

OEDA Board Meeting Minutes

February 14th, 2025

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

Members Present:

Skip Draper, Vice Chairman
Jeff Martin, Secretary
John Fitzak, Treasurer
Craig Tuohey, Assistant Secretary

Members Absent:

John Misiti, Chairman
Carol D'Agostino, Assistant Treasurer
Ed Urbanik, Member

Also Present:

Michael Dobell, CEO/CFO OEDA
Gabrielle Barone, Vice President Development
Kevin Zanner, Hurwitz Fine P.C., Legal Counsel
Matt Holland, OEDA Admin/MAP Manager
Tom Rivers, Orleans HUB
Tim McMurray, Village of Albion Board Trustee

Roll Call - The meeting was called to order by Vice Chairman Skip Draper at 8:04 a.m. Matt called the roll of Board members. Board members Skip Draper, John Fitzak, Craig Tuohey and Jeff Martin were present, constituting a quorum of the Board.

I. Approval of January 10th 2025 Board Meeting Minutes (Electronic)

The January 10th, 2025 Board meeting minutes were reviewed by the Board. A motion was made by Craig Tuohey to approve the meeting minutes as presented. The motion was seconded by John Fitzak and unanimously carried.

II. Financial Reports

COIDA/ORLF Accept Monthly Financials

Michael Dobell presented the COIDA and ORLF financial reports for the month ending January 31st, 2025. The closing balance for the main OEDA account was \$634,301.47. The balance in the high interest savings account is \$161,622.63. Michael reviewed upcoming sources of income for the beginning of 2025. At the conclusion of the discussion, a motion was made by John Fitzak to approve the January 31st, 2025 financial reports. The motion was seconded by Craig Tuohey 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:

NYPA and Project Air-

Gabrielle informed the Board that Project Air was awarded a low-cost power rate from NYPA with plans that the company will operate at the WNY Energy facility. The company is starting with a small-scale project, which will develop fuel from renewable sources. There is a test operation that is ongoing.

Hinsbergers Poly-

Gabrielle is communicating with Hinsbergers Poly to discuss current federal relations with Canada and see if the company needs assistance from the OEDA.

Leadership Orleans-

Gabrielle met with Kelly Kiebala from Leadership Orleans. Gabrielle and Matt will attend the March Leadership Orleans session, where they will discuss economic development and the MAP program with the 2025 Leadership Orleans class.

Helena-

Gabrielle and Michael have been in discussions with Helena regarding a new project. It is anticipated that the company will submit a project application to request financial assistance from OEDA.

Village of Albion-

Gabrielle coordinated a call between a developer and Village of Albion officials about a possible project.

Medina Business Park-

Gabrielle discussed several recent enquiries about MBP. There continues to be interest in bringing projects to the park.

Project Updates – Michael Dobell presented the following project updates:

Hemlock Ridge Solar-

Michael reported that the Oakfield-Alabama School District will consider approving a resolution to waive its right to PILOT payments at the February 25th School Board meeting. Once that resolution is approved, Michael will start scheduling public hearings in March for the project.

Skyven Technologies-

Michael reported that Skyven Technologies is reportedly working with Western New York Energy to develop a project. Skyven has contacted OEDA to begin initial discussions.

Holley Business Park-

Michael reported that there has been an inquiry for property at the Holley Business Park.

Facilities/Sites

Medina Business Park South-

Michael reported that the purchase option on Medina Business Park South has been finalized and renewed for another 2 years.

MAP and LDC Report

Matt reported that the speaker lineup for the Spring 2025 course has been established. Applications for the Spring program will be open on February 17th and will close March 14th. The interview process will begin immediately upon receipt of applications. There are currently three businesses working on MAP grant applications.

Legal- No report.

Marketing

Michael reported that Mindful Media is working with Matt on MAP program materials as well as general OEDA materials such as letterhead and envelopes.

IV. Executive Session

Craig Tuohey made a motion for the Board to enter into executive session to discuss the proposed sale of real property. The motion was seconded by John Fitzak and unanimously carried. At the conclusion of the executive session, a motion to exit the executive session was made by Craig Tuohey. The motion was seconded by John Fitzak and unanimously carried. No votes were taken during the executive session.

V. Unfinished Business

Annual Board Evaluations

Michael discussed the annual Board self-evaluation requirement with the Board. The evaluations are due.

VI. New Business

RESOLUTION OF THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING A LEASE-LEASEBACK TRANSACTION WITH FALLS ROAD RAILROAD CO., INC. TO FACILITATE GRANT FUNDING FROM THE NORTHERN BORDER REGIONAL COMMISSION (NBRC).

Michael presented a proposed resolution to authorize a lease-leaseback arrangement with Falls Road Railroad Co. Inc. to facilitate grant funding from NBRC. He explained that the resolution also documents the reconveyance of COIDA's fee title interest in the railroad parcels to the railroad and provides for COIDA to relinquish the NYSDOT grant award for rail improvements. He noted that NYSDOT had confirmed that this grant funding could be provided directly to the railroad without COIDA involvement.

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

Recommend or Not Recommend the Approval of Guidelines and Policies

-Real Property Acquisition Policy

Michael presented the real property acquisition policy. No changes were proposed to the existing real property acquisition policy by staff or the Governance Committee. Jeff Martin made a motion to approve the real property acquisition policy as presented. The motion was seconded by John Fitzak and unanimously carried.

-Property Disposal Guidelines

Michael presented the property disposal guidelines. No changes were proposed to the existing property disposal guidelines by staff or the Governance Committee. John Fitzak made a motion to approve the property disposal guidelines as presented. The motion was seconded by Jeff Martin and unanimously carried.

Recommend or Not Recommend the Approval of the Governance Committee Charter

Michael presented the Governance Committee charter. No changes were proposed to the existing governance committee charter by staff or the Governance Committee. John Fitzak made a motion to approve the Governance Committee charter as presented. The motion was seconded by Jeff Martin and unanimously carried.

Adjournment

Motion to adjourn subject to Vice Chairman's recall made by John Fitzak, seconded by Jeff Martin and unanimously carried at 9:05 a.m.

Respectfully submitted,

Matt Holland

RESOLUTION OF THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING A LEASE-LEASEBACK TRANSACTION WITH FALLS ROAD RAILROAD CO., INC. TO FACILITATE GRANT FUNDING FROM THE NORTHERN BORDER REGIONAL COMMISSION (NBRC).

WHEREAS, the County of Orleans Industrial Development Agency ("COIDA") 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 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, to accomplish the purposes of the Act, the Agency entered into NBRC Grant Agreement Number NBRC19GNY05 dated July 25, 2019 (the "NBRC Grant Agreement") with the Northern Border Regional Commission ("NBRC") to accept \$480,000.00 in grant funding from NBRC to help facilitate the construction by Falls Road Railroad Co., Inc. (the "Company") of the Falls Road Railroad bridge and culvert improvements as described in the Grant Agreement (the "Railroad Improvements Project"); and

WHEREAS, at the time the NBRC Grant was awarded to the Agency, the Agency held fee title to the real property of the Company ("Railroad Property") pursuant to a sale-leaseback transaction entered into between the Agency and the Company on or about December 1, 1997, as amended by the Agency and Company on December 23, 1997 and as further amended by the Agency and Company on December 1, 2009 (the "IDA Sale-Leaseback Transaction") to facilitate the provision of Agency incentives to the Company (the "IDA Project"), including a payment-in-lieu of real property taxes agreement ("PILOT Agreement"); and

WHEREAS, the PILOT Agreement expired as of December 31, 2023, and the terms of the IDA Sale-Leaseback Transaction provide for the Agency to convey, and the Company to accept, a deed from the Agency reconveying the Railroad Property; and

WHEREAS, NBRC has confirmed to the Agency that fee title ownership of the Railroad Property by the Agency is not required for purposes of the NBRC Grant Agreement and that Agency eligibility for grant funding may be satisfied by the Agency having a leasehold interest in that portion of the Railroad Property where improvements will be constructed utilizing NBRC Grant funding; and

WHEREAS, the Agency previously applied for a New York State Department of Transportation ("NYSDOT") Industrial Access Improvements Grant (the "NYSDOT Grant") in the amount of \$1,652,330.00 to be used for railroad improvements, which was awarded to the Agency but for which an agreement between the Agency and NYSDOT has not been entered into or approved by the Agency Board; and

WHEREAS, NYSDOT confirmed to the Agency that NYSDOT can enter into a direct grant agreement with the Company without Agency involvement, and accordingly the Agency has determined not to proceed with the NYSDOT grant funding; and

WHEREAS, the Agency desires to proceed with a lease-leaseback transaction with the Company in order to facilitate the construction and operation of the Railroad Improvements Project by the Company in accordance with the requirements of the NBRC Grant Agreement.

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

1. The Agency is hereby authorized to acquire a leasehold interest in those parcels of the Company's real property where the Railroad Improvements Project is to be constructed and to enter into a lease-leaseback transaction with the Company for the purpose of facilitating the construction and operation of the Railroad Improvements Project by the Company in accordance with the requirements of the NBRC Grant Agreement.

2. The Chairman, Vice Chairman, Secretary, Treasurer, and Assistant Secretary of the Agency, the CEO/CFO and other appropriate officials of the Agency and its agents and employees, are hereby authorized by and on behalf of the Agency to execute and deliver any and all documents in connection with (i) the lease-leaseback transaction between the Agency and the Company, (ii) the termination of the IDA Sale-Leaseback Transaction, and (iii) the relinquishment of the NYSDOT Grant award, all as described in this Resolution, and to take such other actions which any of the authorized officers deems necessary or appropriate to effectuate the purpose and intent of this Resolution.

3. These Resolutions shall take effect immediately.

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]	[]	[X]	[]
Ed Urbanik	[]	[]	[X]	[]
Jeffrey Martin	[X]	[]	[]	[]

Adopted: February 14, 2025