

COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
March 6, 2014
Meeting Minutes

CALL TO ORDER

Chair Sharon Oberriter called to order the meeting of the COIDA at 7:31 a.m. at the County offices at 242 Main Street, Oneonta, NY. Voting members present included Sharon Oberriter, Joe Bernier, Len Marsh, Betty Anne Schwerd, Jeff Lord, Jim Salisbury, Bob Hanft, James Jordan and Hugh Henderson.

Also in attendance:

Staff: Sandy Mathes, Elizabeth Horvath, Joe Scott and Kurt Schulte

Guests: Mayor Miller, Chair Clark, Kay Stuligross, Phil Balantic, Liz Rickard, Mike Spagnola and Martin Shanks

MEETING MINUTES

Minutes for January 9, 2014 were reviewed. Mr. Marsh made a motion to accept the minutes, Ms. Schwerd seconded, motion carried.

TREASURER'S REPORT

The board reviewed January's statements. Mr. Lord highlighted two changes on the balance sheet addressing reserves put in place following the January meeting of the Audit Committee; Mr. Lord noted further that our P&L in January was "typical." Siemens has renewed its lease for the Pony Farm space for one year, rather than the traditional three, at a slightly higher rate; Mr. Marsh noted that Siemens bought a new facility in Chicago, and Mr. Mathes will investigate Siemens' intentions vis a vis maintaining a presence in Oneonta. COIDA's professional fees are higher year to date than usual, in part because of use of consultants, for example Mr. Gulotty. Mr. Salisbury moved to accept the Treasurer's report, Ms. Schwerd seconded, and the motion passed with a roll-call vote (9 Aye, 0 No, 0 Abstentions).

BILLS TO BE PAID

Ms. Horvath presented bills to be paid, including voluntary PILOT payments on COIDA-owned properties (Siemens and Richfield Springs). The board discussed the procurement policy and Bob Hanft moved to authorize up to \$2500 total in expenses as a budget for professional advice to be available at the CEO's discretion, for the purposes of relocation. Higher amounts would continue to need Board approval. Ms. Schwerd seconded. With a roll-call vote (9 Aye, 0 No, 0 Abstentions) the motion carried. Mr. Bernier mentioned that we should keep in mind that voluntary PILOT payments are voluntary. Mr. Salisbury moved to approve the payment amounts and to advise the payees that for 2015 we are considering non-payment depending upon

COIDA's financial circumstances; Mr. Henderson seconded. With a roll-call vote (Mr. Bernier voted No, all others voted Aye), the motion passed. Mr. Salisbury moved to approve the Bills to be Paid, Mr. Lord seconded, and with a roll-call vote (9 Aye, 0 No, 0 Abstentions), the motion passed.

BILLS TO BE CONSIDERED PRE-APPROVED

The Board reviewed the prepared list. Mr. Bernier made the point that once COIDA moves to new space and the number of bills the Agency receives increases (telephone, electric, internet, etc.), the Board should add to this list, which would be advisable from an audit standpoint. Ms. Oberriter indicated that the pre-approved bills should continue to be noted on the Bills to be Paid report as "paid" for Board meetings going forward. Mr. Salisbury moved to pre-approve ongoing bills for services or contracts that the Board has already approved and budgeted for; Mr. Marsh seconded. With a roll-call vote (9 Aye, 0 No, 0 Abstentions), the motion carried. Mr. Scott was asked to include this information in the COIDA Policy Manual.

PERSONNEL MATTERS

The Board discussed extending its employment of Amy Lieberman on an hourly basis until the end of March. Mr. Bernier moved to extend COIDA's commitment, Mr. Hanft seconded, and with a roll-call vote (9 Aye, 0 No, 0 Abstentions), the motion passed.

Mr. Hanft moved to accept, with regret and appreciation, Mr. Gulotty's resignation as Interim CEO of COIDA. Mr. Marsh seconded and the motion passed. Mr. Bernier moved to accept Mr. Gulotty's modified contract as independent contractor/consultant for Ms. Horvath as COO, Mr. Salisbury seconded, and with a roll-call vote (9 Aye, 0 No, 0 Abstentions) the motion carried.

The Board discussed amendments to Mr. Mathes' contract and title, in an effort to clarify Mr. Mathes' role; the amended contract maintains Mr. Mathes' status as independent contractor to COIDA but names him CEO. Mr. Bernier moved to adopt the amended contract, Mr. Hanft seconded, and with a roll-call vote (9 Aye, 0 No, 0 Abstentions) the motion passed.

POLICY MANUAL

Mr. Scott presented the updated Policy Manual with black-lined edits to the Board, and suggested a review of the manual by the Governance Committee, which will then make a recommendation to the Board. The Governance Committee will likely meet in early April to review.

CEO's REPORT

Mr. Mathes reviewed his first 50 days at COIDA, presenting documents concerning a proposed move to the office space on the 5th floor of 189 Main Street in Oneonta, to create a new image/perception/approach for COIDA and to begin to form a business center that would house,

among other things, start-ups, workforce development, training, new-business incubation, etc. with valued partners. Prior tenant paid \$8.50/SF with triple net; our rate would be \$4.32/SF all in. Mr. Marsh moved to authorize Mr. Mathes to move forward in negotiating a lease for 189 Main St. that the Board could approve, Mr. Salisbury seconded, and the motion passed (7 Aye, with Mr. Lord and Mr. Bernier abstaining). Mr. Lord advocated evaluating the lease with a value vs. expense perspective, given that COIDA's financial position depends upon incoming revenue. Mr. Mathes emphasized the need to drive grants and contributions for the 2015 budget cycle; Mayor Miller commented that the partners at the table are very engaged right now, including the colleges.

Mr. Mathes reviewed the draft MOUs he has created for first- and second-tier partners; further, he reviewed the mission statement and proposed structure concerning his and COIDA's role as "single point of contact" for coordinating all activities and services that businesses might need.

Mr. Mathes moved on to a discussion of COIDA's engagement with Clough, Harbor & Associates: his recommendation is to terminate the contract and pay CHA what we currently owe them. The board agreed that the Project Committee will meet on the issue first before terminating with CHA. Mr. Bernier moved to authorize Mr. Schulte to move forward with terminating the contract, pending review by the Project Committee, Ms. Schwerd seconded, and the motion passed unanimously. Mr. Jordan emphasized the importance of making sure COIDA has all of the deliverables promised by CHA before ending the relationship.

Mr. Mathes provided an update on the Wright National Soccer Fields and their use. Mr. Bernier moved to approve a one-year use contract for the Oneonta Soccer Club, pending legal review; Mr. Salisbury seconded and the motion passed.

COO's REPORT

Ms. Horvath updated the Board on ongoing discussions at the County level concerning broadband, and the status of the Connect NY grant awarded to COIDA through partnership with CompDirectUSA. Mike Spagnola of CompDirectUSA answered questions and described some of the conversations he's had at the County concerning use of public safety towers for wireless equipment. Mr. Schulte and Mr. Scott agreed to create a document outlining the relationship between CompDirectUSA and COIDA for the purposes of the broadband project and the grant, and to craft a three-party agreement between COIDA, CompDirectUSA and the MWBE business (once chosen) to ensure compliance with the terms of the grant.

Ms. Horvath invited Mr. Scott to share with the Board his analysis of our PILOT agreement with Hillside Commons, and Hodgson Russ' recommendations on incorporating claw-back agreements into PILOTs going forward. The Board decided to address claw-back language and provisions at the Governance Committee level.

NEW BUSINESS

Elizabeth Rickard from Milford made a request to the Board for funding for the CORE program, emphasizing its role in the training and development of the County's future workforce. Mr. Marsh moved to approve a contribution of \$10,000 to CORE, Mr. Bernier seconded, and with a roll-call vote (9 Aye, 0 No, 0 Abstentions), the motion carried.

There being no further business, Mr. Bernier moved to adjourn the meeting, Mr. Salisbury seconded, and the meeting adjourned at 10:56 a.m.