

OEDA Board Meeting Minutes

November 15th, 2024

**121 N Main Street 2nd Floor Albion NY
Board Room
8:00 a.m.**

Members Present:

John Misiti, Chairman
Craig Tuohey, Assistant Secretary
Jeff Martin, Secretary
Carol D'Agostino, Assistant Treasurer

Members Absent:

Ed Urbanik, Member
Skip Draper, Vice Chairman
John Fitzak, Treasurer

Also Present:

Michael Dobell, CEO/CFO
Gabrielle Barone, Vice President Development
Kevin Zanner, Hurwitz Fine P.C., Legal Counsel
Matt Holland, OEDA Admin/MAP Manager

Roll Call - The meeting was called to order by Chairman John Misiti at 8:00 a.m. Matt called the roll of Board members. Board members John Misiti, Craig Tuohey, Carol D'Agostino, and Jeff Martin were present, constituting a quorum of the Board.

I. Approval of October 11th 2024 Board Meeting Minutes (Electronic)

The October 11th, 2024 Board meeting minutes were reviewed by the Board. A motion was made by Jeff Martin to approve the meeting minutes as presented. The motion was seconded by Craig Tuohey and unanimously carried.

II. Financial Reports

COIDA/ORLF Accept Monthly Financials

Michael Dobell presented the COIDA and ORLF financial reports for the month ending October 31st, 2024. The closing balance for the main OEDA account was \$40,974.00. The balance in the high interest savings account is \$161,459.76.92. Michael discussed projects that are nearing completion that will affect the agency's financial outlook before

2025. A motion was made by Craig Tuohey to approve the October 31st, 2024 monthly financial reports. The motion was seconded by Jeff Martin and unanimously carried.

PILOT Report – Matt reported that all PILOT payments are current.

III. Report of Committees/Departments/Sites

Business Development-- Gabrielle presented the Business Development update on the following matters:

Bernzomatic-

Gabrielle reported that the NYSDEC Brownfield Cleanup Program remediation has been completed at the Bernzomatic facility. The site is being considered by a potential business. There are discussions about removing the World War II era buildings on the site.

Project Digital-

Gabrielle provided an update on the business that was interested in acquiring property in the Medina Business Park. The business is has found a building to lease at another location in Medina.

Wendel Companies Wastewater Study-

OEDA staff met with Wendel again to discuss the wastewater study. Staff provided Wendel with suggested additions to the project map. It is anticipated that Wendel will make a presentation to the OEDA Board at the December meeting.

Coffee Pot-

The Coffee Pot in downtown Medina is looking to expand its business to Main Street where Case-Nic Cookies was formerly located. OEDA staff are coordinating with the company and the SBDC Brockport office.

BOMET-

BOMET is retrofitting its current building in Albion and expanding to the business park in Medina. The company had to change its business operations due to AI and how it impacts the recycling of cell phone plastics. New equipment had to be brought in and assembled.

Village of Medina Zoning

Gabrielle briefed the Board regarding the 40-foot height restriction that currently applies in the Village zoning code for parcels that are zoned light industrial or

industrial. This has an impact on projects proposed for Medina Business Park that exceed that height and requires projects to seek a variance.

Project Updates – Michael Dobell presented the following project updates:

Hemlock Ridge Solar-

Michael reported that some of the affected taxing jurisdictions still have not approved resolutions to opt out of the PILOT for the Hemlock Ridge Solar project. He has contacted the appropriate officials to find out when the resolutions will be approved. Once these resolutions are adopted, public hearings for the project will be scheduled. He also reported that Camoin Associates has completed the cost-benefit report for the project.

GRE Requests for Information-

Michael reported that there has been a steady number of requests for information coming into the OEDA for potential projects at Medina Business Park. The agency also recently participated in a study with NYSERDA that examined site readiness for EV and high technology manufacturing.

Facilities/Sites-

Potential Logging at Medina Business Park-

Michael reported that a logging company is interested in harvesting timber from the Medina Business Park. A meeting is being arranged to discuss this in more detail.

MAP and LDC Report

Matt reported that the Fall 2024 MAP class will be graduating on Dec 5th, 2024. All of the participants have a rough draft of their business plan and will present their executive summaries on Dec 5th.

The CDBG MAP grant funding is in the final review phase and awaiting an environmental review.

Legal- No report.

Marketing

Michael shared Mindful Media Group's annual report with the Board. In spite of issues with Google's analytics, the webpage is drawing an increased number of views through digital ads and various other webpages. Michael also reviewed Mindful Media Group's proposed 2025 scope of work.

IV. Executive Session

Craig Tuohey made a motion for the Board to enter into executive session to discuss the financials of a corporation. The motion was seconded by Jeff Martin and unanimously carried. At the conclusion of the executive session, a motion to exit the executive session was made by Jeff Martin. The motion was seconded by Carol D'Agostino and unanimously carried. No votes were taken during the executive session.

V. Unfinished Business – None.

VI. New Business

Consider the amendatory resolution of COIDA relating to the Heritage Wind Project

Michael reviewed with the Board the following amendatory resolution for the Heritage Wind Project:

**AMENDATORY RESOLUTION OF THE COUNTY OF ORLEANS
INDUSTRIAL DEVELOPMENT AGENCY RELATING TO THE
HERITAGE WIND PROJECT**

Craig Tuohey made a motion to approve the resolution as presented. The motion was seconded by Jeff Martin and unanimously carried by roll call vote (4-0-0). See attached resolution.

Adjournment

Motion to adjourn subject to Chairman's recall made by Craig Tuohey, seconded by Carol D' Agostino and unanimously carried at 9:35 a.m.

Respectfully submitted,

Matt Holland

**AMENDATORY RESOLUTION OF THE COUNTY OF
ORLEANS INDUSTRIAL DEVELOPMENT AGENCY
RELATING TO THE HERITAGE WIND PROJECT.**

WHEREAS, the County of Orleans Industrial Development Agency (the “Agency”) is authorized under the laws of the State of New York, and in particular the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended, and Chapter 918 of the 1971 Laws of New York, as amended (collectively, the “Act”), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities and thereby advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and to improve their prosperity and standard of living; and

WHEREAS, Heritage Wind, LLC, for itself or for related individuals or entities (the “Company”), has entered into negotiations with officials of the Agency with respect to the construction and equipping by the Agency without the proceeds of a bond issue of a project (the “Project”) consisting of: (i) the construction and operation of a commercial-scale wind power electric generating facility with a nameplate capacity of up to 184.8 megawatts (MW) (the “Facility”), including the installation and operation of up to 33 wind turbines, together with approximately 37 miles of associated 34.5 kV collection lines (below grade), 13 miles of access roads, one permanent meteorological tower, one power performance tower, one operations and maintenance building, a temporary construction staging area, and collection substation (together, the “Improvements”); and (ii) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the “Equipment”); and (iii) the conveyance of the Project pursuant to the lease of the Project to the Company, such Project to be located on fifty (50) tax parcels located in the Town of Barre, New York spanning across a total of approximately 18,133.6 acres (the “Facility Area”); and

WHEREAS, the Agency adopted a resolution dated October 8, 2021 to authorize the Project (the “Inducement Resolution”); and

WHEREAS, on November 3, 2021, the Agency and Company entered into a project agreement (the “Project Agreement”); and

WHEREAS, the Agency adopted an amendatory resolution at a meeting held on October 14, 2022 to extend the Company’s authority to act as agent for the Agency through December 31, 2024, in accordance with Section 4 of the Project Agreement; and

WHEREAS, Section 17 of the Inducement Resolution as amended provides that the Agency Chairman, Vice Chairman, Secretary, Treasurer, Assistant Secretary or CEO/CFO may in writing extend the effectiveness of the Inducement Resolution for good cause shown; and

WHEREAS, Section 4 of the Project Agreement provides that the right of the Company to act as agent of the Agency shall expire on December 31, 2024, however if construction of the Project shall not have been completed by this date, the Company may request in writing an extension of time

to act as agent for a period of time not to exceed the date of completion of construction; and

WHEREAS, by letter dated October 9, 2024, the Company requested an extension through December 11, 2027 of the Company's authorization under the Project Agreement to act as agent for the Agency; and

WHEREAS, the Agency was also informed of several changes to the Project including the following: (i) an increase in the Project cost from approximately \$304,000,000 to \$373,000,000; (ii) a decrease by six in the number of wind turbines to be constructed as part of the Project; and (iii) a reduction in the overall MWs of the Project from 184.8 MW to 126 MW; and

WHEREAS, although the cost of the Project has increased, the Company is not seeking any additional financial assistance from the Agency; and

WHEREAS, the Company and Agency staff have discussed an adjustment to the administrative fee that is due to the Agency as a result of the increase in the cost of the Project and the Company has proposed to pay (the "Administrative Fee Proposal") the Agency the sum of \$755,000.00 within thirty (30) days from the date this resolution is approved and two installment payments of \$1,800,000.00 each, with the first installment payment due on the earlier of the closing of the PILOT/lease-leaseback transaction (the "Closing") or December 1, 2025, and the second installment payment due one year after Closing.

NOW, THEREFORE, THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY HEREBY RESOLVES AS FOLLOWS:

1. The Agency hereby approves the Company's extension request and authorizes the Company to act as agent for the Agency through December 11, 2027.
2. Section 17 of the Inducement Resolution is hereby amended to extend the effectiveness of the Inducement Resolution to December 11, 2027.
3. The Agency hereby accepts the Administrative Fee Proposal of the Company.
4. The CEO/CFO of the Agency is authorized to execute on behalf of the Agency an amended and restated Project Agreement to memorialize the extension of the Company's authority to act as agent for the Agency through December 11, 2027 and the payment of the Agency's administrative fee in accordance with the Administrative Fee Proposal.
5. In the event the Company does not enter into an amended and restated Project Agreement and make the initial payment required by the Administrative Fee Proposal within thirty (30) days of the date of this resolution, this resolution shall be deemed automatically null and void without any further action of the Agency Board.
6. This resolution shall take effect immediately.

The above resolution was moved for adoption by Craig Tuohey and
seconded by Jeff Martin.

ROLL CALL VOTE:

	<u>Yes</u>	<u>No</u>	<u>Absent</u>	<u>Abstain</u>
Carol D'Agostino	[X]	[]	[]	[]
Merle Draper	[]	[]	[X]	[]
John Fitzak	[]	[]	[X]	[]
Craig Tuohey	[X]	[]	[]	[]
John Misiti	[X]	[]	[]	[]
Ed Urbanik	[]	[]	[X]	[]
Jeff Martin	[X]	[]	[]	[]

Adopted: November 15, 2024

