

FULTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

**TUESDAY
NOVEMBER 9, 2021
8:00 A.M.**

PLANNING DEPARTMENT CONFERENCE ROOM

MEETING NOTES

PRESENT:

JOSEPH SEMIONE, CHAIRMAN
MIKE FITZGERALD, TREASURER
JOSEPH GILLIS, SECRETARY
TODD RULISON, MEMBER
DAVID D'AMORE, MEMBER
JAMES MRAZ, EXECUTIVE DIRECTOR
KARA LAIS, FITZGERALD, MORRIS, BAKER, FIRTH PC
SCOTT HENZE, PLANNING DIRECTOR
WARREN GREENE, LIAISON, ECONOMIC DEVELOPMENT AND ENVIRONMENT COMM.
DR. LESLIE FORD, FULTON COUNTY CENTER FOR REGIONAL GROWTH
TIM BECKETT, FULTON COUNTY CENTER FOR REGIONAL GROWTH
ADAM WINSTANLEY, WINSTANLEY ENTERPRISES (PARTICIPATED BY ZOOM)

I. MINUTES FROM OCTOBER 12, 2021 MEETING:

MOTION : Accept as presented.
MADE BY : Joe Gillis
SECONDED : Todd Rulison
VOTE : Unanimous

II. BUDGET REPORT:

MOTION : Accept as presented.
MADE BY : Joe Semione
SECONDED : Dave D'Amore
VOTE : Unanimous

III. COMMITTEE REPORTS:

A. Nominating Committee:

- No report.

B. Audit Committee:

- Monthly Bank Reconciliation Report: Joe Semione

IDA DISCUSSION: Joe Semione approved the Monthly Bank Reconciliation Reports.

C. Governance Committee:

- No report.

D. Finance Committee:

- No report.

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

1. Fulton County Report: Warren Greene, Liaison
2. FCCRG Report: (See attached.) Dr. Leslie Ford

IDA DISCUSSION: Warren Greene stated that a tentative budget was introduced at yesterday's Board of Supervisors' meeting. Budget Workshops have been scheduled to review the budget. He said he hopes to have the Budget reviewed and adopted in early December. He stated that, yesterday, the Board of Supervisors approved leasing a building at 35 Harrison Street to Lenny Larue. Mr. Larue is associated with the NYS Baseball Hall of Fame. The County took title to the property at foreclosure. He stated that the building will be leased to Parkhurst Field who will sublease it to Mr. Larue.

Dr. Ford reviewed the FCCRG Report that was attached.

V. OLD BUSINESS:

A. Nexus Renewables Solar Project:

1. Status Report:

- Nexus Renewables is waiting NYS Energy and Research and Development Authority (NYSERDA) to approve the contractor Nexus wants to hire to install the solar facility at Tryon.

B. Fulton County Site Inventory and Assessment Project:

1. Status Report:

- Elan Planning/Landscape Architecture/Engineering D.P.C. is working with MVEDD/FCCRG to prepare assessment of potential sites.
- Ron Peters advised at the October 12, 2021 IDA meeting that the final report should be ready within 30-45 days.
- Scott Henze provided information to the Consultant regarding a number of potential sites.

C. Proposed Sale of Former Maintenance Building:

1. Status Report:

- At the September 14, 2021 meeting, the IDA Board approved extending from September 15th to November 15th the deadline for Lott Holdings to complete its due diligence on buying this building.
- Lott Holdings still waiting for quote.
- It is recommended that this deadline be extended until January 15, 2022.

IDA DISCUSSION: Jim Mraz stated that National Grid still has not provided Lott Holdings with a quote. He recommended that the deadline for Lott Holdings to do its due diligence be extended until January 15, 2022. He asked if there were any questions. There were none.

IDA ACTION:

MOTION: To approve extending the deadline for Lott Holdings to do its due diligence in buying this building until January 15, 2022.

MADE BY: Dave D'Amore

SECONDED: Joe Semione

VOTE: Unanimous

D. Vireo Health's Expansion Project:

1. Status Report:

- Rain is negatively impacting construction work.
- Site work is ongoing.
- Footing and foundation walls work is ongoing.
- Steel erection ongoing.

E. Hoffman Carwash Project:

1. Status Report:

- Construction ongoing.
- Construction is expected to take approximately 10 months to complete.

F. Purchase and Sale Agreement with Winstanley Enterprises:

1. Background:

- At the October 12, 2021 meeting, the IDA Board authorized the Chairman to execute a Letter of Intent and Access Agreement with Winstanley Enterprises, LLC (WE) from Concord, MA.
- WE desires to purchase 236+/- acres of land in the Tryon Technology Park upon which it would pursue the development of the following buildings:

Parcel #	Acreage	Proposed Building
4, 7 and Building 1	123+/-	Minimum 900,000 sf
5 and 6	51+/-	Minimum 500,000 sf
3*	17+/-	Minimum 150,000 sf
Tryon Development Area**	45+/-	Minimum 350,000 sf or Housing
Total	236+/-	1,900,000

* Parcel 3 will be considered for a separate, standalone building. However, in the event Parcel 3 is required to facilitate a development on Parcels 4, 7 and Building 1, then Winstanley would use Parcel 3 to accomplish this.

** Winstanley also develops housing. They would assess the potential for using the Tryon Development Area for housing as outlined in Fulton County's Development Strategy.

- The Letter of Intent and Access Agreement have been executed.

2. Due Diligence:

- Immediately after signing the Letter of Intent and Access Agreement, Jim Mraz sent WE the following documents to assist WE in the start-up of their Due Diligence work:
 - 1) Asbestos Containing Materials Report.
 - 2) Phase I Environmental Site Assessment.
 - 3) Town of Perth's Business and Technology Zoning (BTZ) Regulations.
 - 4) Town of Perth's Site Plan Review Regulations.
 - 5) Design Standards for Tryon Technology Park.
 - 6) Record plans for Fulton County's Phase I Infrastructure Improvement Project at Tryon.
 - 7) Record plans for Fulton County's Phase II Infrastructure Improvement Project at Tryon.
 - 8) Wetlands Map.
 - 9) SEQR documents when IDA acquired Tryon.
 - 10) Site Utilities.
 - 11) Contact information for Gloversville Water Department and Gloversville Johnstown Joint Wastewater Treatment Plant.
 - 12) Desktop Environmental Assessment of Tryon Development Area.
- WE has commenced work on:
 - 1) Wetlands Investigation.
 - 2) Topographic Mapping.
 - 3) Property Line Survey.
 - 4) Appraisal.

3. SEQR:

a. Background:

- A SEQR review of the proposed sale of 236+/- acres to Winstanley Enterprises needs to be conducted.
- The proposed sale should be classified as an Unlisted Action.
- A Short Environmental Assessment Form has been prepared. (See attached.)

- The IDA is the only Involved Agency with this proposed sale.

IDA DISCUSSION: Jim Mraz reviewed the information on the Agenda. Adam Winstanley stated that he has authorized the startup of work on preparing the base plan, an ALTA survey, topographic survey, wetlands investigation and rare species analysis on the site. He stated that the geotechnical evaluation will be initiated shortly. In addition, a Utilities Study is being conducted, as well as asbestos and environmental testing will be initiated in the buildings on the site. Adam Winstanley stated that his engineers are developing estimated demands for gas and electricity for each of the buildings. Once these are developed, service orders will be called into National Grid.

Adam Winstanley stated that he has already had discussions with a distribution company about their potential interest in the large lot at Tryon. He's also had initial discussions with a younger manufacturing company regarding the 150,000 sq. ft. building.

Jim Mraz stated that a SEQR Review needs to be conducted on the proposed sale of 236 acres of land to Winstanley Enterprises. He stated the proposed sale should be classified as an Unlisted Action. He reviewed the Short Environmental Assessment Form that was attached to the Agenda. He stated that, since the IDA is an Involved Agency in this proposed sale, a Coordinated Review is not necessary. He asked if there were any questions. There were none.

IDA ACTION:

MOTION: To classify the proposed sale of 236+/- acres of land in the Tryon Technology Park to Winstanley Enterprises as an Unlisted Action and to issue a Negative Declaration.

MADE BY: Joe Gillis

SECONDED: Todd Rulison

VOTE: Unanimous

4. Purchase and Sale Agreement:

- WE has submitted a draft Purchase and Sale Agreement (PSA).
- Kara Lais and Jim Mraz have reviewed and commented on the draft.
- The PSA identifies all terms and conditions WE and the IDA agree to regarding the sale of 236+/- acres from the IDA to WE.
- Authorization is needed to have the Chairman execute the PSA.
- The PSA would be executed once Kara Lais and Jim Mraz find it acceptable to the IDA.

IDA DISCUSSION: Jim Mraz reviewed the information on the Agenda. He asked Kara Lais if she had anything to offer regarding the Agreement. She stated the Purchase and Sale Agreement is straight forward. It includes all the terms and conditions in the Letter of Intent, as well as timeframes, defines terms and other legal language has been added. Jim Mraz stated that he had emailed the draft PSA to all IDA members. He asked if there were any questions or comments. There were none.

IDA ACTION:

MOTION: To approve a Resolution of the Fulton County Industrial Development Agency approving and authorizing sale of real property.

MADE BY: Dave D'Amore
SECONDED: Mike Fitzgerald
VOTE: Unanimous

VI. NEW BUSINESS:

A. Proposed Fulton County Sewer District No. 4: Hales Mills:

1. Background:
 - a. Fulton County is pursuing the creation of Fulton County Sewer District No. 4: Hales Mills that would include:
 - 1) The 515 acres deeded to the IDA by NYS at Tryon.
 - 2) Five (5) parcels totaling 8.78+/- acres on the south side of NYS Route 29 near Town of Johnstown Town Hall.

2. SEQR:
 - a. Fulton County has commenced a SEQR review on the proposed creation of this Sewer District.
 - b. The IDA was identified as an Involved Agency.
 - c. Fulton County Board of Supervisors has proposed itself to serve as SEQR Lead Agency and has asked all Involved Agencies for their consent to Fulton County serving as Lead Agency.

IDA DISCUSSION: Jim Mraz reviewed the information on the Agenda. He asked if there were any questions. There were none.

IDA ACTION:

MOTION: To support having the Board of Supervisors serve as SEQR Lead Agency on the proposed Fulton County Sewer District No. 4: Hales Mills Project.

MADE BY: Joe Gillis
SECONDED: Todd Rulison
VOTE: Unanimous

(NOTE: Dave D'Amore stated he has a conflict with the next Agenda item. Dave recused himself and left the meeting.)

3. As-Built Drawing:
 - a. Once this District is created, the IDA will transfer ownership of all Tryon's sewer infrastructure to the District.
 - b. To do so, it would be helpful to the District if an As-built drawing of this infrastructure was provided to the District.
 - c. All that the IDA has now are several maps that provide information on various sections of the sewer mains/manholes. The maps are at different scales.
 - d. C.T. Male was asked for a quote to assemble all available information onto 1-2 plans.
 - e. Fee: Not to exceed \$2,500

IDA DISCUSSION: Jim Mraz reviewed the information on the Agenda. He asked if there were any questions. There were none.

IDA ACTION:

MOTION: To approve having C.T. Male prepare As-built drawings for the Tryon infrastructure for a cost not-to-exceed \$2,500.

MADE BY: Todd Rulison

SECONDED: Joe Gillis

VOTE: 4: yes
0: no
1: abstain (Dave D'Amore)

B. Resignation:

- IDA members are required to reside in the County served by an IDA.
- Jane Kelley has relocated and now lives outside Fulton County.
- As such, she has submitted a Letter of Resignation.

IDA ACTION:

MOTION: To accept with regrets Jane Kelley's Letter of Resignation.

MADE BY: Dave D'Amore

SECONDED: Joe Gillis

VOTE: Unanimous

C. New Members:

- Jim Mraz stated that he conducted an Orientation session recently with Sue Collins regarding her potential interest as a member of the IDA. He stated Sue Collins lives in Caroga Lake and works for National Grid. She expressed an interest in serving on the IDA Board.
- Jim Mraz stated that he conducted an Orientation session recently with Dr. Greg Truckenmiller regarding his potential interest as a member of the IDA. He stated Greg Truckenmiller lives in the Town of Johnstown and works for FMCC. He expressed an interest in serving on the IDA Board.

IDA DISCUSSION: Jim Mraz reviewed the information on the Agenda. He asked if there were any questions. There were none.

IDA ACTION:

MOTION: To recommend the names of Susan Collins and Dr. Greg Truckenmiller to the Board of Supervisors as new members to replace Tim Munn and Jane Kelley.

MADE BY: Mike Fitzgerald

SECONDED: Joe Gillis

VOTE: Unanimous

D. IDA Website:

1. Emery Designs' Proposal:

a. Emery Designs has submitted a proposal to continue maintaining the IDA's website in 2022:

1) Website:

\$650/month

Deliverables:

- Strategy/Implementation (including YouTube, Google, LinkedIn & Blog Posts)
- Monthly Action Meeting
- Quarterly Strategy Meeting
- Training
- Website Updates including monthly meeting video update
- CMS, Plugin and Security Updates
- Tech Support (now with video!)
- Backups
- Google Analytics & Webmaster Tools
- Quarterly SEO (Search Engine Optimization) Reports
- Monthly Google Business Page Reports
- Reputation Management Strategy

2) Advertising:

\$250/month

Deliverables:

- Monthly advertising for Google/LinkedIn to bring NEW traffic to IDA's website and attract potential businesses to the area.

IDA DISCUSSION: Jim Mraz reviewed the information on the Agenda. He asked if there were any questions. Joe Semione asked how much money is budgeted in 2022 for this? Jim Mraz stated \$14,000.

IDA ACTION:

MOTION: To accept the proposal from Emery Designs to maintain the IDA's website in 2022.

MADE BY: Joe Semione

SECONDED: Dave D'Amore

VOTE: Unanimous

E. Crossroads Business Park:

1. Background:

- a. The Crossroads Business Park (CBP) is a 70+/- acre tract of land located off S. Kingsboro Avenue Extension in Gloversville.
- b. It was built in the 1990's as sites for white-collar businesses.
- c. There are 23 lots in the parcel ranging in size of 1-7 acres.
- d. To date, two (2) buildings have been developed in these:
 - 1) EPIMED

- 2) Professional Building that houses:
 - Nathan Littauer Hospital Primary Care Clinic
 - Wells Fargo
- e. The land in the CBP is zoned Crossroads Business Park Zone (CBPZ)

2. Permitted Uses:

- a. There are no uses permitted by right within the CBPZ. All allowed uses in the CBPZ shall be subject to Site Plan Review.
- b. Allowed uses, subject to Site Plan Review, shall include:
 - (1) Professional and administrative offices.
 - (2) Research laboratory.
 - (3) Photographic processing facilities.
 - (4) Printing and publishing facilities.
 - (5) Processing and compounding of drugs and other medicinal and pharmaceutical products.
 - (6) Retail and service uses that are designed to primarily serve the shopping and service needs of employees and businesses of the Park.
 - (a) Exception: Specifically allowed are retail and service businesses on the five lots with frontage along South Kingsboro Avenue Extension in the Crossroads Business Park.
 - (7) Telemarketing operations.
 - (8) Conference centers. Data-processing centers.
 - (9) Computer software and hardware companies.
 - (10) Health-care facilities.
 - (11) Accessory uses such as day-care centers, health clubs, satellite dishes or towers when located on a site with an allowed use where the primary user is the business sharing the property/building with the accessory use.
 - (12) Utility-scale solar collector systems and associated solar energy equipment for private, commercial or utility use.
- c. Permitted Uses:
 - (1) Structures which do not have persons regularly working therein.
 - (2) Retail and service uses designated to serve the general public as a whole and thereby serve the park incidentally.
 - (3) Warehousing and distribution facilities, unless they are accessory and incidental to a telemarketing operation.

3. Alternate Uses for CBP:

- a. Are there alternate uses that should be considered for the CBP such as housing?

IDA DISCUSSIN: Jim Mraz reviewed the information on the Agenda. Jim Mraz reviewed the history of the development of the CBP. He stated that, unfortunately, only two (2) companies have located there since this Park was created. He stated that he wanted the Board to give consideration to whether it would be prudent to allow additional uses in the Park in hopes of attracting more interest in it. There was a lengthy discussion regarding adding housing as a potential use. There was a discussion regarding a concern that allowing housing in the CBP may detract from the City's ability for developing and maintaining neighborhoods. After discussion, it was the consensus of all present that housing should be considered for the CBP.

IDA ACTION:

MOTION: To recommend to the Gloversville Common Council that the zoning for the Crossroads Business Park be amended to allow for all types of housing.

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

F. Easement Agreement with Charter Communications:

1. Background:
 - a. Vireo Health has requested telephone/internet service from Charter Communications for the new facility it is constructing at Tryon.
 - b. Charter therefore needs to run a new cable into Tryon and to Vireo's property.
 - c. Charter desires to run this new cable along National Grid's poles and then run it underground as it nears CR117.
 - d. Charter has asked the IDA for an easement because this route would be along lands owned by the IDA.
2. Easement Agreement:
 - See attached.

IDA DISCUSSION: Jim Mraz reviewed the information on the Agenda and the Easement attached. He stated Kara had reviewed the Easement and found it acceptable. He asked if there were any questions. There were none.

IDA ACTION:

MOTION:

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

G. Board Training:

1. New Labor Law 224-a:
 - a. New York's New Labor Law 224-a takes effect January 1, 2022. At that time, construction projects throughout the state whose total costs exceed \$5 million and for which at least 30% of these costs are met through use of public subsidies, including grants, tax incentives, loans, credits, and other public monies, will be subject to applicable prevailing wage laws:
 - 1) Developers, owners, or contractors of any such project will be subject to comply with the applicable provisions in NY Labor Law 220, Article 8.
 - 2) All employees on covered projects must be paid the applicable prevailing wages rates and supplements. NYS Department of Labor's (DOL) standard procedures for obtaining a wage schedule should be followed.
 - 3) The submission of a certification and attestation that will be provided by DOT must also be submitted to DOL when applying for the required wage schedule.

- b. NYS Department of Labor requested that the IDA provide the DOL contact information for the appropriate representative from your agency.
- c. Jim Mraz submitted his name as the contact person for the IDA.

2. IDA's Internal Financial Control System:

1. SUMMARY:

- A. The Fulton County Industrial Development Agency utilizes an internal control system to preserve the assets of the organization.
- B. System procedures shall be reviewed annually by the independent auditors who will make recommendations to the Board of Directors for suggested changes.
- C. In addition, during the year, changes may be recommended by IDA's management. However, such changes shall not be implemented until reviewed by independent auditors and approved by the IDA Board.

2. CASH RECEIPTS:

- A. The Chief Financial Officer shall open the daily mail and make copies of the checks received and file same.
- B. The Chief Financial Officer shall prepare and make bank deposits as needed.
- C. Upon completion of the deposit, the Chief Financial Officer shall enter the deposit in the appropriate Agency's records.
- D. All bank accounts shall be reconciled monthly by CFO and a member of the Audit Committee.

3. CASH DISBURSEMENTS:

- A. All purchases shall be made according to the IDA's Procurement Policy. The IDA's Procurement Policy shall be reviewed annually by the IDA Board.
- B. All invoices received shall be reviewed by the Chief Financial Officer and verified for accuracy and completeness. The Chief Financial Officer shall then forward them to the Executive Director for review for completeness and accuracy.
- C. All invoices received that do not have prior authorization by the IDA Board shall be submitted to the IDA Board at their next regularly-scheduled meeting to get authorization to pay.
- D. All invoices received that IDA Board authorization has been given and once reviewed and approved by both the Chief Financial Officer and Executive Director, the Chief Financial Officer shall transfer the necessary funds and prepare a check for payment.
- E. All IDA checks shall have two (2) signatures. One shall be by the Chief Financial Officer. The second shall be by a member of the Audit Committee. The Executive Director shall not be an authorized signer.
- F. An authorized signer may not sign his/her check for reimbursement of approved travel, unless signed by a second IDA Board member.

4. BUDGET REPORTS:

- A. Budget Reports shall be prepared regularly by the Chief Financial Officer in a format approved by the Board of Directors.
- B. Budget Reports includes the following information:
 - List of all IDA Accounts
 - Current Year Budgeted Amount for each Account
 - Year to Date Expenditures for each Account
 - Balance in each Account
 - Current Balances for all Investments

- C. All Budget Reports shall be reviewed by the Executive Director prior to presentation to the IDA Board.
 - D. All investment of IDA funds shall be in accordance with investment policies. Investment activities shall be reported to the Board monthly. All investment decisions must have the Executive Director's approval after review for compliance with current investment policies.
5. QUARTERLY TAX RETURNS:
- A. Quarterly Federal and State Tax Returns shall be signed by the IDA Treasurer or any member of the Audit Committee.
6. BANK STATEMENT:
- A. The Chief Financial Officer's Budget Report, provided at each IDA Board of Directors' meeting, shall identify the funds actually in the IDA's bank account.
7. MONTHLY BANK ACCOUNT RECONCILIATION FORMS:
- A. The Chief Financial Officer shall provide, at each IDA Board of Directors' meeting, Monthly Bank Account Reconciliation Forms for each IDA bank account that a member of the Audit Committee will review and, if found acceptable, sign.
8. ANNUAL REVIEW OF INTERNAL FINANCIAL CONTROL SYSTEM:
- A. IDA staff and Board should annually review the system to ensure the system is effective and addresses any risks to the IDA's operation.
 - B. If a weakness is identified, a corrective action plan is developed and adopted by the Board.
 - C. The Board must annually adopt a statement stating this system has been reviewed and found to be adequate.
 - D. This statement is approved at the Board's annual meeting.

VII. OTHER BUSINESS:

A. Executive Session:

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

viii. the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.

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

MADE BY : Dave D'Amore
SECOND : Joe Gillis
VOTE : Unanimous

TIME : 9:15 a.m.

MOTION : To go out of Executive Session.

MADE BY : Joe Gillis
SECOND : Dave D'Amore
VOTE : Unanimous

TIME : 10:25 a.m.

VIII. NEXT MEETING:

Tuesday
December 14, 2021
8:00 a.m.

IX. CLOSE MEETING:

MOTION : To close the meeting.
MADE BY : Mike Fitzgerald
SECONDED : Joe Semione
VOTE : Unanimous

TIME : 10:25 a.m.