

OEDA Board Meeting Minutes

February 16th, 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

Members Absent:

Ed Urbanik, Secretary
Carol D'Agostino, Assistant Treasurer

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 8:08 a.m. Matt called the roll of Board members. Board members John Misiti, Skip Draper, Craig Tuohey, John Fitzak, and Jeff Martin were present, constituting a quorum of the Board.

I. Approval of January 12th 2024 Board Meeting Minutes (Electronic)

The January 12th, 2024 Board meeting minutes were reviewed by the Board. A motion was made by Jeff Martin to approve the meeting minutes as presented, seconded by Craig Tuohey. Motion 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, 2024. The ending balance for the main OEDA account was \$116,496.10. The balance in the high interest savings account is \$225,168.58. Michael noted that the

County loan payment of \$189,166.67 will be due March 1st. The Board discussed the 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 Craig Tuohey and unanimously carried.

PILOT Report – Matt Holland reported that all PILOT payments have been collected and disbursed to the respective municipalities for County and Town PILOTs except BOMET. Matt continues to reach out to BOMET to arrange for payment but has not yet made contact.

III. Report of Committees/Departments/Sites

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

Municipal Board Meetings and PILOT Payment Report

Gabrielle has been regularly attending local municipal board meetings. In order to better inform these boards about revenue streams and taxes, she along with Matt Holland put together a snapshot of twelve businesses in and around the Village of Medina, showing estimating total tax payments and PILOT payments.

Housing-

Matt and Gabrielle met with Ken DeRoller and a grant writer, Nick Colter, who are working on obtaining funding to improve housing throughout the county. OEDA's involvement will primarily focus on improving housing stock that will potentially benefit incoming businesses and their employees, for example renovation of current existing housing.

Freeze Dry-

Freeze Dry's OCR project is moving forward again after recent communications revealed new spending and employment. Freeze Dry has been connected with Kelly Kiebala at the Orleans County Workforce Development department.

Lake Ridge Fruit-

Lake Ridge Fruit has had success with the Town of Gaines planning board and is now working through project issues relating to National Grid. A line of communication has gradually begun to solidify so that the project engineer has a better understanding of National Grid's requirements.

Holley Team Track-

Holley Team Track is under design and should go out to bid at the end of March. Stockham has been cooperative in keeping this project on track.

Project Updates – Michael Dobell presented the following project updates:

Attraction Projects-

The Agency has seen an increase in attraction projects from GRE. The last two months site selectors have been in contact about several projects. Some projects did not fit the available infrastructure. This necessitates increased dialogue with National Grid and engineering firms to understand capacities at project sites.

Heritage Wind

Heritage Wind has resubmitted bidding for its turbines, which will then be updated June 2024. Once the bids are accepted, the Agency will better understand what the project's momentum will be.

Barre

A developer is looking to build in Barre and there is discussion about leasing space for a grocery store.

NBRC

Bidding for these projects is getting increasingly difficult. However, there could be some movement on the project once a bid is accepted. So far the project timeline puts a start date sometime in 2025.

Facilities/Sites-

Comprehensive Economic Development Strategy

There is a need for the county to have a comprehensive economic development strategy. The Agency has been discussing with a consultant how to best develop a strategy that will assist with engineering infrastructure and how to improve them and what they would cost.

MAP and LDC Report

Matt Holland covered the current LDC loan status and actions taken against a loan holder that is now over 6 months delinquent. He also discussed delays hiring the required two PTE's, which is holding up finishing the final grant for this last batch of \$300,000 funding for the MAP grant program. The LDC Board met on 02/01/2024 and discussed making changes to the grant narrative for the next round of MAP funding. These changes include changes on equity requirements,

credit card usage for equity purchases, and follow through with businesses after they receive a grant.

Legal –No report.

Marketing --- Michael reviewed Mindful Media’s marketing report with the board. Mindful Media reported 1,000 new views on Facebook over the past few months, which is a substantial increase from prior quarterly reports. Social media is up 136.2% in 2024 and visits to the website from our social media posts are up 262.8%. Website traffic from search engines such as Google and Bing is up 34%. 85% of views are from new viewers. Mindful Media is currently working with the Agency to apply for funding to develop a Comprehensive Development Plan. Mindful Media is also working with Matt on possible program funding outside of the usual HUD programs. Mindful Media shared with the board samples of new branding materials for the new website launch.

IV. Executive Session

Craig Tuohey made a motion for the Board to enter into executive session to discuss the finances of a particular company and the proposed sale of real property. The motion was seconded by Jeff Martin and unanimously carried. A motion to exit the executive session was made by Craig Tuohey, seconded by Jeff Martin and unanimously carried. No votes were taken during executive session.

V. Unfinished Business – None.

VI. New Business

Approval of Guidelines and Policies

-Investment Policy

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

-Real Property Acquisition

Michael presented the real property acquisition policy. No changes were proposed to the real property acquisition policy. Jeff Martin made a motion to approve the real property acquisition policy as presented, seconded by John Fitzak, and unanimously carried.

-Property Disposal Guidelines

Michael presented the property disposal guidelines. No changes were proposed to the property disposal guidelines. Craig Tuohey made a motion to approve the property disposal guidelines as presented, seconded by Skip Draper, and unanimously carried.

-Procurement Policy

Michael presented the procurement policy. No changes were proposed to the procurement policy. John Fitzak made a motion to approve the procurement policy as presented, seconded by Skip Draper, and unanimously carried.

Approval of the Governance Committee Charter

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

Approval of the 2023 Property Report

Michael reviewed the COIDA's 2023 Property Report. The property report is a component of the PARIS report. There were no new sales or changes to add to the report from 2023. Skip Draper made a motion to approve the property report, seconded by John Fitzak, and unanimously carried.

Adjournment

Motion to adjourn subject to Chairman's recall made by John Fitzak, seconded by Jeff Martin and unanimously carried at 9:42 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