it will be revised?

Jane Kelley: I'll make the motion.

Jim Mraz: Jane Kelley.

Todd Rulison: I'll second.

Jim Mraz: Todd. Let's do a roll call vote to approve the revised Budget Report.

**IV. COMMITTEE REPORTS:**

A. Nominating Committee:

1. Report of Nominating Committee: 2021 Officers

Chairman	:	Joe Semione
Vice-Chairman	:	Jane Kelley
Treasurer	:	Mike Fitzgerald
Secretary	:	Joe Gillis

Jim Mraz: Alright. We are going to go to Committee Reports. The first Committee that we are going to have is the report on the Nominating Committee. The Nominating Committee is proposing the slate of officers for 2021. Chairman – Joe Semione, Vice-Chairman – Jane Kelley, Treasurer – Mike Fitzgerald and Secretary – Joe Gillis. Is there any comments or questions on the Nominating Committee’s Report?

Joe Semione: I bet Dave’s going to nominate that report.

Dave D’Amore: I’ll make that motion.

Joe Semione: I knew that was coming fast.

Jim Mraz: Is there a second to that motion of accepting the report of the Nominating Committee?

Joe Semione: I second it.

Jim Mraz: Congratulations to the new officers. I’d like to express my gratitude and thanks to Dave for his two (2) years of service as the IDA Chairman. Dave, your professionalism and guidance was greatly appreciated. Always available when needed and appreciated the guidance you provided to me and to the Agency over the last two (2) years.

Dave D’Amore: Aw shucks, it was nothing.

Joe Semione: Yeah. He had one (1) period where it was just a piece of cake for him. He really loved that. It’s just like when the President takes over. They’ve got nice jet black hair and look at things here now.

Dave D’Amore: It’s less, it’s shorter and it’s grayer.

Jim Mraz: Join the club.

Joe Semione: Yeah, I can’t afford much. We’re talking two (2) years time.

Jim Mraz: And moving forward. Looking forward, Joe, to working with you and we will face the challenges that are put in front of us. Looking forward to it.

Joe Semione: We will do well.

IDA ACTION:

MOTION : To accept the report of the Nominating Committee for 2021 IDA Officers  
MADE BY : Dave D'Amore  
SECONDED : Joseph Semione

ROLL CALL VOTE :

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	---	---	---
Joe Semione	<u>X</u>	---	---	---
Todd Rulison	<u>X</u>	---	---	---
Jane Kelley	<u>X</u>	---	---	---
Mike Fitzgerald	<u>X</u>	---	---	---
Joseph Gillis	<u>X</u>	---	---	---

B. Audit Committee:

- Monthly Bank Reconciliation Report: Mike Fitzgerald

Jim Mraz: Audit Committee. Monthly Bank Reconciliation Report. Mike, you had that dubious honor this month. Did you have a chance to look at them?

Mike Fitzgerald: Yes, I did, what Carol sent me. Reviewed them and found everything to be in order.

Jim Mraz: Very good. Thank you.

Mike Fitzgerald: You're welcome.

C. Governance Committee:

- No report.

D. Finance Committee:

- No report.

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

1. Fulton County Report: John Blackmon, Liaison
2. FCCRG Report: (See attached.) Terri Easterly

Jim Mraz: Moving onto Other Reports. County Report, John Blackmon. Anything to offer this morning?

John Blackmon: Well, we had our first Board meeting yesterday. 26 resolutions basically reappointing everybody. The IDA Board has been reappointed. The big thing was the COVID. I don't know if you've been following it, but a couple of months ago, there were only 400 and some cases. We are now at 1,104.

But the one that's not good is we only had 36 deaths in December. We are up to 55 deaths now. And the new UK is now in Saratoga Springs. And then the other thing that we talked about was Part B of the vaccine roll out is going to start sometime soon. I think things will change a lot after January 20<sup>th</sup> with the new administration. So, other than that, that's it.

Jim Mraz: Any questions for John?

Dave D'Amore: John, are they going to have the State of the County Address this year?

John Blackmon: That's still up in the air. I mean I can tell you right now everybody is cancelling everything for January and into February. You can't even pay your taxes unless you have an appointment. So, basically, everything is shutting down. So, I think we still got the next couple of weeks, it's still going to be pretty bad.

Dave D'Amore: Gotcha. Okay.

Joe Semione: And my question was just I see you are obviously attending our meeting, you are going to be our Liaison again for this year? You are on the same Committee?

John Blackmon: Well, I am on the same Committee but that will be decided at our Committee meeting two (2) weeks from now.

Joe Semione: Okay. Well, you have done a great job and if you are here, that will be great next month.

Jim Mraz: Very good. Terri? The CRG Report?

Terri Easterly: Good morning, everybody. Tryon Technology Park, we offered Tryon Technology Park to a group between 80 to 100 acres. Benjamin Moore Project, the groundbreaking on Benjamin Moore, 117,000 sf extension, took place on December 7, 2020. We met with Dan Hulkans, the CEO of Benjamin Moore, for the proposed expansion in Johnstown. He mentioned that the buildout on the project will take approximately 2 years. It's estimated at \$74 million including construction and equipment. And then once completed, the project is expected to create 40 to 50 jobs. The CRG's building on 34 West Fulton Street construction project has been complete and we are waiting on results of the Green Jobs NY Energy Audit on our 34 West Fulton Street Building. 2018-2019 Microenterprises Grant Program. We successfully packaged eight (8) Microenterprises Grants to Fulton County businesses. They included Royal Mountain Inn, Peck's Flowers, Frank's Gun and Tackle Shop, Austin's Glass, Broadalbin Hotel, and Mama Bee's and Upstate Coffee. To date, our current Microenterprise Grant Program has created 19 jobs, about 50/50 ratio between full and part-time jobs. Still may be able to make additional small Microenterprise Grants. To receive 6 month extension from New York State to allow several businesses to complete some requirements that have not been satisfied due to COVID-19, New York State is planning to offer another Microenterprise Grant Program for 2021. 2021 Initiative Guide to Fulton County. Stated distributing our 2021 Initiative Guide to Fulton County Magazine. The magazine looks fantastic and there's a great piece on the Tryon Technology Park. Community Assistance. Gloversville. Working with the local Water Department Revitalization Program. Working on several development projects on Main Street. Additionally working with a developer on a large parcel in the City of Gloversville. Our Mohawk Valley working capital partner, MVEDD, was approved by the EDA for over \$22 million in working capital. The CRG has referred another core businesses for financing for a total of six (6). The Joint Marketing Campaign Strategy has been developed for Northville and Northampton is being reviewed by the communities. Once the Strategy is set, the next step is the preparation of cost analysis and job report.

The development of Gloversville Merchant's Association continues to advance with the goal of helping existing merchants and encouraging new merchants. Recent upgrades to the Downtown Gloversville website looks very good. A few additional enhancements are in progress. Business Marketing, Business Recruitment and Initiatives. The CRG is working on the documents necessary for completion of the Approve New York State Job Development Authority allowing the CRG to start planning for the JDA Agricultural Program. Still planning to have the program in place the first part of 2021. NYS Capital Region Frontier Program is still running. Working on a potential lead for a company looking for a larger location. Working with State on a lead for a larger development. We are in discussions with the investors. Working on financing the business looking to develop along the Great Sacandaga Lake. CRG continues to reviewing possible opportunities with them. We are moving forward with a developer on a large development proposal in Gloversville. Marketing is always ongoing. And developer relationships ongoing. CGR events - CRG has a robust business training schedule for 2021 and CRG will be presenting a workforce Zoom meeting for Fulton County businesses. That completes the report.

Jim Mraz: Thank you, Terri. Any questions of Terri?

John Blackmon: Yeah. Can I ask a question?

Jim Mraz: Sure.

John Blackmon: Benjamin Moore Project. I was over there a couple of weeks ago and I was kind of surprised at the amount of dirt being moved over there. Is that all just one (1) building or is there kind of other things? It's quite a large site that they were moving dirt on all over the place.

Jim Mraz: It's a large building that they are putting up. It's requiring a fair amount of earthwork. Yes.

John Blackmon: Okay great. I was just kind of surprised.

Jim Mraz: 117,000 sf addition being put on.

John Blackmon: Well, I get that they are leveling the ground, too.

Joe Semione: Terri, this is Joe Semione. I have a question about the Tryon Technology Park. It said in the report the CRG offered part to a group being between 80 and 100 acres. Was that just an initial inquiry or I guess just as Chairman and a member of this Board, when we have an inquiry, I guess we would like to hear about it because this inquiry could be simply a phone call saying "we might be looking" or it could be a company as in the past looking for it and then it is brought to us. So, how do you determine what's brought to us and what's a simple phone call? Or is that more a question for Ron Peters. We have given the layout as to what we would like in the Park as a guideline.

Terri Easterly: Yeah. That is correct and that would be a question for Ron.

Joe Semione: Okay. If you could have him maybe contact me at a later time that would be great.

Terri Easterly: I certainly will.

Joe Semione: Okay. Thank you. I just need to be connected all the time.

Terri Easterly: Absolutely.

Joe Semione: Thank you, Terri.

Terri Easterly: You're welcome.

Jim Mraz: Any other questions or Terri? Very good. Thank you, Terri.

Terri Easterly: You're welcome.

Joe Semione: Thank you, Terri.

## **VI. OLD BUSINESS:**

### **A. Sewer Line Serving Parcel on South Side of CR107:**

- At December 8, 2020 meeting, IDA Board authorized Adirondack Septic to powerjet and vacuum sewer main.
- Adirondack Septic scheduled work to start on December 17<sup>th</sup>.
- On December 17<sup>th</sup>, we had a major snowstorm that dumped 24" of snow.
- As a result, Adirondack Septic had to reschedule this work.
- Adirondack Septic started work during the week of January 4, 2021 and should have it completed on January 12, 2021.

### **B. Vandalism at Tryon Technology Park:**

- IDA has received the \$5,500 reimbursement check from NYMIR.

### **C. Property on South Side of CR107:**

- Status Report: Kara Lais

Jim Mraz: Moving onto Old Business. Sewer line serving the parcel on the south side of CR107. At your last meeting, you authorized Adirondack Septic to go and powerjet and vacuum that line. They had scheduled that work to start on December 17<sup>th</sup>. That little snowstorm that we had that dumped 24 inches of snow on the ground put a halt on them doing that work back then. They actually restarted it last week and will be finishing it up today. So, that work is going to be completed. It just got delayed because of the snowstorm.

In regards to the vandalism at Tryon. We have received the \$5,500 reimbursement check from NYMIR for the emergency repair work that was done. So that's good news.

And, the status of the sale of the property on the south side of CR107. Kara, are you on the meeting?

Kara Lais: Yes. I'm here.

Jim Mraz: You are there. Good morning.

Kara Lais: Good morning.

Jim Mraz: After going around a little bit here, we actually did close on the property yesterday. I sent Kara copies of the three (3) checks for proof that we did receive the payments that were due the IDA. So, thank



you, Kara, for your work on that. Thank you, Terri, for your work on that. As of yesterday afternoon, that property has been transferred to Tryon Organics, LLC.

Joe Semione: Dave, I had them wait until after the new year to sell the parcel. I get the credit.

(laughter)

Dave D'Amore: Oh. That's where we are going?

Jim Mraz: With that, the one thing I wanted to ask the Board. As part of this transaction, and a number of previous transactions, we had to have certain documents, the Chairman had to sign certain documents, and then we had to get those notarized. Richelle VanValkenburgh in our Personnel office is a notary and she has graciously offered at all times to notarize documents that the IDA needs notarized. Notaries, Kara, correct me if I'm wrong, notaries I think in New York State, they can charge \$2 per transaction?

Kara Lais: Yeah. I don't know if there is a minimum, but I think they can charge a fee. Yes.

Jim Mraz: Well, Richelle can charge, but she has not charged the IDA anything over the years that we have been taking documents to her. I would like to thank her for her graciousness and professionalism that she does every time we ask her to sign documents and was wondering if the Board would be willing to grant her a small payment as a show of our appreciation for every time we ask her to notarize a document? Just this past one, there were 2 or 3 pages that had to be notarized. Whenever we have a project, the Benjamin Moore Project had a series of documents that had to be notarized. Same thing with Nexus Renewables. So, I just think it would be a nice gesture on the IDA's part to give her a small stipend to say thank you for all the times that she has done this. Thoughts? Comments?

Dave D'Amore: I would suggest just based on the number of documents that I've signed over the last four (4) months, that more than justifies the offer, let alone the several years in which she has provided that service at no charge. So, I would endorse the recommendation as just even a show of gratitude for here availability and willingness to provide that service.

Jim Mraz: I would like to suggest a \$100 check as a thank you if that is something that the Board would be willing to consider.

Dave D'Amore: I think that's reasonable.

Joe Semione: That is fine with me.

Jane Kelley: Yeah, no problem here.

Jim Mraz: So, can someone make a motion to authorize a check in the amount of \$100 to Richelle.

Dave D'Amore: I'll move.

Jim Mraz: Second to that?

Joe Semione: Second.

Jim Mraz: Joe Semione. Let's take a roll call vote to approve.

IDA ACTION:

MOTION: To authorize a payment in the amount of \$100 to Richelle VanValkenburgh for her service in notarizing IDA documents.

MADE BY: Dave D’Amore

SECONDED: Joseph Semione

ROLL CALL VOTE:

	Aye	Nay	Abstain	Absent
Dave D’Amore	<u>X</u>	—	—	—
Joe Semione	<u>X</u>	—	—	—
Todd Rulison	<u>X</u>	—	—	—
Jane Kelley	<u>X</u>	—	—	—
Mike Fitzgerald	<u>X</u>	—	—	—
Joseph Gillis	<u>X</u>	—	—	—

Jim Mraz: Thank you.

**D. Sewer Pump Station:**

Jim Mraz: The one other item to add. In my e-mail to you last week transmitting the IDA Agenda, I had mentioned the issues that we were having with the wastewater pump station and some issues that we were having with its operation, alarm was going off. As I mentioned, it’s something that we had to fix and Adirondack Septic, who happened to be there last week starting work on the powerjetting and vacuuming of the sewer line, went over and looked at it. Problem with floats, and so they needed to be replaced. Again, to get the pump station operational. I haven’t received. They’ve done the work, because again we had to do it. I think the cost is going to come in under \$1,000 to replace the floats by Adirondack Mechanical. So, I’m asking for a motion to authorize a payment to Adirondack Septic in an amount not-to-exceed \$1,000 performing that emergency repair work.

Joe Semione: I’ll make that motion.

Jim Mraz: Is there a second.

Dave D’Amore: I’ll second.

Jim Mraz: Dave, thank you. Any questions or comments on that?

Joe Semione: Was there another pump that we are worried about being expensive?

Jim Mraz: Yes and that proved to be not an issue.

Joe Semione: Okay, great.

Jim Mraz: Okay? So, we were very fortunate in that regard that the pump was not damaged. Thank you, Joe, for bringing that up. Todd, did you have a question?

Todd Rulison: No, it was the same one that Joe had asked.

Jim Mraz: Alright. Let's do a roll call vote.

IDA ACTION:

MOTION: To authorize the payment to Adirondack Septic of up to \$1,000 for the emergency replacement of floats in the Tryon wastewater pump station.

MADE BY: Joseph Semione

SECONDED: Dave D'Amore

ROLL CALL VOTE:

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	—	—	—
Joe Semione	<u>X</u>	—	—	—
Todd Rulison	<u>X</u>	—	—	—
Jane Kelley	<u>X</u>	—	—	—
Mike Fitzgerald	<u>X</u>	—	—	—
Joseph Gillis	<u>X</u>	—	—	—

Jim Mraz: Very good. Kara, is there anything to add to the sale of the property on the south side of CR107?

Kara Lais: No, nothing more to add. We'll send a letter that is required under Real Property Tax Law indicating that the property is back on the tax rolls, so we will send that to the taxing jurisdictions so they will be aware to put that back on the roll for the next, as of March 1<sup>st</sup>. But, other than that, nothing else to do on that one.

Jim Mraz: Very good.

**VII. NEW BUSINESS:**

**A. 2021 Committee Appointments:**

- Per the IDA's Bylaws, the Chairman shall annually appoint members to the IDA's Committees.
- The following is the Chairman's Committee appointments for 2021.

<u>Committee</u>	<u>2020 Appointees</u>	<u>2021 Appointees</u>
1. Audit	1. Todd Rulison 2. Joseph Semione 3. David D'Amore 4. Mike Fitzgerald	1. Todd Rulison 2. Joseph Semione 3. David D'Amore 4. Mike Fitzgerald
2. Governance	1. Jane Kelley 2. Joseph Gillis 3. Tim Munn 4. Todd Rulison	1. Jane Kelley 2. Joseph Gillis 3. Todd Rulison
3. Finance	1. Todd Rulison 2. Jane Kelley 3. Tim Munn	1. Todd Rulison 2. Jane Kelley 3. Mike Fitzgerald

- |               |  |   |
|---------------|--|---|
| 4. Nominating | 1. Joseph Semione<br>2. Joseph Gillis<br>3. David D'Amore<br>4. Tim Munn | 1. Joseph Semione<br>2. Joseph Gillis<br>3. David D'Amore<br>4. Jane Kelley |
|---------------|--|---|

Jim Mraz: Moving onto New Business, which is going to be all of the actions that we take relative to our Annual Meeting. First, with our Committee Appointments, per the IDA Bylaws, the Chairman annually appoints Committees and, as shown on your Agenda, are the appointees for each Committee that Joe has made for 2021. If you have any issues with those, take them up directly with Joe.

(laughter)

Joe Semione: Thank you, Jim.

**B. Staff Appointments:**

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

- Executive Director
- Chief Financial Officer
- Auditor

Jim Mraz: Next is staff appointments. The Bylaws require the IDA Board to annually appoint and Executive Director, a Chief Financial Officer and an Auditor. So, we will start with the Executive Director. Looking for a motion to appoint yours truly to serve as the Executive Director for 2021.

Jane Kelley: I'll make the motion.

Jim Mraz: Is there a second to that?

Mike Fitzgerald: I'll second.

Jim Mraz: Mike. Let's do a roll call vote.

2. Appointment of Executive Director:

MOTION: To appoint Jim Mraz to serve as the IDA's Executive Director for 2021 at a salary of \$22,088/year.

MADE BY: Jane Kelley

SECONDED: Mike Fitzgerald

ROLL CALL VOTE:

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	—	—	—
Joe Semione	<u>X</u>	—	—	—
Todd Rulison	<u>X</u>	—	—	—
Jane Kelley	<u>X</u>	—	—	—
Mike Fitzgerald	<u>X</u>	—	—	—
Joseph Gillis	<u>X</u>	—	—	—

Jim Mraz: Appointment of Chief Financial Officer, Carol Ellis, for 2021. Would someone make that motion?

Dave D'Amore: I'll make that motion.

Jim Mraz: Dave. Is there a second.

Todd Rulison: I'll second it.

Jim Mraz: Todd. Roll call vote.

3. Appointment of Chief Financial Officer

MOTION: To appoint Carol Ellis as the Chief Financial Officer for 2021 at a salary of \$4,000.

MADE BY: Dave D'Amore  
SECONDED: Todd Rulison

ROLL CALL VOTE:

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	---	---	---
Joe Semione	<u>X</u>	---	---	---
Todd Rulison	<u>X</u>	---	---	---
Jane Kelley	<u>X</u>	---	---	---
Mike Fitzgerald	<u>X</u>	---	---	---
Joseph Gillis	<u>X</u>	---	---	---

Jim Mraz: Appointment of Auditor. Recommending that the IDA retain the West & Company, so asking for a motion to appoint the West & Company to serve as the IDA's Auditor for 2021 and to authorize the Chairman to execute an agreement with them to audit our 2020 Financial Statement and provide payroll services for 2021. Would someone make that motion?

Mike Fitzgerald: I'll make that motion, Jim.

Jim Mraz: Thank you, Mike. Second to that?

Dave D'Amore: Second.

Jim Mraz: Roll call vote.

4. Appointment of Auditor:

- It is recommended that the IDA retain West & Company as the IDA's Auditor.
- Total Fee: \$9,250
- These funds are included in the 2021 Budget.

MOTION: To appoint West & Company to serve as the IDA's Auditor for 2021 and to authorize the Chairman to execute an Agreement with West & Company to audit the IDA's 2020 financial statements at a fee of \$8,750 and to provide 2021 payroll services for \$500.

MADE BY: Mike Fitzgerald

SECONDED: Dave D'Amore

ROLL CALL VOTE:

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	---	---	---
Joe Semione	<u>X</u>	---	---	---
Todd Rulison	<u>X</u>	---	---	---
Jane Kelley	<u>X</u>	---	---	---
Mike Fitzgerald	<u>X</u>	---	---	---
Joseph Gillis	<u>X</u>	---	---	---

**C. Legal Services:**

- It is recommended that the IDA retain Fitzgerald, Morris, Baker, Firth, PC to serve as IDA Counsel in 2021.
- Budgeted: \$8,000

Jim Mraz: Next. Recommending that the IDA retain Fitzgerald, Morris, Baker, Firth to serve as IDA Counsel for 2021. Would someone make that motion? Come on, Joe, you got to be quicker on the gun with that one.

Joe Semione: I know, long pause. I'll make that motion. They've done a wonderful job for us.

Jim Mraz: Is there a second to that?

Dave D'Amore: Second.

Jim Mraz: Roll call vote.

MOTION: To authorize the Chairman to execute an Agreement with Fitzgerald, Morris, Baker and Firth, PC to provide legal services in 2021.

MADE BY: Joseph Semione

SECONDED: Dave D'Amore

ROLL CALL VOTE:

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	---	---	---
Joe Semione	<u>X</u>	---	---	---
Todd Rulison	<u>X</u>	---	---	---
Jane Kelley	<u>X</u>	---	---	---
Mike Fitzgerald	<u>X</u>	---	---	---
Joseph Gillis	<u>X</u>	---	---	---

**D. Depositories of IDA Funds:**

- Per the IDA’s Investment Policy, it is recommended that NBT Bank, Citizens Banks, Berkshire Bank and Key Bank be designated as eligible depositories of IDA funds.

Jim Mraz: Next, per the IDA’s Investment Policy, you are supposed to each year designate depositories for IDA funds. So, went to last year, recommending that we designate NBT Bank, Citizens Bank, Berkshire Bank and Key Bank as eligible depositories for IDA funds for 2021. Would someone be willing to make that motion?

Jane Kelley: I’ll make the motion.

Jim Mraz: Thank you, Jane. Is there a second to that?

Mike Fitzgerald: I’ll second.

Jim Mraz: Thank you, Mike. Roll call vote.

**IDA ACTION:**

**MOTION:** To designate NBT Bank, Citizens Bank, Berkshire Bank and Key Bank as eligible depositories of IDA funds for 2021.

**MADE BY:** Jane Kelley

**SECONDED:** Mike Fitzgerald

**ROLL CALL VOTE:**

	Aye	Nay	Abstain	Absent
Dave D’Amore	<u>X</u>	—	—	—
Joe Semione	<u>X</u>	—	—	—
Todd Rulison	<u>X</u>	—	—	—
Jane Kelley	<u>X</u>	—	—	—
Mike Fitzgerald	<u>X</u>	—	—	—
Joseph Gillis	<u>X</u>	—	—	—

**E. 2020 Financial Report:**

- Chief Financial Officer has completed the IDA’s 2020 Financial Report.
- This Report will be sent to West & Company to audit.

Jim Mraz: The 2020 Financial Report. Carol has completed that report, and it has been sent to the West & Company. That report forms the basis of the audit that they perform. So, they have already commenced work on that. We will receive the audit report in early March. And so we are waiting for that to come back from the West & Company.

**F. 2020 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 November 4, 2020.
- Executive Director has collected the forms and tallied the results.

2. Review Summary of 2020 IDA Board Performance Questionnaire

- See attached.

Jim Mraz: Next, the 2020 IDA Board Questionnaire. Again, this is something that is required by the PAAA. Attached to your Agenda was the summary of the findings, and but there were two (2) comments to point out. Folks, relative to setting measurable performance schools for the Authority and better knowledge of the statutory obligations of the IDA that we are in compliance with State law. Those were the two (2) items that were measured. We are going to talk about goals later in the meeting, and we are also going to do some Board training later in the meeting to address most of those during the start of this meeting. Any questions on the Performance Questionnaire? Hearing none, would someone make a motion to authorize posting onto the IDA’s website.

Dave D’Amore: I salute.

Jim Mraz: Is there a second to that?

Jane Kelley: I’ll second.

Jim Mraz: Roll call vote.

IDA ACTION:

MOTION: To authorize the Executive Director to post the 2020 Summary of IDA Board Performance Questionnaire on the IDA’s website.

MADE BY: Dave D’Amore

SECONDED: Jane Kelley

ROLL CALL VOTE :

	Aye	Nay	Abstain	Absent
Dave D’Amore	<u>X</u>	___	___	___
Joe Semione	<u>X</u>	___	___	___
Todd Rulison	<u>X</u>	___	___	___
Jane Kelley	<u>X</u>	___	___	___
Mike Fitzgerald	<u>X</u>	___	___	___
Joseph Gillis	<u>X</u>	___	___	___

**G. 2020 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 2020 Performance and Measurement Report:

- See attached.

Jim Mraz: Our 2020 Performance and Measurement Report is attached. Again, another requirement that the IDA has to do. It's a 2-page document that the Chairman will have to sign once you folks approve it. So, any questions on the Performance and Measurement Report that's attached to your Agenda? Hearing none, would someone make the motion to authorize the Chairman to sign it and have it posted onto the IDA's website?

Joe Semione: I'll make that motion.

Todd Rulison: I'll make that motion.

Jim Mraz: Joe and Todd. Let's do a roll call vote.

IDA ACTION:

MOTION: To authorize the Chairman to sign the 2020 Performance and Measurement Report and to authorize the Executive Director to post this report on the IDA's website.

MADE BY: Joseph Semione

SECONDED: Todd Rulison

ROLL CALL VOTE :

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	___	___	___
Joe Semione	<u>X</u>	___	___	___
Todd Rulison	<u>X</u>	___	___	___
Jane Kelley	<u>X</u>	___	___	___
Mike Fitzgerald	<u>X</u>	___	___	___
Joseph Gillis	<u>X</u>	___	___	___

**H. 2020 Assessment of the Effectiveness of the IDA's Internal Financial Control 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:

- No changes are recommended.

3. Internal Financial Control System Certification Statement:

- 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 Certification Statement reads as follows:

**“The IDA Board has documented and assessed the internal control structure and procedures of the Fulton County Industrial Development Agency for the year ending December 31, 2020. The internal controls were determined to be adequate and no deficiencies were identified. No corrective actions were deemed required.”**

Jim Mraz: Next is the Assessment of the Effectiveness of the IDA’s Internal Financial Control System. Our Policy #11 requires that we complete an annual assessment of our internal financial controls. Unlike the last couple of years, management, which is Carol and I, have made some suggestions to improve our financial control system, this year no changes are being recommended. We feel that the system worked very well this year, and so asking for a motion to adopt the Certification Statement that’s presented here in the Agenda, to authorize the Executive Director to acknowledge in PARIS that said Certification Statement was approved by the IDA Board and to authorize having this Certification posted on the IDA’s website. Would someone be willing to make that motion?

Dave D’Amore: I’ll move.

Jim Mraz: Dave D’Amore. Is there a second to that?

Mike Fitzgerald: I’ll second, Jim.

Jim Mraz: Mike Fitzgerald. Roll call vote.

MOTION: To adopt the Certification Statement presented above, to authorize the Executive Director to acknowledge in PARIS that said Certification Statement was approved by the IDA Board and to authorize the Executive Director to post this certification on the IDA’s website.

MADE BY: Dave D’Amore

SECONDED: Mike Fitzgerald

ROLL CALL VOTE :

	Aye	Nay	Abstain	Absent
Dave D’Amore	<u>X</u>	___	___	___
Joe Semione	<u>X</u>	___	___	___
Todd Rulison	<u>X</u>	___	___	___
Jane Kelley	<u>X</u>	___	___	___
Mike Fitzgerald	<u>X</u>	___	___	___
Joseph Gillis	<u>X</u>	___	___	___

**I. 2021 Agreement with Fulton County:**

- Fulton County appropriated \$5,000 in the Planning Department’s 2021 budget to help the IDA cover costs associated with operating the Tryon Technology Park.
- Typical costs the IDA seeks reimbursement from Fulton County are insurance and mowing.

Jim Mraz: Next is the 2021 Agreement with Fulton County. The County has appropriated \$5,000 into the Planning Department’s 2021 budget to help the IDA cover costs with operating the Tryon Technology

Park. Typically, we seek reimbursement from the County for mowing and insurance. That amount has been steadily declining. For this year, it's at \$5,000. So, I'm asking for authorizing for the Chairman to execute that Agreement with Fulton County regarding these funds. Would someone be willing to make that motion?

Jane Kelley: I'll make the motion.

Jim Mraz: Jane. Is there a second to that?

Dave D'Amore: Second.

Jim Mraz: Roll call vote.

IDA ACTION:

MOTION: To authorize the Chairman to execute an Agreement with Fulton County regarding IDA costs at Tryon.

MADE BY: Jane Kelley  
SECONDED: Dave D'Amore  
ROLL CALL VOTE :

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	—	—	—
Joe Semione	<u>X</u>	—	—	—
Todd Rulison	<u>X</u>	—	—	—
Jane Kelley	<u>X</u>	—	—	—
Mike Fitzgerald	<u>X</u>	—	—	—
Joseph Gillis	<u>X</u>	—	—	—

**J. Fulton County Center for Regional Growth Membership:**

- In 2016, the IDA became a Gold Member of the FCCRG.
- IDA has received a renewal invoice from the FCCRG to continue the membership for another year.
- Invoice Amount: \$1,000
- \$1,000 is included in the 2021 Budget for this membership.

Jim Mraz: Next is our renewal of the Gold Membership with the FCCRG. Recommending that membership be renewed for 2021 at a cost of \$1,000. Would someone be willing to make that motion?

Dave D'Amore: I'll make the motion, Jim.

Jane Kelley: I'll make the motion.

Jim Mraz: Dave and Jane.

Jane Kelley: Yup.

Jim Mraz: Let's do a roll call vote.

IDA ACTION:

MOTION: To authorize a payment to the FCCRG to renew the IDA’s Gold Membership.

MADE BY: Dave D’Amore

SECONDED: Jane Kelley

ROLL CALL VOTE :

	Aye	Nay	Abstain	Absent
Dave D’Amore	<u>X</u>	---	---	---
Joe Semione	<u>X</u>	---	---	---
Todd Rulison	<u>X</u>	---	---	---
Jane Kelley	<u>X</u>	---	---	---
Mike Fitzgerald	<u>X</u>	---	---	---
Joseph Gillis	<u>X</u>	---	---	---

**K. 2020 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.
- Initial letters were sent out on November 4, 2020.
- Follow-up letters were sent on December 9, 2020.

2. Status Report:

- The IDA received responses from:

Companies:

Johnstown Renewables

Century Linen

Municipalities/School Districts:

Fulton County

Town of Johnstown

Fonda-Fultonville Central School District

City of Johnstown

Greater Johnstown School District

3. Summary of 2020 PILOT Payments:

- All required PILOT payments were made in 2020 to local taxing jurisdictions.
- See attached PILOT Report.

4. As of January 1, 2021, the IDA has the following active projects:

<b>Company</b>	<b>Address</b>
CG Roxane	1 Old Sweet Road, Johnstown, NY
YMCA	213 Harrison Street, Gloversville, NY
Century Linen	125 Balzano Drive, Johnstown, NY
Nexus Renewables	881 CR107, Johnstown, NY
Benjamin Moore	N. Side Union Avenue Extension, Johnstown, NY

5. As of January 1, 2021, the IDA has the following active PILOT Agreements:

<b>Company</b>	<b>Address</b>
CG Roxane	1 Old Sweet Road, Johnstown, NY
Benjamin Moore	N. Side Union Avenue Extension, Johnstown, NY

Jim Mraz: Our 2020 PILOT report. Each year, we monitor all PILOT agreements that we have to verify that the PILOT payments that are required to be made under those agreements are actually being made. We sent letters to every company that has a PILOT. And then we also sent letters to the taxing jurisdictions to make sure that both sides are saying the same thing. We have done that and the good news is that our finding is that all PILOT payments that were required to be made in 2020 have indeed been made. So, just for your own sake, as of January 1 of this year, we now have five (5) active projects: CG Roxane, YMCA, Century Linen, which will expire in 2021. Correct, Kara, I think, for their sales tax exemptions, it was only suppose to, I think it was expiring sometime this year.

Kara Lais: Yeah. I can't think of the exact date. I'll pull up the date.

Jim Mraz: Nexus Renewables and Benjamin Moore. And we have right now active PILOTS with just CG Roxane and Benjamin Moore. YMCA did not have a PILOT because they are already tax exempt. Century Linen, there was no PILOT, it was only sales tax exemptions. And, Nexus Renewables, same thing, no PILOT, just sales tax exemptions. Okay?

#### **L. 2021 Goals:**

Jim Mraz: Alright. 2021 goals. In terms of what the Board would like to establish as potential goals to pursue in 2021.

Dave D'Amore: I would love to pursue the goal of meeting in person.

(laughter)

Jim Mraz: That's probably the most difficult one that we are going to have out there, Dave.

Dave D'Amore: Shoot high, Jim.

Jim Mraz: Realistically, that's not going to happen for months.

Dave D'Amore: Understood. I did want to seriously suggest that. We had started an initiative, I don't know maybe 1 or 2 years ago now, about trying to identify potential sites for redevelopment. I know the CRG has been doing similar activities. I'm wondering what everybody's thoughts are about that endeavor.

You know, we've had an uptick in our project activity over the last year and a half and so, a lot of our time has been allocated to those tasks. And, we had talked about doing desktop assessments of what it would take to redevelop some of these distressed properties in our communities. I'm wondering if there's any sense about if we continue with that kind of idea.

Joe Semione: I think that's a great idea. Jim and I had talked about that earlier, too. We just need to see what sites are out there so we can, like you said, make the assessments to see whether it is feasible or not because, as we know, we only have a limited amount of land, and if someone comes to Tryon and takes a lot of it, and then someone wants to come to the CRG or us, and we don't have any sites for them. So, we really have to see what's out there and I think Jim and Scott have the basis for that already. They can start developing that and I think Jim and I talked about getting those things sent to us so we can start looking at what sites that might be of interest for expansion.

Jim Mraz: I think that's a doable goal for this year. Okay.

Dave D'Amore: Okay.

Jim Mraz: Any others?

Mike Fitzgerald: I know that we have recently had talking to recent investors. We've run into hurdles with closings whether it be sewer lines or roads that are acceptable by the Town or getting National Grid to come and assign a physical address. I mean should we do an assessment and see if we can clear some of those hurdles before we get additional inquiries? I mean would it be worth going out to National Grid and saying can you assign a 911 and work with the County to assign 911 addresses to parcels so we don't have to wait for that hurdle and maybe try to find a way to streamline hookups for potential buyers. I'm trying to think of ways to expedite maybe transactions and clear hurdles beforehand that we know had existed in the past.

Jim Mraz: We can certainly try, Mike. I would agree if there's any way to clear up hurdles ahead of time, that's certainly in everybody's best interest. I'm not sure if we can do that, but we can certainly look at it.

Joe Semione: I think one of the biggest ones that we just hear constantly and Mike brought up is National Grid and, obviously, even with their own pace, it's taken years to do certain projects and stuff, and it's actually probably killed a few deals because people haven't got the answers back as to how much it is going to cost to tie in. Again, maybe talking to Bob Smullens or assembly people just to see if there's a way of doing it because we just need to have someone that can represent us better than us, just constantly knocking on the door saying we really need an answer or respective person that wants a site really needs to have these answers, not just at your convenience, but say within 30 days.

Jim Mraz: I think it's something we can certainly really take a look at.

Joe Semione: Okay.

Jim Mraz: Okay?

Joe Semione: Thank you.

Todd Rulison: Have we ever had a National Grid representative on the Board?

Jim Mraz: Yes.

Todd Rulison: Do they have a local presence that perhaps they may want to be on the Board for these development projects, knowing them ahead of time or being more involved at the local level?

Jim Mraz: To answer your first question, Todd, yes we've had National Grid representatives serving on the IDA Board. And, your second question, we can certainly ask. I don't know if there is someone locally who would be interested and willing to serve on this Board. I think it's a good idea. Again, we've had National Grid representatives on the Board in the past. Something we can certainly reach out to the local office to see if there's a willingness to do that. Okay?

Todd Rulison: Thank you.

Jim Mraz: Any other goals? I would like to suggest that we, in response to the Performance Questionnaire, that we have ongoing Board training as a goal for this year.

Dave D'Amore: I would agree.

Jim Mraz: I think that is something that we should get back to and you'll see here in a few minutes, we will start with it today and I'm going to continue with that as long as time permits in our Agendas.

Dave D'Amore: Jim, the other thing that I was thinking we might want to consider is reestablishing some kind of summit with our other economic development partners in the County. Something that I think we were striving to do last year at this time, but the Pandemic kind of interrupted, but now that we've got technology working to our advantage to be able to facilitate dialogue when everybody's kind of spread out. Maybe it's time to reconsider getting something on our Agenda, everybody else's agenda, just as a point of following through on prior discussions of making sure we are all pulling in the same direction and coordinating our efforts.

Jim Mraz: I think that's a great idea, Dave. That previous effort to facilitate that type of summit meeting was being coordinated by Jon Stead. I know he's talked recently about restarting that. Let me have that conversation again with him to see if we can establish that as a goal for 2021 and get that done.

Dave D'Amore: And I'm quite sure he's busy with Pandemic-related management issues and all the rest of it. I'm not insensitive to that. I just think when we are talking about goals, at some point, I think we should try and establish something.

Jim Mraz: It doesn't have to be tomorrow. We are talking 2021. Hopefully, this is going to start to slow down and, at some point, when time is appropriate, we will try and get that done. Any others?

Joe Gillis: Yeah, Jim, Joe Gillis. I would like to see us try to develop some more revenue streams for the IDA, whether that be put a billboard on the Arterial, get 10 acres and develop it and sell lots to try and spur residential development around the Cities or contiguous with the Cities instead of out and away from the Cities. That's just my thought.

Jim Mraz: Okay. Anything else? Very good. Well, we've identified some potential goals and I will get those written up and include them in the Agenda for the next meeting so you can see all of those.

**M. National Grid Easement:**

- National Grid has requested the IDA execute an easement along Old Sweet Road in the Town of Johnstown on CG Roxane’s Water Bottling Plant.
- Easement would allow National Grid to remove one (1) tree along Old Sweet Road.
- National Grid is extending electric service down Old Sweet Road to additional properties.

Jim Mraz: National Grid easement. I e-mailed everybody about a request from a property adjacent to CG Roxane Water Bottling Plant. Asked for an easement from the IDA to allow National Grid to extend a power line down the road. The easement was right at the corner of the property and they needed it to take down a small tree in the right-of-way. So, I had asked everybody for their okay on that and everybody responded back saying it was okay to go ahead and do that. I’m asking for this now kind of a retroactive approval of granting that easement. Would someone be willing to make a motion to retroactively authorize the Chairman to execute that easement?

Mike Fitzgerald: I’ll make that motion, Jim.

Jim Mraz: Thank you, Mike. Is there a second to that?

Jane Kelley: I’ll second.

Jim Mraz: Jane Kelley. Let’s do a roll call vote.

IDA ACTION:

MOTION:

MADE BY: Mike Fitzgerald

SECONDED: Jane Kelley

ROLL CALL VOTE:

	Aye	Nay	Abstain	Absent
Dave D’Amore	<u>X</u>	—	—	—
Joe Semione	<u>X</u>	—	—	—
Todd Rulison	<u>X</u>	—	—	—
Jane Kelley	<u>X</u>	—	—	—
Mike Fitzgerald	<u>X</u>	—	—	—
Joseph Gillis	<u>X</u>	—	—	—

Jim Mraz: Very good.

**N. Board Training:**

1. Authority Budget Office’s Best Practices: Public Meetings and Open Meetings Law (OML):

**a. Background:**

- A meeting is the official convening of a public body for the purpose of conducting public business.



- According to Open Meetings Law (OML), meetings of public bodies must be open to the public.

**b. Public Notices:**

**1) What information should be included in a public notice?**

- A public notice must include the date, time, and location of the meeting. It is recommended that the notice include the name of the public authority holding the meeting, the type of meeting being held (regular, committee, or special) as well as a contact person or office where interested parties can obtain more information.
- Although an agenda is not required, it is strongly recommended that authorities post on their website an agenda that includes the activities planned for the meeting at least one week in advance of a board meeting.
- The Fulton County IDA typically posts its Agenda on its website on the Friday before its monthly meeting.

**2) When should the public be notified of the board meeting?**

- For meetings scheduled more than one week in advance, notice should be given no less than 72 hours (3 days) in advance.
- The Fulton County IDA typically sends its meeting notice out one (1) week in advance of meetings.
- For meetings scheduled less than a week in advance, notice should be given within a reasonable timeframe.

**3) Where should the public notice be posted?**

- Public notice should be given to the news media and conspicuously posted in one or more designated locations. Designated locations should be easily accessible and visible to the public.
- In addition, notice of the meeting's time and place should be conspicuously posted on the public authority's website.
- The board should designate by resolution, or through the adoption of a policy or directive, the location(s) where it will routinely post notice of meetings.
- Authorities are not required to publish the notice as a legal notice. Public authorities comply with the law by giving notice to the news media. Public authorities can meet this requirement by emailing the information of the meeting to the major television, radio and newspaper outlets as well as local community papers in their area. The newspapers, television, or radio stations that receive the notice can choose not to publicize the public meeting, and the public authority would still be in compliance with the law.

**4) Should a notice be posted if a scheduled board meeting is cancelled?**

- While OML does not require publication of a cancellation notice, best practice recommends that notice of a cancellation or postponement be given to board members, as well as posted on the location(s) where the authority posts its meeting notices.
- If the meeting is rescheduled, the public notice for the rescheduled meeting has to comply with the same posting requirements as the meeting that was originally scheduled.

5) **What are the public notice requirements if videoconferencing is used to conduct the meeting?**

- If videoconferencing is available at the meeting, the public notice must:
  - (1) Inform the public this option will be used.
  - (2) Identify the locations for the meeting.
  - (3) State that the public has the right to attend the meeting at any of the identified locations.

c. **Meeting Agenda & Board Materials:**

1) **Who should prepare the meeting agenda?**

- It is recommended that both the chief executive and the Chair of the board collaboratively prepare the agenda. By taking an active part in the agenda preparation, the Chair can ensure that appropriate topics are discussed during board meetings and help create a setting for board members to exercise their fiduciary duties.
- The FCIDA Chairman and Executive Director review and discuss the Agenda prior to every meeting.

2) **What actions should the board take every year to be compliant with Public Authorities Law?**

- Public Authorities Law requires board approval for all the records submitted by authorities as part of their annual reports.
- To be compliant with Public Authorities Law, authorities must annually submit their annual report, mission statement and measurement report, budget report, audit report, procurement report, and the board of directors' evaluation.
- The FCIDA Board approves these Annual Reports at its Annual Meeting each year.
- These documents are then included in the Fulton County IDA's Annual Report.
- It is recommended that board of directors and staff collectively develop a calendar that indicates the time of the year when the content of those reports will be discussed and voted on so that the authority meets reporting deadlines and is compliant with Public Authorities Law.
- In addition, the board should annually review, and update as necessary, their policies. These reviews do not all have to occur in one meeting, but can be spread throughout the year.

3) **What materials should board members receive for a board meeting?**

- It is recommended to distribute the meeting materials to board members at least one week in advance so that they have enough time to prepare for the meeting.
- The FCIDA Executive Director typically emails Agendas to IDA Board members on the Thursday before IDA monthly meetings.
- OML states that any proposed resolution, law, rule, regulation, policy or any amendment thereto, that is scheduled to be the subject of discussion by a public body during an open meeting shall be made available upon request and to the extent practicable, prior to or at the meeting during which the

records will be discussed. Copies of these records shall be made available to the public for a reasonable fee.

- If the public authority maintains a regularly and routinely updated website, records should be posted on the website prior to the meeting.

**d. Conducting Board Meetings:**

**1) Are there any requirements for the meeting place of board meetings?**

- Boards of directors are required to ensure that:
  - a) All reasonable efforts are made to hold meetings in an appropriate facility which can adequately accommodate members of the public who wish to attend.
  - b) All reasonable efforts to ensure that meetings are held in facilities that permit barrier-free access to physically handicapped persons.
- There is no requirement for an authority to construct a new facility or to renovate an existing facility to permit barrier-free access to physically handicapped persons.
- However, if an authority has the capacity to hold its meetings in a first floor that is accessible to handicapped persons rather than a second floor, the meeting should be held in the room that accommodates the needs of the physically handicapped.
- If a board member attends a meeting by videoconference, the authority is required by law to allow the public to attend, listen and observe the meeting at the sites at which the members participate.

**2) Are there any requirements for the meeting time of board meetings?**

- While there is nothing in OML that refers to the time a meeting may be held, it is important that the board hold its meetings at a time that would reasonably allow interested parties to attend since the law requires that every meeting of a public body be open to the general public.

**3) Can the public speak during a board meeting?**

- The board may permit the public to speak at a board meeting, but is not required to do so by law. If the board allows public participation during the meeting, it is recommended that rules and procedures be developed so that the members of the public are treated equally and the meeting is conducted in an orderly manner.

**4) Can meetings be photographed, broadcast, webcast or otherwise recorded?**

- Any meeting of a public body that is open to the public must be open to being photographed, broadcast, webcast, or otherwise recorded and/or transmitted by audio or video means. The board should adopt rules, consistent with recommendations from the committee on open government that reasonably govern the location of equipment and personnel used to photograph, broadcast, webcast, or otherwise record a board meeting so that the meeting is not disrupted and is held in an orderly manner.

5) **Can a meeting be conducted through teleconferencing?**

- No. OML requires board members to be either physically present at meetings or attend the meeting through videoconference.
- Attendance at a meeting through teleconference is not permitted because voting members and their surroundings have to be visible to those in attendance.
- This doesn't preclude board members from taking part in the meeting deliberations through teleconferencing, mail or email. However, these members do not count toward a quorum and cannot vote.
- Governor Cuomo has issued Executive Orders temporarily allowing public bodies like the FCIDA to conduct teleconferencing meetings.

e. **Executive Session:**

1) **Background:**

- Public authorities are authorized to enter executive session only for the purposes enumerated in OML provided that no action by formal vote is taken during executive session to appropriate public moneys. All board member and any other persons authorized by the board may attend an executive session.
- A board meeting may only go into executive session after a motion identifying the subject to be considered during executive session is passed by the majority of the total members of the board.

2) **For what purposes can an authority conduct an executive session?**

- Boards of directors should only approve going into executive sessions during meetings for the following eight purposes enumerated in the law.
  - a) Matters which will imperil the public safety if disclosed.
  - b) Any matter which may disclose the identity of a law enforcement agent or informer.
  - c) Information relating to current or future investigation/prosecution of a criminal offense which would imperil effective law enforcement if disclosed.
  - d) Discussions regarding proposed, pending or current litigation.
  - e) Collective negotiations pursuant to article fourteen of the civil service law.
  - f) 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.
  - g) The preparation, grading or administration of examinations.
  - h) 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.

- These eight (8) reasons for going into an Executive Session are included in the Fulton County IDA Agendas when an Executive Session is requested.

f. **Board Meetings Attendance:**

- Board members are expected to attend and participate in regular meetings of the board, as well as meetings of the committees on which they serve.
- Board members are required by law to sign an acknowledgement of fiduciary duties and responsibilities, including participating in training sessions, attending board and committee meetings, and engaging fully in the boards and committee's decision making process.
- All current FCIDA members have signed this acknowledgement form.

- As a best practice, the ABO recommends public authorities also conduct an internal orientation session for new board members upon their appointment to provide an overview of the authority's operations.
- All new FCIDA members are provided an orientation session by the Executive Director.

**g. Board Meetings Quorum:**

- A minimum number of board members of the public body must be in attendance before a meeting can begin. For a 7-member board, a quorum is 4 members.
- Roll call should be taken at the meeting to confirm a quorum is present. Only members physically present at the meeting can be counted towards the quorum.
- If no quorum is present, those members in attendance may not convene an official meeting.
- However, members may engage in informal discussions.

**h. Board Meetings Action:**

**1) Background:**

- Board members are expected to cast a vote only after carefully assessing the action brought to the board for approval, voicing any concerns, asking for clarification if necessary, and being confident that their vote serves the best interest of the public authority.
- Some actions taken by the board should be documented by the adoption of board resolutions.
- It is in the best interest of the Board to draft a resolution for matters that they consider important so that there is clarity about their decision and their wishes are carried out.
- As a best practice, the bylaws of the authority should identify the types of actions that require a board resolution.
- The FCIDA's Bylaws currently do not identify the types of actions that should require a resolution.

**2) How many votes are needed for the board to take action?**

- Public Authorities Law states that no less than a majority of the whole of the board may perform and exercise the powers authorized and provided in Public Authorities Law.
- The FCIDA has seven members. Therefore, four affirmative votes are needed to approve an action, even if only four or five members are present at the meeting.

**3) Can abstentions from voting be counted as an affirmative vote?**

- No.

**4) Can board members vote by proxy?**

- No. Members can only vote in a meeting when they are physically present or attending through videoconferencing during this temporary time period when video conferencing is allowed.

Jim Mraz: Alright. We are going to talk about Board training here for a few minutes. First topic is just with the Authority Budget Office's (ABO) Best Practices regarding conducting meetings and the Open Meetings Law. My intent here is to touch on some things here. I'm not going to review every item that is on here. I am going to ask you folks, over time, to read the whole thing so you have a better understanding of what some of the ABO's Best Practices are and requirements of the Open Meetings Law. So, when we schedule a meeting, we are required to issue a Public Notice. And we are required and it's recommended that we post the Notice on the IDA's website. And, again, we typically post our Agenda on the website the Friday before our monthly meeting, so we are doing already what the ABO recommends relative to public notices. One thing that we aren't doing is something I guess I have to ask Kara, it says Public Notice should be given to the news media, which we do, and conspicuously post it in one or more designated locations. What does that mean, Kara?

Kara Lais: This would be like a sign board, if there's a sign board at the County center that posts meetings or within your building actually that has a sign meeting. Or on a bulletin board.

Jim Mraz: So, if we posted it downstairs on the bulletin board that we have in this building that would work?

Kara Lais: That would be sufficient. Yeah.

Jim Mraz: Okay.

Joe Semione: The only thing I read, the next line down, it says it is accessible to the public, which right now, unfortunately, we can't.

Jim Mraz: Right now, the downstairs bulletin board is accessible.

Joe Semione: It is? You can walk into the building?

Jim Mraz: Yeah. No, no, no, right, because of COVID, we can't.

Joe Semione: Yes, I know.

Jim Mraz: Right. Correct. That's a good point, Joe. As of right now.

Joe Semione: Right now, we can't.

Jim Mraz: Right.

Kara Lais: Right now, that meet the definition because of everything closed, except by appointment etc. but you know you've got the notice on your website.

Jim Mraz: To me this one is a very minor thing. It's something that we have to figure out how to do so that we are in compliance with this requirement. Moving on, they talk about who should prepare the Meeting Agenda, and they recommend that the Chief Executive and the Chairman of the Board collaboratively prepare the Agenda. That's currently happening. We do that. For the past couple of years, I've been, Dave and I either meet or talk the Friday before a meeting, go through the entire Agenda. I did that last Friday with Joe, so we are kind of doing the Best Practices that the ABO recommends. It also recommends that all meeting materials be distributed to Board members it says at least one week in

advance. I send you everything on the Thursday before the meeting. Let me ask you, I can do it a week in advance. It's just the challenge becomes things happen quite a bit those last few days of the week that I wouldn't be able to put some of these things into the Agenda. But I send this to you on Thursday, is that giving you enough time to review the Agenda before today's meeting?

Joe Semione: ??

Jim Mraz: It's just recommended practice. I chose it to be 4 or 5 days, not 7 days. As long as you are okay with that, we'll continue with that. I think it has been working fairly well. Moving on, one of the things it talks about is can meetings be conducted through teleconference like we are doing and the answer, per the law, the answer is no. Okay? And the only reason we're being able to do these is because the Governor has been issuing these Executive Orders that allow for these teleconferencing meetings to be conducted. Once the Governor stops continue with these Executive Orders, we will have to go back to regular in-person meetings. And I don't expect that to happen anytime soon. So, we are going to continue be doing teleconferencing. Executive Sessions. Another item and the law is very clear. This is eight (8) reasons why a Public Authority can go into Executive Session and those are listed right there on the top of page 15 of your Agenda. In case you haven't noticed, later in this meeting, I'm going to ask for an Executive Session and we put right into the Agenda those eight (8) criteria and then we specifically identify which one of those criteria is being utilized to call for an Executive Session. So, in doing so, this is how we are complying with requirements of Open Meetings Law is by putting those exact same eight (8) reasons into the Agenda and then specifying which one we are using as the basis for calling for an Executive Session. Board meeting attendances. Board members are required to sign an Acknowledgement of your Fiduciary Duties and Responsibilities. All of you Board members have signed that form. You all sign that when you get appointed to the IDA Board, so we are in compliance with that requirement. As a best practice, the ABO recommends that Public Authorities conduct an internal orientation session for new Board members. We do that for new Board members so we are complying with that Best Practice. Meeting Quorums. Again, as a 7-member Board, we all know that a quorum is four (4) members. And if you don't have four (4) members, we can't conduct the meeting, we can't conduct any business, but you can have formal discussions. Fortunately, we have not run into that situation in the past. And, lastly, Board Meeting Actions. One of the Best Practices that they recommend is that the Bylaws identify the types of actions that the Board should use and adopt a resolution for those actions as opposed to just doing a motion. Kara, from your experience, do other IDA's do that in their Bylaws?

Kara Lais: Um. I think there's a mix. We did have within Audit with the ABO and they had, and I don't agree with their position. They had some questions about whether or not if they could tell by the minutes certain resolutions that we drafted versus resolutions that were just a recitation of what transpired at the meeting, and they prefer that they be this written out in advance. From the legal perspective, it has the same significance, has the same impact, regardless if I prepare it, you prepare it or you do it off the cuff. I think it varies amongst IDA's.

Jim Mraz: I think for our Best Practices, or past practices I should say, most of the actions that we take relative to a project where we induce the project and give final approval to a project, those we have typically done by resolution.

Kara Lais: Right.

Jim Mraz: Okay. But there are some other actions like we went through here today, we just do by motion. I think we are okay because, unlike many other Boards, the Agendas that we put together here are fairly

detailed so a lot of the background information that you put into a resolution, we have it in the Agenda and it gets included into the minutes. So, yes, you are seeing the action as just a motion but all the background information that's needed to make a decision on that motion is already in the Agenda. So the Agenda and the motion combined kind of is like equals of what a resolution would consist of anyways. I ask Board members would you prefer more items approved by resolution or are you okay with us continuing to do motions with all the background information regarding that action in the Agendas. Does anyone have any thoughts on that?

Joe Semione: I think the way we are doing it works.

Jim Mraz: Okay.

Dave D'Amore: I have no objection to how we've been conducting our business. I think it's been thorough and detailed regardless of the fact that we're not doing everything through resolution. So, I think we are following Best Practices we can and should be able to respond to whatever demand is being placed on us.

Jim Mraz: Okay. Kara, are you comfortable with how we are doing it?

Kara Lais: Yeah. I think what you are doing is more than adequate under the legal requirements.

Jim Mraz: Alright. Last two (2) things, how many votes are needed for a Board to take action? That's something that often gets confusing. You have a 7-member board. What happens if there's only five (5) members that show up? There were times when people say, well you have five (5) members, so you got to have three (3) people, the majority of those present is enough to pass the motion. No, it's a majority of the entire Board. So, if you only have five (5) members there to pass it, you still have to have four (4) votes. Okay? If you have four (4) members there, it has to be a 4-0 vote. If it's 3 to 1, then that action would not pass. So, just to make sure everybody understands that. Fortunately, we haven't had that as an issue, but it is one of the requirements of the Public Authority's Law. And, lastly, can Board members vote by proxy? No, Public Authorities are not. You have to be physically present at that meeting. Now, because of the Governor's Orders, you're able to vote via teleconferencing, but we can't vote by proxy. Okay.

Dave D'Amore: Good.

Jim Mraz: Very good.

## **VIII. OTHER BUSINESS:**

### **A. Fire Tax Bills:**

- IDA owns vacant land on the east side of NYS Route 30A and in the Tryon Technology Park in the Town of Johnstown.
- Even though the IDA is tax exempt, it is not exempt from Fire Taxes.

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

- 2021 Fire Tax Bill:
  - 174.-2-65 : \$ 37.52
  - 174.-2-66 : \$ 37.01



**C. Town of Johnstown Fire Tax Bill for Tryon Technology Park Properties:**

- 2021 Fire Tax Bills are:
  - 164.-2-54 : \$ 1.29
  - 164.-2-16.5 : \$ 514.00

Jim Mraz: Last item under Other Business, annually, we receive these fire tax bills from the Town of Johnstown for properties the IDA owns in the Town of Johnstown. Even though the IDA is tax exempt, we don't have to pay County, school, city or town taxes, we are not exempt from paying fire taxes. So, these are the fire tax bills we've received and I'm asking for a motion to authorize the payment of those four (4) fire tax bills for 2021. Would someone be willing to make that motion?

Joe Semione: I'll make that motion.

Jim Mraz: Joe Semione. Is there a second to that?

Jane Kelley: I'll second.

Jim Mraz: Jane Kelley. Thank you, Jane. Roll call vote.

IDA ACTION:

MOTION: To authorize the payment of these four (4) Town of Johnstown Fire Tax bills.

MADE BY: Joseph Semione

SECONDED: Jane Kelley

ROLL CALL VOTE:

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	—	—	—
Joe Semione	<u>X</u>	—	—	—
Todd Rulison	<u>X</u>	—	—	—
Jane Kelley	<u>X</u>	—	—	—
Mike Fitzgerald	<u>X</u>	—	—	—
Joseph Gillis	<u>X</u>	—	—	—

**D. 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.**

Jim Mraz: Very good. I'm now asking for an 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. Would someone be willing to make that motion?

Dave D'Amore: I'll make that motion.

Jim Mraz: Dave. Is there a second?

Jane Kelley: I'll second.

Jim Mraz: Jane. Roll call vote. Going into Executive Session at 9:06 a.m.

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 : Dave D'Amore

SECOND : Jane Kelley

ROLL CALL VOTE:

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	—	—	—
Joe Semione	<u>X</u>	—	—	—
Todd Rulison	<u>X</u>	—	—	—
Jane Kelley	<u>X</u>	—	—	—
Mike Fitzgerald	<u>X</u>	—	—	—
Joseph Gillis	<u>X</u>	—	—	—

TIME : 9:06 a.m.

MOTION : To go out of Executive Session.

MADE BY : Dave D'Amore

SECOND : Todd Rulison

ROLL CALL VOTE:

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	---	---	---
Joe Semione	<u>X</u>	---	---	---
Todd Rulison	<u>X</u>	---	---	---
Jane Kelley	<u>X</u>	---	---	---
Mike Fitzgerald	<u>X</u>	---	---	---
Joseph Gillis	<u>X</u>	---	---	---

TIME : 10:00 a.m.

(Joe Semione left the meeting at 10:00 a.m.)

Jim Mraz: Motion to go out of Executive.

Dave D'Amore: I'll move.

Joe Semione: I'll see everyone at next meeting.

Jim Mraz: Okay, thanks, Joe.

(good bye, Joe)

**E. Payment to Fulton County Regarding Sale of Property on South Side of CR107:**

Jim Mraz: We need a motion to authorize the payment to Fulton County for 6% of the net revenues to the IDA for the sale of the property on the south side of CR107.

Dave D'Amore: I'll make that motion.

Mike Fitzgerald: I'll second, Jim.

Jim Mraz: Thank you, Mike. Roll call vote.

MOTION : To authorize a payment of 6% of the lot sale payment less the cost of the real estate commission and for repairing the sewer line from the sale of the property on the south side of CR107 to Fulton County.

MADE BY : Dave D'Amore

SECOND : Mike Fitzgerald

ROLL CALL VOTE:

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	___	___	___
Joe Semione	___	___	___	<u>X</u>
Todd Rulison	<u>X</u>	___	___	___
Jane Kelley	<u>X</u>	___	___	___
Mike Fitzgerald	<u>X</u>	___	___	___
Joseph Gillis	<u>X</u>	___	___	___

**IX. NEXT MEETING:**

Tuesday  
February 9, 2021  
8:00 a.m.

**X. CLOSE MEETING:**

MOTION : To close the meeting.  
MADE BY : Jane Kelley  
SECONDED : Joseph Gillis  
ROLL CALL VOTE :

	Aye	Nay	Abstain	Absent
Dave D'Amore	<u>X</u>	___	___	___
Joe Semione	___	___	___	<u>X</u>
Todd Rulison	<u>X</u>	___	___	___
Jane Kelley	<u>X</u>	___	___	___
Mike Fitzgerald	<u>X</u>	___	___	___
Joseph Gillis	<u>X</u>	___	___	___

TIME : ?

Jim Mraz: Motion to close the meeting.

Jane Kelley: I'll make that motion.

Joe Gillis: I'll second.

Jim Mraz: Jane Kelley, Joe Gillis. Roll call vote. Thank you, folks.