

FULTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

**TUESDAY
FEBRUARY 8, 2022
8:00 A.M.**

PLANNING DEPARTMENT CONFERENCE ROOM

MEETING NOTES

PRESENT:

JOSEPH SEMIONE, CHAIRMAN
MIKE FITZGERALD, VICE CHAIRMAN
TODD RULISON, TREASURER
JOSEPH GILLIS, SECRETARY (ZOOM)
DAVID D'AMORE, MEMBER
SUE COLLINS, MEMBER
DR. GREG TRUCKENMILLER, MEMBER
JAMES MRAZ, EXECUTIVE DIRECTOR
KARA LAIS, FITZGERALD, MORRIS, BAKER, FIRTH PC
SCOTT HENZE, PLANNING DIRECTOR
TERRI EASTERLY, FULTON COUNTY CENTER FOR REGIONAL GROWTH (ZOOM)
JAMES HLAVACEK, WINSTANLEY ENTERPRISES (ZOOM)
BETSY EMERY, EMERY DESIGNS (ZOOM)

I. MINUTES FROM JANUARY 11, 2022 MEETING:

MOTION : Accept as presented.
MADE BY : Sue Collins
SECONDED : Dave D'Amore
VOTE : Unanimous

II. BUDGET REPORT:

MOTION : Accept as presented.
MADE BY : Mike Fitzgerald
SECONDED : Todd Rulison
VOTE : Unanimous

III. COMMITTEE REPORTS:

A. Nominating Committee:

- No report.

B. Audit Committee:

- Monthly Bank Reconciliation Report: Dave D'Amore

IDA DISCUSSION: Dave D'Amore 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: No report
2. FCCRG Report: (See attached.) Terri Easterly

IDA DISCUSSION: Terri Easterly reviewed the information on the CRG's monthly report that was attached to the Agenda. Joe Semione asked if the Site Assessment Study was complete? Terri Easterly stated that Joe Semione should ask Ron Peters that question.

V. OLD BUSINESS:

A. Nexus Renewables Project:

- Nexus is still negotiating a construction contract.

B. Vireo Health Project:

- Construction ongoing.

C. Hoffman Carwash Project:

- Construction ongoing.

D. Winstanley Enterprises Project:

1. Tryon Website:

a. Background:

- Fulton County hired DCG Corplan several years ago to prepare a Targeted Industry Analysis for the Tryon Technology Park.
- As part of that project, DCG Corplan developed a Tryon Technology Park website.
- Fulton County IT Director annually reserves the domain name of tryontechnologypark.com, as well as five (5) other domain names.
- After operating this website for several years, the IDA Board decided to incorporate the information on that website into the IDA's own website: www.fcida.org.
- Anyone now searching for the Tryon Technology Park will be directed to the IDA's website.

b. Winstanley Enterprises' Proposal:

- Winstanley Enterprises has proposed re-establishing the Tryon Technology Park website.
- This would be part of Winstanley's overall marketing plan for Tryon.

c. Winstanley Enterprises' Marketing Plan for Tryon:

- Presentation by James Hlavacek, Acquisitions and Asset Management.

d. Input from Betsy Emery, Emery Designs:

IDA DISCUSSION: Jim Mraz reviewed the information on the Agenda. He asked James Hlavacek from Winstanley Enterprises (WE) to discuss with the IDA Board their marketing plan for Tryon. James Hlavacek stated that WE would like to take over the domain names for the Tryon Technology Park, as well as the content. He stated that WE is prepared to develop, operate and maintain the Tryon Technology Park website. They would like to have prospective users directed to contact the right people at WE if they are interested in property at Tryon. He stated he's had several conversations with Betsy Emery regarding getting WE's information also put onto the IDA's and CRG's websites. James Hlavacek stated that WE has also developed a video. He played the video so IDA Board members could watch it. Joe Semione asked if Vireo Health's existing buildings and the new building they are also constructing could be added to the video. James stated WE would look at that.

Sue Collins asked what would happen to the domain names once marketing for the Tryon Technology Park was completed? There was a brief discussion regarding Sue's question. After that discussion, it was the unanimous consensus of all IDA members present that Fulton County should execute an Agreement with WE that would say Winstanley would return the domain names back to Fulton County if and when WE decided it no longer needed/wanted the website.

Todd Rulison asked if the IDA would have any land left once it sold the 236 acres to Winstanley Enterprises? Jim Mraz stated there would be acreage left but none of it would be considered ready for development.

Mike Fitzgerald asked if WE would be interested in developing a trail at Tryon. Jim Mraz said he would ask WE that question.

Jim Mraz asked if there were any further discussions? There were none.

IDA ACTION:

MOTION: To approve having Winstanley take over the Tryon Technology Park website and domain names as part of a written agreement to be executed between Fulton County and Winstanley Enterprises that would have these domain names returned to Fulton County if and when WE no longer needed/wanted the Tryon website.

MADE BY: Dave D'Amore

SECONDED: Sue Collins

VOTE: Unanimous

2. Signs:

- Winstanley will be installing JLL signs at the entrance to Tryon replacing Cushman Wakefield signs.
- JLL is Winstanley's commercial real estate broker.

3. Lawn Mowing:

- Winstanley has offered to perform lawn mowing at Tryon in 2022.
- The IDA will obtain quotes and then hire and pay the contractor.
- At the end of the mowing season, the IDA will invoice Winstanley to be reimbursed for the total cost of mowing in 2022.

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

E. Former Maintenance Building:

- The closing on the sale of the former Maintenance Building was completed on January 26, 2022.
- Checks were sent to Cushman Wakefield, Fulton County and the Fulton County Center for Regional Growth (FCCRG) per the motion approved by the IDA Board in April 2021.

IDA DISCUSSION: Joe Semione stated that he attended a CRG Board meeting last week and delivered the IDA's check to the Board. He stated the Board expressed their thanks to the IDA for this payment.

F. Back-up Generator for Wastewater Treatment Plant at Tryon:

1. Background:

- At the January 11, 2022 meeting, IDA Board authorized hiring Environmental Design Partnership (EDP) to prepare design plans and specifications to obtain bids to purchase and install a back-up generator.

2. Status Report:
 - Participated in conference call with EDP and Sage LLP Engineers to discuss project details.
 - EDP and Sage conducted site visit to locate where the new generator will be located.
 - Sage completed analysis of sewer pumps and determined that an 80 kw natural gas generator will be required.
 - Generator manufacturers will be specified:
 - Generac, Cummings and Kohler

3. Advertise for Bids:
 - EDP anticipates being ready to Advertise for Bids on this project in early March.
 - Bids would be due on April 5, 2022 and a contract awarded at the April 12th IDA Board meeting.
 - The estimated delivery time for the new generator is 24+/- weeks.
 - As a result, it is recommended that the IDA Board authorize Advertising for Bids for this project.

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

IDA ACTION:

MOTION: To authorize EDP to Advertise for Bids the purchase and installation of a backup generator for the Tryon Wastewater Pump Station.

MADE BY: Greg Truckenmiller

SECONDED: Mike Fitzgerald

VOTE: Unanimous

G. Fulton County Sewer District No. 4: Tryon:

1. Schedule:
 - Fulton County has scheduled a public hearing for March 14, 2022 on the proposed creation of Fulton County Sewer District No. 4.
 - The Board of Supervisors must wait 30 days after the hearing before it can approve an order to create the District.
 - The Board of Supervisors should therefore be prepared to approve an order to create the District at its May 9, 2022 meeting.
 - Once the District is created, the IDA can transfer ownership of the Tryon sewer system over to the District.

2. Sewer Infrastructure:
 - The following infrastructure will be deeded to the Sewer District:
 - The gravity trunk sewer serving the TTP.
 - Several gravity lateral sewers that run off that trunk main.
 - The sewer lateral that services the property on the south side of CR107. This is a combination of force main and gravity sewers.
 - Sewer manholes.
 - Sewer pump station.

- Sewer force main that leaves the sewer pump station and terminates on Maloney Road where it connects into the sewer line leaving the State Prison.

3. Access for Sewer District:

- Once ownership of this sewer infrastructure is transferred to the Sewer District, the Sewer District needs to have access to all of this infrastructure to operate, maintain and repair as necessary.
- There are three (3) basic options:
 - Deed ownership of the land this infrastructure is located on over to the Sewer District.
 - IDA retains ownership of all lands the infrastructure is located on but conveys easements to the Sewer District to provide the District with access to all of this sewer infrastructure.
 - A combination of 1 and 2.

4. Review Map:

- Review maps of:
 - Infrastructure to be deeded to District.
 - Proposed parcels of land to potentially deed to District.

IDA DISCUSSION: Jim Mraz reviewed the information on the Agenda. He reviewed a map showing the sewer infrastructure that exists at Tryon that will be turned over to the Sewer District. He stated that the issue is providing the Sewer District with access to the sewer infrastructure. He stated there are two (2) options for doing so. The first would be to grant an easement for all of the sewer lines and pump stations out there. He stated this would require a significant amount of survey work to prepare easements for all of the infrastructure. The other option would be to deed over two (2) parcels of land to the District. Those two (2) parcels would include most of the sewer infrastructure at Tryon. He reviewed a map showing where these two (2) parcels would be located. Joe Semione asked if there would be an issue with the IDA deeding over at no cost lands to the Sewer District for this sewer infrastructure? Kara Lais stated she thought there is an exception that the ABO provides for intergovernmental transfers. She stated she would research this and report back at the next IDA Board meeting.

After a brief discussion, it was the consensus of all IDA members present to pursue transferring the two (2) parcels of land over to the Sewer District. The first parcel would be the lands that lie on the east side of County Highway 117 Road. The second would be the parcel of land that runs from CR117 down to the sewer pump station all the way to County Road 107. Jim Mraz stated that he would contact the surveyor to obtain a quote to prepare a metes and bounds description and maps for these two (2) parcels. He stated he would hope to have quotes available at the March Board meeting for the Board to review.

H. Tryon Property Insurance:

- Given the recent sale of 93+/- acres of land at Tryon to Vireo and the sale of 5.89 acres of land and Building 60 to Lott Holdings, NBT Insurance Agency was notified of these sales. These sales will impact the cost of the Property Liability Policy for Tryon.
- A Property Change Form was completed and e-mailed to NBT Insurance on 1/31/22 asking that the IDA's property liability policy be modified to reflect these sales.

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

VI. NEW BUSINESS:

A. ST-62:

1. Background:
 - a. ABO requires IDA's to annually file an ST-62 Form titled "IDA Annual Compliance Report State Sales Tax Recapture."
 - b. The ST-62 asks if an IDA:
 - Granted any sales tax exemption in the previous calendar year.
 - Moved to recapture sales tax benefits given to a company.
 - c. In 2021, the IDA:
 - Granted tax exemptions for the Hoffman Carwash Project.
 - Granted tax exemptions for the Vireo Health Project.
 - Did not move to recapture any sales tax benefits.
 - d. IDA Chairman needs to be authorized to sign and submit this ST-62 for the fiscal year ending December 31, 2021.
 - e. ST-62 must be filed by March 31, 2022.

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

IDA ACTION:

MOTION: To authorize the Chairman to sign and submit Form ST-62 for fiscal year ending December 31, 2021.

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

B. Board Training:

1. Public Authorities Law requires the IDA to annually prepare five (5) reports:
 - a. Annual Report:
 - The IDA must prepare and submit to the Chief Executive Officer, Chief Fiscal Officer, Chairperson of the Board of Supervisors and Authority Budget Office an annual report that sets forth the following:
 - (1) Its operations and accomplishments.
 - (2) Its financial reports including:
 - (a) Audited financials in accordance with all applicable regulations and following generally accepted accounting principles as defined in subdivision ten of section two of the state finance law.
 - (b) Grants and subsidy programs.
 - (c) Operating and financial risks.
 - (d) Current ratings, if any, of its bonds issued by recognized municipal bond rating agencies and notice of changes in such ratings, and

- (e) Long-term liabilities, including leases and employee benefit plans.
- (3) Its mission statement and measurements including its most recent measurement report.
 - (4) A schedule of its bonds and notes outstanding at the end of its fiscal year, together with a statement of the amounts redeemed and incurred during such fiscal year as part of a schedule of debt issuance that includes the date of issuance, term, amount, interest rate and means of repayment.
 - (5) A compensation schedule that shall include, by position, title and name of the person holding such position or title, the salary, compensation, allowance and/or benefits provided to any officer, director or employee in a decision making or managerial position of such authority whose salary is in excess of one hundred thousand dollars.
 - (6) The projects undertaken by such authority during the past year.
 - (7) A listing and description, in addition to the report required by paragraph a of subdivision three of all real property of such authority having an estimated fair market value in excess of fifteen thousand dollars that the authority acquires or disposes of during such period. The report shall contain the price received or paid by the authority and the name of the purchaser or seller for all such property sold or bought by the authority during such period.
 - (8) Such authority's code of ethics.
 - (9) An assessment of the effectiveness of its internal control structure and procedures.
 - (10) A copy of the legislation that forms the statutory basis of the authority.
 - (11) A description of the authority and its board structure including:
 - (a) Names of committees and committee members.
 - (b) Lists of board meetings and attendance.
 - (c) Descriptions of major authority units, subsidiaries.
 - (d) Number of employees, and
 - (e) Organizational chart.
 - (12) Its charter, if any, and by-laws.
 - (13) A listing of material changes in operations and programs during the reporting year.
 - (14) At a minimum a four-year financial plan, including:
 - (a) A current and projected capital budget, and
 - (b) An operating budget report, including an actual versus estimated budget, with an analysis and measurement of financial and operating performance.
 - (15) Its board performance evaluations.
 - (16) A description of the total amounts of assets, services or both assets and services bought or sold without competitive bidding, including:
 - (a) The nature of those assets and services.
 - (b) The names of the counterparties, and
 - (c) Where the contract price for assets purchased exceeds fair market value, or where the contract price for assets sold is less than fair market value, a detailed explanation of the justification for making the purchase or sale without competitive bidding, and a certification by the chief executive officer and chief financial officer of the public authority that they have reviewed the terms of such purchase or sale and determined that it complies with applicable law and procurement guidelines.
 - (17) A description of any material pending litigation in which the authority is involved as a party during the reporting litigation in which the authority is involved as a party during the reporting year.
 - The Annual Report must be filed by March 30th under PARIS.
 - Jim Mraz will present the 2021 Annual Report to the IDA Board at the March 8th IDA Board meeting.

b. Independent Audit:

- The IDA must prepare and submit to the Chairman of the Board of Supervisors, County Treasurer and Authority Budget Office an Independent Audit Report performed by a certified public accounting firm.
 - The certified public accounting firm must change its Lead Auditor every five (5) years.
 - The Audit must be filed under PARIS by March 30th each year.
 - West & Company will present the 2021 Audit at the March 8th IDA meeting.
- c. **Investment Report:**
- The IDA must annually file an Investment Report, under PARIS, by March 30th.
 - Jim Mraz will file this report under PARIS in March, 2022.
- d. **Procurement Report:**
- The IDA must annually file a Procurement Report, under PARIS, by March 30th.
 - Jim Mraz will file this report under PARIS in March, 2022.
- e. **Budget Report:**
- The IDA must prepare and submit to the Chairman of the Board of Supervisors, County Treasurer and Authority Budget Office, not more than 90 days or less than 60 days before the commencement of the IDA's fiscal year, a Budget Report for the next fiscal year, the current fiscal year and actual receipts and expenditures for the last fiscal year.
 - The Budget Report must be filed under PARIS.
 - Jim Mraz filed the 2022 Budget Report in October 2021.

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 : Sue Collins
SECOND : Todd Rulison
VOTE : Unanimous

TIME : 9:15 a.m.

MOTION : To go out of Executive Session.

MADE BY : Greg Truckenmiller
SECOND : Dave D'Amore
VOTE : Unanimous

TIME : 10:08

VIII. NEXT MEETING:

Tuesday
March 8, 2022
8:00 a.m.

IX. CLOSE MEETING:

MOTION : To close the meeting.
MADE BY : Sue Collins
SECONDED : Mike Fitzgerald
VOTE : 10:09 a.m.

TIME :