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**CONFERENCE ROOM
LAKE PLEASANT, NY**

NOVEMBER 7, 2012

The meeting was called to order by Chairman Towers at 2:35 P.M. with the following members present:

Brian Towers, Chairman
William Farber, Vice Chairman
Robin Morrison
Robert Peck
Tim Pine

Absent: William Faro

Also Present:

Ann Melious, Executive Director
Laura Abrams, Secretary
Pete Klein, Press

**HAMILTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
COUNTY OF HAMILTON, STATE OF NEW YORK**

Resolution No. 5-12

Adopted November 7, 2012

Introduced by Mr. Farber
who moved its adoption

Seconded by Mr. Morrison

**RESOLUTION AUTHORIZING EXECUTION AND DELIVERY OF BARGAIN AND SALE
DEED OF THE AGENCY TO FLORIDA TOWER PARTNERS, LLC OF BRADENTON,
FLORIDA, AS SUCCESSOR IN INTEREST TO TARPON TOWERS**

WHEREAS, on June 19, 2012, the Hamilton County Industrial Development Agency (the "Agency") approved the sale of the Oak Mountain Cell Tower property (Tax Map # 105.000-2-1.112) to Tarpon Towers of Bradenton, Florida, the successful bidder, for \$715,000.00, and

WHEREAS, Tarpon Towers of Bradenton, Florida duly assigned its interests to Florida Tower Partners, LLC, a Delaware limited liability company (the "Purchaser"), and

Whereas, the Agency and the Purchaser entered into a contract of sale for the above-cited parcel dated September 6, 2012, and

WHEREAS, the Agency has determined that it is in the best interests of the Agency and the citizens of Hamilton County to consummate the sale of the cell tower property, and

WHEREAS, the consideration and proposed adoption of this resolution is an action under the New York State Environmental Quality Review Act (SEQRA). The Agency hereby declares that this action is an unlisted action under SEQRA, and hereby declares itself to be lead agency for SEQRA review of the action. The Short Environmental Assessment Form for this resolution presented at this meeting, is accepted and approved,

NOW, THEREFORE, BE IT RESOLVED THAT

1. The Agency hereby issues a Negative Declaration in connection with its findings pursuant to the State Environmental Quality Review Act ("SEQRA"), as codified under 6 NYCRR Part 617 et. seq., relative to the adoption of this resolution, whereby the adoption thereof constitutes an Unlisted Action that will not have any significant adverse impact upon the environment.

2. The Agency does hereby approve and consent to the assignment Florida Tower Partners, LLC, an entity affiliated with Tarpon Towers.

3. The Agency does hereby approve the form and substance of the deed, assignment of leases and other required recording documents to consummate the transfer of the Oak Mountain Cell Tower to Florida Tower Partners, LLC and hereby authorizes the Chairman, or in his absence, the Vice-Chairman, upon review and advice of Agency Counsel to execute and deliver the deed, assignment of leases and any other recording documents required to consummate this transaction to the Purchaser; and to take any and all other actions as may be required, upon advice of Agency Counsel, to complete the transaction contemplated herein.

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

Voting:	Ayes:	Nays:	Abstain:	Absent:
Brian Towers	<u> X </u>	_____	_____	_____
William Farber	<u> X </u>	_____	_____	_____
William Faro	_____	_____	_____	<u> X </u>
Robert Morrison	<u> X </u>	_____	_____	_____
Robert Peck	<u> X </u>	_____	_____	_____
Timothy Pine	<u> X </u>	_____	_____	_____
Vacant	_____	_____	_____	_____
Totals:	<u> 5 </u>	_____	_____	<u> 1 </u>

The foregoing resolution was thereupon declared duly adopted.

Ms. Melious explained the next resolution was passed at a Special Meeting, but it was missing a paragraph.

Hamilton County Industrial Development Agency

Resolution No. 6-12
Adopted November 7, 2012

Introduced by Mr. Farber
who moved its adoption

Seconded by Mr. Peck

**RESOLUTION AUTHORIZING A LOAN IN THE AMOUNT OF \$250,000.00
TO BRANT BROS., INC., FOR THE PURPOSE OF CONSTRUCTING AND
EQUIPPING THE PROJECT FACILITY (AS DEFINED HEREIN) AND
AUTHORIZING THE EXECUTION AND DELIVERY OF AN LOAN
AGREEMENT BY AND BETWEEN THE AGENCY AND BRANT BROS.,
INC.**

WHEREAS, the Hamilton County Industrial Development Agency (the “Agency”) is a body corporate and politic duly organized and existing under Section 926-r of the General Municipal Law (“GML”) of the State of New York (the “State”), with its principal place of business at 102 County View Drive, Lake Pleasant, New York, 12108; and

WHEREAS, Brant Bros., Inc. (the “Company”), having an address of 111 Elm Lake Road, PO Box 339, Speculator, New York, 12164, is a domestic corporation created pursuant to the Laws of the State of New York; and

WHEREAS, the Company is undertaking an industrial development project (the “Project”) consisting of (i) the re- construction of a porch attached to an existing facility into an enclosed permanent portion of the facility, located at 111 Elm Lake Road, Speculator, New York; and (ii) the acquisition of and installation of certain machinery and equipment comprising furnishings and fixtures to be used in connection with the contemplated uses; and

WHEREAS, in order to successfully complete the Project, the Company has applied for a loan of \$250,000.00 from the Agency’s Revolving Loan Fund as a second loan for the project, subordinate in interest to a loan from NBT Bank; and

WHEREAS, the granting of a loan constitutes an “Action” under the State Environmental Quality Review Act (“SEQRA”).

NOW, THEREFORE, BE IT RESOLVED:

The Agency has reviewed the Company’s application, including but not limited to the application form and the Company’s Financial statements, and has determined that it is in compliance with the requirements of the Agency’s Revolving Loan Fund and based on the representations of the Company to the Agency in said application and elsewhere, the Agency hereby makes the following findings and determinations; such findings and determinations are subject to the granting by the

Company of a second mortgage and security agreement and the personal guaranties of the principals of the Company for the amount of lending by the Agency:

- a) Undertaking the funding assistance to the Company will advance the Agency’s corporate purposes by leading to the creation of job opportunities or the retention of those created for the inhabitants of the Hamilton County, New York and the State of New York. It will also promote the health, prosperity, and economic welfare of the inhabitants of the Hamilton County and the State of New York and improve their standards of living;
- b) The funding assistance is a Type II Action under SEQRA and no further action or determination is required by the Agency;
- c) It is in the public interest for the Agency to undertake the Action on behalf of the Company;
- d) The Agency hereby approves and authorizes lending \$250,000.00 from its revolving loan fund (the “Fund”) to the Company for a period of ten (10) years carrying an interest rate of one and no one hundredths percent (1.00%) to be amortized on a monthly basis.
- e) The Chairman of the Agency, or in his absence the Vice Chairman, is authorized and directed to enter into a loan agreement (the Agreement”) for and on behalf of the Agency and to execute and deliver such Agreement and any additional and required documentation, upon advice and consent of Agency Counsel, to carry out the intent of this resolution.

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

Voting:	Ayes:	Nays:	Abstain:	Absent:
Brian Towers	<u> X </u>	_____	_____	_____
William Farber	<u> X </u>	_____	_____	_____
William Faro	_____	_____	_____	<u> X </u>
Robert Morrison	<u> X </u>	_____	_____	_____
Robert Peck	<u> X </u>	_____	_____	_____
Timothy Pine	<u> X </u>	_____	_____	_____
Vacant	_____	_____	_____	_____
Totals:	<u> 5 </u>	_____	_____	<u> 1 </u>

The foregoing resolution was thereupon declared duly adopted.

Ms. Melious explained that this Board had already voted to authorize the Chairman to sign the SEQRA Form and all other forms. The Board recessed for a moment while the Chairman signed needed documents for the sale of the cell tower.

The Board discussed the Easement Agreement. Mr. Farber stated that the O’Briens have approved the location. The property over which the easement exists still belongs to the IDA. There is language in the resolution that we adopted earlier which indicated that the Chairman was able to sign any and all documents. It is fairly clear from the deed where the tower property was initially separated off from

Oak Mt. that an easement is contemplated. Mr. Peck made a motion to authorize the Chairman to sign the Easement Agreement, seconded by Mr. Pine. Carried.

Payment of Bills:

Nat'l Grid (Cell Tower)	\$113.67
Ham Co. IDA (Repayments w/interest from Ham. Co. Cable due to USDA Account)	\$10,224.00
Wm. J. Kline (Legal Ads)	\$10.79

Ms. Melious explained that the bill to pay ourselves is a requirement. We have been depositing the Hamilton County Cable TV repayments into our NBT account which is our regular revolving loan fund. She has learned that those repayments should not go into that account; they need to go into Community Bank with the rest of the USDA funding.

Motion to bills as audited by Mr. Morrison, seconded by Mr. Farber. Carried.

Potential Project in Morehouse:

Mr. Farber stated that there was a community development workshop that included Lake Pleasant, Speculator, Arietta and Morehouse. They talked about seeing the region as one large community and the kind of amenities that you would need in someplace like Morehouse to assure that the snowmobile trail network is viable. They also discussed the need for a certain level of community amenities farther out from a tourism hub. This is a concept that is being discussed at the Regional Council level. The idea is that you will have geographic points like a Speculator, that is a tourism hub and then out from that have a certain amount of amenities; but not every community will be a tourism hub. Following that conversation in the workshop, his Town Board talked about the fact that they feel that they want to participate in that, but there was also the acknowledgement that in order to attract business in areas that are more remote it is going to be more challenging. People are going to be more inclined to want to invest at the center of the tourism hub. To that core tourism hub there is the need to have amenities along the way. If you want people to come to the area whether they are driving on the roads or the snowmobile trails there has to be a place to stop for gas, bathrooms, food etc. The Town Board discussed how they can make this work. They considered doing what Indian Lake is doing and try to apply for and having a little pot of community development funding where they try to attract certain types of business. Mr. Farber stated he felt that didn't make a lot of sense to him, it makes more sense to start to think more regionally and not try to create community development entities in towns as small as Morehouse. He felt it would make more sense if the Morehouse Town Board wants to be more aggressive about community development and attracting a business, if they approach the Hamilton County IDA and said that you have the expertise, you have the capacity, you have money you could loan to put in the mix; would you be willing to contract with a community that had a specific interest, need, focus that they wanted you to focus on, with some loan money or with your expertise etc. The discussion at the town level was that the IDA and LDC have existed and nobody thinks much or talks about Morehouse at that level so we need to do this ourselves. We need to figure out how to apply for USDA money or DOS money and create a pot of money for microenterprise and then we can assure that we get a convenience store or diner. Mr. Farber told the Town Board that he doesn't feel that is the best way to approach it, can we talk to the IDA about a way to get a level of focus placed on a community by virtue of the community contracting with the IDA. The Town would put up money in the way of a contract. Many counties

contract with their IDAs for economic development; it is one of the sources of money that the IDA uses for operation. If the Town of Morehouse were to contract with the IDA for economic development, \$10,000-\$12,000 per year, would the IDA focus on the Town of Morehouse's priority of finding a way to get to the point where they have a convenience store that has a little diner or gas in it? Or are we talking about a dynamic where that doesn't work and it creates more community focus than this Board is comfortable with and it really is a matter of the only way to get there is for each town to say, we have a project that doesn't seem to be coming to the forefront, we need to go out and seek our own loan money.

The Chairman asked why the IDA wouldn't want to do that for Morehouse regardless if we had a contract. Mr. Farber stated that the concern he heard at the Town Board was that it's not happening. The question is what it takes to make it happen.

Mr. Farber stated that the IDA just got through a process where they owned Oak Mt. Ski Center. A piece of property that falls into that category of it probably wouldn't make a lot of sense for somebody to come into Speculator and buy a piece of property and build a ski center, the only way it works is for the IDA to be directly involved, have the piece of property, enter into a lease that allows somebody to operate it for 3 years with the investment of their time, energy, money and resources. He understands that is not the norm for the way the IDA operates, but the Town Board and citizens within Morehouse do read that in the newspaper and sees how the IDA makes that kind effort in a community like Speculator for a critical piece of infrastructure. He explained to them that they have to understand that Oak is a critical piece of economic infrastructure that is of large enough scale to warrant a county IDA playing that kind of role. Their response was that why don't they apply for money because this piece of infrastructure is critical enough to them that they would do the same thing on the town level. He asked them if they would commit to the idea of him coming to the IDA and saying that if we contract with you would you entertain, as an IDA, that kind of creative project that is significant to the Town of Morehouse but obviously doesn't have the same level of significance to Hamilton County so it's not something you would typically do. You do it with Oak because it is a huge project, huge job creator, its offseason benefit, it has a county impetus. A convenience store or diner type establishment in Morehouse doesn't have that same economic impact to the county. So the thinking was that if they put up some money in an annual contract and paid the IDA to do it in Morehouse then is the impetus there for a county economic development entity like the IDA, to hypothetically, buy a piece of property in Morehouse and put it out there in the kind of way that assures that a specific kind of business appears in a specific community.

The Chairman stated that it would change the dynamic of how this body has acted over the last 15 years. Mr. Farber stated that is the point of having this kind of general conversation. Discussion continued.

Mr. Farber stated that the question is if the IDA is compensated to do this, is it a model worth doing? If it is a model worth doing, is there a way to figure out how to replicate it in other communities that might have interest so that it is self-sustaining and you are not simply burying the current Executive Director. He feels that the reality of what Morehouse is looking for is less time and labor intensive and more commitment intensive. In other communities that may not be the case. You have to think about a way to structure it so that you can replicate it.

Ms. Melious asked if there is a reason why Morehouse would not just take \$30,000 and buy a shovel ready site as an incentive and then we move on with a feasibility study, financing etc. Mr. Farber stated that was one of the proposals from the Town Board. He feels it is a better model where the IDA is the owner of the shovel ready site, whether it is a ski area or a shovel ready site for something else, other than the local government. That is his personal preference. The Chairman stated it could be done either way. Mr. Farber stated that was his reason for bringing this to the IDA, he doesn't want to create a local LDC or local economic group to have them as the owner. The proposal in Morehouse is not about a lot of staff time it is about willingness for somebody to own a shovel ready site that isn't the municipality that promotes making something happen.

Mr. Morrison asked about how much interest is there from somebody that wants to do something like that. Mr. Farber stated they had a couple of people that were interested in it and they ended up going to other locations because they were looking for something where they could just get in and start running it.

The Chairman stated to really be a promoter of this economic tool, if it was this body, we would need to own more than land; it would be nice to own some infrastructure. Mr. Farber stated that would be great if that existed, another option we see with people who are interested in investing in Hamilton County are people that have some capability on their own, if they have materials they could do a lot of the work on their own. There is a bunch of ways to get there; you are never going to make the dollars work if you start out in Morehouse with the pretense that somebody is going to have to pay somebody to construct a new building. We need to find a creative way to get there to make it happen. The Chairman stated that is true in any of these communities.

Ms. Melious asked if the Town would be willing to do site preparation or something. Mr. Farber stated that the Town will have a great willingness, one of the sites they looked at, not only would there be capacity on the site to build some roads or trails, but there is also gravel on the site.

Mr. Morrison asked if there is any place to buy gas between Piseco and Poland. Mr. Farber stated that there is a small station a mile out of Cold Brook. It is a challenge for the motoring public. Where the economy really sees it in Piseco is for the snowmobile traffic; for the connection now between the Ohio Tavern and Oxbow or Casey's, there are a lot of people that just don't go that way. There comes a point in time when the Morehouse Town Board starts to weigh the value of maintaining the snowmobile trail system, even with the reimbursement, you maintain it at a loss if there is limited travel and limited benefit back to the community. The Town Board's position is let's not wait that long, let's try and fix this problem now. The simple reality is that the quality of life improves, and all of a sudden some of those affordable lots in Morehouse may make sense as the bedroom community for a tourism hub like Speculator, so that you have people that can afford to live and work there.

Ms. Melious stated that she feels we need to collect more anecdotal data. I think we need to know what DOT says in terms of traffic. Mr. Farber stated that we know what has happened to the traffic. The traffic count has been going down. So you have to look at why the traffic count is going down. As the traffic count is going down in Morehouse what does it mean to Arietta, Lake Pleasant, and Speculator. The traffic count alone can be one of those arguments that we use to get us to the point of let's not do anything until the traffic exist to support it. The reality is that traffic is not going to come back and it will start to impact Speculator.

The Chairman stated that if there is a desire for the Town to have skin in this game he thinks it has some value to take a look at how we might do this. How do other places do this? It certainly would change the way we as a Board have ever operated. But that doesn't mean that it doesn't have value. He further feels that it could work for every one of these communities.

Mr. Farber stated that his personal preference would be to do this through the IDA, but he knows that the Town is going to pursue it one way or the other. He will not be offended if the IDA is not interested.

The Chairman stated that we need to look at how other IDA's are doing this. Mr. Peck stated he feels that there could be an advantage if the IDA were to pursue it. We have to have a better understanding of how this would work. If it seems that this is something that would work we could offer it to our other communities. Maybe Morehouse could be the pilot.

Discussion continued.

Mr. Farber stated that if the idea is that people are open minded to it and would entertain it we could work on putting together a proposal. The Chairman stated that he is interested in looking at it. He thinks we should look at what some other IDAs are doing. Mr. Farber stated that Morehouse can look at what they might propose on their end and the IDA can look at how some county IDAs deal with shovel ready sites. He doesn't know how IDAs make the decision what community the shovel ready site is in. He suspects that it is in part driven by what the communities are willing to put up in the way of skin in the game.

Mr. Pine agreed that the IDA needs to look at what other IDAs are doing. He feels this type of thing could benefit Indian Lake and other communities.

Ms. Melious stated that everyone needs to realize that these are businesses that need subsidy. You had someone in Indian Lake that couldn't make it because there wasn't the critical mass of people patronizing it. Mr. Pine stated that he disagrees with that statement. He feels that there were a lot of things that contributed to that business not succeeding.

Mr. Farber stated that it is a fragile business climate to get some of these started. People are not anxious to come in on the heels of the Indian Lake Market failing and redo that. We have to find what it takes to incent them to come in. What IDAs do all over this state is incent businesses to come in for the purpose of specifically job creation. What our communities are struggling with is more the community development side. The impact of a loss of certain key pieces of infrastructure is having on the overall business climate and the risk and jeopardy that creates in Indian Lake is that you lose more businesses. The bleeding continues if we don't find a way to stop it in some real tangible way.

Mr. Farber further stated that the beauty of this is that it gives the communities the chance to look at themselves. It promotes the idea that communities ought to plan for themselves, what they want to be and how they fit into the region. That is the value of doing this through a centralized entity.

Ms. Melious stated that it does take planning. Indian Lake is going to be a recipient of some free planning through the Hamlets III program in a formal way that she is not qualified. That is probably what needs to take place in all of our communities. Discussion continued.

Everyone present agreed that the Executive Director should look into how other IDAs do this.

IDA By-Laws:

Ms. Melious explained that the by-laws state that the Chairman shall preside at all meetings, sign and execute on behalf of the agency all contracts, notes, bonds, trust indentures, other evidences of indebtedness and all other official documents of the agency when so authorized by the agency. Ms. Melious explained that this means that the Chairman cannot sign anything unless we have a resolution or authorize. Mr. Farber explained that the conclusion of council is that the language that specifically says that the Chairman is authorized to sign something should be included in any resolution that is passed by the IDA to authorize anything. The Board agreed that there is not a need to amend the by-laws, just be more sensitive to include the needed language.

Annual Meeting:

January 11, 2013 at 11:00 AM at Oak Mt. Ski Center

Other Business:

Mr. Peck stated the water main that goes between Elm Lake Rd. and Oak Mountain is not owned by the Village. Do we know who owns it? Mr. Farber stated that he knew that the project put in the sewer; he did not realize that was the case with the water main. Mr. Peck stated that he was asked what would happen if there is a water main break; what about the houses on that road? It's not a Village road either. Mr. Farber stated that it seems there would be some logic in the Village taking the road in order to fix that problem and we would probably donate the water and sewer main while we are still in a position to do that. We should probably have that conversation with the Village.

As there was not further business, motion to adjourn by Mr. Farber, seconded by Mr. Morrison. Carried.