

**Minutes of the Meeting of the  
Oneida County Industrial Development Agency  
February 5, 2021**

**584 Phoenix Drive, Rome, NY/Webex Video/Teleconference Due to COVID-19 Emergency**

**Members Present: Webex:** David Grow, L. Michael Fitzgerald; Mary Faith Messenger; Steve Zogby; Ferris Betrus, Kirk Hinman, Gene Quadraro.

**EDGE Staff Present: Webex:** Steven DiMeo, Shawna Papale, Maureen Carney, Bill Van Shufflin, Jennifer Waters, Mark Kaucher, Tim Fitzgerald.

**Other Attendees: Webex/Teleconference:** Linda Romano & Laura Ruberto, Bond, Schoeneck & King; Mark Levitt & Jenna Peppenelli, Levitt & Gordon; Rome Mayor Jackie Izzo; David Rapke & Ryan Peach, representing MSP.

Chair Grow called the meeting to order at 9:03 AM. He stated that there is a need for an executive session to discuss pending contract with the Agency and possible litigation.

At 9:04 AM a motion to enter executive session to discuss a pending contract and possible litigation was moved by M. F. Messenger, seconded by K. Hinman, and carried 5-0. (audio-video technical difficulties were being resolved with two board members)

At 10:29 AM a motion to exit executive session and return to the open meeting was moved by S. Zogby, seconded by E. Quadraro, and carried 7-0.

**2020 Audit Firm**

Chair Grow gave the floor to M. Carney to review the results of her research into finding a firm to undertake the 2020 Agency audit. She reached out to multiple firms, including: D’Arcangelo & Co., Bonadio & Co., Bowers & Co, Gustafson & Wargo. The only two that were able to meet the Agency’s timeline and were interested in sending in a proposal for 2020, were D’Arcangelo and Bonadio. D’Arcangelo quoted fees of \$13,000 for the IDA and \$10,000 for the LDC. Bonadio’s quoted fees were \$7,000 for the IDA and \$4,500 for the LDC. She believes D’Arcangelo was off on the hours they believed would be involved. The bids went to the Audit Committee who agreed to award the contract to Bonadio. The other companies who did not bid for 2020 are interested in proposing for 2021, but the timing was not going to work for them for the 2020 year. She has received the engagement letters from Bonadio and will have them signed if the board approves, and she also two letters that need to go on our letterhead to Dermody, Burke and Brown to get their audit work papers from Bonadio. She did have a short meeting with Bonadio yesterday to discuss timeline and everything should be ok. She deferred to M. F. Messenger if she had anything to add. At that point M. F. Messenger’s video and audio connection to the meeting failed. S. Papale noted that the audit committee reviewed all this and that they all concurred with M. Carney that Bonadio is the entity to go with for the audit. S. Zogby and K. Hinman concurred.

**A motion to authorize engagement with Bonadio & Co. to prepare the Agency’s 2020 financial audit was moved by S. Zogby, seconded by M. Fitzgerald.** Discussion: Chair Grow commented that he would like to see the RFP for 2021 go out as soon as possible. M. Carney estimates that we should be able to do that in the May/June timeframe. There being no further discussion, Chair Grow asked for a vote on the motion: **Motion carried, 5-0.** J. Waters informed that K. Hinman had to leave the meeting just prior to the vote, and that M. F. Messenger got momentarily disconnected from the meeting, so there were only five directors present for the vote. At this point, M. F. Messenger re-established her video and audio connection to the meeting.

**MSP LLC**

Chair Grow moved onto the next agenda item, which pertains to the PILOT benefit claw-back action with MSP by the Agency. Noting that there had been a presentation provided by MSP’s counsel at the January meeting, and that the board had given authorization to M. Levitt to discuss a payment settlement with MSP, he stated that Mr. Levitt has completed those discussions and is recommending to the Agency that it approve a payment plan from MSP LLC of a total of \$50,000 to the Agency which represents a portion of the total benefits that were granted to MSP, plus an amount of

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up to \$15,000 to cover the Agency's legal fees. If approved, one-half of the \$50,000 would be paid by March 1<sup>st</sup>, 2021, with the balance payable three months later. Attorney fees would be paid when incurred and billed. M. Levitt stated that there was also discussion regarding the status of the PILOT and that at the time the initial payment is made, he and Mr. Rapke will undertake arranging security for the balance of the payment. He recommends the board move forward with this plan. Chair Grow explained that since there are two issues to be acted upon. First, there would need to be a motion accepting the recommendation of M. Levitt to accept the terms of the re-payment plan by MSP, and then an additional motion to deal with the status of the existing PILOT. **A motion to accept the recommendation of Agency counsel Mark Levitt to accept payment from MSP LLC of \$50,000, half of which will be payable before or on March 1, 2021, with the balance payable by MSP LLC within three months beyond that date, and for MSP LLC to pay the Agency's attorney fees up to \$15,000 when incurred and billed, was moved by M. Fitzgerald, seconded by E. Quadraro, and carried 6-0.** Chair Grow moved onto addressing the status of the PILOT with MSP LLC. **A motion to terminate the current PILOT agreement with MSP LLC, affective immediately going forward, was moved by M. Fitzgerald, seconded by M. F. Messenger, and carried 6-0.**

#### **Old Business**

Chair Grow explained that staff is preparing a report from staff to address the current Agency renewable energy policy and that he is going to ask that this be placed on the Agenda for the March 2021 meeting to review. He asked S. Papale to prepare materials for that review. S. Papale asked the board to provide her with any comments or questions.

Chair Grow wished everyone well and stated that the next meeting will be at 8 AM, Friday February 19<sup>th</sup>.

**There being no further business, at 10:41 AM Chair Grow asked for a motion to adjourn the meeting: M. F. Messenger moved, and D. Grow seconded the motion to adjourn. Motion carried 6-0.**

Respectfully Submitted,

Mark Kaucher