

Board Meeting Minutes
Orleans Land Restoration Corporation
December 13th, 2024
121 N Main St 2nd Floor Albion NY
Board Room
9:00 am

Directors Present:

John Misiti, Chairman
Craig Tuohey, Assistant Secretary
Carol D'Agostino, Assistant Treasurer
Ed Urbanik, Director
Skip Draper, Vice Chairman
John Fitzak, Treasurer

Directors Absent:

Jeff Martin, Secretary

Also Present:

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

- I. Roll Call-** The meeting was called to order by John Misiti at 9:06 a.m. Matt Holland called the roll. Board members John Misiti, Carol D'Agostino, Skip Draper, John Fitzak, Ed Urbanik, and Craig Tuohey were present, constituting a quorum of the Board.
- II. Approval of Previous Board Minutes November 15th, 2024---**The November 15th, 2024 Board meeting minutes were reviewed. A motion was made by Craig Tuohey to approve the meeting minutes as presented, seconded by Carol D'Agostino. Motion unanimously carried.
- III. OLRC Financials**
OLRC Monthly Financial Report--- Michael presented the Financial Report for the month ending November 30th, 2024. A motion to accept the OLRC Monthly Financial Report was made by Ed Urbanik and seconded by Skip Draper. Motion unanimously carried.

IV. **Legal**— No report.

V. **Operations Report—Facilities/Sites**—No report.

VI. **Old Business**---None.

VII. **New Business**

Consider the 2025 OLRC Board Meeting Schedule

Michael presented the 2025 OLRC Board meeting schedule. Skip Draper made a motion to approve the 2025 Board meeting schedule. The motion was seconded by John Fitzak and unanimously carried.

Consider resolution authorizing the second amendment to the option agreement by and among Philip and Dawn Keppler, the County of Orleans Industrial Development Agency, and the Orleans Land Restoration Corporation

Michael presented the following resolution to extend the option agreement between Philip and Dawn Keppler, COIDA, and the OLRC:

RESOLUTION OF THE ORLEANS LAND RESTORATION CORPORATION AUTHORIZING THE SECOND AMENDMENT TO THE OPTION AGREEMENT BY AND AMONG PHILIP AND DAWN KEPPLER, THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY AND THE ORLEANS LAND RESTORATION CORPORATION

Ed Urbanik made a motion to approve the resolution. The motion was seconded by Carol D'Agostino and unanimously carried by roll call vote 6-0-0. See attached resolution.

VIII. **Executive Session**---None.

IX. **Adjournment**

Ed Urbanik made a motion to adjourn the meeting subject to the Chairman's recall. The motion was seconded by Carol D'Agostino and unanimously carried at 9:10 a.m.

Respectfully Submitted,

Matt Holland

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RESOLUTION OF THE ORLEANS LAND RESTORATION CORPORATION AUTHORIZING THE SECOND AMENDMENT TO THE OPTION AGREEMENT BY AND AMONG PHILIP AND DAWN KEPPLER, THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY AND THE ORLEANS LAND RESTORATION CORPORATION

WHEREAS, Orleans Land Restoration Corporation (“OLRC”) is a not-for-profit corporation formed for the purpose of combating community deterioration and blight within Orleans County and is authorized, among other things, to acquire and improve real property to facilitate the development or use and operation of the properties in order to encourage economic development within Orleans County; and

WHEREAS, OLRC, the County of Orleans Industrial Development Agency (“COIDA”) and Philip and Dawn Keppler (the “Kepplers”), are parties to that certain Option Agreement dated as of February 6, 2013 (the “Option Agreement”) pursuant to which the Kepplers have granted to OLRC and COIDA the exclusive option to purchase an approximately 126+/- acre parcel of land in the Town of Shelby, with frontage along Maple Ridge Road, comprised of the portions of tax parcels SBL# 91.-1-6.2 and SBL# 91.-1-7.1 lying north of Sanderson Road (hereinafter referred to as the “Property”); and

WHEREAS, OLRC, COIDA, and the Kepplers are parties to that certain amendment to the Option Agreement dated as of the 30th day of January, 2023, pursuant to which the term of the Option Agreement was extended for an additional two-year period, through and including February 6, 2025; and

WHEREAS, COIDA and OLRC have entered into negotiations with the Kepplers to extend the term of the Option Agreement for an additional two-year period, through and including February 6, 2027; and

WHEREAS, in consideration for extending the term of the Option Agreement, the Kepplers have requested that COIDA and OLRC continue to make payments in an amount equal to the real property taxes due and payable on the Property during the two-year period of the extension.

NOW, THEREFORE, BE IT RESOLVED BY THE ORLEANS LAND RESTORATION CORPORATION AS FOLLOWS:

1. OLRC is hereby authorized, in conjunction with COIDA, to execute and deliver a second amendment to extend the term of the Option Agreement through and including February 6, 2027 or such other duration as may be agreed to by the parties, such amendment to include the terms described in this resolution, together with such other terms and conditions as the CEO/CFO may determine in consultation with the Chairman to be necessary, appropriate and in the best interest of the OLRC.

2. The Chairman, President, Vice President, Treasurer, Secretary and the CEO/CFO of OLRC are each individually authorized to execute and deliver the amendment to the Option

Agreement and to take such other actions as may be necessary to effectuate the transactions contemplated by this resolution.

3. This resolution shall take effect immediately.

The above resolution was moved for adoption by Ed Urbanik and seconded by Carol D'Agostino

ROLL CALL VOTE:

	<u>Yes</u>	<u>No</u>	<u>Absent</u>	<u>Abstain</u>
Carol D'Agostino	[<input checked="" type="checkbox"/>]	[]	[]	[]
Craig Touhey	[<input checked="" type="checkbox"/>]	[]	[]	[]
Ed Urbanik	[<input checked="" type="checkbox"/>]	[]	[]	[]
John Fitzak	[<input checked="" type="checkbox"/>]	[]	[]	[]
John Misi	[<input checked="" type="checkbox"/>]	[]	[]	[]
Merle Draper	[<input checked="" type="checkbox"/>]	[]	[]	[]
Jeff Martin	[]	[]	[<input checked="" type="checkbox"/>]	[]

Adopted December 13, 2024