

**MINUTES OF THE MEETING
OF THE
MEMBERSHIP OF THE
ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
(ECIDA or AGENCY)**

DATE AND PLACE: November 30, 2022, at Center of Excellence in Bioinformatics and Life Sciences (CBLs), 701 Ellicott Street, Conference Room B2-205, Second Floor, Buffalo, New York 14203

PRESENT: Denise Abbott, Hon. Diane Benczkowski, Rev. Mark E. Blue, Hon. Joseph Emminger, Michael P. Hughes, Hon. Howard Johnson, Tyra Johnson, Richard Lipsitz, Jr., Denise McCowan, Hon. Glenn R. Nellis; Kenneth A. Schoetz and Paul Vukelic

EXCUSED: Hon. Bryon W. Brown, James Doherty, Dottie Gallagher, Hon. Brian Kulpa, Brenda W. McDuffie, Hon. Mark C. Poloncarz and Hon. Darius G. Pridgen

OTHERS PRESENT: John Cappellino, President & CEO; Beth O’Keefe, Vice President of Operations; Gerald Manhard; Chief Lending Officer/Secretary; Grant Lesswing, Director of Business Development; Soma Hawramee, Compliance Portfolio Manager, Brian Krygier, Director of Information Technology; Carrie Hocieniec, Operations Assistant/Assistant Secretary; Laurie Hendrix, Administrative Coordinator; Robert G. Murray, Esq., General Counsel/Harris Beach PLLC and Christopher C. Canada, Bond Counsel/Hodgson Russ LLP

GUESTS: Zachary Evans and Daniel Castle on behalf of Erie County; Alex Carducci on behalf of the City of Buffalo; Linda Goodman, Stormy Diaz, Ivan Rodriguez, Tina Matthews on behalf of Norstar; Kellena Kane, Michael Montante, Allison Carroll, David Tyka on behalf of Uniland Development; Steve Helms on behalf of Perry’s Ice Cream; James Fink on behalf of Business First; Jonathan Epstein on behalf of Buffalo News and J. Dale Shoemaker on behalf of Investigative Post

There being a quorum present at 12:03 p.m., the meeting of the members of the Erie County Industrial Development Agency (the “ECIDA” or “Agency”), was called to order by Vice Chair, Mr. Lipsitz, who presided over the meeting in the absence of the Chair.

MINUTES

The minutes of the October 26, 2022 meeting of the members were presented. Ms. Abbott moved and Mr. Johnson seconded to approve of the minutes. Mr. Lipsitz called for the vote and the minutes were unanimously approved.

REPORTS/ACTION ITEMS/INFORMATION ITEMS

Financial Report. Mr. Cappellino presented the October 2022 financial report. The balance sheet shows the month ended with total assets of \$30.3M and net assets of \$20.5M. There weren't any major shifts on the balance sheet line items from September. Operating revenue of \$103,000 was below the monthly budget by \$120,000, due mainly to \$19,000 of administrative fees collected during the month. Operating expenses were \$217,000 and overall below our monthly budget by \$10,000. After depreciation, there was net loss of \$217,000 for the month. The year-to-date Income Statement shows revenues of \$1.9M, including administrative fee revenue of \$1.1M. We are at 61% of our 2022 administrative fee budget through October, and at this point we are expecting to end the year at about \$1.3M or 70% of our budgeted fee revenue. Expenses of \$2.3M are \$56,000 under budget for the year. Special project grant revenue nets to \$198,000. After strategic investments and depreciation, there is currently a net loss of \$408,000 for the year. Mr. Lipsitz directed that the report be received and filed.

2022 Tax Incentive Induced/Closing Schedule. Mr. Cappellino presented this report to the members. Mr. Lipsitz directed that the report be received and filed.

Modification to 2009 Bond for Norstar. Mr. Cappellino reviewed the Shoreline Apartments LLC request to obtain ECIDA consent to its proposed acquisition of Norstar's 0.005% membership interest in the Shoreline Apartments project. Mr. Cappellino noted there is no change to any financial components related to the ECIDA bonds issued for the benefit of this project in 2009 but confirmed the ECIDA must consent to a change in ownership pursuant to the underlying bond documents.

Ms. Goodman spoke on behalf of the project and on behalf of Beacon Communities, LLC. At this point in time, Mr. Blue joined the meeting Mr. Johnson moved to approve the consent requested. Mr. Emminger seconded the motion. General discussion ensued. At this point in time, Ms. Johnson joined the meeting.

Mr. Lipsitz called for the vote and the following resolution was unanimously approved:

RESOLUTION (A) THE CONSENT OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "ISSUER") TO THE REPLACEMENT OF THE MANAGING MEMBER OF SHORELINE APARTMENTS LLC RELATING TO THE ISSUER'S TAX-EXEMPT REVENUE BOND (SHORELINE APARTMENTS LLC PROJECT), SERIES 2009A AND THE ISSUER'S TAX-EXEMPT REVENUE BOND (SHORELINE APARTMENTS LLC PROJECT), SERIES 2009B ISSUED BY THE ISSUER ON JUNE 9, 2009; (B) THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS; AND (C) MAKING A FINDING IN COMPLIANCE WITH THE NEW YORK STATE ENVIRONMENTAL QUALITY REVIEW ACT.

Videoconferencing Procedures. Mr. Cappellino reviewed the proposed Videoconferencing Policy and some of the important components of the Policy. General discussion ensued.

Mr. Nellis moved and Ms. Johnson seconded to approve the Videoconferencing Policy. Mr. Lipsitz called for the vote and the following resolution was unanimously approved:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (“AGENCY”) APPROVING THE USE OF VIDEO CONFERENCING UNDER EXTRAORDINARY CIRCUMSTANCES PURSUANT TO SECTION 103-A OF THE NEW YORK PUBLIC OFFICERS LAW

INDUCEMENT RESOLUTIONS

Renaissance 6, LLC, 10 Dona Street, Lackawanna, New York. Ms. O’Keefe reviewed this proposed sales tax exemption, mortgage recording tax exemption and real property tax benefit project which consists of the construction and leasing of a 151,200 sq. ft. speculative high bay industrial building for prospective businesses with advanced manufacturing or regional distribution warehousing operations and related site requirements.

Ms. Kane spoke on behalf of the Company and generally described the contemplated project. Mr. Blue spoke in favor of the project.

The Project’s cost benefit ratio was presented to and reviewed by the members present and the costs of incentives so applied for, the anticipated new tax revenues to be generated by the Project, as well as the Project’s contemplated community benefits were discussed and considered.

As a condition precedent of receiving Financial Assistance, and as a material term or condition as approved by the Agency in connection with the Project, the Company covenants and agrees and understands that it must, subject to potential modification, termination and/or recapture of Financial Assistance for failure to meet and maintain the commitments and thresholds as described below, submit, on an annual basis or as otherwise indicated below through the termination of the PILOT Agreement, a certification, as so required by the Agency, confirming:

- (i) Investment Commitment- the total investment actually made with respect to the Project at the time of Project completion equals or exceeds \$16,738,840 (which represents the product of 85% multiplied by \$19,692,754, being the total project cost as stated in the Company’s application for Financial Assistance).
- (ii) Employment Commitment –that within two (2) years of Project completion, the Company has created and maintained FTE employment at the Facility equal to 34 FTE employees [representing the product of 85% multiplied by 41 (being the 41 new FTE employee positions proposed to be created by the Company as stated in its Application)]. In an effort to confirm and verify the Company’s employment numbers, the Agency requires that, at a minimum, the Company provide employment data to the Agency on a quarterly basis, said information to be provided on the Agency’s “Quarterly Employment Survey” form to be made available to the Company by the Agency.
- (iii) Local Labor Commitment - that the Company adheres to and complies with the Agency’s Local Labor Workforce Certification Policy on a quarterly basis during the construction period.

- (iv) Equal Pay Commitment – that the Company adheres to and complies with the Agency’s Pay Equity Policy.
- (v) Unpaid Real Property Tax Policy Commitment – that the Company is compliant with the Agency’s Unpaid Real Property Tax Policy.

Mr. Blue moved and Mr. Emminger seconded to approve the Project. Mr. Lipsitz then called for the vote and the following resolution was unanimously approved:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY: (i) ACCEPTING THE APPLICATION OF RENAISSANCE 6, LLC, AND/OR INDIVIDUAL(S) OR AFFILIATE(S), SUBSIDIARY(IES), OR ENTITY(IES) FORMED OR TO BE FORMED ON ITS BEHALF (INDIVIDUALLY, AND/OR COLLECTIVELY, THE “COMPANY”) IN CONNECTION WITH A CERTAIN PROJECT DESCRIBED BELOW; (ii) RATIFYING THE SCHEDULING, NOTICING, AND CONDUCTING OF A PUBLIC HEARING IN CONNECTION WITH THE PROJECT; (iii) MAKING A DETERMINATION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT; (iv) APPOINTING THE COMPANY, OR ITS DESIGNEE, AS ITS AGENT TO UNDERTAKE THE PROJECT; (v) AUTHORIZING THE UNDERTAKING OF THE PROJECT TO PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES TAX EXEMPTION BENEFIT FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT, (B) A MORTGAGE RECORDING TAX EXEMPTION BENEFIT FOR FINANCING RELATED TO THE PROJECT, AND (C) A PARTIAL ABATEMENT FROM REAL PROPERTY TAXES BENEFIT THROUGH THE PILOT AGREEMENT; AND (vi) AUTHORIZING THE NEGOTIATION AND EXECUTION OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, A PAYMENT-IN-LIEU-OF-TAX AGREEMENT, AN AGENT AND FINANCIAL ASSISTANCE PROJECT AGREEMENT, AND RELATED DOCUMENTS

MANAGEMENT TEAM REPORTS

Mr. Cappellino presented an update on the ECIDA MWBE PILOT Policy and upcoming events related thereto.

There being no further business to discuss, Mr. Lipsitz adjourned the meeting of the Agency at 12:34 p.m.

Dated: November 30, 2022



Elizabeth A. O’Keefe, Secretary