

REGULAR NCIDA/NCDC/NADC BOARD MEETING MINUTES

Wednesday, October 12, 2016 – 9:00 a.m.

Meeting Place: Niagara County Industrial Development Agency
6311 Inducon Corporate Drive, Suite One
Sanborn, New York 14132

1.0 Meeting Called to Order

The regular meeting of the Niagara County Industrial Development Agency was called to order by Chairman Brady at 9:00 a.m.

2.0 Roll Call

Stephen F. Brady, Acting Chairman	Present
Mark A. Onesi, Second Vice Chairman	Present
Kevin McCabe, Secretary	Present
Jerald I. Wolfgang, Assistant Secretary	Excused
Michael W. McNally, Member	Present
Joan G. Aul, Member	Present
Willie C. Dunn	Excused
William L. Ross	Present
Arthur G. Pappas	Excused

3.0 Chairman Brady led the Pledge of Allegiance.

4.0 Introduction of Guests

Guests Present:

Karen Fiala, ECIDA

Staff Present:

Samuel M. Ferraro, Executive Director
Susan C. Langdon, Director of Projects & Finance
Andrea Klyczek, Director of Regional & International Marketing
Michael S. Dudley, Finance Manager
Mark J. Gabriele, Agency Counsel
Barbara A. Gill, Administrative Coordinator/Recording Secretary

5.0 Approval of NCIDA Meeting Minutes

5.1 Meeting Minutes of September 14, 2016

Chairman Brady asked for a motion to approve the meeting minutes.

Mr. McCabe made a motion to approve the meeting minutes; Mr. Onesi seconded the motion. The motion passed.

6.0 NCIDA/NCDC/NADC Committee Reports

6.1 Finance & Audit Committee

6.1.1 Agency Payables

Mr. Onesi stated that the Committee Members had reviewed the monthly payables and found them to be in order.

Mr. McCabe motioned to approve the payables; Mr. McNally seconded the motion. The motion passed unanimously.

6.1.2 Budget Variance Report

Mr. Onesi stated that the Committee Members had reviewed the Budget Variance Report and found the report to be in order.

Mr. McCabe made a motion to approve the Budget Variance Report; Mr. McNally seconded the motion. The motion passed.

6.1.3 Niagara USA Chamber

In a Memorandum to the Board Members, Agency Staff stated that the Niagara USA Chamber is requesting approval of their lease for a one (1) year term from January 2017 ending December 31, 2017 with two (2) one (1) year option renewals. The annual rent will be \$6,600.00 which is a five percent (5%) increase from last year.

6.1.3.1 Lease Renewal

Mr. McNally motioned to approve the lease renewal; Ms. Aul seconded the motion. The motion passed.

The question of the approval of the budgets was duly put to a vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Chairman Brady	[X]	[]	[]	[]
Mark A. Onesi	[X]	[]	[]	[]
Michael W. McNally	[X]	[]	[]	[]
Kevin McCabe	[X]	[]	[]	[]
Jerald I. Wolfgang	[]	[]	[]	[X]
Joan G. Aul	[X]	[]	[]	[]
Willie C. Dunn	[]	[]	[]	[X]
William L. Ross	[X]	[]	[]	[]
Arthur G. Pappas	[]	[]	[]	[X]

The one year term lease was duly approved.

6.0 NCIDA/NCDC/NADC Committee Reports Continued

6.1 Finance & Audit Committee Continued

6.1.4 NCIDA/NCDC/NADC Budgets for 2017

Mike Dudley, Finance Manager, summarized the draft budgets for 2017. The Audit Committee Members were asked to review the budgets and then recommend to the full Board at the Regular Board Meeting. Mr. Onesi stated that the Audit Committee has recommended approval of the budgets at their Committee Meeting.

Once approved by the Board at the Regular Board Meeting, the budgets will be sent to the Niagara County Clerk and Legislature for a mandatory 20 day review. The Board will then be asked to formally adopt the 2017 budget at the November 9, 2016 Regular Board Meeting.

6.1.4.1 Approval of Budgets

Mr. Onesi motioned to approve the budgets for 2017; Mr. McCabe seconded the motion. The motion passed.

The question of the approval of the budgets was duly put to a vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Chairman Brady	[X]	[]	[]	[]
Mark A. Onesi	[X]	[]	[]	[]
Michael W. McNally	[X]	[]	[]	[]
Kevin McCabe	[X]	[]	[]	[]
Jerald I. Wolfgang	[]	[]	[]	[X]
Joan G. Aul	[X]	[]	[]	[]
Willie C. Dunn	[]	[]	[]	[X]
William L. Ross	[X]	[]	[]	[]
Arthur G. Pappas	[]	[]	[]	[X]

The 2017 Budgets were approved.

6.1.5 Agency Insurance

In a memorandum to the Board Members, Agency Staff stated that Requests for Proposals (“RFP”) for insurance were sent out on August 25, 2016 for the coverages inclusive of commercial property, general liability, commercial crime, public officials, umbrella liability, workers compensation, NYS disability, long term disability and group term life. An RFP for insurance had not been done since 2011.

The RFP was sent to a select group of four (4) reputable insurance agencies having a large market reach. Of the four, the Agency received two (2) written proposals with the other two declining to bid.

6.0 NCIDA/NCDC/NADC Committee Reports Continued

6.1 Finance & Audit Committee Continued

6.1.5 Agency Insurance Continued

The Audit Committee recommends one of the companies who submitted the lowest total premium bid for the required insurance coverage's and also because they offer other services that the Agency will be looking to take advantage of in the future.

6.1.5.1 Response to RFP

Mr. Onesi motioned to accept the company as recommended by Agency staff; Mr. McCabe seconded the motion. The motion passed.

The question of the approval of the insurance company was duly put to a vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Chairman Brady	[X]	[]	[]	[]
Mark A. Onesi	[X]	[]	[]	[]
Michael W. McNally	[X]	[]	[]	[]
Kevin McCabe	[X]	[]	[]	[]
Jerald I. Wolfgang	[]	[]	[]	[X]
Joan G. Aul	[X]	[]	[]	[]
Willie C. Dunn	[]	[]	[]	[X]
William L. Ross	[X]	[]	[]	[]
Arthur G. Pappas	[]	[]	[]	[X]

The company, now disclosed as Walsh Insurance Company, was approved.

6.1.6 NYS Budget Award for Downtown Niagara Falls

In a memorandum to the Board Members, Mike Dudley stated that the New York State Budget includes a specific award of \$1.6 million dollars under the Miscellaneous Financial Assistance program for payment to the NCIDA, for use in funding economic development and job creation initiatives within the downtown area of the City of Niagara Falls. These funds were sourced from casino revenue, separate from the local share of casino revenue, as part of the amended legislation which reflects elements of Senator Ort's "Revitalize Niagara Plan."

The Agency will receive a check in the amount of \$1.6 million from the Niagara County Treasurer. The Audit Committee has recommended approval to open a new bank account to house the funds prior to any disbursements. Guidelines have yet to be determined and staff is waiting for guidance from the Senator in regard to this funding.

6.0 NCIDA/NCDC/NADC Committee Reports Continued

6.1 Finance & Audit Committee Continued

6.1.6 NYS Budget Award Continued

6.1.6.1 Open Bank Account/Signature Cards

Mr. Onesi motioned to open a new bank account; Mr. Ross seconded the motion. The motion passed.

The question of opening a new bank account was duly put to a vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Chairman Brady	[X]	[]	[]	[]
Mark A. Onesi	[X]	[]	[]	[]
Michael W. McNally	[X]	[]	[]	[]
Kevin McCabe	[X]	[]	[]	[]
Jerald I. Wolfgang	[]	[]	[]	[X]
Joan G. Aul	[]	[]	[X]	[]
Willie C. Dunn	[]	[]	[]	[X]
William L. Ross	[X]	[]	[]	[]
Arthur G. Pappas	[]	[]	[]	[X]

The new bank account was approved.

7.0 Unfinished Business

7.1 Mayer Bros. Apple Products, Inc.

Mayer Bros. is a manufacturer of bottled beverages including apple cider, fruit juices, water and other related beverage products. The company employs eighty-one (81) and twenty-six (26) new jobs will be created. The company is requesting a fifteen (15) year real property tax abatement and sales tax abatements.

Ms. Langdon stated that the Public Hearing was held on October 6, 2016 at the Somerset Town Hall in Barker, New York. There were four (4) attendees and two (2) speakers who were in favor of the project.

7.0 Unfinished Business Continued

7.1 Mayer Bros. Continued

7.1.1 Final Resolution

Mr. McNally motioned to approve the Final Resolution; Mr. McCabe seconded the motion. The motion passed.

RESOLUTION OF THE NIAGARA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) UNDERTAKE A CERTAIN PROJECT FOR THE BENEFIT OF MAYER BROS. APPLE PRODUCTS, INC. AND/OR AN INDIVIDUAL(S) OR AFFILIATE, SUBSIDIARY, OR ENTITY FORMED OR TO BE FORMED ON ITS BEHALF (AS MORE FULLY DEFINED BELOW); (ii) DETERMINE THAT THE PROJECT WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT; (iii) NEGOTIATE AND EXECUTE A LEASE AGREEMENT, LEASEBACK AGREEMENT, PAYMENT-IN-LIEU-OF-TAX AGREEMENT, PILOT MORTGAGE AND RELATED DOCUMENTS; AND (iv) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT, (B) A MORTGAGE RECORDING TAX EXEMPTION FOR THE FINANCING RELATED TO THE PROJECT; AND (C) A MORTGAGE RECORDING TAX EXEMPTION FOR THE MORTGAGE RELATED TO THE PILOT AGREEMENT.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Chairman Brady	[X]	[]	[]	[]
Mark A. Onesi	[X]	[]	[]	[]
Michael W. McNally	[X]	[]	[]	[]
Kevin McCabe	[X]	[]	[]	[]
Jerald I. Wolfgang	[]	[]	[]	[X]
Joan G. Aul	[]	[]	[X]	[]
Willie C. Dunn	[]	[]	[]	[X]
William L. Ross	[X]	[]	[]	[]
Arthur G. Pappas	[]	[]	[]	[X]

The Resolution was thereupon duly adopted.

7.0 Unfinished Business Continued

7.2 DePaul Adult Care Communities, Inc. (Vincent Properties)

This project consists of the development and construction of a new one hundred fourteen (114) bed facility, which will include eighty (80) assisted living and thirty-four (34) memory care beds. The single-story, approximately 57,300 square foot building will be located on Forest Parkway in the Town of Wheatfield.

The company has requested tax exempt bonds and a mortgage recording tax abatement. This project was required to be approved by the Niagara County Legislature due to the fact that is a tax exempt bond project approved under the Niagara Area Development Corporation, an entity of the NCIDA. The project will result in the creation of thirty-seven (37) jobs in Niagara County inclusive of administration, maintenance, resident care, janitorial, and dietary.

7.2.1 Final Resolution

Mr. Ross motioned to approve the Final Resolution; Mr. Onesi seconded the motion. The motion passed.

RESOLUTION AUTHORIZING THE ISSUANCE, EXECUTION, SALE AND DELIVERY OF THE NIAGARA AREA DEVELOPMENT CORPORATION'S TAX-EXEMPT REVENUE BONDS (VINCENT PROPERTIES, INC. PROJECT), SERIES 2016 IN ONE OR MORE SERIES AND IN AN AGGREGATE PRINCIPAL NOT TO EXCEED \$12,000,000 AND THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Chairman Brady	[X]	[]	[]	[]
Mark A. Onesi	[X]	[]	[]	[]
Michael W. McNally	[X]	[]	[]	[]
Kevin McCabe	[X]	[]	[]	[]
Jerald I. Wolfgang	[]	[]	[]	[X]
Joan G. Aul	[X]	[]	[]	[]
Willie C. Dunn	[]	[]	[]	[X]
William L. Ross	[X]	[]	[]	[]
Arthur G. Pappas	[]	[]	[]	[X]

The Resolution was thereupon duly adopted.

8.0 New Business

8.1 Foreign Trade Zone

Andrea Klyczek, Agency staff, stated that on August 10, 2016 the Niagara County Legislature’s Economic Development Committee approved a resolution designating the Niagara County IDA as administrator of Foreign Trade Zone #34. FTZ Operations is a highly specialized business and the number of qualified firms is limited.

Borderworx, a Canadian logistics company located in Vantage International Point, plans to construct several facilities for logistics related operations. The first of these buildings is currently under construction and will be completed in October of 2016.

Borderworx has the qualifications, resources, expertise and desire to activate and operate a FTZ facility in VIP. The company has already established global business network and will increase the demand for FTZ services in Niagara County. Borderworx will be contractually obligated to be responsible for all costs and expenses of obtaining and maintaining U.S. Customs service and supervision as required, and the Agency will have no liabilities regarding the trade zone.

Two (2) draft agreements regarding Foreign Trade Zone #34 were included in the agenda packets. The Operating Agreement is between the NCIDA and Borderworx Logistics, Inc. and the Administrative Agreement is between the County of Niagara and the NCIDA.

8.1.1 Operating Agreement

Mr. Ross motioned to approve the Operating Agreement; Ms. Aul seconded the motion. The motion passed.

The question of the approval of the Agreement was duly put to a vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Chairman Brady	[X]	[]	[]	[]
Mark A. Onesi	[X]	[]	[]	[]
Michael W. McNally	[X]	[]	[]	[]
Kevin McCabe	[X]	[]	[]	[]
Jerald I. Wolfgang	[]	[]	[]	[X]
Joan G. Aul	[X]	[]	[]	[]
Willie C. Dunn	[]	[]	[]	[X]
William L. Ross	[X]	[]	[]	[]
Arthur G. Pappas	[]	[]	[]	[X]

The Agreement was thereupon duly approved.

8.0 New Business Continued

8.1 FTZ Continued

8.1.2 Administrative Agreement

Mr. Ross motioned to approve the Operating Agreement; Ms. Aul seconded the motion. The motion passed.

The question of the approval of the Agreement was duly put to a vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Chairman Brady	[X]	[]	[]	[]
Mark A. Onesi	[X]	[]	[]	[]
Michael W. McNally	[X]	[]	[]	[]
Kevin McCabe	[X]	[]	[]	[]
Jerald I. Wolfgang	[]	[]	[]	[X]
Joan G. Aul	[X]	[]	[]	[]
Willie C. Dunn	[]	[]	[]	[X]
William L. Ross	[X]	[]	[]	[]
Arthur G. Pappas	[]	[]	[]	[X]

The Agreement was thereupon duly approved.

8.2 Agency General Counsel

Due to personnel and Agency Counsel issues, Chairman Brady asked for a motion to enter into executive session.

At 9:20 a.m., Ms. Aul motioned to go into executive session to discuss certain issues; Mr. McNally seconded the motion.

Mr. Onesi motioned to come out of executive session at 9:25 a.m.; Mr. McNally seconded the motion. The motion passed.

8.0 New Business Continued

8.2 Agency General Counsel Continued

8.2.1 Contract and Extension

Mr. Onesi motioned to approve an extension of Agency Counsel's contract for a five (5) year period. Mr. McCabe seconded the motion. The motion passed.

The question of the adoption of the approval of the contract was duly put to a vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Chairman Brady	[X]	[]	[]	[]
Mark A. Onesi	[X]	[]	[]	[]
Michael W. McNally	[X]	[]	[]	[]
Kevin McCabe	[X]	[]	[]	[]
Jerald I. Wolfgang	[]	[]	[]	[X]
Joan G. Aul	[X]	[]	[]	[]
Willie C. Dunn	[]	[]	[]	[X]
William L. Ross	[X]	[]	[]	[]
Arthur G. Pappas	[]	[]	[]	[X]

The contract extension was thereupon duly approved.

9.0 Information Items

Mr. McCabe made a motion to recommend Stephen Brady as Chairman of the Board rather than "Acting" chairman. Mr. McNally seconded the motion. The motion passed.

The question of the approval was duly put to a vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Mark A. Onesi	[X]	[]	[]	[]
Michael W. McNally	[X]	[]	[]	[]
Kevin McCabe	[X]	[]	[]	[]
Jerald I. Wolfgang	[]	[]	[]	[X]
Joan G. Aul	[X]	[]	[]	[]
Willie C. Dunn	[]	[]	[]	[X]
William L. Ross	[X]	[]	[]	[]
Arthur G. Pappas	[]	[]	[]	[X]

Chairman Brady thanked the Board Members for their support.

10.0 Agency Counsel

There were no items at this time.

11.0 Any Other NCIDA Matters the Board Wishes to Discuss

There were no other matters at this time.

12.0 Next Regular NCIDA/NCDC/NADC Meeting:

DATE: November 9, 2016

TIME: ** 9:00 a.m. **

PLACE: Niagara County Center for Economic Development

At this time, Chairman Brady told the Board Members that the December Board Meeting will be moved up a week to December 7, 2016.

13.0 Adjournment

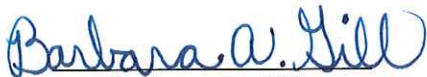
The Chairman asked for a motion to adjourn.

Ms. Aul motioned to adjourn; Mr. Ross seconded the motion. The meeting adjourned at 9:30 a.m.

Respectfully submitted:

Reviewed by:

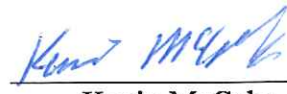
Approved by:



Barbara A. Gill
Recording Secretary



Susan C. Langdon
Director of Projects & Finance



Kevin McCabe
Secretary