

**Cayuga County Industrial Development Agency
Regular Meeting
Springside Inn
6141 W. Lake Rd.
Auburn, NY
December 18th, 2018 at 12:00pm**

Chairman Lockwood called the meeting to order at 12:16pm, noting that a quorum was present.

ROLL CALL:

Present: Ray Lockwood, Ben Vitale, John Latanyshyn, Gina Speno, Herb Marshall, Andrew Rindfleisch, Paul Lattimore

Others Present: Tracy Verrier, Samantha Frugé, Derek Simmonds (CEDA); Rick Galbato (Galbato Law Firm)

MEETING MINUTES:

Mr. Rindfleisch moved to approve the minutes of the November 20th Regular Meeting, seconded by Ms. Speno. Mr. Marshall noted the November 20th Regular Meeting Minutes should state the Finger Lakes Mall property was to close before the December meeting. All members present voted in favor to the minutes as amended; motion carried. Mr. Marshall moved to approve the minutes of the October 16th Regular Meeting; seconded by Mr. Rindfleisch. All members present voted in favor, motion carried.

BILLS AND COMMUNICATIONS:

Ms. Frugé presented bills from the Chamber of Commerce for membership renewal (\$275), Knapp Electric for repair work on the lights at the Industrial Park (\$287.24), and NYSEG for electric service at the Industrial Park (\$188.83). Mr. Vitale moved to pay the bills, seconded by Mr. Rindfleisch. All members voted in favor, the motion carried.

REPORT OF THE TREASURER

Ms. Frugé reviewed the budget report, noting income from savings accounts and CDs in the amount of \$261.31 and small-project fee revenue Cayuga Veterinary Services in the amount of \$4,758. Ms. Frugé reviewed the expenses, noting service charges from KeyBank (166.05) and NYSEG electric charge for the Industrial Park from the month prior (137.29). Mr. Latanyshyn moved to accept the report of the treasurer, seconded by Mr. Rindfleisch. All members present voted in favor, the motion carried.

UNFINISHED BUSINESS

Renewable Energy PILOTs: Ms. Verrier provided three sample PILOT scenarios for a solar project [15-year, 20-year, 25-year] and explained that one scenario was a 25-year split model that included a general 15-year PILOT with an optional renegotiation for the following 10 years. She added that CCIDAs has only rarely done a PILOT longer than 15 years, but it would be at the Board's discretion. She explained that NYSEDA provided a calculator to help determine how much solar projects could potentially afford, noting they generally recommended \$1700-5000 per megawatt per year for our area. Mr. Rindfleisch asked how they would handle a situation where the technology being used for a solar project became outdated within the 25-year PILOT? Ms. Verrier explained that they could build exit strategies into the language of the contract to

address those situations. Mr. Rindfleisch noted the PILOT savings were significant for solar projects and questioned if the projects were receiving a reasonable benefit? Ms. Verrier explained that the State wants to incentivize these types projects by assisting in making them more financially feasible. She added that they could structure the levels to cap the incentive, dependent on the project. Mr. Rindfleisch asked what the job creation potential would be for those projects? Ms. Verrier explained that the projects create temporary construction jobs, but very few, if any, permanent jobs. The local economic benefit would be the potential to provide local businesses and individuals with lower cost energy options. Ms. Speno asked what the standard PILOT term was for the projects? Ms. Verrier stated solar developers have expressed an interest in 25 years, but the State standard is 15 years. Mr. Vitale suggested that the term could be negotiated for a better incentive based on projects that are interested in utilizing less desirable land. Ms. Speno suggested keeping the language for solar PILOTs more general due to each PILOT being customized for each project. Mr. Vitale agreed and suggested setting a 15-year PILOT term as the standard with room for adjustments. Ms. Verrier suggested they have a representative from NYSEERDA attend the next Regular Meeting to provide perspective on what was working and not working for solar PILOTs. The Board was agreeable.

CEDA Staff Update: Ms. Verrier provided an update on various projects CEDA staff are working on. She noted there had been some interest in parcels at the Aurelius Industrial Park, but there was some pushback on the \$25k per acre price for parcels without utilities built out.

NEW BUSINESS

2019 Nominations: Ms. Verrier noted that the nominating committee had met to make prepare recommended nominations for Officers, Legal Counsel, or Staff. Mr. Marshall moved to recommend the board remain the same with Mr. Lockwood as Chair, Mr. Lattimore as Vice-Chair, Mr. Latanyshyn at Treasurer/Secretary, Harris Beach as Transaction Counsel, Galbato Law Firm as General Counsel, Ms. Verrier as Executive Director, and Ms. Frugé as Acting Treasurer. Mr. Marshall expressed that he continues to be concerned that CEDA's Executive Director is also the Executive Director of the Chamber of Commerce. Mr. Rindfleisch seconded the motion. All other members present voted in favor; motion carried.

RESOLUTION: Ratifying prior-adopted policies, standards, and procedures: Ms. Verrier noted the only change to the policy resolution was that Mr. Rindfleisch replaced Ms. Contigulia on the Governance Committee. Motioned by Mr. Rindfleisch to approve the policy resolution as amended, seconded by Mr. Latanyshyn. All voted in favor, motion passed.

Executive Session: Mr. Vitale made a motion to enter into Executive Session to discuss matters involving matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular corporation; seconded by Mr. Latanyshyn. All members present voted in favor. The Board Entered Executive Session at 12:29pm.

Mr. Marshall moved to exit Executive Session; seconded by Mr. Latanyshyn. All members present voted in favor. The Board Exited Executive Session at 12:40pm.

Board Member Updates: Mr. Marshall noted the Board's responsibility to be up-to-date on matters involving CEDA and requested that CEDA activity reports be included in the Regular Meeting Packets mailed to Board members. He would like to discuss more thoroughly at the next meeting what information about CEDA is relevant to the CCIDA board, especially in light of the recent budget cut. The Board was agreeable.

January Meeting Date: Ms. Verrier requested to reschedule the January meeting date due to a scheduling conflict. The Board was agreeable. Ms. Verrier stated that Ms. Frugé would reach out to the Board members regarding proposed dates.

Motion to adjourn made at 1:23pm by Mr. Marshall, seconded by Mr. Latanyshyn. All present voted in favor, the motion passed.

Respectfully submitted,
Samantha Frugé

Next regularly scheduled meeting: TBD

RESOLUTION

A regular meeting of the Cayuga County Industrial Development Agency was convened on Tuesday December 18, 2018 at 12:00 p.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. _____

RESOLUTION OF THE CAYUGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) RATIFYING CERTAIN PRIOR-ADOPTED POLICIES, STANDARDS AND PROCEDURES IN CONNECTION WITH THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005; AND (ii) RATIFYING CERTAIN AGENCY POLICIES AND PROCEDURAL MATTERS IN FURTHERANCE OF THE PUBLIC AUTHORITY REFORM ACT OF 2009.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law ("GML") of the State of New York (the "State"), as amended, and Chapter 671 of the Laws of 1974 of the State, (hereinafter collectively called the "Act"), the **CAYUGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created as a public benefit corporation of the State for the benefit of Cayuga County (the "County"); and

WHEREAS, the Public Authorities Accountability Act of 2005 (the "PAAA"), which was signed into law on January 13, 2006 as Chapter 766 of the Laws of 2005, was enacted by the New York State Legislature to insure greater accountability and openness of public authorities throughout the State; and

WHEREAS, as a "local authority" as defined pursuant to Section 2 of the Public Authorities Law ("PAL") the Agency, by resolution adopted October 17, 2006, adopted requisite policies, standards and procedures in furtherance of PAAA, certain elements of which the Agency desires to ratify herewith; and

WHEREAS, by Chapter 506 of the Laws of 2009, the Public Authority Reform Act of 2009 ("PARA") imposed new requirements upon certain local authorities of the State, including the Agency; and

WHEREAS, the Agency desires to reinstate certain policies and committee charters of the Agency in furtherance of PARA; and

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the Agency (the "Board") as follows:

Section 1. The Agency hereby ratifies and approves the following policies and procedures previously reviewed and approved by the Agency, as contained within **Exhibit A**, hereto:

- (a) Agency Bylaws;
- (b) Agency Compensation, Reimbursement and Attendance Policy;
- (c) Agency Code of Ethics;
- (d) Agency Whistleblower Policy;
- (e) Agency Investment Policy;
- (f) Agency Travel Policy;
- (g) Agency Procurement Policy; and
- (h) Agency Defense and Indemnification Policy.

Section 2. In furtherance of PARA, the Agency hereby adopts the following policies previously reviewed and approved by the Agency (forms attached as **Exhibit B**, hereto):

- a) Agency Extension of Credit Policy;
- b) Agency Property Disposition Guidelines;
- c) Audit and Finance Committee Charter; and
- d) Governance Committee Charter.

Section 3. In accordance with PAAA and PARA, the following Agency Board members are appointed and shall serve on the following committees:

- a) Audit and Finance Committee:
Mr. Raymond Lockwood
Mr. John Latanyshyn
Mr. Herb Marshall
- b) Governance Committee:
Mr. Andrew Rindfleisch
Mr. Paul Lattimore
Ms. Gina Speno

Section 4. The Agency hereby appoints Executive Director Tracy Verrier as the Agency Contracting Officer and Agency Treasurer Samantha Frugé as the designated representative of the Agency for reporting purposes in connection with the Public Authority Reporting Information System ("PARIS"), as administered by the Authority Budget Office of the State of New York ("ABO").

Section 5. This resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Paul Lattimore	[X]	[]	[]	[]
Ben Vitale	[X]	[]	[]	[]
John Latanyshyn	[X]	[]	[]	[]
Raymond Lockwood	[X]	[]	[]	[]
Herb Marshall	[X]	[]	[]	[]
Gina Speno	[X]	[]	[]	[]
Andrew Rindfleisch	[X]	[]	[]	[]

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF CAYUGA _____) SS:

I, the undersigned Secretary of the Cayuga County Industrial Development Agency,
DO HEREBY CERTIFY:


That I have compared the annexed extract of minutes of the meeting of the Cayuga County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on December 18, 2018, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 18th day of December, 2018.


Samantha Frugé
Acting Secretary

[SEAL]

Exhibit A

Exhibit B