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**Minutes of the Meeting of the
Oneida County Industrial Development Agency
March 28, 2023
584 Phoenix Drive, Rome, NY
AND
3211 Oriole Drive, Sarasota, FL*
And via Webex Video/Teleconference**

*Both meeting locations were publicly noticed on the OCIDA agenda posted online and in the mailing

Members Present – Rome, NY: David Grow, Steve Zogby, Mike Fitzgerald.

Members Present – Sarasota, FL: Ferris Betrus, Mary Faith Messenger, Kirk Hinman, Gene Quadraro.

EDGE Staff Present – Rome, NY: Steven J. DiMeo, Maureen Carney, Tim Fitzgerald, Laura Cohen, Mark Kaucher, Chris Lawrence, Hannah Phillips.

EDGE Staff Present – Sarasota, FL: Shawna Papale

EDGE Staff Present – WebEx: Bill Van Shufflin

Other Attendees: Mark Levitt, Levitt & Gordon; Rome Mayor Jackie Izzo, Jef Saunders, Saunder-Kahler LLP; Wade Abraham, Alder Creek Beverage.

Other Attendees – WebEx: Paul Goldman, Goldman Attorneys PLLC; Linda Romano and Laura Ruberto, Bond, Schoeneck & King; Shelby Pay, WUTR; John Herbrand and Charlie Monte Verde, Mohawk Adirondack & Northern Railroad; Alison Stanulevich, Horsht, LLC; Bob Pagano, Kris-Tech Wire; Patrick Allen and Greg Mountain, Collins Solar LLC; Gregg Evans, The Bonadio Group

Chair Grow called the meeting to order at 8:13 AM.

The members present in Sarasota, Florida stated that the location in which they are meeting is open to the public.

Open Meetings Law

A discussion ensued pertaining to the proposed Agency policy of procedures for member videoconferencing pursuant to Public Officers Law. **F. Betrus moved, and E. Quadraro seconded, to modify paragraph 3 of the policy such that Members must be physically present at the designated public meeting location in Rome, New York for no less than Fifty Percent (50%) of the meetings of the OCIDA within any given calendar year.** S. Zogby disagreed, and also stated that a physical location open to the public should imply that the location is within a reasonable distance for a resident of Oneida County. **M. Fitzgerald moved, and S. Zogby seconded, to modify paragraph 2 of the policy such that pre-planned out of state travel is eliminated from the list of extraordinary circumstances.** F. Betrus brought up concerns with paragraph 6, and whether or not a quorum remains after the departure of a member from the meeting. **M. Fitzgerald moved, and F. Betrus seconded, to remove paragraph 6 in its entirety from the proposed policy.** S. Zogby questioned whether or not the removal of paragraph 6 would mean that a meeting would have to end if a member attending in-person left the meeting. D. Grow stated that if a quorum is no longer present, it may still be worthwhile for the meeting to be able to continue even if no more action may be taken. F. Betrus suggested removing paragraph 6, and having the Agency research whether or not a meeting can continue and action be taken with a quorum not present in a single location. Once the Agency has more clarity on this issue, it can be added into the policy. F. Betrus also clarified that his motion regarding meeting attendance intended to require 50% in-person attendance only for current board members, and any future board members required to attend 70% of meetings in-person. S. Zogby and D. Grow disagreed with that proposal. **In a vote on F. Betrus's motion requiring in-person attendance for no less than Fifty Percent (50%) of the meetings of the OCIDA within any given calendar year, the motion failed 3-4 (F. Betrus, E. Quadraro, and M. Fitzgerald in favor; K. Hinman, M.F. Messenger, S. Zogby, and D. Grow opposed). In a vote on M. Fitzgerald's motion to remove from paragraph 2 pre-planned out-of-state travel from the list of extraordinary circumstances, the motion carried 7-0. In a vote on M. Fitzgerald's motion to remove paragraph 6 in its entirety from**

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the proposed policy, the motion carried 6-1, with S. Zogby opposed. D. Grow advised that the Agency still needs to agree on a percentage of in-person attendance required as part of this policy. **S. Zogby moved, and K. Hinman seconded, to modify paragraph 3 of the policy such that Members must be physically present at the designated public meeting location in Rome, New York for no less than Two-Thirds [2/3] of the meetings of the OCIDA within any given calendar year.** M.F. Messenger suggested a simple majority of meetings be attended in-person. The members then discussed whether this rule should apply to all meetings or only regularly scheduled meetings. **M.F. Messenger moved to amend the motion, requiring 60% in-person attendance of the regularly scheduled meetings of the OCIDA within any given calendar year. F. Betrus seconded the motion. Both S. Zogby and K. Hinman assented to the modification. The motion carried 7-0.** A discussion ensued regarding whether the 60% attendance requirement is effective immediately, looking at the past 12 meetings, or if it will be evaluated at an end-of-calendar-year basis. M. Levitt opined that as it is written, it would be evaluated at an end-of-calendar-year basis. D. Grow suggested adding specific language to the policy that would define the method of evaluation. **K. Hinman moved, and M.F. Messenger seconded, to include in the proposed policy the following language: "The Agency will evaluate attendance on an end-of-calendar-year basis, and report to the appointing authority at that time any members that did not meet the attendance threshold."** F. Betrus asked if it was legal to evaluate attendance in this proposed way. M. Levitt opined that it was legal. K. Hinman then called the question. **The motion carried 5-1, with F. Betrus opposed and M. Fitzgerald abstaining.** Prior to voting on the entire amended policy, M. Fitzgerald asked that the amended paragraph 3 be read. D. Grow read the paragraph as amended. Discussion ensued regarding whether the attendance evaluation and advisement to the appointing authority would be included in this paragraph or in a separate paragraph. Consensus among the members was that it would be included in paragraph 3. **S. Zogby moved, and D. Grow seconded, to approve the Agency's policy of procedures for member videoconferencing, as amended. The motion carried 7-0.**

Financials

M. Carney presented the 2/28/2023 interim financial statement. Cash has increased by \$69K over the last 12 months. Restricted cash – PILOT holdings is made up of checks that were received but the payments to the jurisdictions have not been processed. The balance in accounts receivable – Wolfsped PILOTs is the Q1 billing; the invoice is due to the Wolfsped on February 15th of each year; Q1 payment is due no later than March 31. Wolfsped PILOT holdings is the offsetting account against the balance in the receivable; balances in these accounts will zero out once the payment is received from Wolfsped and the Agency disburses the funds. The Agency has collected \$5,000 total in commitment fees from five projects that have not yet closed as of February 2023. 2023 annual lease payments have been billed. Additional costs will be incurred due to the NYS website requirements implemented by the State's Authorities Budget Office; the additional costs were presented to the board, reviewed and voted on in the February 10th meeting. **Agency received and accepted the interim financials presented, subject to audit.**

M.F. Messenger shared that the 2022 draft financial audit had been provided to the members in the mailing, and stated that Gregg Evans from Bonadio was present via WebEx to answer any questions. M. Fitzgerald pointed out that in the first note to Basic Financial Statements, it lists the Agency's primary function is to issue industrial revenue bonds. However, due to New York State legislation, the Agency has not done such a bond in about fifteen years. He suggested striking this language from the note. M. Fitzgerald also pointed out that the audit makes no mention of the approximately \$3 million in funding flowing through the Agency in PILOT and PILOT Increment Financing contracts. These are the projects that the Agency is administering. M. Carney stated that she would work with Mr. Evans to write a disclosure note regarding this. He also brought up that the Management's Discussion & Analysis section does not include any discussion on the local economic impact of the Agency's activities, such as jobs created or retained. He requested that a short narrative be included. **A motion to approve the 2022 draft financial audit, contingent upon the edits suggested by the members, was made by M.F. Messenger, seconded by M. Fitzgerald, and carried 7-0.** M.F. Messenger thanked Bonadio group for its work on compiling the 2022 audit.

At 9:19, **F. Betrus moved to suspend the meeting for a recess. The motion was seconded by D. Grow, and carried 7-0.**

Chair Grow called the meeting back to order at 9:24.

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Kris-Tech Wire Co., Inc. – SEQR Resolution

Chair Grow introduced a SEQR resolution relating to the **Kris-Tech Wire Company, Inc. 2023 Expansion Project**. The City of Rome Planning Board acted as lead agency and the Agency wishes to adopt the determinations and findings of the lead agency. **S. Zogby moved, and K. Hinman seconded, to approve the SEQR resolution relating to the Kris-Tech Wire Company, Inc. 2023 Expansion Project. The motion carried 6-0, with M. Fitzgerald abstaining.**

Kris-Tech Wire Co., Inc. – Final Authorizing Resolution

Chair Grow introduced a final authorizing resolution relating to the **Kris-Tech Wire Company, Inc. 2023 Expansion Project**, authorizing financial assistance (consistent with the Agency’s Uniform Tax Exemption Policy) in the form of exemptions from sales tax (not to exceed \$437,500), exemptions from mortgage recording tax (not to exceed \$63,750) and reduction of real property tax on the increased assessment resulting from the Project for a period of 10 years (estimated at \$1,437,672), and authorizing the form and execution of related documents, subject to counsel review. The Agency conducted a public hearing on March 13, 2023. **S. Zogby moved, and F. Betrus seconded, to approve the final authorizing resolution relating to the Kris-Tech Wire Company, Inc. 2023 Expansion Project. The motion carried 6-0, with M. Fitzgerald abstaining.**

Alder Creek Beverages, LLC – Consent to Change of Control

Chair Grow introduced an amended resolution relating to the **Alder Creek Beverages, LLC** facility. The Agency adopted a resolution on February 13, 2023 relating to the consent to change of control and wishes to consider an amendment. S. Papale explained that at the February meeting, a job commitment was included that was based on information from another agenda item. The proposed amended resolution clarifies that no additional job commitment is required. **E. Quadraro moved, and D. Grow seconded, to approve the amended resolution relating to Alder Creek Beverages, LLC.** M. Fitzgerald expressed concern about the precedent this could set with the change in control taking place prior to the Agency’s authorization, and that a benefit is continuing to the business without much impact being provided to the local community. S. Papale apologized for not bringing this matter to the Agency for a vote sooner, though pointed out that this change in ownership was previously discussed in executive sessions. D. Grow agreed that it could set a bad precedent, but acknowledged that continuing financial assistance is important to retaining jobs in a rural part of the County. M. Kaucher stated that the original PILOT agreement required the business to retain 44 jobs and create 10, and that as of the company’s 2022 annual report, it had 49 jobs. Wade Abraham, representing Alder Creek Beverages, stated that the business currently has 52 employees. He further explained the challenges with finding candidates to hire, especially considering the rural character of where their business is located. During COVID, the financial support that was offered by the investment group which purchased the company enabled the business to stay viable, preserving as many jobs as possible at a time when customer demand was drastically decreased, and the offer to purchase made the difference between staying in business and being liquidated. Upon hearing this information, M. Fitzgerald suggested terminating the existing PILOT and offering a new PILOT to the new ownership with no fee or change to existing employment commitment. Mr. Abraham pointed out that this proposal would result in a loss of benefit for the current year. D. Grow also stated that keeping the existing benefit in place will avoid new legal and closing fees. With no further discussion, **the motion carried 4-3, with F. Betrus, K. Hinman, and M. Fitzgerald opposed.**

Mohawk Adirondack & Northern Railroad Inc. – Inducement Resolution

Chair Grow introduced an inducement resolution relating to the **Mohawk Adirondack & Northern Railroad Inc./Genesee & Mohawk Valley Railroad, Inc. 2023 Lease and PILOT Extension**, granting preliminary approval for financial assistance (that is a deviation from the Agency’s Uniform Tax Exemption Policy) in the form of extending the full exemption from real property taxes for a period of ten years (valued at approximately \$1,000,000.00) and authorizing the Agency to conduct a public hearing. Chair Grow clarified that the Agency could continue the same PILOT benefits, but shift the ownership to the railroad company and convey benefits via a lease-leaseback agreement. S. Papale also stated that the Agency is requesting that the railroad provide to the Agency its annual maintenance plan to ensure safety throughout the line, and that prior to closing, a service agreement be completed with Griffiss Local Development Corporation to ensure continued rail service to Griffiss Park tenants. Mayor Izzo encouraged the Agency to support this request in order to continue reliable freight service in the City of Rome and in the Griffiss Park. John Herbrand, representing the railroad, expressed confidence that an agreement with GLDC will be in place prior to the

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existing PILOT expiring on June 30th, 2023. L. Ruberto stated that this agreement is already a stated condition in the proposed inducement resolution. Mr. Herbrand stated that he and his partners David Monte Verde and Michael Thomas each own one-third of Genesee Valley Transportation Co., which owns 90% of Mohawk Adirondack & Northern Railroad Inc. There is a separate individual that owns 10% of MA&N Railroad. **The motion carried 7-0.**

Collins Solar, LLC – Inducement Resolution

Chair Grow introduced an inducement resolution relating to the **Collins Solar, LLC (Barneveld Community Solar) Facility**, granting preliminary approval for financial assistance in the form of reduction of real property taxes for a period of 25 years during which time the Company will pay PILOT Payments equal to \$10,000 per MW-AC (valued at approximately \$1,628,296.00), which is consistent with the Agency's Uniform Tax Exemption Policy and authorizing the Agency to conduct a public hearing. It was clarified that the per-megawatt payments will equate to ~\$1.6 million, and that the full property taxes without exemption would be approximately \$3.2 million. **S. Zogby moved, and M.F. Messenger seconded, to approve the inducement resolution relating to the Collins Solar, LLC Project.** M. Fitzgerald asked about the status of the project's decommissioning plan. Greg Mountain, representing the project, stated that the decommissioning plan is in place, and that a decommissioning bond is also in place. This project has received all necessary municipal approvals. F. Betrus asked who owns Sunlight PV, LLC. Mr. Mountain stated that it is an entity of Sunlight General, but the exact ownership of that entity was known off-hand. M. Kaucher stated that this is the same ownership group that put together the SG Oneida project, and during that project, a letter was provided that stated the exact ownership as one-third (33.3%) owned by each of the following three private individuals / legal U.S. citizens: Stacey L. Hughes, Edouard Klehe, and William C. Zachary. Mr. Mountain stated that he would affirm the same ownership, and provide a re-signed letter stating such. With no further discussion, **the motion carried 6-1, with F. Betrus opposed.**

Collins Solar, LLC – SEQR Resolution

Chair Grow introduced a SEQR resolution relating to the **Collins Solar, LLC (Barneveld Community Solar) Facility**. The Town of Trenton Planning Board acted as lead agency and the Agency wishes to adopt the determinations and findings of the lead agency as a "Type 1" action. **M. Fitzgerald moved, and S. Zogby seconded, to approve the SEQR resolution relating to the Collins Solar, LLC Project. The motion carried 7-0.**

Horsht, LLC – Increase of Sales Tax Exemption

Chair Grow introduced a resolution relating to the **Horsht, LLC Facility**, authorizing an increase in the value of sales tax exemptions (not to exceed \$186,479) and an extension of time of the agency appointment to September 30, 2023 and approving the form and execution of related documents. **M. Fitzgerald moved, and S. Zogby seconded, to approve the Increase of Sales Tax Exemption relating to the Horsht, LLC Project. The motion carried 7-0.**

GLDC/Building 302 Facility – License Agreement Extension

Chair Grow introduced a resolution relating to the **Griffiss Local Development Corporation/Building 302 Facility**, consenting to a one-month extension of an existing license agreement and authorizing the form and execution of related documents, subject to counsel review. M. Fitzgerald clarified that this is a simple one-month extension. **M. Fitzgerald moved, and F. Betrus seconded, to approve the license agreement extension relating to the GLDC/Building 302 Facility. The motion carried 7-0.**

Research Associates of Syracuse, Inc. – Extension on Tenant Search

Chair Grow recused himself from discussion and voting on this matter. M. Fitzgerald introduced a resolution relating to the **Research Associates of Syracuse, Inc. Facility**, extending the period of time for the landlord to identify a replacement tenant to June 30, 2023 and authorizing the execution of related documents, subject to counsel review. He referenced recent communication between staff and the company which details recent efforts to obtain a tenant, and the circumstances which have delayed the execution of a lease. Specifically, the Rome City School district is considering leasing the space for administrative offices. Staff made the following recommendation to the members: since the School District's approval process is out of the control of the Company, the Agency shall offer (a) if the School District Sublease is approved, terminate the Agency Documents effective on the July 2023 taxable status date; or (b) if the School District Sublease is not approved, extend the period of time for the Company to identify a suitable tenant to June 30, 2023; or

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(c) if the Company identifies another suitable tenant and such tenant is eligible for financial assistance from the Agency and the Agency grants its consent, amend and restate the Agency Documents to reflect the new project, the new project goals, and the new tenant; or (d) if the Company does not identify another suitable tenant before June 30, 2023, terminate the Agency Documents effective on the July 2023 taxable status date. **S. Zogby moved, and F. Betrus seconded, to approve the proposed extension on a tenant search for Research Associates of Syracuse, Inc. until June 30, 2023. The motion carried 6-0, with D. Grow abstaining.**

GLDC Master Lease and PILOT - Inducement Resolution

Chair Grow introduced an inducement resolution relating to the **GLDC 2023 Master Lease and PILOT Extension**, granting preliminary approval for financial assistance (that is a deviation from the Agency's Uniform Tax Exemption Policy) in the form of extending the full exemption from real property taxes for a period of ten years (valued at approximately \$6,781,293.00) and authorizing the Agency to conduct a public hearing. Chair Grow explained that this is an extension of the original master lease that started in or around 2001, and which is essential in order to enable development on the vacant land within the Griffiss Business & Technology Park. M. Fitzgerald stated that the types of facility listed in the memo are not accurate to the existing condition of the properties included in this application. All properties included in this master lease and PILOT are currently vacant, but *could be* developed into a variety of industrial, commercial, retail, market rate housing, community solar, or community facilities. He stated that the Agency should not pre-determine the types of development to take place. The applicant stated that this was not the intent as it was written, but instead to explain the variety of developments that are possible and permissible on these properties. M. Fitzgerald questioned how the approximate value of property taxes to be exempted was derived. Jef Saunders explained that many of the acres included in this PILOT consist of public infrastructure such as roads and storm drainage, which are in the process of being transferred to the City of Rome. The assessed value of these properties alone is over \$12 million. This is further complicated by the fact that some of these assessed values are derived from Air Force estimates, which were established when there was a lot more building fabric and other assets present at the Base. M. Fitzgerald stated that the memo to the members should be corrected to state that the current taxes being paid is \$0 and the estimated PILOT value is around \$6.7 million. M. Fitzgerald asked for clarification on question 6b on the application, which requests a 49-year PILOT on open-space properties. J. Saunders stated that this was a mistake and that the request should be 10 years. **S. Zogby moved to approve the GLDC Master Lease and PILOT Extension Inducement Resolution, with the corrections made to the listed types of facilities, the stated amount of current taxes being paid, and the PILOT duration on open-space properties. M. Fitzgerald seconded the motion. The motion passed 7-0.**

Sovena USA – Mortgage Modification Document

Chair Grow introduced a resolution to ratify the execution and delivery of a mortgage modification document relating to the **Sovena USA facility**. The Agency was asked to join in a mortgage modification to amend certain business terms of a mortgage to which the Agency is a party. Such action was authorized by the resolution adopted by the Agency on December 15, 2015, and this ratification is to note the action on the record. M. Fitzgerald asked what the mortgage modification is, and whether or not a letter was received from Sovena. S. Papale confirmed that a letter was received, and L. Ruberto stated that the modification involved changing the index upon which the interest rate is based, since LIBOR is being discontinued. **S. Zogby moved, and M. Fitzgerald seconded, approving the resolution to ratify the execution and delivery of a mortgage modification document relating to the Sovena USA facility. The motion carried 7-0.**

FAST NY Application

Chair Grow introduced a request to apply to Empire State Development (ESD) for FAST NY on behalf of Mohawk Valley EDGE for the Marcy Nanocenter site. S. DiMeo explained that this application and any grant monies received will pay for additional site improvements at Marcy Nanocenter, which will better position it for future semiconductor manufacturing. The total budget will be about \$18 million. He stated that a copy of the completed application, including a full project budget, will be provided by EDGE staff for Agency members to review at the next meeting. L. Romano stated that many other IDAs across New York State are submitting FAST NY applications on behalf of development sites and economic development organizations. S. DiMeo said that Oneida County is expected to be submitting an application for the Triangle Site on the Griffiss Business & Technology Park. D. Grow asked if this grant will be reimbursement-

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based. S. DiMeo wasn't sure since this guidance has not been provided by New York State. **F. Betrus moved, and K. Hinman seconded, to authorize the Agency to apply to Empire State Development (ESD) for FAST NY on behalf of Mohawk Valley EDGE for the Marcy Nanocenter site. The motion carried 7-0.**

PAAA Submissions

Chair Grow introduced a resolution to ratify and confirm the required PAAA documents and to approve their submission to New York State. Chair Grow clarified that none of the documents and policies being submitted included new amendments. **M. Fitzgerald moved, and S. Zogby seconded, a motion to ratify and confirm the required PAAA documents and to approve their submission to New York State. The motion carried 7-0.**

Minutes

The members reviewed meeting minutes from the Agency meetings from December 8, 2022 and February 10, 2023. M. Fitzgerald pointed out the need to revise the third and fourth motions made during the December 8, 2022 meeting. These motions were only to approve the 2023 EDGE-OCIDA Staff Service Contract and 2023 EDGE-OCIDA Supplemental Staff Service Contract. **M. Fitzgerald moved, and M.F. Messenger seconded, to approve the December 8, 2022 minutes as corrected. The motion carried 7-0.** With no changes, **M. Fitzgerald moved and F. Betrus seconded to approve the February 10, 2023 minutes as presented. The motion carried 7-0.**

At 10:43 AM a motion to enter executive session in order to discuss litigation was made by F. Betrus, seconded by E. Quadraro, and carried 7-0.

At 11:24 AM a motion to exit executive session and return to the open meeting was moved by M. Fitzgerald, seconded by F. Betrus, and carried 7-0.

There being no further business, at 11:25 AM Chair Grow asked for a motion to adjourn the meeting: M. Fitzgerald moved, and F. Betrus seconded the motion to adjourn. Motion carried 7-0.

Respectfully Submitted,

Tim Fitzgerald