

**COUNTIES OF WARREN AND WASHINGTON
INDUSTRIAL DEVELOPMENT AGENCY**

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Warren-WashingtonIDA.com

The Executive Park Meeting for Warren Washington Industrial Development Agency was held on Wednesday, November 3, 2021 at 68 Warren Street, Glens Falls NY and via Zoom. The following were:

PRESENT:	Dave O'Brien	Chairman
	Craig Leggett	Vice Chair
ABSENT:	Brian Campbell	Park Chair/At-Large
	Michael Bittel	Secretary/Treasurer
	Mike Wild	Member At-Large

The following were also present:

Kara Lais, Esq.	FitzGerald Morris Baker Firth, PC
Mike Grasso	Member
Tom Jarrett	Jarrett Engineers
Ginny Sullivan	Member
Dan Bruno	Member
Mary King	Member
Nick Caimano	Member
Julie Pelletier	Brookfield Renewable Energy
Antonio Zarrella	Brookfield Renewable Energy
Mike Ostrander	Executive Director
Minutes were taken by: Alie Weaver	Office Administrator

Roll call was taken and a quorum was not confirmed.

Park Business

Potential Project Updates – Mr. O'Brien stated that TDI is currently processing the paperwork and has a Zoom meeting scheduled with the affected towns to outline the construction process and timeline.

Mr. O'Brien stated that there are three active prospects for the Canalside Energy Park, one of them being a consortium of the manufacturing of energy-efficient products.

Mr. O'Brien stated that RFQ's have been sent out for water and waste qualifications pertaining to the Canalside Energy Park with responses due by December 10th, 2021.

Delineation Update – Mr. Jarrett stated that the metes and bounds are being scribed by the surveyor and should be received by end of next week. He also stated that North Country Ecological Services are reviewing some details in which Mr. Connell requested.

IDA Executive Committee

Brookfield Renewable Energy – Mr. Ostrander introduced Ms. Pelletier and Mr. Zarrella, representatives of Brookfield Renewable Energy who briefly described a pending potential project.

Mr. Zarrella stated that Brookfield Energy represents mostly hydro power with a large presence throughout New England. They are looking to relocate their 24/7 national system control center to Queensbury from Massachusetts, noting that their national headquarters is currently located in Queensbury. He stated that plans are to create a new facility close to their present facility and once completed this would bring approximately 50 new jobs to the area. He also stated that they are currently working on the IDA application for assistance and plan to submit once completed.

Executive Director's Report – Mr. Ostrander stated that he has been meeting with potential clients, working with Mr. O'Brien on the By-Law changes, reaching out to communication firms regarding IDA marketing, and preparing a 5-year plan for the IDA.

By-Law Changes – Mr. O'Brien stated that the by-law changes have been sent to the members for review and welcomes any feedback during this process.

Fowler Litigation – Mr. O'Brien stated that the IDA submission is due this week.

New York State Retirement System – Mr. O'Brien stated that a lump-sum payment on the deficiencies is allowed, and the amount provided was not based on prorated salary.

Adjournment – There being no further business to discuss, Mr. O'Brien adjourned the November IDA Executive Park meeting.

**BY-LAWS
OF
COUNTIES OF WARREN AND WASHINGTON
INDUSTRIAL DEVELOPMENT AGENCY**

**ARTICLE I
THE AGENCY**

Section 1. Name. The name of the Agency shall be "Counties of Warren and Washington Industrial Development Agency."

Section 2. Seal of Agency. The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of Agency. The office of the Agency shall be located in the County of Washington or in the County of Warren, New York, at such place as the Agency may from time to time designate by resolution.

**ARTICLE II
OFFICERS**

Section 1. Officers. The officers of the Agency shall be a ~~Chairman~~Chair, a Vice ~~Chairman~~Chair, a Secretary, a Treasurer, Chief Executive Officer and Chief Financial Officer.

The positions of Secretary and Treasurer may be combined. No officer shall receive compensation from the Agency for their services as an officer.

Section 2. ~~Chairman~~Chair. The ~~Chairman~~Chair shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the ~~Chairman~~Chair shall sign all agreements, contracts, deeds, and any other instruments of

the Agency. At each meeting the ~~Chairman~~Chair shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Agency. The ~~Chairman~~Chair shall have the authority to appoint special committees when needed to carry out the Agency's business. All committees shall have members from both counties. The ~~Chairman~~Chair shall be responsible for ensuring the enforcement of the policies and procedures of the Agency and shall be responsible to ensure that the directives of the Agency are carried out. The ~~Chairman~~Chair shall be responsible for the oversight of the daily activities of the Chief Executive Officer, the ~~Office~~ Administrator, Executive Director and other employees of the Agency. The ~~Chairman~~Chair, or his or her designee, shall be the spokesperson of the Agency.

Section 3. Vice ~~Chairman~~Chair. The Vice ~~Chairman~~Chair shall perform the duties of the ~~Chairman~~Chair in the absence or incapacity of the ~~Chairman~~Chair; and in the case of the resignation or death of the ~~Chairman~~Chair, the Vice ~~Chairman~~Chair shall perform such duties as are imposed on the ~~Chairman~~Chair until such time as the Agency shall appoint a new ~~Chairman~~Chair.

Section 4. Secretary. The Secretary shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office. The Secretary shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all

contracts and other instruments authorized to be executed by the Agency. If the Agency employs an Administrator these duties may be assigned to the Administrator.

Section 5. Treasurer. The Treasurer shall have the care and custody of all funds of the Agency and shall deposit the same in the name of the Agency in such bank or banks as the Agency shall select, except as otherwise authorized by resolution of the Agency. Except as otherwise authorized by resolution of the Agency, the Treasurer shall review and report on all bills, sign all instruments of indebtedness, all orders, and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be counter-signed by the ~~Chairman~~Chair. The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting an account of all transactions and also of the financial condition of the Agency. The Treasurer shall give such bond for the faithful performance of his duties as the Agency may determine.

Section 6. Chief Executive Officer. The Chief Executive Officer shall be appointed by the ~~Chairman~~Chair and shall not be a Member. The Chief Executive Officer shall perform such duties as the Agency may prescribe or designate and any that are required by law.

Section 7. Chief Financial Officer. The Chief Financial Officer shall be appointed by the ~~Chairman~~Chair and shall not be a Member. The Chief Financial Officer

shall perform such duties as the Agency may prescribe or designate and any that are required by law.

Section 8. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by the by-laws of the Agency, or by the rules and regulations of the Agency.

Section 9. Election of Officers. All officers of the Agency shall be elected at the annual meeting of the Agency from among the members of the Agency, and shall hold office for one year or until their successors are elected.

Section 10. Vacancies. Should any office become vacant, the Agency shall elect a successor from among its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

ARTICLE III **STAFF**

Section 1. 1. Administration. An ~~Office~~ Administrator may be appointed by the Agency, and shall have general supervision over the administration of the business affairs of the Agency (including compliance with all government laws, rules and regulations), subject to the direction of the Agency. The ~~Officer~~ Administrator shall be charged with the management of all projects of the Agency. In the alternative, the Agency may contract with another organization to provide the administration of the business affairs of

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the Agency (including compliance with all government laws, rules and regulations), and the management of Agency projects.

Section 2. Economic Development. An Executive Director may be appointed by the Agency. The Executive Director will be responsible for Economic Development activities of the Agency. The list of duties is as follows:

- Plan and implement the economic development activities for Warren-Washington Industrial Development Agency by proposing strategies to achieve goals and objectives set forth by the Board of Directors
- Monitor state, local and federal legislation and regulations, especially relating to economic development to ensure compliance with regulatory requirements and be well versed in financing and grant programs
- Prepare and maintain electronic database on utilities, taxes, zoning, transportation, community services, financing tools, etc. and respond to requests for information about economic development activities or opportunities
- Assist in the creation and analysis of tax incentive financing districts, business incentive programs and cooperative economic development agreements
- Responsible for establishing, maintaining and coordinating working relationships with federal, state, county and regional agencies involved in economic development and workforce education and training
- Provide necessary public relations appearances to promote a positive image of Warren-Washington Industrial Development Agency and lead effective marketing efforts of the owned industrial parks and in other the prime locations of the County's business parks
- May include coordination of real estate services associated with business retention, expansion and relocation
- Prepares information for dissemination to potential business clients, including economic, statistical, financial, population, growth, demographic and other information
- Assist potential new businesses in site analysis, including demographic, tax, fee, development or related information

Section 312. Personnel. The Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

ARTICLE ~~IV~~^H

MEMBERS

Section 1. The Members shall meet the following requirements:

- a. All Members appointed shall not currently be or in the past two (2) years have been employed by the Agency or an affiliate in an executive capacity.
- b. All Members appointed shall not currently be or in the past two (2) years have been employed by an entity that received remuneration valued at more than Fifteen Thousand Dollars (\$15,000.00) for goods and services provided to the Agency or received any form of financial assistance valued as more than Fifteen Thousand Dollars (\$15,000.00) from the Agency.
- c. All Members appointed shall not be a relative of an executive officer or employee in an executive position of the Agency or an affiliate.
- d. No Members appointed shall be or in the past two (2) years have been a lobbyist registered under a state or local law and paid by a client to influence the

management decisions, contract awards, rate determinations or any other similar actions of the Agency or an affiliate.

Section 2. No Member shall serve as the Chief Executive Officer, or Chief Financial Officer, or hold any other equivalent position while also serving as a Member.

Section 3. Member Responsibilities.

a. Upon the affirmative vote of the majority Members, the Members shall be responsible for ethical management and policy establishment of the Agency.

b. The Members shall be responsible for understanding, reviewing and monitoring the implementation of fundamental financial and management controls and operational decisions of the Agency.

c. Within one (1) year of his appointment to the Agency, each Member must participate in New York State approved training regarding their legal, fiduciary, financial and ethical responsibilities as a Member of the Agency. All Members must participate in continuing training as may be required to remain informed of the best practices and regulatory and statutory changes relating to effective oversight of management and financial activities of the Agency.

Section 4. Loan Prohibited. The Agency is prohibited from and the Agency shall not approve any extension or maintenance of credit, the arrangement for the extension of credit, or the renewal; of an extension of credit in the form of a personal loan to or for any member, officer or staff. As stated in the Agency's Code of Ethics, members and officers are prohibited from accepting the same.

ARTICLE IV MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Agency shall be held during the first three months of every year at the regular meeting place of the Agency. The ~~Chairman~~Chair shall designate the date and time of the Annual Meeting and shall give all members written notice at least ten (10) days in advance; if mailed, the date of mailing shall be considered the date of notice for the purpose of this section.

Section 2. Regular Meetings. Regular meetings of the Agency may be held without notice at such times and places as from time to time may be determined in advance by resolution of the Agency.

Section 3. Special Meetings. The ~~Chairman~~Chair of the Agency may, when he deems it desirable (and shall, upon the written request of two members of the Agency) call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Agency at least two days prior to the date of such meetings, or may be mailed to the business or home address of each member of the Agency at least three days prior to the date of such meeting. A Waiver of notice may be signed by any member failing to receive proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all the members of the Agency are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 4. Quorum. At all meetings of the Agency, six members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

Section 5. Order of Business. At the regular meetings of the Agency the following shall be the order of business:

1. Roll Call.
2. Reading and approval of the minutes of the previous meeting.
3. Bills and communications.
4. Financial Report~~Report of the Treasurer.~~
5. Reports of Committees._____

6. Executive Director Report

76. Unfinished business.

87. New business.

98. Adjournment.

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Agency.

Section 6. Manner of Voting. The vote of six members of the Agency shall be sufficient to pass any matter before the Agency. The voting to amend these By-laws and the voting on all matters requiring the expenditure of money, the issuance of bonds, the granting of tax breaks, affecting the rights of a person or affecting real property shall be

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by a roll call vote. In the case of appointments or election of officers, the vote may be by secret ballot at the discretion of the ~~Chairman~~Chair.

ARTICLE VI COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of all elected officers. In the event that one individual serves as both Secretary and Treasurer, the ~~Chairman~~Chair shall appoint two (2) members at large, one member from each County, to serve on the Executive Committee. In the event that the offices of Secretary and Treasurer are held by different people, then the ~~Chairman~~Chair shall appoint one (1) member at large to serve on the Executive Committee. The members at large shall be Members of the Agency. The ~~Chairman~~Chair shall call Executive Committee meetings and shall preside at all Executive Committee meetings. The Executive Committee shall review applications for financing and other matters, and will make recommendations to the Agency on those matters. In order to achieve balance the Chair shall ensure that in case of an odd number of members from each county on the Executive Committee, the Chair shall ensure that the at large members are alternated by county on annual basis so that overall balanced representation is maintained.

Section 2. Nominating Committee. The Executive Committee shall serve as the Nominating Committee. The Nominating Committee shall make recommendations as to the officers to be elected at the Annual Meeting. Written notice of the recommendations of the Nominating Committee shall be given to each member at least ten (10) days in

advance of the Annual Meeting; if mailed, the date of mailing shall be considered the date of notice for the purpose of this section. A Waiver of Notice may be signed by any member failing to receive proper notice.

Section 3. Industrial Park Committee. The Executive Committee shall serve as the Industrial Park Committee. The Industrial Park Committee shall oversee the Agency's Industrial Park, and any expansions thereof, and shall make recommendations and reports to the Agency on a regular basis. The Industrial Park Committee shall elect its own ~~Chairman~~Chair. The Industrial Park Committee shall also serve as the Board of Review called for in the Declaration of Covenants and Restrictions governing the Agency's Industrial Park.

Section 4. Audit and Finance Committee. The ~~Chairman~~Chair shall appoint an Audit and Finance Committee comprised of independent members who are, to the extent practicable, familiar with corporate financial and accounting purposes. The Audit and Finance Committee is established for the purpose of providing recommendations to the Agency on the hiring of a certified independent accounting firm, establishing the compensation to be paid to the certified independent accounting firm, providing direct oversight of the performance of the independent annual audit performed by the certified independent accounting firm, and overseeing the Agency's finances. In the event that a member of the Audit and Finance Committee is unavailable, the Agency ~~Chairman~~Chair shall serve as an alternate member.

Section 5. Governance Committee. ~~The Executive Committee shall serve as the~~
~~The Chairman shall appoint a~~ Governance Committee ~~comprised of independent~~
~~members~~ for the purpose of keeping the Agency informed of current best governance
practices, reviewing corporate governance trends, updating the corporation's governance
principles, and advising appointing authorities on the skills and experiences required of
prospective Members.

ARTICLE VII

AMENDMENTS

Section 1. Amendments to By-laws. The By-laws of the Agency shall be
amended only with the approval of at least a majority vote of all of the members of the
Agency at a regular meeting or a special meeting; but no such amendment shall be
adopted unless at least ten (10) days written notice thereof has been previously given to
all members of the Agency; if mailed, the date of mailing shall be considered the date of
notice for the purpose of this section. A Waiver of Notice may be signed by any member
failing to receive proper notice.

By-laws Amended: as of September 25, 2006, and approved ministerial changes as
of May 21, 2012 and July 18, 2016, and amended Article V, Section 4 on March 19,
2018, as amended January 21, 2020.

New York State Comptroller
Thomas P. DiNapoli



New York State and Local Retirement System
110 State Street, Albany, New York 12244-0001

Phone: 518-474-0167
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Web: www.osc.state.ny.us/retire

Kimberly Zeto, Director Member & Employer Services Bureau

October 1, 2021

Mr. Dave O'Brien
Warren-Washington Industrial Development Agency
5 Warren St.
Glens Falls, NY 12801

RE: NYSLRS Participation Inquiry Cost

Dear Mr. O'Brien:

This letter is in response to the inquiry about participation in the New York State & Local Retirement System (NYSLRS) on behalf of the Warren-Washington Industrial Development Agency.

Membership

Members are divided in groups called tiers, based on the date they join the Retirement System.

<u>Tier</u>	<u>Date last joined</u>
1	Before July 1, 1973
2	Between July 1, 1973 and July 26, 1976
3	Between July 27, 1976 and August 31, 1983
4	Between September 1, 1983 and December 31, 2009
5	Between January 1, 2010 and March 31, 2012
6	On or after April 1, 2012

Employees who become a member of this system on or after July 27, 1976 are required to contribute a percentage of their wages. All paid personnel in the Agency's employ as of the date of participation in NYSLRS are eligible to become members. This eligibility applies whether they are full-time, part-time, or seasonal employees.

Anyone hired after the effective date of participation are mandatory to join, unless:

- The position is temporary or provisional (under Civil Service Law)
- Employment is less than 30 hours per week, or less than the standard number of hours for full-time employment as established by the employer for the position

- The duration of employment is for less than one year, or employment is on a less-than 12-month per year basis
- Annual compensation is less than the State's minimum hourly wage multiplied by 2,000 hours. Effective January 1, 2021 the annual State minimum wage is \$25,000.

**The Voluntary Defined Contribution Program, an alternate retirement plan option, must be made available to all employees of New York public employers/agencies who:*

- Were hired on or after July 1, 2013
- Earn at the rate of pay of \$75,000 or more
- Are unrepresented by union
- Are **not** an active Tier 1 – 5 member

The Defined Contribution Program is administered by the SUNY system. More information may be found at www.tiaa.org/public/ms/nyvdc/agency.html. There are time restrictions imposed on the selection of this plan therefore your employees should be made aware of this option and directed to the SUNY website noted.

Employees currently enrolled in the TIAA retirement plan(s) would have the choice of continuing in TIAA. This service is neither transferable nor creditable in NYSERS.

Retirement Plans

There is no choice of plan for Tier 3, 4, 5 and 6 members. Several plans are available for Tier 1 and Tier 2 members. To provide any of these plans, your entity must formally adopt a plan or series of plans in accordance with Retirement System procedures. For more information concerning additional plans available, please contact us or visit our website at www.osc.state.ny.us/retirement.

Cost of Participation

The Agency's initial cost for participation in NYSLRS will be **\$14,940**.

This cost is based on the data provided by the Agency and the applicable billing rates for the New York State fiscal year. An invoice for this amount would be sent and is payable by the end of the Agency's fiscal year in which participation becomes effective (RSSL Section 430). Please note: If it is determined that an employee listed on the roster is collecting a pension from NYSLRS, the salary of that employee is not used in t calculations.

The Warren-Washington Industrial Development Agency's **estimated annual cost** would be:

Estimated Annual Employer Contribution	\$14,940
Estimated Deficiency	<u>\$1,180</u>
Total	\$16,120

The cost quoted is valid until **March 31, 2022**.

- The **annual employer contribution** is a percentage of the salaries of employees who already are members or who become members of the system. Each year, the percentages payable under the various plans are calculated, and employer invoices are generated. More information on Employer Contribution Rates can be found on our website at www.osc.state.ny.us/retirement/employers/partnership/about-employer-contribution-rates/overview.
 - The **deficiency contribution** is required to fund the liability of members' service rendered with the Agency prior to its date of participation in the system. The amount of the deficiency is dependent on the members' years of service, age and salary at the time the Agency becomes a participating employer, as indicated on the roster that was provided to NYSLRS. The deficiency is paid in annual installments over 25 years and is included on the annual invoice.
- The actual deficiency amount payable will not be calculated until an entity has been a participating employer for a full state fiscal year.

Additional Information

If the Warren-Washington Industrial Development Agency decides to participate, the enclosed resolution and affidavit must be adopted and returned to the Retirement System to the attention of: **'Member and Employer Services Bureau, Mail drop 5-3'**. Language in these documents may not be altered or amended. Benefit adoptions cannot become effective until resolution(s) and affidavit(s) are filed with the Retirement System.

Should the Warren-Washington Industrial Development Agency elect to become a participating employer, participation can never be terminated.

The most current information regarding the NYS Retirement System may be found on our website at www.osc.state.ny.us/retirement. If you have any questions or require additional information, contact this office by phone at (518) 474-0167, or by email at RTempSer@osc.ny.gov.

Respectfully,

Rachel MacVean
ERSE 4
Member & Employer Services Bureau
New York State & Local Retirement System

Enclosures