

**SARATOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY MEETING**  
**January 11, 2016 – 8:05 a.m.**  
**Wilton Town Hall, 20 Traver Road, Wilton, NY 12831**

**PRESENT:** Members: Glenn Rockwood, Mary Beth Hynes-Walsh, Arthur Johnson, Rodney Sutton, Michael Mooney, Phil Klein, and Andrea DiDomenico.

**STAFF & GUESTS:** Richard Ferguson, CEO; Michael J. Toohey, Esq., Counsel to the Agency; James A. Carminucci, Esq., Bond Counsel; Michael Valentine, Administrative Assistant & Sr. Planner; Dennis Brobston, SEDC; Ryan VanAmburgh, SEDC; Frank Parillo; Steve Williams, *The Daily Gazette*; Larry Gordon, and Lori Eddy, Secretary.

**ABSENT:** None.

Mr. Ferguson stated the first item on the agenda was the annual meeting to elect Board Officers and Committee members. Section 5.1 of our bylaws state that the Board shall annually appoint, re-appoint or elect from among its members a Chairman, Vice Chairman, a secretary an assistant Secretary, a Treasurer and Assistant Treasurer. Mr. Ferguson provided a list of current officers as of December 31, 2015. We have a vacancy for Chairman and a vacancy for Chief Financial Officer. In addition, we will look to re-appoint the membership for the Governance Committee and the Audit Committee. Mr. Ferguson stated the Finance Committee is made up of the entire Board. Mr. Rockwood questioned what the procedure is for the CFO position. It is not an internal position amongst the Board members, so how do we go about filling that vacancy? Mr. Ferguson stated he had provided a list of potential candidates to former Chairman Callanan, and will discuss with the newly elected Chairman after this meeting.

Existing Vice Chairman Mr. Rockwood asked for nominations for the position of Chairman. Mr. Klein nominated Mr. Sutton for Chairman and this was seconded by Ms. Hynes-Walsh.

**RESOLUTION #1300**

RESOLVED, THAT the Saratoga County IDA shall elect Rod Sutton for the position of Chairman.

The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Klein, Ms. DiDomenico, Mr. Sutton and Mr. Mooney.

NOES: None.

ADOPTED: 7-0

Chairman Sutton thanked the Agency for the confidence given to him and one of his pledges would be open and fair and work to attract good and solid business to Saratoga County. With the support of the Board and the various individuals that help us out, we look forward to working with everyone in the coming year.

Chairman Sutton stated we have vacancies for the Vice Chairman, the current Vice Chairman is Glenn Rockwood and he would like a motion and discussion of filling this Vice Chairman position. Chairman

Sutton stated he would nominate Glenn Rockwood to be re-appointed to that position. The motion was seconded by Ms. Hynes-Walsh.

**RESOLUTION #1301**

RESOLVED, THAT the Saratoga County IDA shall elect Glenn Rockwood for the position of Vice-Chairman of the Saratoga County IDA.

The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Klein, Ms. DiDomenico, Mr. Mooney and Chairman Sutton.

NOES: None.

ADOPTED: 7-0

Chairman Sutton stated that Mr. Rockwood served quite willingly as our Treasurer for this past year and he would nominate Glenn Rockwood to continue in that position so that we have consistency in the Treasurer's reports. Chairman Sutton asked for the motion to re-appoint Mr. Rockwood to the Treasurer's position.

Ms. Hynes-Walsh made the motion to re-appoint Mr. Rockwood to the position of Treasurer and it was seconded by Mr. Klein.

**RESOLUTION #1302**

RESOLVED, THAT the Saratoga County IDA shall elect Glenn Rockwood for the position of Treasurer of the Saratoga County IDA.

The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Klein, Ms. DiDomenico, Mr. Mooney and Chairman Sutton.

NOES: None.

ADOPTED: 7-0

Chairman Sutton stated that the position of Secretary is vacant at this point. Chairman Sutton nominated Mr. Klein to the position of Secretary.

Ms. Hynes-Walsh made the motion to appoint Mr. Klein to the position of Secretary of the Saratoga County IDA and it was seconded by Ms. DiDomenico.

**RESOLUTION #1303**

RESOLVED, THAT the Saratoga County IDA shall elect Mr. Klein to the position of Secretary of the Saratoga County IDA.

The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Klein, Ms. DiDomenico, Mr. Mooney and Chairman Sutton.

NOES: None.

ADOPTED: 7-0

Chairman Sutton stated the Assistant Treasurer position has been held by Mr. Mooney and he asked for a motion to re-appoint Mr. Mooney as Assistant Treasurer.

Mr. Johnson made the motion to re-appoint Mr. Mooney to the position of Assistant Treasurer of the Saratoga County IDA and it was seconded by Ms. Hynes-Walsh.

**RESOLUTION #1304**

RESOLVED, THAT the Saratoga County IDA shall elect Mr. Mooney to the position of Assistant Treasurer of the Saratoga County IDA.

The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Klein, Ms. DiDomenico, Mr. Mooney and Chairman Sutton.

NOES: None.

ADOPTED: 7-0

Chairman Sutton stated the Assistant Secretary position has been held by Mr. Mooney. Chairman Sutton asked for the motion to re-appoint Mr. Mooney as Assistant Secretary.

Mr. Klein made the motion to re-appoint Mr. Mooney to the position of Assistant Secretary of the Saratoga County IDA and it was seconded by Ms. DiDomenico.

**RESOLUTION #1305**

RESOLVED, THAT the Saratoga County IDA shall elect Mr. Mooney to the position of Assistant Secretary of the Saratoga County IDA.

The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Klein, Ms. DiDomenico, Mr. Mooney and Chairman Sutton.

NOES: None.

ADOPTED: 7-0

Chairman Sutton nominated Mr. Johnson to the position of Ethics Officer.

Mr. Klein made the motion to re-appoint Mr. Johnson to the position of Ethics Officer of the Saratoga County IDA and it was seconded by Ms. Hynes-Walsh.

**RESOLUTION #1306**

RESOLVED, THAT the Saratoga County IDA shall elect Mr. Mooney to the position of Assistant Secretary of the Saratoga County IDA.

The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Klein, Ms. DiDomenico, Mr. Mooney and Chairman Sutton.

NOES: None.

ADOPTED: 7-0

Chairman Sutton stated the Governance Committee is Mr. Mooney and Mr. Rockwood and that a replacement would be needed for the vacancy by Mr. Hanehan.

Mr. Klein nominated Ms. Hynes-Walsh to fill the vacancy on the Governance Committee and it was seconded by Mr. Rockwood.

**RESOLUTION #1307**

RESOLVED, THAT the Saratoga County IDA shall elect Ms. Hynes-Walsh to fill the vacancy on the Governance Committee of the Saratoga County IDA.

The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Klein, Ms. DiDomenico, Mr. Mooney and Chairman Sutton.

NOES: None.

ADOPTED: 7-0

Chairman Sutton stated the Audit Committee is comprised of Mr. Rockwood, himself, Mr. Mooney, Mr. Johnson and he thinks that would serve the Committee. Mr. Toohey stated that another person should be added as the Chairman serves as Ex Officio.

Mr. Johnson nominated Ms. DiDomenico as an additional member of the Audit Committee and it was seconded by Mr. Klein.

**RESOLUTION #1308**

RESOLVED, THAT the Saratoga County IDA shall elect Ms. DiDomenico as an additional member of the Audit Committee of the Saratoga County IDA.

The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Klein, Ms. DiDomenico, Mr. Mooney and Chairman Sutton.

NOES: None.

ADOPTED: 7-0

Chairman Sutton stated that the full Board serves as members of the Finance Committee as well.

Chairman Sutton then recognized that our past Board members had served diligently for us. Chairman Sutton stated he would like to recognize Mr. Hanehan for his dedicated service to the IDA. He was a strong voice with the IDA. He has been a great public servant whether it be with the IDA or the Town of Saratoga where he is a Council member. Chairman Sutton stated he would especially like to thank our past, Chair Ray Callanan. He has been a true dedicated servant, he has been in the public limelight for over 40 years and he was a member of this IDA Board for over 22 years and has served as Chair for 10 years. Chairman Sutton stated he would like the record to show that we really appreciate all of the dedication and work that these fellows have done for Saratoga County and the IDA.

Chairman Sutton welcomed Phil Klein as our new member as well as Andrea DiDomenico. Mr. Klein gave a brief resume of his experience which includes working on a number of public and private Boards in the area. He currently works at The Adirondack Trust Company as a Vice President of insurance. He is looking forward to a very fruitful two years with the IDA.

Ms. DiDomenico stated she is a private practice attorney. She was born in Mechanicville. Her office is in Halfmoon. She goes back many years in Saratoga County. She has been an attorney for 25 years in private practice. She has held many positions in local government and County Government as Assistant County Attorney. She looks forward to serving with everyone here.

#### **APPROVAL OF MINUTES:**

Chairman Sutton asked if there were any additions or corrections to the December 14, 2015 meeting minutes. Chairman Sutton asked if there should be an end date on the contract with Snyder, Kiley, Toohey, Corbett and Cox. Mr. Toohey stated the contract is valid for 2016 and 2017. In the minutes it says the contract would run from January 1<sup>st</sup> of this year to the December 31<sup>st</sup> and it does not have an end date. Mr. Ferguson stated we would change that. Mr. Klein stated on page two of the minutes it says we would allow the trucks outbound to get to the freeway, he believes it should be the Northway. Mr. Johnson made a motion to approve the minutes with the stated changes and it was seconded by Ms. Hynes-Walsh. All were in favor the minutes were approved.

#### **Dolgencorp, LLC Application:**

Chairman Sutton asked if there were any questions or comments from the Board on the application from Dolgencorp, LLC. Mr. Toohey stated he is recusing himself from this application as he represents the owner of property. Mr. Rockwood stated there is no mention of the softening of our fee structure. Mr. Carminucci stated in Section 3 it does reference payment of the administrative fee to the Agency as one of the conditions to final approval. Mr. Rockwood stated do we need to incorporate that. Mr. Ferguson stated that is the next item on the agenda.

Chairman Sutton questioned the land use Boards that they have appeared before, and has this been approved by the Town. Mr. Brobston stated the applicant is still going through the approval process with the Planning Board in the Town of Wilton. This inducement can happen but nothing can be finalized from the IDA until SEQR is determined and that is going through the Planning Department. He doesn't believe that there is anything in the near future for a date of approval, but they are going through the process. Chairman Sutton asked if we know how long the SEQR would take at this point. Mr. Brobston stated that the expectation is that it could take through the Spring. Mr. Klein asked what actions we take would be subject to that. Mr. Carminucci stated we would have to be notified as an

involved agency on the SEQR. Our resolution does make note of this. It is one of the conditions that has to be satisfied before we can take final action is compliance with SEQR.

Chairman Sutton asked for a motion to approve the application of Dolgencorp, LLC. A motion was made by Mr. Johnson and it was seconded by Mr. Mooney to approve the application.

A roll call vote was taken on Resolution # 1309 (attached) with the following results:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Klein, Ms. DiDomenico, Mr. Mooney and Chairman Sutton.

NOES: None.

ADOPTED: 7-0

**Dolgencorp, LLC Fee Reduction Request:**

Chairman Sutton asked for a discussion on the request by Dolgencorp, LLC for a \$100,000 reduction in the SCIDA fee structure. Mr. Ferguson stated that with the numbers based on the approximate project cost of \$92,400,000, the IDA fee would be \$303,800. At a sub-committee meeting held earlier in 2015 a request was made by the applicant to reduce our fee as an inducement for them to select the Wilton location. At the time, our members stated that they would be willing to reduce the fee by \$100,000 if other entities also participated in providing fee reductions or direct monies to the project. Mr. Ferguson met with Mr. Brobston last week and he provided him with an update as to the benefits that other entities are providing. Empire State Development is providing funds through their Excelsior Tax Credit Program and their Small Cities Grant Program. National Grid is providing funds through their electric service grant as well as a natural gas extension grants. The Town of Wilton has offered a 50% reduction in their water service fee. NYSERDA will provide funds through their energy efficiency programs for new construction. There has been a number of entities which have also stepped forward. Mr. Johnson stated that for clarification the Town of Wilton has reduced their planning fees and not the water fee reduction.

Mr. Brobston spoke regarding the process of approvals for this applicant. This is a competitive marketplace for this project. They are still going through the process of approvals. Why they wanted to bring this project to the IDA before they made a final decision is competition in Connecticut and Massachusetts. This is what is driving the fee reduction along with the PILOT and the other incentives that are given by other entities. Ms. Hynes-Walsh questioned whether we have a sense of how the other inducements that are being offered, can a value be placed on what they are. Mr. Ferguson stated that the Town of Wilton is about \$500,000. Mr. Brobston stated that the National Grid grants in electric and gas both can total about \$500,000 each and the State has not released those numbers from negotiating depending on where they are. He does know that the Small Cities Grant could be as much as \$750,000. He does believe that we are in the Excelsior Program, Tax Credit Program we are talking in the several million dollars but he does not have a final figure.

Ms. Hynes-Walsh asked if there was a feeling from the Sub-Committee that they wanted to see participation by other entities but no specific amount was mentioned. Mr. Ferguson stated they did not want to be the lone grantor. He believes at this point there has been demonstration of assistance by other entities involved. Mr. Ferguson asked that the IDA consider the reduction of the fee by \$100,000. Mr. Johnson stated it would be a worthwhile investment.

Chairman Sutton asked for a motion to approve the reduction in the IDA fee by \$100,000.

A motion was made by Mr. Johnson to reduce the IDA fee by \$100,000 and it was seconded by Mr. Mooney.

**RESOLUTION #1310**

RESOLVED, THAT the Saratoga County IDA will reduce their fee to Dolgencorp. LLC by \$100,000.

The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Klein, Ms. DiDomenico, Mr. Mooney and Chairman Sutton.

NOES: None.

ADOPTED: 7-0

**OTHER BUSINESS:**

Chairman Sutton stated the next agenda item is the authorization of a \$400 check for the New York State Economic Development conference. Mr. Ferguson asked the Board for authorization of a check in the amount of \$400 made payable to the New York State Economic Development Corporation for their upcoming January Economic Development conference in Albany. Mr. Ferguson and Mr. Toohey will be going to that conference on January 20<sup>th</sup> specifically to hear a section on IDA Best Practices. As this expenditure was not part of the IDA budget he asked the Board for approval.

Chairman Sutton asked for a motion to approve the expenditure of \$400 for the purpose of Mr. Ferguson and Mr. Toohey's attendance to the New York State Economic Development conference on January 20<sup>th</sup>.

A motion was made by Ms. Hynes-Walsh to approve the expenditure of \$400 for the New York State Economic Development conference and it was seconded by Ms. DiDomenico.

**RESOLUTION #1311**

RESOLVED, THAT the Saratoga County IDA approve the expenditure of \$400 for attendance to the New York State Economic Development conference on January 20<sup>th</sup>.

The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Klein, Ms. DiDomenico, Mr. Mooney and Chairman Sutton.

NOES: None.

ADOPTED: 7-0

Mr. Ferguson discussed further that he and Mr. Toohey's attendance at this conference was specifically in response to Governor Cuomo's signing into law new IDA legislation. That legislation was developed by the Office of State Comptroller with assistance from the New York State Economic Development Corporation. In short, the legislation has four key components. It establishes common minimum standards for our applications. It requires adoption of criteria for the evaluation and selection of the projects that we approve. It requires each IDA to develop common minimum standards for our agreements, specifically our PILOT agreements and it requires IDA's to develop policies, suspension and

or discontinuation of financial benefits. Mr. Valentine, Mr. Ferguson and Mr. Toohey have reviewed the information provided. Mr. Ferguson stated our agency does most of what is being recommended. They are attending the conference to learn the best practices as put forth by the New York State Economic Development Corporation and to find out what we may need to change or add to our policies. Mr. Ferguson will provide an update on that issue at the February meeting.

Mr. Ferguson stated the next item on the agenda is an update on the County and Town Tax PILOT billing. Mr. Ferguson asked Mr. Valentine to discuss this agenda item. Mr. Valentine discussed at this point we have 16 bills going out for PILOT payments. This is for the January County, City and Town Taxes. Some of the PILOT's are just be issued bills for County taxes. We have Saratoga Springs which has 3 PILOT's that would have City taxes, so the rest would be the County tax bills. We have 6 projects in Halfmoon, 3 in the City of Saratoga Springs, 2 in Ballston, 2 in Malta, 1 in Northumberland and 2 in Wilton, being the Wilton Developmental Center and SUNY Adirondack. We have 3 of them paying full taxes based upon the fact they have purchased and redeveloped existing buildings. Mr. Valentine asked if there were any questions and stated he would put this information in chart form.

Mr. Ferguson stated that the next item on the agenda is an update to the Annual Report. The office and he are gathering all of the financial information which has been requested by Ken Caflin, CPA for Cusack and Company. Mr. Ferguson has communicated with Caflin on a number of occasions and he expects to have all of that information submitted to him the week of January 18<sup>th</sup>.

Mr. Ferguson stated he has a couple of items to communicate on which did not make the agenda. Last week, correspondence was received from the attorney's office of Driver Green. We received that as copy of a letter sent to Mountain Ledge Partnership, the SUNY Adirondack project. The letter indicated that SEFCU, the underlying lender, is demanding payment on their mortgages. The letter gives them 30 days from January 5, that would be February 5 for payment in full. He can only make an assumption that that may in part have something to do with the letter that Mr. Toohey sent out giving them 45 days, which is pretty close to the February 5<sup>th</sup> date. Mr. Ferguson will keep everyone informed of that process as it moves forward.

Mr. Ferguson stated that he handed out copies of the Conflict of Interest form as well as the financial disclosure form. He asked the Board members complete them at their convenience.

Mr. Ferguson then stated that the final item for review was a discussion he had with Mr. Frank Rossi. We have a \$250,000 loan outstanding to Frank and Marie Rossi for infrastructure work on developments that they have in the Town of Ballston. The note comes due at the end of January and Mr. Rossi asked if we would consider an extension to that note. He stated that he was more than capable of paying the note. With that aside, our note has a specific deadline written into it, July of 2015, which required Mr. Rossi to request that extension in writing. When we did not hear from him, Mr. Ferguson moved forward specifically in creating our budget with the expectation that those dollars would be coming to us at the end of January. As such, Mr. Ferguson asked that we communicate back to Frank and Marie Rossi that we expect that that note be paid on the due date. Mr. Rossi is requesting a 2 year renewal as opposed to a 5 year which was written in the note.

Mr. Rockwood stated given all the scrutiny IDA's are coming under this is something we should get behind us as quickly as possible. Mr. Toohey stated this was a 2011 note and the way that it is worded it is absolutely at our discretion as to whether or not we look to extend. It is merely an opportunity for a discussion at this point. Mr. Toohey agreed with the Vice Chairman's review and his recommendation is

to request full payment as due. Chairman Sutton asked how far of an extension was requested. Mr. Ferguson stated two years. Mr. Sutton stated he thinks counsel is correct and we are under scrutiny. This is how we want to start the year off and be on the straight and narrow with this. Chairman Sutton requested a motion that full payment be made by the due date and we will not extend that loan any further than it is currently due. A motion was made by Ms. Hynes-Walsh and it was seconded by Mr. Rockwood to request full payment be made by the due date without any extension. All were in favor and motion was approved.

Mr. Ferguson then discussed the process of the proposed purchase of lot 4, pod 8 at the Luther Forest Technology Campus. Work has commenced at CT Male on both the survey and the environmental. At the last Board meeting we received the appraisal. At the suggestion of Mr. Toohey last week, they met with the folks at the Planning Department at the Town of Malta. Mr. Toohey stated it was a very positive meeting. There was a certain reluctance with regard to the Town of Malta as it pertained to the development of land in general. That was their policy, the Town has the right to establish whatever its policy is. Mr. Toohey believes that with the change of Supervisors, the signal that we received from the Planners office that they are more than willing to discuss opportunities that may exist within the Town in general and within this area specifically. It was a very good meeting. They expressed a willingness to discuss things with us anytime we wanted to. That is always a very positive thing in his estimation. They offered up members of the Town Board or Planning Board to come to sessions. We walked out very favorably impressed with the idea that this a project that can go forward.

What we now have to decide through CT Male and the appraisal is exactly what is the acreage. There have been two different conversations as to how much land there is. Do we want 19 or 26 acres. CT Male will be able to help us greatly with that. Mr. Toohey thinks it is a very positive feeling that the Town of Malta wants to be cooperative with good development. Mr. Johnson questioned how far it is for utilities. Mr. Ferguson stated they did not state the level or capacity of the infrastructure. Mr. Toohey stated that one of the questions is what is it going to cost to make that parcel functional. The CT Male analysis can help us come up with an idea of what that associated cost for us or a future developer. The agency itself can determine at what level it wants to put infrastructure into the ground. As we found over the course of time, this is something that we are permitted to do and the extension of infrastructure along a public right-of-way also has tangible benefits with regards to its future development. Chairman Sutton asked if there was a sense of timing when this will be completed. Mr. Ferguson stated he would reach out to CT Male and get the process started. There are some preliminary meetings that were offered to us at Town Planning and he thinks those should be taken advantage of.

Mr. Valentine stated there was a mechanics lien which came through for material and supplies for the Global Foundries project. We will get those once in a while with projects as we commence through the PILOT and as a lease agreement, we are indemnified on that. This was a \$190,000 unpaid on a \$2.5 million contract for a company out of Georgia for boilers and accessories. We will sometimes get a mechanics lien, summons and complaint, personal injuries and such. In that case, Mr. Toohey would send a letter, in this case, to Global, to their counsel, notifying that they are to indemnify us, represent us. Mr. Toohey stated they fully understand this process. They are responsible for whatever happens on their land.

Chairman Sutton asked if there were any further questions or discussion for the Board this morning. There being none, Chairman Sutton asked for a motion to adjourn.

Chairman Sutton asked if there was any further discussion. As there was no further business, the meeting was adjourned on a motion made by Mr. Klein, seconded by Mr. Mooney, with all voting in favor.

Respectfully submitted,

Lori A. Eddy