

OEDA Board Meeting Minutes

January 12th, 2024

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

Members Present:

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

Members Absent:

John Misiti, Chairman (Attended via Zoom)
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 Vice Chairman Skip Draper at 8:00 a.m. Matt called the roll of Board members. Board members Skip Draper, Craig Tuohey, John Fitzak, Jeff Martin and Carol D'Agostino were present, constituting a quorum of the Board. John Misiti joined the meeting via Zoom during the presentation of the OEDA Finance Report.

I. Approval of December 8th 2023 Board Meeting Minutes (Electronic)

The December 8th, 2023 Board meeting minutes were reviewed by the Board. A motion was made by John Fitzak to approve the meeting minutes as presented, seconded by Jeff Martin. Motion unanimously carried.

II. Financial Reports

COIDA/ORLF Accept Monthly Financials

Michael Dobell presented the COIDA and ORLF financial reports for the month ending December 31st, 2023. The ending balance for the main OEDA account was \$48,453.02.

The balance in the high interest savings account is \$100,097.58. The CD matured on December 29th. Michael has moved \$125,000 of these funds back into the high interest account in preparation for the first loan repayment to Orleans County. The finances are currently in line with the 2024 budget. Matt Holland is working with Virginia Long from Roush CPA to prepare for the upcoming audit in the last week of January. The Board discussed the finances of the Agency. At the conclusion of the discussion, Jeff Martin made a motion to accept the COIDA and ORLF financial reports. The motion was seconded by Carol D'Agostino and unanimously carried.

PILOT Report – Matt Holland reported that all PILOT payments have been collected for 2023. The 2024 County and Town invoices were sent out the first week of January. No payments were received at the time of the board meeting.

III. Report of Committees/Departments/Sites

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

Takeform

Takeform's software project is experiencing delays due to issues with a vendor contract, which OCR is aware of. Spending on the project has commenced and Takeform has added ten new employees, which will count towards OCR's project requirements.

Thrive, Freeze Dried Foods-

Thrive, Freeze Dried Foods, LLC is still looking to increase employment in order to meet OCR funding requirements. However, this process continues to progress slowly, and it is linked to a larger, national issue. The situation is being monitored and communicated with OCR.

Lake Ontario Fruit-

Following the Town of Gaines Planning Board meeting, Lake Ontario Fruit has been coordinating with its engineer about project aspects involving parking and site landscaping requirements. Lake Ontario Fruit is confident it can comply with Town requirements.

National Grid and Power-

National Grid has been slow to respond to inquiries about Lake Ontario Fruits' power needs. National Grid is undertaking a study, which is creating a backlog of available engineers.

Medina Business Park South-

Wayne Krull of the Orleans County Highway Department has begun clearing work on the parcel the north of the Medina Hospitality hotel site, which is up to 8 acres in size. Wayne is putting together a cost estimate for improving the entire parcel as well as a road extension. The estimate will assist Michael, Matt, and Mindful Media as they apply for grants applicable to these improvements. There was also discussion regarding the condition of the public road at Medina Business Park. The Village of Medina is responsible for improving this road

Leasing Warehouse Space-

Both Bernzomatic and the Olde Pickle Factory have warehouse space that they are interested in leasing. The Olde Pickle Factory has approximately 75,000 square ft. within two separate warehouses and Bernzomatic has approximately 35,000 square ft. in the former Brent Industries building.

Price Per Acre of Agriculture in Orleans County-

A developer recently inquired about the price per acre for agricultural property in Orleans County. Gabrielle confirmed with the county tax assessors that price per acre is between \$4,000 and \$7,000 per acre.

BMP Tour-

BMP will provide the OEDA board members with a tour. The date is to be determined.

Tax Assessment Snapshot

Matt Holland is drafting a chart that depicts generated real property revenue in the areas around the Medina Business Park and throughout Medina. This is to inform individuals of the amount of revenue generated by real property taxes and PILOTs for municipalities and schools.

Project Updates – Michael Dobell presented the following project updates:

Hemlock Ridge-

Michael reviewed with the board the developer’s offer and payment plans regarding the Agency’s administrative fee for the project. The board discussed the payment plans and the best compensation structure for the Agency.

County-wide Development Plan

Michael discussed the need for a county-wide comprehensive development plan. A development plan will allow the Agency to apply for funding that is currently unavailable without it. Michael and Matt will discuss with Camoin Associates the cost to create a development plan.. Matt is registering OEDA< OLRC and the LDC with the various State and Federal grant portals. Mindful Media is researching grant funding possibilities for the business park that targets marketing to Canada. Matt is also working with Mindful Media on grants that will fund MAP program components. The Agency is also seeking estimates for making sites shovel-ready, which will also be useful in pursuing grants.

Facilities/Sites- No report.

MAP and LDC Report

Matt Holland presented a timeline to the board, explaining the development of the MAP program leading up to a new MAP course in the fall of 2024.

Legal –No report.

Marketing --- Michael noted that this item was covered earlier as part of the discussion of the county-wide development plan.

IV. Executive Session - None

V. Unfinished Business – None.

VI. New Business

Consider Resolution Authorizing the reinstatement of certain lease agreements in connection with the Medina Hospitality project

Michael presented the proposed resolution to the board, which would reinstate lease agreements with Medina Hospitality, LLC and preserve the company’s PILOT benefit. A motion was made by Jeff Martin to approve the resolution. The motion was seconded by John Fitzak and unanimously carried by roll call vote (5-0-0). See attached resolution and roll call vote.

Movement of February OEDA Board Meeting

Michael discussed moving the February OEDA board meeting to February 16th due to several board members not being available on February 9th. Craig Tuohey made a motion to move the February OEDA board meeting to February 16th, seconded by Jeff Martin and unanimously carried.

Complete Board Evaluations

Board evaluations were distributed to board members to be completed and submitted to Matt by February 9th, 2024.

Adjournment

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

Respectfully submitted,

Matt Holland

RESOLUTION OF THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE REINSTATEMENT OF CERTAIN LEASE AGREEMENTS IN CONNECTION WITH THE MEDINA HOSPITALITY 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, to accomplish the purposes of the Act, the Agency previously authorized Medina Hospitality, LLC (the "Company") to proceed with the construction and equipping by the Agency without the proceeds of a bond issue of a 58-room hotel (the "Project") and conveyance of the Project pursuant to a lease of the Project to the Company, such Project to be located at 11591 Maple Ridge Road, Medina, New York (the "Premises"); and

WHEREAS, the Agency leased the Premises from the Company pursuant to a Company Lease dated as of September 1, 2022, a memorandum of which was recorded in the offices of the Orleans County Clerk (the "Company Lease") and the Agency leased the Premises back to the Company pursuant to an Agency Lease Agreement dated as September 1, 2022, a memorandum of which was recorded in the offices of the Orleans County Clerk (the "Agency Lease Agreement"); and

WHEREAS, the Company Lease and the Agency Lease Agreement each include provisions that result in the automatic termination of the leases upon the filing of a Notice of Pendency by Medina Holdings, LLC in the offices of the Orleans County Clerk; and

WHEREAS, on April 14, 2023, the Agency authorized the execution and delivery by the Agency a mortgage agreement with First Chatham Bank encumbering the Premises (the "Mortgage") and subordination agreement (the "Subordination Agreement"), for the sole purpose of subjecting the Agency's interest in the Premises to the lien of the Mortgage and not for the purpose of providing any exemption from mortgage recording tax or other financial assistance; and

WHEREAS, on November 9, 2023, a Notice of Pendency was filed in the offices of the Orleans County Clerk by Medina Holdings, LLC, due to the Company not having fully completed its refinance transaction with First Chatham Bank, which resulted in the Company not being in a position to satisfy certain financial obligations to Medina Holdings, LLC; and

WHEREAS, the Company has notified the Agency that the Company has since secured and closed on its refinancing with First Chatham Bank as of December 8, 2023 and that the Notice of Pendency has been discharged of record as of December 8, 2023; and

WHEREAS, the Company has requested that the Agency reinstate the Company Lease and Agency Lease Agreement for the purpose of continuing the Project with the Agency, including benefits relating to the PILOT Agreement.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

1. The Agency hereby determines that the reinstatement of the Company Lease and Agency Lease for the Project are in furtherance of the Agency's purposes as set forth in the Industrial Development Agency Act and hereby approves the reinstatement of the Company Lease and the Agency Lease Agreement.

2. The execution and delivery by the Agency of amended lease agreements, mortgage modification documents and such other documents and instruments as may be reasonably necessary to effectuate the purpose and intent of the transactions contemplated by this resolution (the "Amended Project Documents"), each in the form presented to and approved by Agency counsel, are hereby authorized and approved.

3. The Chairman, Treasurer, Secretary, Assistant Secretary, Assistant Treasurer and the CEO/CFO of the Agency are each individually authorized to execute and deliver the Amended Project Documents and to take such other actions as may be necessary to effectuate the transactions contemplated by this resolution.

4. This resolution shall take effect immediately.

The above resolution was moved for adoption by Jeff Martin
and seconded by John Fitzak

ROLL CALL VOTE:

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

ADOPTED: January 12, 2024