



MINUTES

**Fort Schuyler Management Corporation
Meeting of the Board of Directors
July 19, 2017 – CNSE Nano Fab East Conference Room 2107**

Directors present: Robert Samson – Chairman, Megan Daly, Kristin Proud, Franklin Hecht, Ken Tompkins

Staff: Robert Megna – President, Scott Bateman – Treasurer, Cheryl Casey-Rose – Board Secretary, Pat Bucklin

Guests: Kevin Younis - ESD, Emily Kunchala – RF SUNY

1. Call to Order

- The meeting of the Board of Directors of Fort Schuyler Management Corporation (FSMC) was called to order at 4:36 p.m. by Chair Samson.
- Chair Samson welcomed Kevin Younis of Empire State Development and Emily Kunchala of The Research Foundation.
- Chair Samson asked if there were any directors present who had a conflict of interest with regard to items on today's agenda to please state so, and there were none stated.

2. Review/approval of May 10, June 12 and June 28 meeting minutes

- The Board reviewed the meeting minutes. A motion was made by Ken Tompkins and seconded by Franklin Hecht. There was no discussion and the minutes were approved as presented.

3. Chairman's Report/President's Report:

- Resolution 161 - Norsk Project Scope change
Robert Megna introduced the resolution: Norsk is the US subsidiary of a Norwegian company that has developed proprietary technology that enables it to manufacture aircraft components out of titanium. In July 2015, pursuant to Resolution 123, the Board authorized and approved the Corporation undertaking (1) the development, design, construction, and fit-up of an approximately 170,000 square feet facility to house Norsk's USA based manufacturing and business



operations, (2) the acquisition of real property for the new facility, and (3) the acquisition of manufacturing equipment to be housed in the new facility for use by Norsk ("Project"). As Norsk has progressed into the project they have discovered that what was initially proposed isn't what they really need and have determined that the most economical course of action is to continue to use the existing facility and to build a 100,000 sf facility rather than the originally proposed 170,000 sf facility with 20,000 sf of office space, 20,000 sf of research and development and 60,000 sf of manufacturing space. The directors at the Empire State Development Corporation have approved this plan. Megan Daly asked if the square footage would be about the same and Robert Megna responded that it would. Ken Tompkins asked if the existing space and the new space would be in two separate locations, to which Robert Megna responded it would. Kristin Proud stated the original plan was going to be office and manufacturing and that now they are adding a research and development component, which Robert Megna confirmed. He also stated that no additional funding would be necessary and that the requested authorization is for project scope change. Megan Daly asked if it changed the timeline for the project. Robert Megna stated that it does not.

Chair Samson asked for a motion to approve Resolution 161. Megan Daly moved to approve and Ken Tompkins seconded the motion. There was no further discussion and the motion was approved.

Vote: Ayes – 5, Nays – 0, Abstention - 0

- Resolution 162 - Equipment Purchase QUAD C
President Megna introduced the resolution: This resolution would provide authorization for FSMC to enter into the contracts for the procurement of tools for use by Danfoss in the Power Electronics Packaging Manufacturing Center. President Megna said there will be approximately 120 tools ordered from 30 tool suppliers for the initial manufacturing lines. He adds that at a later date, tools for the transportation line will be ordered. President Megna informs the group the procurement process for all the tool purchases will be conducted in compliance with the Fort Schuyler Management Corporation (FSMC) Procurement Guidelines Policy and protocols. President Megna said that a vote made by the board on July 17th approved the resolution to authorize the purchase of tools for Power Electronics Packaging Manufacturing at QUAD-C. Tom O'Brien confirms for President Megna that the cap is \$27 Million for the construction. President Megna introduces the board to Tom O'Brien as the Construction Manager for the Danfoss Project. Franklin Hecht asked if transportation component will be added on separately in the future. Tom O'Brien responds saying the transportation component is included.



Chair Samson asked the Board if there is any further discussion on Resolution 162. Megan Daly asks if the cap discussed had a change. President Megna responds to the question saying that there is an allocated \$100 million for the project and the tool purchase is associated with the building design that was provided last time, adding there has been no change.

Chair Samson asked for a motion to approve Resolution 162. Kristin Proud moved to approve and Ken Tompkins seconded the motion.

Vote: Ayes – 5, Nays – 0, Abstention – 0

Chair Samson asked if there is any further discussion which Megan Daly stated that it is exciting to see them (Danfoss) manufacturing. President Megna asked Tom O'Brien if there is any update he would like to give to the board. Tom informs the board he is in negotiations with M+W regarding the construction time frame and they have started moving forward with designs. Tom said there are 100 people in Utica and that Danfoss also has people in Utica. Tom said that negotiations for some of the tools have begun and that they are on schedule.

Chairman Samson said that a motion has been introduced by Kristin Proud, seconded by Ken Tompkins and asks for a vote.

Vote: Ayes – 5, Nays – 0, Abstain – 0.

Resolution 162 passed unanimously.

- Resolution 163 – Procurement Policy Amendment
Chairman Samson introduced the resolution. President Megna stated that the Board previously approved Resolution 147 adopting a Procurement Guidelines Policy and this makes two amendments to this policy:

Amendment Section 3.J – President Megna says this lists the circumstances where a contract may be awarded on sole source basis, single source or other non-competitive basis to add a new subsection 7. President Megna says that this is the companion piece to the Fuller Road piece.

Amendment Section 7.B – President Megna informs the Board that this is amended to delete item 17 related to Testimony as this part is not necessary and not relevant to the operation of Fort Schuyler and Fort Schuyler Procurement Policies.

Chair Samson asks the Board if there are any comments or questions related to Resolution 163. There were no comments or questions.

Chair Samson asked for a motion to approve Resolution 163. Kristin Proud moved to approve and Franklin Hecht seconded the motion.



Vote: Ayes – 5, Nays – 0, Abstention – 0

Resolution 163 was approved unanimously.

- Lease with Onondaga County Office of Economic Development
Chair Samson introduced the next agenda item: He said that this is an Amendment to an existing lease at Onondaga County Office of Economic Development. He asked President Megna if he would like to provide comments on this. President Megna explained to the board that Fort Schuyler has an existing lease with Onondaga County Office of Economic Development and that this is for the Film Hub located in DeWitt. Onondaga County pays rent to Fort Schuyler in the amount one-thousand dollars a month for 115 sq. ft space within the Film Hub. President Megna says that since Onondaga County has been working to encourage folks to locate and to do film productions at this facility, it makes sense to provide them this space under the existing lease arrangement. Chair Samson asks if there are any questions or comments regarding this. Kristin Proud asks if the additional space is only 115 sq. ft. President Megna said “yes.”

Chair Samson asked if there are any other comments or questions related to the Onondaga Lease. There were no further comments or questions.

Chair Samson asked for a motion to approve. Kristin Proud moved to approve and Franklin Hecht seconded the motion.

Vote: Ayes – 5, Nays – 0, Abstention – 0

- Update:
Chairman Samson moved onto Board Updates. Discussed at the previous Fuller Road meeting, Financial Advisor RFP and Legal Services RFP. President Megna reiterates to the board the importance of securing the services of a Financial Advisor and informs everyone that an RFP has been issued for this purpose. President Megna also intends to go forward with an RFP for outside legal services. Chairman Samson asked if there were any questions or comments. There were none.

4. New Business

There was no new business brought before the Board.

5. Public Comment

No public comments were made.

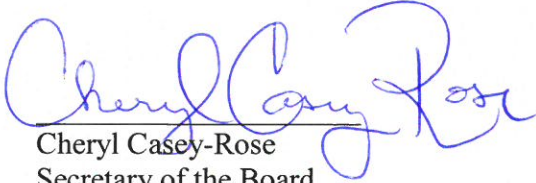
6. Next quarterly Board of Directors Meeting: August 10, 2017



7. Adjournment

- There being no further business to come before the Board, the meeting was adjourned at 4:55 p.m. Kristin Proud moved to approve and Ken Tompkins seconded the motion.

Respectfully Submitted,


Cheryl Casey-Rose
Secretary of the Board