

SCOHARIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

349 Mineral Springs Road, Cobleskill, NY 12043

(518) 234-7604/Fax (518) 234-4346

Ronald S. Filmer, Jr.
Chief Executive Officer

Chester Burton
Chairman

SCIDA BOARD OF DIRECTORS MEETING

December 12, 2022

SCIDA draft Board Minutes

1. **Meeting** called to order at 9:35 a.m. by Chairman Chester Burton.

Members: Chairman/Chester Burton, V. Chair/Joseph Trapani, Treasurer/Wanda King, Secretary/Peter Johnson, Ben Oevering. **Staff:** Chief Exec. Officer/Ron Filmer Jr., Chief Financial Officer/ Jeff Haslun.

Present: IDA Board Members: Chester Burton, Peter Johnson, Joe Trapani, Wanda King.
Excused Ben Oevering

Staff: Ron Filmer Jr. **Guest:** Julie Pacatte, Patsy Nicosia, Bill Combs Jr.

2. **Minutes** from the November 14, 2022 meeting were approved on motion by Joe Trapani and seconded by Peter Johnson, all in Favor.

3. **Committees of the Agency** – Reports & Current Business –
IDA Finance Committee – (Wanda King, Ben Oevering)-N/A

IDA Audit Committee - (Chester Burton, Wanda King, Peter Johnson)-N/A

4. **Old Business** –Moved potential land sale to other –

- Administration of the SCIDA – In regards to the hiring of Julianne Pacatte Ron had a resolution prepared by Joseph Scott to be discussed. The proposed resolution would be to have Julianne Pacatte become the new CEO of the SCIDA. Ron reviewed the resolution which would authorized the hiring of Ms. Pacatte and authorized the Chair to handle any further details. Joe Trapani motioned to approve the resolution seconded by Wanda King. The Chair went through a roll call vote with all in favor; with Ben Oevering absent. The Board congratulated Julie and thanked Ron for his years of service.

-Sharon Springs Inc – Joe brought up SSI. It was mentioned that we hadn't heard any updates nor did it appear any work was being done. Ron stated that the PILOT payments will go back to the original schedule and agreement as the two year 'deviation' that allowed more time will end 12/31/22. The Board will have to revisit the progress over the next quarter and decide whether to end the PILOT.

5. **New Business** – Ron introduced the topic of the Adler hotel in the Village of Sharon Springs. A developer, Penrose, has an interest in developing the hotel and site into intergenerational

housing. Ron gave the 'floor' to Julie to further describe the potential project. The developer has seen the building several times and in fact has had an engineer and architect analyze the building and site. The developer would seek tax credits to fund the project. The Village is aware of the project and is in support of it at this time. The funding application will take approximately a year to prepare, cost a significant sum of money and if funded would allow the project to go forward in roughly 2 years. The developer has asked for the building to be stabilized before moving forward as they do not want to invest that type of time and money without knowing that the building still has some value and is still standing. Thus, the Village has submitted a letter of intent for a Restore grant application. The cost of stabilization would be between \$380,000 and \$2.1 million; depending on the availability of resources. The grant needs 10%; which Julie believes we have with contributions from the SCRPC, Mohawk land bank and some in kind contributions. The Greater land bank of Mohawk Valley is willing to do some initial stabilization. The grant is due at the end of January 2023.

What is being sought is a sponsor for the project; the sponsor being the organization that would handle the grant; which would include fronting the monies for the rehab and then getting reimbursed by the grant funds. Julie asked if the SCIDA Board would have an appetite to do the project as the sponsor. The finished project would be about a \$38 million investment. Joe asked about the risk to the SCIDA. Julie stated that the IDA wouldn't front or put up the monies unless there was a grant award. The grant itself is a reimbursable grant. If the work is done according to the grant then the grant reimburses the sponsor. Due to this methodology Julie concurred to Joe that there is no risk as long as the work is performed; except the cost of time and energy. Peter asked what amount of monies are we thinking about. Julie stated between the \$380,000 and \$2.1 million; depending on the level of stabilization that could be feasible and the amount of in kind that could be raised. The options on the amount and whether a loan or the use of cash would have to be worked out. Further conversation ensued on the risk to the SCIDA and the mitigation of any risk. Wanda asked about the timing; which would be dependent on how much work the grant would accomplish; ranging from 1 year for an amount closer to \$500k to probably 2 years for an amount closer to \$2.1 million. Penrose timing would also be about two years between the application process and eventual funding; assuming a successful application. Joe asked if a PILOT was going to be sought. Julie said that Penrose would be seeking an exemption and maybe the sales tax exemption; it hasn't been decided yet. With all this being said the SCIDA will wait for further information from Julie and discuss further at its' next meeting.

Other: Jeff Haslun submitted his resignation as CFO as did Ron for CEO. Ron was asked about the CFO position and he mentioned what Jeff did and the potential duties. The Board members will see if there are potential replacements; possibly another CPA.

An Executive session was called by the Chair to discuss the real estate transaction. Peter motioned to come out of the Executive Session at 10:50. At this time a resolution was presented to approve the execution of a letter of intent from Backyard Outfitters LLC with the additional condition of a \$10,000 deposit. The resolution authorizes the Chair, or CEO to review, negotiate and approve the letter of intent. (see attached resolution). Motioned to pass the resolution was made by Joe Trapani, seconded by Wanda King with the Chair then calling for a roll call vote; which had all in favor with Ben Oevering absent.

Next Meeting: Next meeting was set for January 11, 2023.

Adjournment – on motion made by Wanda King, seconded by Joe Trapani with all in favor the meeting adjourned.

**SCHOHARIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RESOLUTION APPOINTING CHIEF EXECUTIVE OFFICER**

A regular meeting of Schoharie County Industrial Development Agency (the "Agency") was convened in public session at 597 E. Main Street in the Town of Cobleskill, Schoharie County, New York on December 12, 2022 at 9:30 o'clock a.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Chester Burton	Chairman
Joseph Trapani	Vice Chairman
Wanda King	Treasurer
Peter Johnson	Member
Benjamin Oevering	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Ronald S. Filmer, Jr.	Chief Executive Officer
Sarah Nickle	Assistant Secretary

The following resolution was offered by Joseph Trapani, seconded by Wanda King, to wit:

Resolution No. 1222-__

RESOLUTION APPROVING CERTAIN ADMINISTRATIVE MATTERS OF THE AGENCY.

WHEREAS, Schoharie County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 114 of the 1973 Laws of New York, as amended, constituting Section 905-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, under Section 858 of the Act, the Agency has the power to approve certain administrative matters; and

WHEREAS, under Section 856 of the Act, the members of the Agency desire to approve certain administrative matters; and

WHEREAS, the members of the Agency desire to approve certain administrative matters;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE SCHOHARIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby takes the following actions: Approves and confirms the appointment of Julianne K. Pacatte to the position of Chief Executive Officer of the Agency.

Section 2. The Agency hereby authorizes the Chairman to take all steps necessary to carry out the purpose of this resolution.

Section 3. 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:

Chester Burton	VOTING	<u>Yes</u>
Joseph Trapani	VOTING	<u>Yes</u>
Wanda King	VOTING	<u>Yes</u>
Peter Johnson	VOTING	<u>Yes</u>
Benjamin Oevering	VOTING	<u>excused</u>

The foregoing Resolution was thereupon declared duly adopted.


STATE OF NEW YORK)
) SS.:
COUNTY OF SCHOHARIE)

I, the undersigned (Assistant) Secretary of Schoharie County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on December 12, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

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

¹² IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 12 day of December, 2022.



(Assistant) Secretary

(SEAL)

**RESOLUTION APPROVING A LETTER OF INTENT
BACKYARD OUTFITTERS LLC**

A regular meeting of Schoharie County Industrial Development Agency (the "Agency") was convened in public session at 597 E. Main Street in the Town of Cobleskill, Schoharie County, New York on December 12, 2022 at 9:30 o'clock a.m., local time.

The meeting was called to order by the (Vice) Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

Chester Burton	Chairman
Joseph Trapani	Vice Chairman
Wanda King	Treasurer
Peter Johnson	Member
Benjamin Oevering	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Ronald S. Filmer, Jr.	Chief Executive Officer
Sarah Nickle	Assistant Secretary

The following resolution was offered by Jos Trapani, seconded by Wanda King, to wit:

Resolution No.1222-_____

RESOLUTION APPROVING THE EXECUTION AND DELIVERY OF A LETTER OF INTENT REGARDING THE PROPOSED SALE OF PROPERTY TO BACKYARD OUTFITTERS ENTERPRISES LLC.

WHEREAS, Schoharie County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 114 of the 1973 Laws of New York, as amended, constituting Section 905-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the Agency is considering whether to sell certain parcels of land owned by the Agency and located at 309 and 349 Mineral Springs Road in the Village of Cobleskill, Town of Cobleskill, Schoharie County, New York (the "Sale") to Backyard Outfitters Enterprises LLC (the "Company"); and

WHEREAS, in connection with the Sale, the Company has presented the Agency with a draft letter of intent (the "Letter of Intent"); and

WHEREAS, the Agency has reviewed the draft Letter of Intent and desires to move forward with executing and delivering the Letter of Intent (the "Action"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Letter of Intent; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF SCHOHARIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based upon an examination of the Action, the Agency hereby makes the following determinations:

(A) The Action constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(26); and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Request.

(B) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act.

Section 2. The Chairman or Chief Executive Officer of the Agency is hereby authorized to review, negotiate, and approve the terms of the Letter of Intent.

Section 3. Subject to (A) any negotiation or amendments as described in Section 2 hereof, (B) approval of the form of the Letter of Intent by the Chairman and Chief Executive Officer of the Agency, and Agency counsel, and (C) the following additional conditions: a \$10,000 non refundable down payment to be applied at closing, the Agency hereby authorizes the execution by the Agency of the Letter of Intent.

Section 4. Subject to the satisfaction of the conditions described in Section 3 hereof, the Chairman or Chief Executive Officer of the Agency is hereby authorized to execute and deliver the Letter of Intent to the Company, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman or Chief Executive Officer shall approve, the execution thereof by the Chairman or Chief Executive Officer to constitute conclusive evidence of such approval.

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Letter of Intent, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Letter of Intent binding upon the Agency.

Section 6. 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:

Chester Burton	VOTING	<u>yes</u>
Joseph Trapani	VOTING	<u>yes</u>
Wanda King	VOTING	<u>yes</u>
Peter Johnson	VOTING	<u>yes</u>
Benjamin Oevering	VOTING	<u>absent</u>

The foregoing Resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]


STATE OF NEW YORK)
) SS.:
COUNTY OF SCHOHARIE)

I, the undersigned (Assistant) Secretary of Schoharie County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on December 12, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 12th day of December, 2022.



(Assistant) Secretary

(SEAL)