

OEDA Board Meeting Minutes

February 8, 2019

121 N Main Street 2nd Floor Albion NY
Boardroom
8:00 a.m.

Draft

Members Present:

Paul Hendel, Chairman
Ken Rush, Assistant Treasurer
Ken DeRoller, Secretary (Ken left the meeting at 9:30 am)
Carol D'Agostino, Member

Members Absent:

John Misiti, Vice Chairman
Skip Draper, Treasurer
John DeFilipps, Assistant Secretary

Also Present:

Jim Whipple, CEO/CFO
Gabrielle Barone, Vice President Business Development
Diane Blanchard, Micro-Enterprise Business Coordinator
Kevin Zanner, OEDA Legal Counsel
Chuck Nesbitt, Orleans County Chief Administrative Officer

- I. **Roll Call**---- The meeting was called to order by Chairman Paul Hendel at 8:00 a.m. A quorum of the Board was present.

The Chair requested a motion to move the New Business items to the top of the meeting agenda.

Motion to reorganize the meeting agenda made by Carol D'Agostino, seconded by Ken Rush. Motion unanimously carried.

II. Executive Session

Ken DeRoller made a motion to go into Executive Session for the discussion of financial matters of a corporation and the proposed sale or lease of real property, and to invite in staff, Jim Whipple and Counsel Kevin Zanner. The motion was seconded by Carol D'Agostino and unanimously carried.

Motion to exit Executive Session made by Ken Rush, seconded by Carol D'Agostino. Motion unanimously carried.

No action was taken during Executive Session or from the discussion in Executive Session.

III. New Business

Jim reviewed the proposed terms for the sale of 5+/- acres at the Medina Business Park to Medina Hospitality LLC for a Cobblestone Inn & Suites Hotel. He then presented the following Resolution:

RESOLUTION OF THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE SALE OF A 5+/- ACRE PARCEL OF LAND LOCATED WITHIN THE MEDINA BUSINESS PARK, MEDINA NEW YORK TO MEDINA HOSPITALITY LLC AND THE EXECUTION AND DELIVERY OF A CONTRACT OF SALE AND OTHER ACTIONS NEEDED TO EFFECTUATE THE CONVEYANCE OF THE PROPERTY

Resolution moved by Ken DeRoller, seconded by Carol D'Agostino.

Roll Call Vote:

Paul Hendel	Aye
Ken DeRoller	Aye
Ken Rush	Aye
John DeFilipps	Absent
Carol D'Agostino	Aye
Skip Draper	Absent
John Misiti	Absent

4 Ayes
0 Nays

Resolution Passed; Resolution attached. M0219-01.

Jim reviewed the proposed terms for an ORLF Loan in the amount of \$250,000 to Medina Hospitality LLC as set forth in the Request for Loan Approval prepared by H. Sichertman/The Harrison Studio. He then presented the following Resolution:

RESOLUTION OF THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING A LOAN IN AN AMOUNT NOT TO EXCEED \$250,000.00 FROM THE ORLEANS REVOLVING LOAN FUND TO MEDINA HOSPITALITY LLC TO FINANCE THE PURCHASE OF FURNISHINGS, FIXTURES AND EQUIPMENT ASSOCIATED WITH THE CONSTRUCTION OF A COBBLESTONE INN & SUITES HOTEL AT 11591 MAPLE RIDGE ROAD, MEDINA, NEW YORK.

Resolution moved by Carol D’Agostino, seconded by Ken DeRoller.

Roll Call Vote:

Paul Hendel	Aye
Ken DeRoller	Aye
Ken Rush	Aye
John DeFilipps	Absent
Carol D’Agostino	Aye
Skip Draper	Absent
John Misiti	Absent

4 Ayes
0 Nays

Resolution Passed; Resolution attached. M0219-02.

Jim reviewed with the Board the application of Niagara Specialty Foods USA for Sales and Mortgage Recording Tax exemptions in connection with the company’s meat processing facility project in the Town of Yates. Jim noted that no public hearing regarding the project was required as the dollar amount of benefits to be provided by the Agency is less than \$100,000. He also reviewed the project cost-benefit analysis. He then presented the following Resolution:

RESOLUTION OF THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE ACQUISITION, RENOVATION AND EQUIPPING OF A 55,000+/- SQ. FT. FACILITY BY NIAGARA FOOD SPECIALTIES USA INC FOR SALE OF LEASE TO THE AGENCY AND SUBSEQUENT LEASE OR RECONVEYANCE PURSUANT TO AN INSTALLMENT SALE CONTRACT TO NIAGARA FOOD SPECIALTIES USA INC THE EXECUTION OF A MORTGAGE AGREEMENT, LEASE AGREEMENT AND/OR INSTALLMENT SALE CONTRACT AND THE TAKING OF OTHER ACTIONS.

Resolution moved by Carol D’Agostino, seconded by Ken Rush.

Roll Call Vote:

Paul Hendel	Aye
Ken DeRoller	Aye
Ken Rush	Aye
John DeFilipps	Absent
Carol D’Agostino	Aye
Skip Draper	Absent

John Misiti Absent

4 Ayes

0 Nays

Resolution Passed; Resolution attached. M0219-03.

Jim reviewed with the Board a terms of a proposed grant in the amount of \$55,000 from the Orleans Revolving Loan Fund to the Village of Medina.

A Resolution was presented as follows:

RESOLUTIONS OF THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY TO AUTHORIZE A \$55,000 GRANT TO THE VIALLGE OF MEDINA AND TO ENTER INTO A GRANT AGREEMENT WITH THE VILLAGE OF MEDINA AND TO EXECUTE AND DELIVER SUCH OTHER DOCUMENTS AND TAKE SUCH OTHER ACTIONS AS MAY BE NECESSARY TO FACILITATE THE GRANT.

Resolution moved by Ken DeRoller, seconded by Ken Rush.

Roll Call Vote:

Paul Hendel	Aye
Ken DeRoller	Aye
Ken Rush	Aye
John DeFilipps	Absent
Carol D'Agostino	Aye
Skip Draper	Absent
John Misiti	Absent

4 Ayes

0 Nays

Resolution Passed; Resolution attached. M0219-04.

IV. Annual Meeting Items

2019 Election of Officers:

The following proposed slate of officers for 2019 was presented:

Chairman, Paul Hendel
Vice Chairman, John Misiti
Secretary, Ken DeRoller
Treasurer, Skip Draper

Assistant Secretary, John DeFilippis
Assistant Treasurer, Ken Rush

Motion to elect the individuals to the offices as set forth in the proposed slate of officers made by Ken DeRoller, seconded by Carol D'Agostino. Motion unanimously carried. M0219-05.

Appointment of CEO/CFO---Jim Whipple was nominated.

Motion to appoint Jim Whipple as CEO/CFO made by Ken DeRoller, seconded by Carol D'Agostino. Motion unanimously carried. M0219-06.

Appointment of an Administrative Director- Jim noted that this position is currently vacant and has not been filled for some time. The CEO/CFO handles the duties of the position. No appointment was made.

2019 Committee Appointments

Motion to approve reappointment of individuals to the existing Audit Committee, Finance Committee, Governance Committee, Personnel Committee, Empire Zone Committee, ORLF Committee and Project Committee positions as reflected on page 61 of the board materials, made by Carol D'Agostino, seconded by Ken DeRoller. Motion unanimously carried. M0219-07.

V. Adjournment

At 8:45 a.m., Carol D'Agostino made a motion to adjourn the meeting subject to Chairman's recall. The motion was seconded by Ken Rush and unanimously carried.

VI. Meeting Recall: At 8:55 a.m., the Chairman recalled the meeting to order for the remaining meeting agenda items.

VII. Approval of Previous Board Meeting Minutes January 11 and 18, 2019 (Electronic)

The January 11, 2019 and January 18, 2019 Board meeting minutes were reviewed. A motion was made by Ken DeRoller to accept the meeting minutes as presented, seconded by Carol D'Agostino. Motion unanimously carried.

VIII. Financial Reports

COIDA—The Agency account balance as of 01/31/2019 is \$64,641.66. All of the Agency accounts were discussed.

ORLF---The ORLF account balance as of 01/31/2019 is \$514,792.66. ORLF account/statements were reviewed.

Motion to accept the OEDA and ORLF financials made by Carol D'Agostino, seconded by Ken Rush. Motion unanimously carried. M0219-08.

Consideration of an Agreement with EFPR Group CPAs PLLC, to Provide Auditing Services for the 2019 Fiscal Year.

Jim reviewed the proposal to retain EFPR Group CPAs PLLC to provide auditing services for the 2019 Fiscal Year.

Motion to retain EFPR Group CPAs PLLC made by Ken DeRoller, seconded by Carol D'Agostino. Motion unanimously carried. M0219-09.

IX. Executive Session/Adjournment

Ken DeRoller made a motion to go into Executive Session to discuss financial matters of a corporation, and to invite staff, Jim Whipple, Counsel Kevin Zanner and Booka Hanes, general manager of Medina Hospitality, LLC to join the executive session. The motion was seconded by Carol D'Agostino and unanimously carried.

No votes were taken during executive session. Ken DeRoller left the meeting at 9:25 a.m., at which time a quorum of the Board was no longer present and the Board meeting was concluded.

Respectfully Submitted,

Diane Blanchard