

OEDA Board Meeting Minutes

April 12th, 2024

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

Members Present:

John Misiti, Chairman
Skip Draper, Vice Chairman
Craig Tuohey, Assistant Secretary
John Fitzak, Treasurer
Jeff Martin, Member
Carol D'Agostino, Assistant Treasurer

Members Absent:

Ed Urbanik, Secretary

Also Present:

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

Roll Call---- The meeting was called to order by Chairman John Misiti at 8:36 a.m. Matt called the roll of Board members. Board members John Misiti, Skip Draper, Craig Tuohey, John Fitzak, Carol D'Agostino, and Jeff Martin were present, constituting a quorum of the Board.

I. Approval of March 8th 2024 Board Meeting Minutes (Electronic)

The March 8th, 2024 Board meeting minutes were reviewed by the Board. A motion was made by Craig Tuohey to approve the meeting minutes as presented, seconded by John Fitzak. Motion unanimously carried.

II. Financial Reports

Consider Acceptance of the 2023 COIDA Audited Financial Statements

Michael noted that the 2023 audited financials were presented and reviewed with the Audit Committee. EFPR Group is issuing an unmodified (i.e., clean) opinion. The Audit Committee recommended that the Board accept the 2023 audited financials. A motion

to accept the 2023 audited financials was made by Jeff Martin, seconded by Skip Draper and unanimously carried.

COIDA/ORLF Accept Monthly Financials

Michael Dobell presented the COIDA and ORLF financial reports for the month ending March 31, 2024. The ending balance for the main OEDA account was \$36,116.87. The balance in the high interest savings account is \$168,081.55. The Board discussed the monthly financials. At the conclusion of the discussion, John Fitzak made a motion to accept the COIDA and ORLF financial reports. The motion was seconded by Skip Draper and unanimously carried.

PILOT Report – Matt Holland reported that all PILOT payments are current and noted that Village PILOT payments will be processed in June.

III. Report of Committees/Departments/Sites

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

Lake Ontario Fruit LLC-

Lake Ontario Fruit is close to completing site work and permitting will be approved. OEDA is coordinating a meeting between Lake Ontario Fruit and Senator Ortt to discuss National Grid's available resources for current and future development.

Helena Agri- Enterprises LLC-

Gabrielle spoke with management at Helena to discuss possible expansion in Town of Ridgeway. Expansion is dependent on corporate approval. They are completing a sales tax abatement application with the OEDA. Gabrielle introduced them to the County Workforce Development department to assist in meeting their hiring requirements.

Medina Village and Town of Shelby Trustees-

Gabrielle met with the new Village of Medina Trustees, Mayor Sherman, Deputy Mayor Padoleski, and Trustee Prawel as well as Town of Shelby councilmember Limina to tour the Medina Business Park and explain the requirements for attraction projects that need infrastructure.

Jody Gaines and CRFS-

Gabrielle spoke to Jody Gaines who has returned to CRFS in a leadership role. The company is rebuilding its client base and having conversations with the OEDA to see what services the agency can assist them with.

Hill/Young Acquisition of Albion Motors-

Management is renovating the Albion Motors building. Gabrielle has given them an application to apply for sales tax abatement.

Freeze Dry-

Freeze Dry is currently hiring as a requirement for their OCR project. The company is listed with the local Workforce Development Department and Department of Labor. There is new management that is making progress towards hiring goals.

Falls Road Railroad-

Gabrielle discussed the recently burned Fuller building in downtown Medina with representatives from Falls Road Railroad. The building is a potential hazard.

Project Updates – Michael Dobell presented the following project updates:

Falls Road Railroad-

NYSDOT freight rail grant program alerted OEDA that they have been awarded a \$5,000,000 dollar grant in collaboration with Falls Road Railroad encompassing three different phases that will include several improvements and construction of new turnouts.

Hemlock Ridge Solar Project-

Michael had a discussion about the Hemlock Ridge Solar Project with representatives from the Town of Barre and Town of Shelby. Michael will put together a pro-forma to share different ways that the financial benefits from the project will be dispersed to each town. Each town will discuss their preferred way of receiving benefits at upcoming town board meetings.

Housing

Michael had a conversation with an individual interested in building low income modular housing in Orleans County. These efforts are parallel to the OEDA's project needs.

Greater Rochester Enterprise (GRE)

The OEDA has received three separate RFI's from GRE, including projects that involve leasing a smaller space to larger manufacturing needs.

Facilities/Sites-

Michael received notice that the re-certification for Medina Business Park North and South was approved. The site is currently certified as shovel-ready.

MAP and LDC Report

Matt Holland discussed the near completion of purchasing for the Reborn Fitness \$35,000 grant, which will finish the CDBG MAP funding. H. Sicherman and Co, is preparing another request for \$300,000 in MAP funds in 2024. Matt also reviewed the current LDC loan status and actions taken against two borrowers that are now over 6 months delinquent.

Legal

Kevin Zanner explained upcoming legislation in the State budget that could impact the OEDA's operations.

Marketing

Michael reviewed Mindful Media Group's marketing report with the Board. Mindful Media Group has secured a \$10,000 marketing grant for the OEDA and OLRC. This funding will be used to create a new, separate webpage for marketing the Medina Business Park. There is also some funding coming in from National Grid. Michael also showed new branding materials that Mindful Media Group created and shared the SEO report that gives feedback for webpage analytics.

IV. Executive Session

Craig Tuohey made a motion for the Board to enter into executive session to discuss the finances of a particular corporation. The motion was seconded by Skip Draper and unanimously carried. A motion to exit the executive session was made by Skip Draper, seconded by Jeff Martin and unanimously carried. No votes were taken during executive session. Carol D'Agostino left the Board meeting during the executive session.

V. Unfinished Business – None.

VI. New Business

Consider Resolution Authorizing the RPB Baker Fruit LLC Project

Michael Dobell reviewed the resolution, which authorizes the renovation of 68,000 cold storage building by RPB Baker Fruit LLC, to be located at 101 Cadbury Way in the Village of Holley, NY for lease to the Agency and subsequent lease to RPB Baker Fruit LLC, the execution of lease agreements, a mortgage agreement, and the taking of other actions.

A motion was made by Craig Tuohey to approve the resolution. The motion was seconded by John Fitzak and carried by roll call vote (4-0-1). Jeff Martin abstained from the vote. See attached resolution and roll call vote.

Consider Approval of the Audit Committee Charter

Michael presented the COIDA Audit Committee charter. No changes were proposed to the charter. Craig Tuohey made a motion to approve the Audit Committee charter as presented, seconded by Jeff Martin, and unanimously carried.

Approval of the 2023 Investment Report

Michael presented the 2023 Investment Report to the Board. Jeff Martin made a motion to approve the 2023 Investment Report as presented, seconded by Skip Draper, and unanimously carried.

Approval of Finance Committee Charter

Michael presented the COIDA Finance Committee Charter. No changes were proposed to the charter. John Fitzak made a motion to approve the Finance Committee Charter as presented, seconded by Skip Draper, and unanimously carried.

2024 Election of Officers

The Board reviewed the officer positions of COIDA. The following slate of officers was presented:

Chairman:	John Misiti
Vice Chairman:	Skip Draper
Treasurer:	John Fitzak
Asst. Treasurer:	Carol D'Agostino
Secretary:	Jeff Martin
Asst. Secretary:	Craig Tuohey

John Fitzak made a motion to approve the slate of officers, seconded by Skip Draper, and unanimously carried.

Appointment of CEO/CFO

Skip Draper made a motion to appoint Michael Dobell as CEO/CFO of COIDA, seconded by John Fitzak, and unanimously carried.

Committee Appointments

The Board reviewed committee appointments. The following slate of committee appointments were presented:

Executive Committee: John Misiti (Chair); Skip Draper; and Jeff Martin

Audit Committee: Carol D’Agostino (Chair); John Misiti; Skip Draper; John Fitzak; Craig Tuohey; Ed Urbanik; and Jeff Martin

Finance Committee: Skip Draper (Chair); John Misiti; Carol D’Agostino; John Fitzak; Craig Tuohey; Ed Urbanik; and Jeff Martin

Governance Committee: John Misiti (Chair); Carol D’Agostino; Skip Draper; John Fitzak; Craig Tuohey; Ed Urbanik; and Jeff Martin

Jeff Martin made a motion to approve the committee appointments as presented, seconded by Craig Tuohey, and unanimously carried.

Approval of 2024 Mission Statement and Measurement Report

Michael reviewed the 2024 Mission Statement and Measurement Report with the Board. Jeff Martin made a motion to approve the Measurement Report and current Mission Statement. The motion was seconded by Craig Tuohey and unanimously carried.

Adjournment

Motion to adjourn subject to Chairman’s recall made by Craig Tuohey, seconded by Jeff Martin and unanimously carried at 10:20 a.m..

Respectfully submitted,

Matt Holland

RESOLUTION OF THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE RENOVATION OF A 68,000+/- COLD STORAGE FACILITY BUILDING BY RPB BAKER FRUIT LLC, TO BE LOCATED AT 101 CADBURY WAY IN THE VILLAGE OF HOLLEY, NEW YORK FOR LEASE TO THE AGENCY AND SUBSEQUENT LEASE TO RPB BAKER FRUIT LLC, THE EXECUTION OF LEASE AGREEMENTS, A MORTGAGE AGREEMENT AND THE TAKING OF OTHER ACTIONS.

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 Section 901-b of the General Municipal Law, 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, RPB Baker Fruit LLC, for itself or for related individuals or entities, including H.H. Dobbins Inc. (the "Company"), has entered into negotiations with officials of the Agency with respect to the development, construction and equipping by the Agency without the proceeds of a bond issue of a project (the "Project") consisting of: (i) the renovation and equipping of an existing 68,000+/- square foot cold storage facility and related site improvements (the "Improvements"); (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 a lease of the Project to the Company, such Project to be located at 101 Cadbury Way in the Village of Holley, New York (the "Premises"); and

WHEREAS, the Company has submitted an application and other materials and information (collectively, the "Application") to the Agency to initiate the accomplishment of the Project; and

WHEREAS, the Application sets forth certain information with respect to the Company and the Project, including the following: that the Company desires Agency financing for the renovation and equipping of an approximately 68,000 square foot facility in order to increase its apple storage capabilities, all at a cost of approximately \$2,958,000.00; that the Company anticipates that six (6) full-time jobs will be retained and four (4) full-time jobs will be created as a result of the Project at the end of three (3) years of operation thereof; and that if Agency financing is disapproved, the Company would likely not proceed with the Project; and that, therefore, Agency financing is necessary to encourage the Company to proceed with the Project in the Village of Holley; and

WHEREAS, the Agency has reviewed the Application and prepared a cost-benefit analysis with respect to the Project, and has considered the extent to which the Project will create permanent, private-sector jobs, the value of tax exemptions to be provided, the amount of private sector investment generated or likely to be generated by the Project, the likelihood of accomplishing the proposed Project in a timely fashion, and the extent to which the proposed Project will provide

additional sources of revenue for the municipalities and school district and other public benefits that might occur as a result of the Project; and

WHEREAS, after the giving of all required notices (including published notice), the Agency held a public hearing on the Project on April 2, 2024, and has considered all oral and written presentations made at or in connection with said public hearing; and

WHEREAS, the Company will finance the Project with funding from a third party lender and has requested that the Agency execute any and all documents required by the parties, including any collateral mortgages on the Project given to secure a loan(s) obtained by the Company to finance the cost of the Project; and

WHEREAS, the Company has completed and submitted to the Agency Part 1 of an Environmental Assessment Form ("EAF") in accordance with the provisions of the State Environmental Quality Review Act and regulations adopted pursuant thereto (collectively, "SEQRA"); and

WHEREAS, the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to undertake the Project; and

WHEREAS, based on the Agency's review of the Application and the EAF, the Project qualifies as a Type II action under SEQRA and therefore no further environmental review is required.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application and EAF, hereby finds and determines that the Project qualifies as a Type II action pursuant to Sections 617.5(c)(1), 617.5(c)(2) and 617.5(c)(31) of the SEQRA regulations and no further environmental review is required.

Section 2. The Project is described in the recitals to this Resolution. The financial assistance (the "Financial Assistance") to be provided by the Agency in connection with the Project includes (i) an exemption from sales and use taxes for building materials and machinery, equipment, fixtures and furnishings purchased for incorporation into or use at the Project location having a total cost not to exceed \$1,186,000.00, and (ii) an exemption from mortgage recording tax for one or more mortgages having a principal amount not to exceed \$2,958,000.00.

Section 3. The Agency hereby determines that the Project and the financing thereof by the Agency pursuant to the New York State Industrial Development Agency Act will promote and is authorized by and will be in furtherance of the policy of the State as set forth in said Act.

Section 4. Reserved.

Section 5. The Agency hereby authorizes the Company, as an agent for the Agency, to proceed with the Project as herein authorized. The Agency is hereby authorized to acquire an interest

in the Project site and the buildings thereon, if any, and to make renovations or additions thereto. The Company is authorized to proceed with the acquisition and construction of the Project as set forth in the Project Agreement, the Agency Lease Agreement or Installment Sale Contract (as hereinafter defined).

Section 6. The Chairman, Vice Chairman, Secretary, Treasurer, and any Assistant Secretary of the Agency, the CEO/CFO and other appropriate officials of the Agency and its agents and employees, are hereby authorized and directed to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution and to complete the Project in cooperation with the Company.

Section 7. The Company is authorized, as agent of the Agency, to initiate the construction of a building or building addition constituting the Project, and the acquisition of machinery and equipment which will be a part thereof or will be used in connection therewith, and to advance such funds as may be necessary to accomplish such purposes. The designation of the Company as agent hereunder is limited to purchases of sales-taxable tangible personal property and services in connection with the Project which do not exceed a total cost of \$1,186,000.00 and shall not apply to any other purchase by the Company or any operating expenses of the Company. The Company shall report to the Agency, at such times as the Agency shall require, or as may otherwise be prescribed by the Commissioner of the New York State Department of Taxation and Finance (the "Commissioner"), the value of all sales and use tax exemptions claimed by the Company or agents of the Company or any operators of the Project, including, but not limited to, consultants or subcontractors of such agents or Project operators under the authority granted pursuant to this Resolution. A failure to report may result in the revocation of the designation of the Company as agent and repayment of any sales and use tax exemptions claimed.

Section 8. The Agency is hereby authorized to enter into a Project Agreement with respect to the provision of the Financial Assistance authorized herein (the "Project Agreement"), to acquire an interest in the Project site and construct a facility thereon, and execute and deliver a lease by the Company to the Agency (the "Company Lease"), an Agency Lease Agreement (the "Agency Lease Agreement") or Installment Sale Contract (the "Installment Sale Contract") between the Agency and the Company, and such other documents as may be necessary to fulfill the intent of the parties to the transaction (collectively, the "Project Documents"), in a form satisfactory to Agency counsel. The Chairman, Vice Chairman, Secretary, Treasurer, any Assistant Secretary, or the CEO/CFO are each authorized to execute such documents and to make or approve such amendments or modifications to the Project Agreement, Company Lease, the Agency Lease Agreement, Installment Sale Contract and such other documents executed and delivered in connection therewith as they deem necessary under the circumstances provided, however, that such modifications do not materially alter the risk to the Agency.

Section 9. The Agency is hereby authorized to execute and deliver to the lender(s) one or more collateral mortgages ("Mortgage Agreement") on the Project given to secure such loans, and such other documents as may be necessary to fulfill the intent of the parties to the transaction in form satisfactory to Agency counsel, provided that the aggregate amount of such mortgages subject to the Agency exemption shall not exceed \$2,958,000.00. The Chairman, Vice Chairman, Secretary, Treasurer, any Assistant Secretary, and CEO/CFO are each authorized to execute such collateral

mortgages and to make or approve such amendment(s) or modifications to such collateral mortgages and other documents executed and delivered in connection therewith as they may deem necessary under the circumstances, provided, however, that such modifications do not materially alter the risk to the Agency.

Section 10. Any such action heretofore taken by the Company initiating the acquisition, installation and construction of the Project is hereby ratified, confirmed and approved.

Section 11. Any expenses incurred by the Agency with respect to the Project and the financing thereof shall be paid by the Company. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency with respect to the Project and the financing thereof.

Section 12. In the event the Project Documents are not executed between the Company and the Agency by the expiration date of this Resolution (as such date may be extended as provided herein) or the termination of this Resolution, the Company shall then be required to pay all sales taxes which would have been levied in connection with the acquisition, construction and installation of all improvements of the real property and the machinery and equipment which constitute the Project, as if the Agency did not have an interest in the Project from the date the Company commenced its acquisition, construction and installation. In addition, in the event, because of the involvement of the Agency, the Company claims an exemption from state sales or use tax in connection with the Project, and such exemption is claimed with respect to property or services not authorized hereunder, or which exemption is in excess of the amounts authorized hereunder, or is otherwise not permitted under this Resolution, or if the Company shall fail to comply with a material term or condition regarding the use of property or services acquired by the Company as agent for the Agency as set forth in this Resolution or in any document authorized hereunder, then the Company shall be required to remit to the Agency an amount equal to the amount of state sales and use taxes for which such exemption was improperly claimed. A failure to remit such amounts may result in an assessment against the Company by the Commissioner of state sales and use taxes, together with any relevant penalties and interest.

In addition to the foregoing, in the event the Agency determines that Company is in violation of a material term, or in the event that the Company closes the Project or relocates its operations to a location outside of the Village of Holley within the time period during which the Company is receiving Financial Assistance from the Agency or in the event the Agency determines, in its judgment, that the Company knowingly and intentionally submitted false or intentionally misleading information in its application to the Agency or in any report or certification submitted to the Agency for the purpose of obtaining or maintaining any Financial Assistance from the Agency (each referred to herein as a "Recapture Event"), the Agency may, in accordance with its policies and procedures then in effect, (i) revoke the designation of the Company and any agents of the Company (including, but not limited to, consultants, sub-contractors or equipment lessors of the Company) as agents for the Agency in connection with the Project and terminate the exemption from New York State and local sales and use taxes conferred with respect to the Project and/or (ii) require that the Company pay to the Agency an amount equal to all or a portion (as determined by the Agency in its discretion) of the total value of (x) all sales

tax exemptions claimed by the Company and any agents of the Company, including, but not limited to, consultants, sub-contractors, or any equipment lessors of the Company under the authority granted under this Resolution and the Project Agreement and/or (y) any exemption from mortgage recording tax received by reason of the Agency's involvement with the Project. If the Agency makes any of the foregoing determinations and requires a repayment of all or a portion of the Financial Assistance received by the Company, the Company shall (i) cooperate with the Agency in its efforts to recover or recapture any or all Financial Assistance obtained by the Company and (ii) promptly pay over any or all such amounts to the Agency that the Agency demands in connection therewith. Upon receipt of such amounts, the Agency shall then redistribute such amounts to the appropriate affected tax jurisdiction(s) unless otherwise agreed to by any affected tax jurisdiction.

Section 13. The Agency has made and makes no representation or warranty whatsoever, either express or implied, with respect to the merchantability, condition, environmental status, fitness, design, operation or workmanship of any part of the Project, its fitness for any particular purpose, the quality or capacity of the materials in the Project, or the suitability of the Project for the Company's purposes or needs. The Company is satisfied that the Project is suitable and fit for its purposes. The Agency shall not be liable in any manner whatsoever to anyone for any loss, damage or expense of any kind or nature caused, directly or indirectly, by the Project property or the use or maintenance thereof or the failure of operation thereof, or the repair, service or adjustment thereof, or by any delay or failure to provide any such maintenance, repairs, service or adjustment, or by any interruption of service or loss of use thereof or for any loss of business howsoever caused, and the Company hereby indemnifies and holds the Agency harmless from any such loss, damage or expense.

Section 14. Should the appropriate officers of the Agency determine, in their absolute discretion, that there is reason to believe that the activities of any past or present owner or operator of the Premises have resulted in the generation of any "hazardous substance" (as the term has been defined from time to time in any applicable federal or state law, rule or regulation), or that any party has stored, disposed or released any such substance on the Premises or within a one (1) mile radius thereof, the Agency shall be under no obligation to enter into a lease as contemplated by this Resolution.

Section 15. No covenant, stipulation, obligation or agreement herein contained or contained in the Project Documents, Mortgage Agreement or other documents, nor the breach thereof, shall constitute or give rise to or impose upon the Agency a pecuniary liability or a charge upon its general credit, nor shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity.

Section 16. Should the Agency's participation in the Project be challenged by any party, in the courts or otherwise, the Company shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all claims, liabilities, damages or losses arising from any such challenge including, but not limited to, the fees and disbursements of the Agency's counsel. The Company shall promptly reimburse the Agency for all such costs and expenses within thirty days of the Agency's submission of an invoice to the Company. Should any court of competent jurisdiction determine that the Agency is not authorized under Article 18-A of the General Municipal Law to participate in the Project, this Resolution shall automatically become null, void and of no

further force and effect (except for the obligations in this Section 16), and the Agency shall have no liability to the Company hereunder or otherwise.

Section 17. This Resolution shall take effect immediately and shall continue in full force and effect for one (1) year from the date hereof and on or after such one (1) year anniversary, the Agency may, at its option (a) terminate the effectiveness of this Resolution (except with respect to the obligations of the Company pursuant to Sections 11, 12 and 16 of this Resolution which shall survive any expiration or termination) or (b) allow the Company additional time in which to close the transactions contemplated by this Resolution based upon affirmative actions taken by the Company to complete such transactions.

Section 18. This Resolution is subject to compliance with all local building and zoning requirements.

The above resolution was moved for adoption by Craig Tuohey
 and seconded by John Fitzak.

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]	[]
Jeffrey Martin	[]	[]	[]	[x]

ADOPTED: April 12, 2024