Chairman D. Grow called the meeting to order at 8:05 AM.

Chairman Grow stated that there does appear to be a need for Executive Session, which will be held later.

Minutes
The Agency reviewed the draft October 19, 2018 Meeting Minutes. A motion to approve the October 19, 2018 minutes was made by S. Zogby, seconded by M. F. Messenger, and carried, 7-0. The Agency reviewed the draft November 16, 2018 minutes. F. Betrus noted a typographical error on the second page. A motion to approve the November 16, 2018 minutes, with noted correction, was made by F. Betrus, seconded by M. F. Messenger and carried, 7-0.

Interim Financials
M. Carney reviewed the Agency’s interim financials and noted recent project closings and those planned by the end of the month. Ms. Carney noted that she undertook a review of the last five years project fee budgeting and found that, on average, the Agency’s actual was within 5% a variance annually. M. Fitzgerald asked how the Lewis Brothers final fee was addressed. S. Papale replied that Phase V fee was about $26k, and that the final overall total was around $40k. The Agency received the financial review as presented.

EDGE-OCIDA 2018 Contract(s)
The main EDGE-OCIDA contract is the same as last year, with new dates inserted. A motion to approve the EDGE-OCIDA 2019 contract was made by M. Fitzgerald, seconded by M. F. Messenger, and carried, 7-0.

• (a) Discussion took place whether there was an actual need for the 2019 supplemental contract. Consensus of the board determined that it would be more efficient to skip the supplemental contract and have EDGE draw on the Special ED Projects budgeted amount on a monthly basis.

Annual Housekeeping Resolution
The Board reviewed its annual Housekeeping Resolution: (1) documents election of officers and committee members; (2) confirms the occurrence of the annual meeting and actions taken at that meeting; (3) provides for the selection of staff and contracted services; (4) affirms policies and procedures of the agency/corporation and (5) officially adopts the meeting schedule for 2018. A motion to approve the annual Housekeeping Resolution was made by F. Betrus, seconded by M.F. Messenger, and carried, 7-0.

At 8:27 AM, a motion to enter Executive Session for the purpose of discussing potential contracts with the Agency was made by M. Fitzgerald, seconded by F. Betrus and passed unanimously, 7-0.

At 8:44 AM a motion to re-enter Open Session was made by M. F. Messenger, seconded by M. Fitzgerald, seconded by D. Grow and carried, 7-0.

Special Metals Corporation-Brownfield Project
Chairman Grow introduced a request from Special Metals Corporation to amend its May 17, 2017 application to include sales tax exemption (estimated to be valued at $250,000 but not to exceed $275,000) on the
environmental remediation project. **A motion to approve the request by Special Metals Corporation to amend its May 17, 2017 application to include sales tax exemption (estimated to be valued at $250,000 but not to exceed $275,000) on the Special Metals Corporation (Brownfield Project) ($6,303,961), and to waive the Agency fee on the Brownfield Project, contingent on the completion of the May 2017 ($18,028,192.50) project, was made by M. Fitzgerald, seconded by S. Zogby, and carried, 7-0.**

Chairman Grow introduced a SEQR resolution relating to the **Special Metals Corporation (Brownfield Project)** facility. The IDA previously adopted a negative declaration and SEQR resolution relating to the Special Metals Corporation lease-leaseback transaction (office renovation project), which satisfied the requirements for the Brownfield Project as the remediation work was disclosed in the EAF for the office renovation project. The company submitted a new EAF relating to the Brownfield Project, and the Agency reviewed and determined to ratify the prior action and adopt a negative declaration relating specifically to the Brownfield Project. It was resolved, to adopt a negative declaration relating to the Brownfield Project for the purposes of SEQR, and to ratify all prior action taken by the Agency with respect to SEQR. **A motion to adopt a Negative Declaration relating to the Special Metals Corporation (Brownfield Project) facility for the purpose of SEQR, and to ratify all prior actions taken by the Agency with respect to SEQR was made by M.F. Messenger, seconded by S. Zogby and carried, 7-0.**

Chairman Grow introduced a final authorizing resolution related to the **Special Metals Corporation (Brownfield Project). A motion to approve a final authorizing resolution providing financial assistance to Special Metals Corporation (Brownfield Project), in the form of exemption from sales and use taxes on the Brownfield Project (value estimated at $250,000 but not to exceed $275,000), was made by F. Betrus, seconded by S. Zogby, and passed, 7-0.** M. Fitzgerald noted that his brother-in-law is an engineer at Special Metals Corporation.

**5900 Success Drive Realty, LLC**
Chairman Grow introduced a request from 5900 Success Drive Realty, LLC for the Agency to join in a Joint Application with the Multistate Trust, and approving the form and execution of related documents, all subject to review by agency counsel. The Agency entered into a Joint Application in 2015 to perform environmental remediation at the facility, and a new Joint Application is required to perform additional remediation at the facility. **A motion for the Agency to join in a Joint Application with the Multistate Trust, and approving the form and execution of related documents, all subject to review by agency counsel, was made by F. Betrus, seconded by M. F. Messenger, and carried, 7-0.**

**GLDC-Griffiss Real Estate Group, LLC**
Chairman Grow introduced a request from Griffiss Local Development Corporation (GLDC) for the Agency to consent to the release of certain lands for sale to Griffiss Real Estate Group, LLC, to consent to a License Agreement between GLDC and Griffiss Real Estate Group, LLC for the use of the lands prior to the sale, and to authorize the form and execution of related documents, all subject to counsel review. GLDC is entering into a contract to sell certain land to Griffiss Real Estate Group, LLC for its surgery center. Additionally, GLDC intends to grant a license to Griffiss Real Estate Group, LLC to allow it early possession prior to the sale. As this property is owned by OCIDA and leased to GLDC as part of the Master Leases at the Griffiss Park, OCIDA needs to consent to the sale and to the license. The Agency has not received a request from Griffiss Real Estate Group, LLC to add this parcel to the existing lease-leaseback transaction relating to Griffiss Surgery Center. The land will be used as a parking lot for the new expanded surgical facility. **A motion to consent to the GLDC request for release of certain lands for sale to Griffiss Real Estate Group, LLC, and to consent to a License Agreement between GLDC and Griffiss Real Estate Group, LLC for the use of the lands prior to the sale, and to authorize the form and execution of related documents, all subject to counsel review, was made by F. Betrus, seconded by M. F. Messenger, and carried, 7-0.**
Old Business

a. Jobs Report: The Agency continued to review the report and discussed what actions it should take on the individual companies on the report. They are a variety of factors that affect each of the businesses ability to meet the job goals. It was decided that we should respond in writing to the companies and offer whatever assistance we can to help them to meet their commitments. Staff will draft a letter to be sent to them and it will be shared with the board.

At 9:25 AM, a motion was to adjourn the December 21, 2018 Agency meeting was made by M. Fitzgerald, seconded by M. F. Messenger, and carried 7-0.

At 9:35 AM, the December 21, 2018 Agency meeting reassembled.

At 9:35 AM a motion to enter Executive Session for the purpose of discussing possible Agency contracts was made by M. Fitzgerald, seconded by E. Quadraro, and carried, 7-0.

At 10:12 AM a motion to exit Executive Session was made by S. Zogby, seconded by E. Quadraro, and carried 7-0.

Program Fund Dispersement to MV EDGE

A motion to approve a $24,000 dispersement to Mohawk Valley EDGE to assist with economic development (a budgeted item) from the Special Projects Fund was moved by M. Fitzgerald, seconded by M. F. Messenger, and carried, 7-0.

Kris-Tech Wire Company

S. Papale explained that we are getting closer to a resolve with Kris-Tech on the discrepancies of their sales tax exemption use for the 2015 project and its subsequent amendment in 2016. It appears that the actual exemption amount will not exceed $310,000, but we are expecting documentation from the company verifying and certifying the final amounts soon. A motion to increase the estimated sales tax exemption amount for the benefit of the Kris-Tech Wire Company be increased to a maximum of $310,000, subject to counsel approval, was moved by E. Quadraro, seconded by S. Zogby and carried, 7-0.

At 10:15 AM the Agency adjourned the December 21, 2018 meeting by general consensus of the Board.

Respectively Recorded,

Mark Kaucher