



**Erie County Industrial Development Agency
Meeting of the Membership
August 28, 2024
At 12:00 p.m.**

**ECIDA Offices
95 Perry Street, 4th Floor Conference Room
Buffalo, New York 14203**

1.0 Call to Order

- 1.1 Call to Order Meeting of the Membership
- 1.2 Welcome New Board Member – Thomas Emmerling – Chair, Buffalo Niagara Partnership

2.0 Approval of Minutes:

- 2.1 Approval of Minutes of the June 26, 2024 Meeting of the Membership (Action Item) (Pages 2 - 6)

3.0 Reports / Action Items / Information Items:

- 3.1 Financial Report (Informational) (Pages 7 - 10)
- 3.2 Finance & Audit Committee Update
 - a) 2025 Budget Timetable (Informational) (Page 11)
- 3.3 2024 Tax Incentive Induced/Closing Schedule (Informational) (Pages 12-13)
- 3.4 Policy Committee Update (Informational) (Pages 14-17)

4.0 Inducement Resolutions:

	ECIDA Incentives	Private Investment	Municipality
4.1 3200 Clinton Street, LLC/Agile Cold Storage (Pages 18- 89)	\$10,034,208	\$ 46,530,000	West Seneca

5.0 Management Team Reports:

- 5.1

6.0 Adjournment- Next Meeting - Meeting September 25, 2024

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

- DATE AND PLACE:** June 26, 2024, at the Erie County Industrial Development Agency, 95 Perry Street, 4th Floor Conference Room, Buffalo, New York 14203
- PRESENT:** Rev. Mark Blue, Patrick Boyle, Hon. Byron W. Brown, Hon. Howard Johnson, Hon. Brian Kulpa, Richard Lipsitz, Jr., Brenda McDuffie, Hon. Glenn R. Nellis, Hon. Brian Nowak, Hon. Mark C. Poloncarz, Hon. Christopher Scanlon and Kenneth A. Schoetz
- EXCUSED:** Denise Abbott, James Doherty, Hon. Joseph Emminger, Dottie Gallagher, Michael P. Hughes, Tyra Johnson, and Paul Vukelic
- OTHERS PRESENT:** John Cappellino, President & CEO; Mollie Profic, Chief Financial Officer; Beth O’Keefe, Vice President of Operations; Jerry Manhard, Chief Lending Officer; Atiqa Abidi, Accounting Manager; Grant Lesswing, Director of Business Development; Carrie Hocieniec, Operations Assistant/Assistant Secretary; Soma Hawramee, Compliance Portfolio Manager; Brian Krygier, Director of Information Technology; Robbie Ann McPherson, Director of Marketing & Communications; and Robert G. Murray, Esq., General Counsel/Harris Beach PLLC
- GUESTS:** Zachary Evans on behalf of Erie County; Daniel Castle on behalf of Erie County; Yessica Vasquez on behalf of City of Buffalo; Adam Walters on behalf of ULI; and Mo Sumbundu on behalf of Empire State Development

There being a quorum present at 12:08 p.m., the meeting of the members of the Erie County Industrial Development Agency (the “ECIDA” or “Agency”), was called to order by the Chair, Ms. McDuffie.

Ms. McDuffie welcomed Mr. Boyle to the Agency as the new President of the Erie County Association of School Boards and as so related to that position, as the newest member of the Agency.

MINUTES

The minutes of the May 29, 2024, meeting of the members were presented. Mr. Poloncarz moved, and Mr. Brown seconded to approve of the minutes. Ms. McDuffie called for the vote and the minutes were unanimously approved.

REPORTS/ACTION ITEMS/INFORMATION ITEMS

Financial Report. Ms. Profic presented the May financial reports. The balance sheet shows that the IDA ended the month with total assets of \$35.3M (includes unrestricted cash of \$6.8M available for Agency operations) and net assets of \$19.8M (UDAG cash of \$6.6M is in restricted cash and another \$4.0M is due from ILDC). The ILDC borrowed (\$387K) from UDAG fund in May, leading to a decrease in restricted cash and an increase in Due from Affiliates. The monthly income statement shows a net loss of \$156,000 in May. Operating revenue of \$59,000 was below the monthly budget by \$149,000, due mainly to the lack of administrative fees received during the month. Operating expenses were \$254,000 and were \$1,800 below budget, with variance in salaries and benefits, professional services, and public hearings and marketing. Professional services and public hearing and marketing both had negative variances in May. After net non-operating revenue of \$39,000, there was a net loss of \$155, 862 for the month. The year-to-date income statement shows operating revenues of \$880,000, including administrative fee revenue of \$583,000. We remain at 32% of our annual budget through five months of the year. Operating expenses of \$1.3M are \$90,000 below budget. The negative \$73,000 variance on the salaries & benefits line is due to the budget including room for performance incentives. General office expenses are \$14,000 higher than budget due to funding provided for the BNP DEI survey update. Professional services are about \$18,000 below budget, due to lower than expected legal and consulting costs. Net special project grant expenses are \$17,000, and strategic initiatives year to date total \$151,000. After net non-operating revenue of \$179,000, there is currently a net loss of \$387,717 for the year. Ms. McDuffie directed that the report be received and filed.

Mr. Poloncarz queried about 2024 deal flow. Mr. Capellino responded that the Agency is anticipating receipt of outstanding Project revenues later this year and noted a few projects are in the planning stages.

Credit Card Authorization. Ms. Profic outlined a request for authorization to apply for an M&T Bank business credit card. She stated the card aligned with the Agency's current banking relationship with M&T and the Agency's credit card policy requires Board authorization to apply for a card. There will be one physical card issued with a \$10,000 limit requested. The card will remain locked on site for purchases where a vendor requires a credit card payment or when paying with a check is not practical. Purchases are still subject to the Agency's Procurement Policy.

Mr. Nellis moved and Rev. Blue seconded to approve the credit card authorization as proposed. Ms. McDuffie then called for the vote and the following resolution was unanimously approved:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING THE ACQUISITION BY THE AGENCY OF A CREDIT CARD CONSISTENT WITH THE AGENCY'S CREDIT CARD POLICY

2024 Tax Incentives Induced/Closing Schedule. Mr. Cappellino provided this report. Ms. McDuffie directed that the report be received and filed.

Approving of Engaging Engineering Firm for PFRAP Contract: Mr. Cappellino reviewed the contemplated railway maintenance project and its related RFP process and confirmed the staff's recommendation of Erdman Anthony.

Mr. Poloncarz moved and Rev. Blue seconded to engage Erdman Anthony for the PFRAP contract as proposed. Ms. McDuffie then called for the vote and the following resolution was unanimously approved:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY ("AGENCY") AUTHORIZING THE NEGOTIATION AND EXECUTION OF A CERTAIN AGREEMENT WITH ERDMAN ANTHONY ("EA") IN AN AMOUNT NOT TO EXCEED \$224,515 FOR ENGINEERING SERVICES IN RELATION TO THE AGENCY'S REMOVAL AND REHABILITATION OF RAILWAY FACILITIES LOCATED AT THE DEPEW LANCASTER AND WESTERN RAILROAD ("RAILROAD FACILITIES")

Global NY Program Funding Support. Mr. Cappellino reviewed the funding request. Mr. Sumbundu spoke on behalf of Empire State Development and in support of the funding request.

Mr. Poloncarz moved and Rev. Blue seconded to approve the funding of the Global NY Program as proposed. Ms. McDuffie then called for the vote and the following resolution was unanimously approved:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY ("AGENCY") AUTHORIZING (i) THE EXPENDITURE OF FUNDS TO SUPPORT THE GLOBAL NY PROGRAM IN AN AMOUNT NOT TO EXCEED \$25,000, AND (ii) THE NEGOTIATION AND EXECUTION OF A FUNDING AGREEMENT WITH INVEST BUFFALO NIAGARA ("IBN") WITH RESPECT TO SAME

Policy Committee Update: Mr. Lipsitz provided an update on the most recent Policy Committee meeting including the Policy Committee approval of Addendum #1 to Adaptive Reuse Policy presented to the Board for approval. Ms. McDuffie directed that the report be received and filed.

Approval of Addendum #1 to Adaptive Reuse Policy. Mr. Cappellino reviewed the language for Addendum #1 to the Adaptive Reuse Policy, and reminded members that in 2008, the ECIDA passed the current Adaptive Reuse Policy to encourage reinvestment in abandoned and blighted structures. Since then, approximately 85 projects have been approved by the Agency representing approximately 4.6 million sq. ft. of redevelopment, and \$975 million in new private investment. The projects created 1985 new residential units, and 1.5 million sq. ft. of renovated commercial space.

Over the past year the Policy Committee has discussed measures to better address housing concerns and ways by which it could amend the Adaptive Reuse Policy that would provide for an affordability component for Adaptive Reuse projects that contained rental housing as part of the reuse. The Policy Committee maintains that the policy goal of the Adaptive Reuse program

continues to be the reuse of existing and blighted structures, but in this context, the committee desires to incorporate language into the policy to encourage Adaptive Reuse projects with housing components to have an affordability component.

Mr. Cappellino then reviewed the draft Amendment #1 to the Adaptive Reuse Policy and noted that the draft Amendment #1 has been thoroughly vetted by the committee and multiple suggestions have been included in the final proposal, including suggestions submitted by the Buffalo Niagara Partnership, a copy of which is provided with the board package. The resulting policy amendment was unanimously recommended for consideration and adoption by the Board at the June, 2024 Policy Committee meeting.

Mr. Cappellino then reviewed the highlights and definitions/terms of the proposed amendment. He confirmed that the main criterion for the policy requires that Adaptive Reuse projects that have a housing component must incorporate a certain percentage of affordable housing units into the mix of the overall residential unit offering. Said units are deemed workforce/affordable by utilizing the 80% of the Area Median Income and the NYS Affordable Housing Corporations Annual benchmark data, requiring that workforce affordability be defined as spending 30% or less of annual income on housing costs. Mr. Cappellino continued on to discuss the tiered requirements based on the number of residential units in the project, where for projects with 10 or less units requiring at least one apartment would need to be a workforce affordable unit, projects with 11-50 units would require 10%, projects with 51-100 units would require 15% and projects over 100 units would require 20% workforce affordable units. Additionally, the policy stipulates that if possible, a mix of residential apartments be considered, to meet housing needs for households of varying sizes.

The policy would also require income verification for the occupancy of the workforce affordable units, requiring certification that the workforce affordable units is being leased to individual(s) meeting the 80% income eligibility threshold.

Mr. Cappellino personally thanked all the members of the Policy Committee, staff and other experts that have helped in the formulation of this policy.

Mr. Poloncarz complimented the Policy Committee on its thoroughness and deliberative process. He spoke in favor of the draft Addendum.

Mr. Poloncarz moved and Mr. Brown seconded to approve Addendum #1 to the Adaptive Reuse Policy.

Ms. McDuffie spoke in favor of the addendum. Mr. Lipsitz also noted this policy will not solve our region's affordable housing problems in and of itself, but this Addendum codifies our intentions to implement an affordable housing policy.

Ms. McDuffie then called for the vote and the following resolution was unanimously approved:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT
AGENCY (THE "AGENCY") APPROVING AND ADOPTING AN
ADDENDUM TO THE AGENCY'S ADAPTIVE REUSE POLICY

Urban Land Institute ("ULI") Advisory Panel Special Projects Request. Rev. Blue recused himself due the role that the NAACP Buffalo Branch in the underlying proposed ULI project. Mr. Cappellino then reviewed the proposed project and related funding request.

Adam Walters spoke on behalf of ULI and provided additional background relative to the funding request.

Mayor Brown spoke in opposition to the proposed funding requesting, stating his belief that the funding and study proposal is unnecessary due to the City's expenditure, as well as other partners, of millions of dollars, within the study area including at Wiley Stadium, the new Health and Wellness facility, the new Buffalo Urban League facility and many other City of Buffalo proposed housing initiatives. Mayor Brown continues to work with the NAACP but stated that claims with respect to the City having no Jefferson Avenue plans are untrue.

Mr. Johnson then moved, and Mayor Brown seconded, to table the ULI funding request proposal. Ms. McDuffie called for a vote and the motion was unanimously approved with Rev. Blue abstaining.

At this point in time, Mayor Brown left the meeting.

MANAGEMENT TEAM REPORT

Ms. Profic noted that agreements with the Agency's general, loan, and tax-exempt bond counsel expire at the end of November 2024, and as such, the Agency, consistent with its professional services procurement policy, will be issuing RFPs for same. Ms. Profic stated that a staff committee has been assembled and tasked with reviewing the responses and conducting interviews. More information will be forthcoming as the Agency moves through the RFP and selection process.

New York State's Affordable Housing Incentive Program. Mr. Murray presented a PowerPoint presentation describing New York State's new affordable housing programs and related real property tax exemption programs.

There being no further business to discuss, Ms. McDuffie adjourned the meeting of the Agency at 12:54 p.m.

Dated: June 26, 2024

Elizabeth A. O'Keefe, Secretary

Erie County Industrial Development Agency
Financial Statements
As of July 31, 2024

ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY ("ECIDA")
Balance Sheet
July 31, 2024

	July 2024	June 2024	December 2023
ASSETS:			
Cash and Equivalents *	\$ 6,477,878	\$ 6,611,588	\$ 7,476,867
Restricted Cash & Investments *	17,527,179	17,080,414	16,004,625
Due from Affiliates	3,670,436	3,622,055	4,819,702
Due from Buffalo Urban Development Corp.	81,343	74,128	125,210
Other Receivables	202,777	153,645	88,321
Total Current Assets	<u>27,959,613</u>	<u>27,541,831</u>	<u>28,514,725</u>
Grants Receivable	5,244,137	5,244,137	4,869,218
Lease Receivable	700,406	718,405	824,838
Venture Capital Investments, net of reserves	506,886	506,886	506,886
Capital Assets	1,527,514	1,549,621	1,506,504
Total Long-Term Assets	<u>7,978,943</u>	<u>8,019,049</u>	<u>7,707,447</u>
TOTAL ASSETS	<u>\$ 35,938,557</u>	<u>\$ 35,560,880</u>	<u>\$ 36,222,172</u>
LIABILITIES & NET ASSETS			
Accounts Payable & Accrued Exp.	\$ 157,066	\$ 176,673	\$ 455,331
Lease Payable	442,949	454,332	521,642
Deferred Revenues	4,992,820	5,011,496	4,764,541
Funds Held on Behalf of Others	10,266,736	9,711,369	9,516,218
Total Liabilities	<u>15,859,572</u>	<u>15,353,869</u>	<u>15,257,732</u>
Deferred Inflows of Resources Related to Leases	700,406	718,405	824,838
Net Assets	19,378,579	19,488,607	20,139,601
TOTAL LIABILITIES & NET ASSETS	<u>\$ 35,938,557</u>	<u>\$ 35,560,880</u>	<u>\$ 36,222,172</u>

* Cash and restricted cash is invested in interest bearing accounts at M&T Bank and obligations of the United States of America at Wilmington Trust. The maximum FDIC insured amount = \$250,000 with the remainder of the cash balance collateralized with government obligations by the financial institution. Collateral is not required for U.S. government obligations.

ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY ("ECIDA")
Income Statement
Month of July 2024

	Actual vs. Budget		
	Actual	Budget	Variance
REVENUES:			
Administrative Fees	\$ 3,000	\$ 150,000	\$ (147,000)
Management Fees - Affiliates and Others	39,033	39,100	(67)
Rental Income	129,050	125,433	3,617
Other Income	1,918	250	1,668
Total Revenues	173,001	314,783	(141,783)
EXPENSES:			
Salaries & Benefits	\$ 197,741	\$ 188,823	\$ 8,918
General Office Expenses	22,999	21,508	1,490
Building Operating Costs	13,815	4,533	9,282
Professional Services	(4,418)	5,833	(10,252)
Public Hearings & Marketing	9,527	7,917	1,610
Travel, Mileage & Meeting Expenses	2,794	3,083	(289)
Depreciation and amortization	22,107	22,500	(393)
Other Expenses	1,001	1,396	(395)
Total Expenses	265,565	255,594	9,971
SPECIAL PROJECT GRANTS:			
Revenues	\$ 18,676	\$ 41,129	\$ (22,453)
Expenses	(18,676)	(35,446)	16,770
	-	5,683	(5,683)
NET INCOME/(LOSS) BEFORE OTHER STRATEGIC INVESTMENTS :			
	(92,564)	64,873	(157,437)
OTHER STRATEGIC INVESTMENTS AND INITIATIVES:			
Bethlehem Steel Industrial Park Grant	-	(8,333)	8,333
Angola Ag Park Grant	-	(4,167)	4,167
Other Strategic Initiatives	(75,000)	-	(75,000)
	(75,000)	(12,500)	(62,500)
NET OPERATING INCOME/(LOSS) :			
	(167,564)	52,373	(219,937)
NON-OPERATING REVENUE:			
Interest Income	59,429	13,208	46,221
Interest Expense	(1,893)	(8,750)	6,857
	57,536	4,458	53,078
NET INCOME/(LOSS):			
	\$ (110,028)	\$ 56,831	\$ (166,859)

ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY ("ECIDA")

Income Statement

Year to Date: July 31, 2024

	Actual vs. Budget			Actual vs. Prior Year		
	Actual	Budget	Variance	Actual	Prior Year	Variance
REVENUES:						
Administrative Fees	\$ 590,231	\$ 1,050,000	\$ (459,769)	\$ 590,231	\$ 1,133,343	\$ (543,111)
Affiliate Management Fees	274,483	274,950	(467)	274,483	281,533	(7,050)
Rental Income	237,352	236,033	1,319	237,352	130,499	106,854
Other Income	20,475	20,250	225	20,475	21,349	(874)
Total Revenues	1,122,542	1,581,233	(458,691)	1,122,542	1,566,723	(444,181)
EXPENSES:						
Salaries & Benefits	1,309,322	1,383,736	(74,413)	1,309,322	1,187,956	121,367
General Office Expenses	155,094	150,558	4,535	155,094	168,309	(13,216)
Building Operating Costs	30,473	31,733	(1,260)	30,473	30,428	45
Professional Services	42,156	71,233	(29,077)	42,156	60,689	(18,533)
Public Hearings & Marketing	83,097	55,417	27,681	83,097	38,115	44,982
Travel, Mileage & Meeting Expenses	24,736	21,583	3,153	24,736	12,978	11,758
Depreciation and amortization	154,752	157,500	(2,748)	154,752	156,031	(1,279)
Other Expenses	7,572	10,000	(2,428)	7,572	28,360	(20,789)
Total Expenses	1,807,202	1,881,761	(74,559)	1,807,202	1,682,867	124,336
SPECIAL PROJECT GRANTS:						
Revenues	363,206	287,904	75,303	363,206	325,858	37,348
Expenses	(379,414)	(248,120)	(131,294)	(379,414)	(243,948)	(135,466)
	(16,207)	39,783	(55,991)	(16,207)	81,910	(98,117)
NET INCOME/(LOSS) BEFORE OTHER STRATEGIC INVESTMENTS:						
	\$ (700,868)	\$ (260,744)	\$ (440,123)	\$ (700,868)	\$ (34,233)	\$ (666,634)
OTHER STRATEGIC INVESTMENTS AND INITIATIVES:						
Bethlehem Steel Industrial Park Grant	\$ (98,064)	\$ (100,000)	\$ 1,936	\$ (98,064)	\$ (79,328)	\$ (18,736)
Angola Ag Park Grant	(12,545)	(50,000)	37,455	(12,545)	(43,001)	30,456
Bethlehem Steel Industrial Park Grant Reimb	-	300,000	(300,000)	-	-	-
Buffalo Urban Development Corporation	(100,000)	(100,000)	-	(100,000)	-	(100,000)
Other Strategic Initiatives	(115,525)	(75,000)	(40,525)	(115,525)	(103,975)	(11,550)
	(326,134)	(25,000)	(301,134)	(326,134)	(226,304)	(99,830)
NET OPERATING INCOME/(LOSS):						
	(1,027,002)	(285,744)	(741,258)	(1,027,002)	(260,537)	(766,465)
NON-OPERATING REVENUE:						
Interest Income	280,215	92,458	187,757	280,215	\$ 213,250	66,965
Interest Expense	(14,236)	(8,750)	(5,486)	(14,236)	(4,907)	(9,329)
	265,979	83,708	182,271	265,979	208,343	57,636
NET INCOME/(LOSS):						
	\$ (761,023)	\$ (202,036)	\$ (558,987)	\$ (761,023)	\$ (52,194)	\$ (708,829)

**ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (ECIDA)
 BUFFALO & ERIE COUNTY REGIONAL DEVELOPMENT CORP (RDC)
 BUFFALO & ERIE COUNTY INDUSTRIAL LAND DEVELOPMENT CORP (ILDC)**

2025 Budget Process

<u>Date</u>	<u>Description</u>	
July-August	Review of draft 2025 budgets by ECIDA management. (a) Prioritize any proposed budget requests for initiatives. (b) Formal budget requests compiled.	✓
August 20	Finance & Audit Committee meeting – initial review and discussion of proposed budgets.	✓
September 17	Finance & Audit Committee meeting to discuss any updates/recommend proposed budgets to Boards.	
September 25	Review of 2025 proposed budgets at Board meetings.	
TBD	Board Q&A budget session #1 (voluntary).	
TBD	Board Q&A budget session #2 (voluntary).	
October	Adjustments to budget based on Board feedback and Finance & Audit Committee recommendation of final budgets (<i>if necessary</i>).	
October 23	Board meetings – action to approve final 2025 budgets.	
November 1	Deadline for final approved budgets to be submitted to the ABO.	

**MINUTES OF A MEETING OF THE
POLICY COMMITTEE OF THE
ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

DATE AND PLACE: August 1, 2024 at the Erie County Industrial Development Agency, 95 Perry Street, 4th Floor Conference Room, Buffalo, New York 14203

PRESENT: Denise Abbott, Rev. Mark E. Blue, Zachary Evans, Richard Lipsitz, Jr., Dr. Susan McCartney, Hon. Glenn R. Nellis, Laura Smith, David J. State, and Lavon Stephens

EXCUSED: Hon. April Baskin, A.J. Baynes, Hon. Byron W. Brown, Brenda W. McDuffie and Paul Vukelic

OTHERS PRESENT: John Cappellino, President & CEO; Mollie Profic, Chief Financial Officer; Beth O’Keefe, Vice President of Operations; Grant Lesswing, Director of Business Development; Soma Hawramee, Compliance Portfolio Manager, Brian Krygier, Director of Information Technology; Carrie Hocieniec, Operations Assistant/ Assistant Secretary; Robbie Ann McPherson, Director of Marketing & Communications; Andrew Federick; Property and Business Development Officer and Robert G. Murray, Esq., as General Counsel/Harris Beach PLLC

GUESTS: Yessica Vasquez on behalf of the City of Buffalo; Josh Veronica on behalf of Buffalo Niagara Partnership; Craig Caldwell on behalf of 3200 Clinton Street, LLC/Agile Cold Storage and Chuck Wilson on behalf of Upstate Niagara Cooperative

There being a quorum present at 9:10 a.m., the Meeting of the Policy Committee was called to order by Chair Lipsitz.

MINUTES

The minutes of the June 6, 2024 Policy Committee meeting were presented. Upon motion made by Mr. Evans to approve of the minutes, and seconded by Dr. McCartney, the Policy Committee meeting minutes were unanimously approved.

PROJECT MATRIX

Mr. Cappellino presented the project matrix to the Committee. Mr. Lipsitz directed that the report be received and filed.

PROJECT PRESENTATION

3200 Clinton Street, LLC, 3200 Clinton Street, West Seneca, New York 14224. Ms. O'Keefe presented this proposed sales and use tax, mortgage recording tax and real property tax abatement benefits project consisting of construction of a proposed facility to be used as both additional manufacturing space for Rosina Foods (16,000 SF) and a cold storage warehouse for Agile Cold Storage (99,000 SF). It will allow Rosina to increase their production space and to utilize a cold storage warehouse. The warehouse is strategically placed to service the distribution needs for Rosina's entire frozen line of products as well as provide options for other frozen and refrigerated food manufacturers in the area.

Ms. O'Keefe confirmed that 3200 Clinton street, LLC is seeking approximately \$10,034,208 in assistance including sales tax exemption, mortgage tax exemption and real property tax exemption. Total payroll is projected at \$89,422,850 over the life of the PILOT. The resulting cost benefit is 10:1 so for every \$1 of incentives the community benefit is \$10 in payroll & tax revenue. For Erie County, for every \$1 of incentives the community benefit is \$11 in benefits to the community.

The company is requesting a local labor waiver. Ms. O'Keefe reminded the committee members that the Local Labor Policy requires 90% of construction labor be from the "local" eight county region, and that the policy also allows the Agency to grant a waiver from the 90% local labor requirement based on certain defined circumstances as described therein. Consistent with the Local Labor Policy, the Company has requested a waiver from the 90% commitment due to certain warranty issues related to the installation of specialized equipment whereby the manufacturers requires installation by only approved installers, and because specialized construction is required for which qualified Local Labor Area workers are not available. The Company has confirmed that its warehouse concrete slabs includes a three (3) year warranty only when the flooring system is placed by the vendor's trained labor force, and also confirmed that the its vendor's laborers are specially trained in the proprietary flooring systems and specially certified in underslab insulation installation, freezing systems installation, and refrigeration systems installation as so required to receive the manufacturer's warranty for installation of these products.

Mr. Cappellino confirmed that cold storage facilities are a continuing need in our area.

General discussion ensued.

Ms. Abbott queried if the Company has approached local labor to confirm if any local residents are certified/approved as so related to the local labor waiver request. Mr. Caldwell spoke on behalf of the Company to confirm that they have met local laborers and desire, if possible, to hire as many locals as possible.

Ms. O'Keefe confirmed that the Company will need to use 56 laborers from outside the local labor area (about 26%), above the 10% permitted use if non-local labor.

Ms. O'Keefe stated that in exchange for providing the sales and use tax, mortgage recording tax exemption and real property tax abatement benefits, the approval of this project

will be conditioned upon adherence to certain material terms and conditions with respect to the potential modification, recapture and/or termination of financial assistance as follows:

Draft Recapture Material Terms

Condition	Term	Recapture Provision
Total Investment	At project completion	Investment amount equal to or greater than 85% of project amount. Total Project Amount = \$46,530,000 85% = \$39,550,5000
Employment	Coincides with 10-Year PILOT	Maintain Base = 0 FTE Create 85% of Projected Projected = 45 FTE 85% = 38 FTE Recapture Employment = 38 FTE
Local Labor	Construction Period	Adherence to policy including quarterly reporting
Pay Equity	Coincides with 10-Year PILOT	Adherence to policy
Unpaid Tax	Coincides with 10-Year PILOT	Adherence to policy
Recapture Period	Coincides with 10-Year PILOT	Recapture of state and local sales taxes, mortgage recording tax and real property tax

Mr. Lipsitz asked for a motion to recommend the project, as proposed, be forwarded to the members of the ECIDA for approval of the project and the local labor waiver request. Mr. Evans moved and Ms. McCartney seconded to recommend the proposed project to the Board for approval and approval of the local labor waiver request. Mr. Lipsitz called for the vote and the project was then unanimously recommended to be forwarded to the Board for approval.

Mr. Lipsitz then asked for a second motion to request that the Company provide follow-up correspondence on its efforts to find comparable vendors that may not require the waivers as so requested. Mr. Evans moved and Ms. Abbott seconded to request the Company for follow-up correspondence on any investigation and efforts to find comparable vendors that may not require the waiver. Mr. Lipsitz called for the vote and the motion was then unanimously approved.

Upstate Niagara Cooperative, Inc., North America Drive, West Seneca, New York 14224. Ms. O’Keefe presented this proposed sales and use tax and real property tax abatement benefits project involving the addition of 250,000 SF of space that would more than double the size of the Company’s existing plant (225,000 SF). The project will add significant manufacturing capacity as well as storage space for finished goods, ingredients and packaging.

Ms. O’Keefe noted this is an EIP PILOT for a 12-year term.

General discussion ensued.

Mr. Lipsitz and Mr. Evans both spoke in favor of the project.

Ms. O’Keefe confirmed that the Company is seeking approximately \$9,925,843 in assistance including sales tax exemption, mortgage tax exemption and real property tax exemption. Total payroll is projected at \$801,774,552 which includes the direct and indirect jobs for both the temporary and ongoing positions over the life of the PILOT. Created jobs include 992 construction jobs. The resulting cost benefit is 82:1 so for every \$1 of incentives the community benefit is \$82 in payroll & tax revenue. Erie County, for every \$1 of incentives the community benefit is \$101 in benefits to the community.

Ms. O’Keefe stated that in exchange for providing the sales and use tax and real property tax abatement benefits, the approval of this project will be conditioned upon adherence to certain material terms and conditions with respect to the potential modification, recapture and/or termination of financial assistance as follows:

Draft Recapture Material Terms

Condition	Term	Recapture Provision
Total Investment	At project completion	Investment amount equal to or greater than 85% of project amount. Total Project Amount = \$150,000,000 85% = \$127,500,000
Employment	Coincides with 10-Year PILOT	Maintain Base = 0 FTE Create 85% of Projected Projected = 130 FTE 85% = 110 FTE Recapture Employment = 350 FTE
Local Labor	Construction Period	Adherence to policy including quarterly reporting
Pay Equity	Coincides with 10-Year PILOT	Adherence to policy
Unpaid Tax	Coincides with 10-Year PILOT	Adherence to policy
Recapture Period	Coincides with 10-Year PILOT	Recapture of state and local sales taxes and real property tax

Mr. Nellis moved and Mr. Stephens seconded to recommend the project as proposed be forwarded to the members of the ECIDA Board for approval. Mr. Lipsitz called for the vote and the motion was then unanimously approved.

There being no further business to discuss, the meeting was adjourned at 9:47 a.m.

Dated: August 1, 2024

Elizabeth A. O’Keefe, Secretary

3200 Clinton Street, LLC / Agile Cold Storage
\$ 46,530,000

PRIVATE INVESTMENT INDUCEMENT RESOLUTION

ELIGIBILITY

- NAICS Section – 311

COMPANY INCENTIVES

- Approximately \$7,319,083 in real property tax savings
- Up to \$ 2,452,625 in sales tax savings
- 3/4 of 1% of the final mortgage amount up to \$ 262,500

JOBS & ANNUAL PAYROLL

- Current Jobs: 0
- Projected new jobs: 55 FT
- Est. salary/yr. of jobs created: \$66,510
- Annual Estimate Payroll: \$3,259,000
- Total jobs after project completion: 55 FT
- Construction Jobs: 245

PROJECTED COMMUNITY BENEFITS*

- Term: 10 YEARS
- NET Community Benefits: \$ 111,023,254
- Spillover Jobs: 248
- Total Payroll: \$103,112,256

INCENTIVE COST / COMMUNITY BENEFIT RATIO (discounted at 2%)*

Incentives: \$9,329,400
 Community Benefit: \$101,789,953
 Cost: Benefit Ratio
 • 1:11

Project Title: 3200 Clinton Street, LLC
 Project Address 3200 Clinton St, West Seneca, NY 14224
 (West Seneca Central School District)

Agency Request

A sales, mortgage recording and real property tax abatement in connection with the construction of a 115,000 SF cold storage warehouse and manufacturing facility.

Land Acquisition	\$ 500,000
New Building Construction	\$ 43,000,000
Manufacturing Equipment	\$ 2,000,000
Non- Manufacturing Equipment	\$ 30,000
Soft Costs/Other	\$ 1,000,000
Total Project Cost	\$ 46,530,000
85%	\$ 39,550,500

Company Description

3200 Clinton Street, LLC is an entity of Agile Cold Storage – a business formed in 2020 by cold storage industry veterans. Agile has 3 operating facilities in GA and a 4th in DE which will open in Oct 2024. Agile’s core values ensure that products will be stored safely, handled efficiently, tracked seamlessly and reported on a timely basis. Agile is based out of Gainesville, GA with partner ownership including: AIMPERRA (45%), Continental Grain (45%) and Agile Management and small investors (10%).

Project Description

The proposed facility will be used as both additional manufacturing space for Rosina Foods (16,000 SF) and a cold storage warehouse for Agile Cold Storage (99,000 SF). The project applicant has partnered with Rosina Foods (a tenant), allowing Rosina to increase their production space and to utilize a cold storage warehouse. The warehouse is strategically placed to service the distribution needs for Rosina’s entire frozen line of products as well as provide options for other frozen and refrigerated food manufacturers in the area. This state-of-the-art facility will bring new jobs with competitive pay to the community as well as adding healthy competition in the marketplace.

* Cost Benefit Analysis Tool powered by MRB Group

Economic Impact: Inform Analytics Cost-Benefit Analysis

The Erie County Industrial Development Agency uses the Cost Benefit Analysis Tool powered by MRB Group to assess the economic impact of a project applying for incentives. A Cost-Benefit Analysis is required by Section 859-a (5)(b) of General Municipal Law. For the complete Cost Benefit Analysis – please see the attached MRB Cost Benefit Calculator.

Cost: Incentives

COSTS	Tax Exemption	Amount
	Property	\$ 7,319,083
	Sales	\$ 2,452,625
	Mortgage Recording	\$ 262,500
	Total	\$10,034,208
	Discounted at 2%	\$ 9,329,400

Benefit: Projected Community Benefit*

BENEFITS	Region	Recipient	Revenue Type	\$ Amount **
	Erie County	Individuals	Payroll Construction	\$ 27,819,113
			Payroll Permanent	\$ 75,293,456
		Public	Property Taxes	\$ 1,829,767
			Sales Taxes	\$ 631,564
			Other Muni Revenue (NFTA)	\$ 87,500
	New York State	Public	Income Taxes	\$ 4,640,066
			Sales Taxes	\$ 721,788
			Total Benefits to EC + NYS***	\$111,023,254
			Discounted at 2%	\$101,789,953

* Cost Benefit Analysis Tool powered by MRB Group **includes direct & indirect \$ over project period *** may not sum to total due to rounding

Discounted Cost \$ 9,329,400
 Discounted Benefit \$101,789,953
 Ratio 1:11

Conclusion: The Cost Benefit for this project is: 11:1. For every \$1 in costs (incentives), this project provides \$11 in benefits (payroll & tax revenue). **Note: For Erie County, every \$1 in costs (incentives) provides \$12 in benefits to the community.**

New Tax Revenue Estimated

Current Yearly Taxes	Estimated New Assessed Value	Additional County Revenue over abatement period	Additional Town Revenue Over abatement period	Additional School Revenue Over abatement period	New Yearly Taxes Upon Expiration of Abatement Period
\$9,773	\$11,117,500	\$303,426	\$408,822	\$1,045,523	\$924,658
Combined Tax Rate: \$83.17					

Draft Recapture Material Terms

Condition	Term	Recapture Provision
Total Investment	At project completion	Investment amount equal to or greater than 85% of project amount. Total project amount = \$ 46,530,000 85% = \$ 39,550,500
Employment	Coincides with 10-year PILOT	Maintain Base = 0 FTE Create 85% of Projected Projected = 45 FTE 85% = 38 FTE Recapture Employment = 38 FTE
Local Labor	Construction period	Adherence to policy including quarterly reporting
Pay Equity	Coincides with 10-year PILOT	Adherence to Policy
Unpaid Tax	Coincides with 10-year PILOT	Adherence to Policy
<u>Recapture Period</u>	Coincides with 10-year PILOT	Recapture of Real Property Tax, Mortgage recording tax, state and local sales taxes

Recapture applies to:

State and Local Sales Taxes
Real Property Tax
Mortgage Recording Tax

Recapture

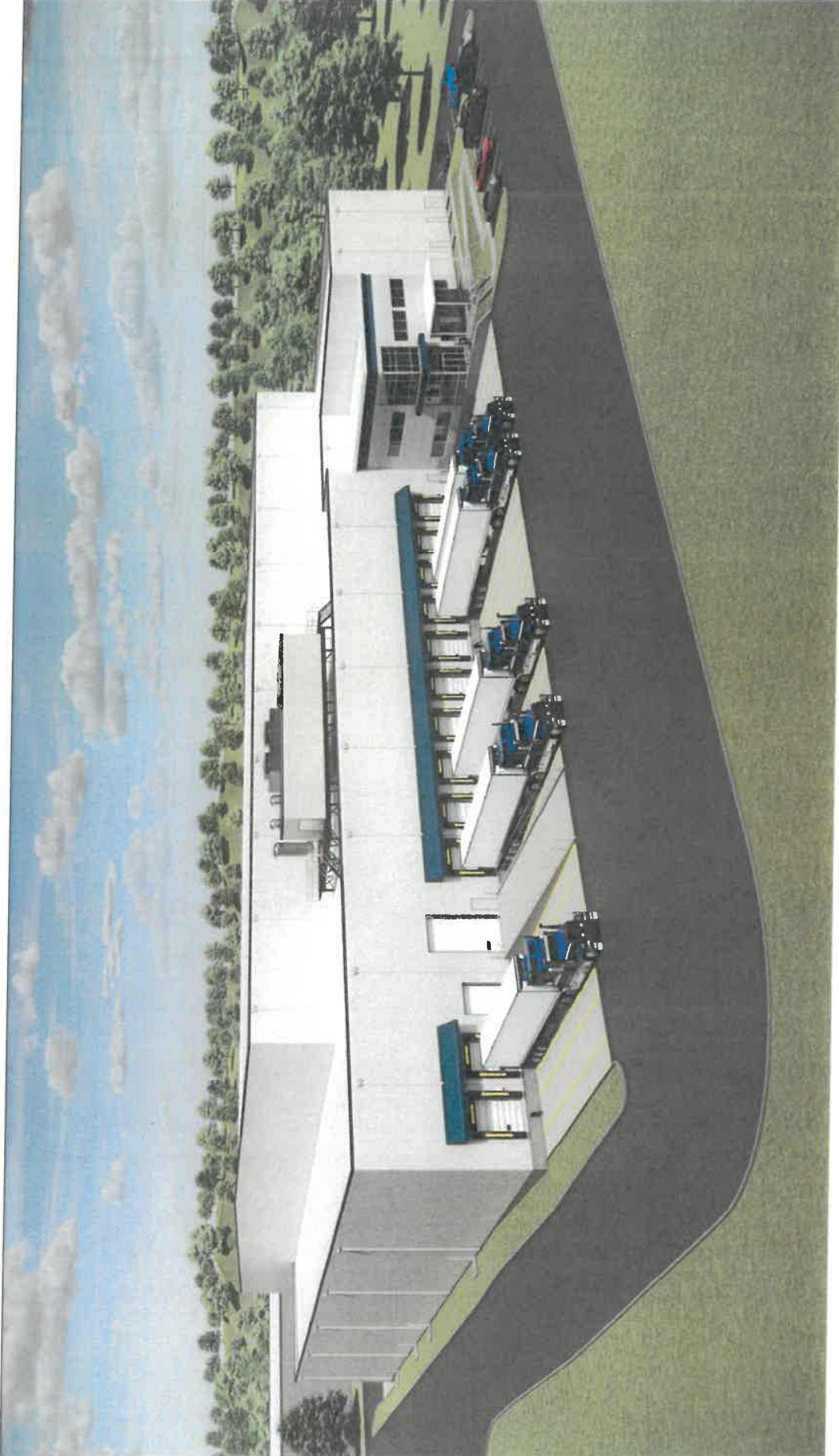
Pursuant to New York State General Municipal Law, the agency shall modify, recover, recapture or terminate any financial assistance taken by the company that is in violation of the GML.

At completion of the project company must certify i) total investment amount is equal to or greater than 85% of the anticipated project amount; ii) company has created 38 FTE jobs, iii) confirm adherence to local labor policy during construction and iv) its adherence to unpaid tax/pay equity policies for recapture term.

Project ECIDA History

- 7/25/24: Public hearing held.
- 8/28/24: Inducement Resolution presented to Board of Directors adopting a Negative Declaration in accordance with SEQRA resolution dtd 7-11-2024
- 8/28/24: Lease/Leaseback Inducement Resolution presented to the Board of Directors

3200 Clinton Street, LLC



**EVALUATIVE CRITERIA
MANUFACTURING/WAREHOUSE/DISTRIBUTION**

Project: 3200 Clinton Street, LLC (Agile Cold Storage)

Wage Rate (above median wage for area)	Applicant has no current employees and plans to hire 45 FT employees with an estimated average salary = \$66,510
Regional Wealth Creation (% sales/customers outside area)	The applicant for this project aims to partner with a local frozen food manufacturer to increase their distribution, as well as opening options to other frozen and refrigerated food manufacturers in the area. Est % of sales: 90% in Erie County (EC) 5% outside EC but within NYS 4% outside NYS but within the U.S 1% outside U.S.
In Region Purchases (% of overall purchases)	80% of overall purchases will be from firms within Erie County
Research & Development Activities	No R&D activities are planned for this site.
Investment in Energy Efficiency	Purchases of new machinery & equipment will provide demonstrable energy efficiency benefits including: LED lighting, energy regenerative breaking on forklifts, low charge ammonia system which uses less power.
Locational Land Use Factors, Brownfields or Locally Designated Development Areas	Brownfield Investment Cleanup Credit of \$10M per application. For more info: https://content.govdelivery.com/accounts/NYSDEC/bulletins/3916b09?reqfrom=share
LEED/Renewable Resources	N/A
Retention/Flight Risk	N/A
DEI Questionnaire	See attached copy. The applicant plans to partner with as many qualified MWBEs as possible contingent upon their alignment with stringent safety and qualification criteria.
Workforce Access – Proximity to Public Transportation	The project site is accessible by bus line #2 Clinton Transit

DATE OF INDUCEMENT: August 28, 2024

Revised: July 19, 2024

PILOT Worksheet: Estimate of Real Property Tax Abatement Benefits* and Percentage of Project Costs financed from Public Sector sources**

The PILOT Worksheet will be: (i) completed by IDA Staff based upon information contained within the Application, and (ii) provided to the Applicant for ultimate inclusion as part of this completed Application.

PILOT Estimate Table Worksheet-3200 Clinton Street LLC (Agile Cold Storage)

Dollar Value of New Construction and Renovation Costs	Estimated New Assessed Value of Property Subject to IDA*	County Tax Rate/1000	Local Tax Rate (Town/City/Village)/1000	School Tax Rate/1000
\$ 43 M	\$11 M	13.79	21.86	47.52

*Apply equalization rate to value

PILOT Year	% Payment	County PILOT Amount	Town PILOT Amount	School PILOT Amount	Total PILOT	Full Tax Payment w/o PILOT	Net Exemption
1	0.05	\$7,586	\$12,021	\$26,138	\$45,744	\$914,886	\$869,141
2	0.1	\$15,171	\$24,041	\$52,276	\$91,489	\$914,886	\$823,397
3	0.15	\$22,757	\$36,062	\$78,414	\$137,233	\$914,886	\$777,653
4	0.15	\$22,757	\$36,062	\$78,414	\$137,233	\$914,886	\$777,653
5	0.2	\$30,343	\$48,082	\$104,552	\$182,977	\$914,886	\$731,909
6	0.2	\$30,343	\$48,082	\$104,552	\$182,977	\$914,886	\$731,909
7	0.25	\$37,928	\$60,103	\$130,690	\$228,721	\$914,886	\$686,164
8	0.25	\$37,928	\$60,103	\$130,690	\$228,721	\$914,886	\$686,164
9	0.3	\$45,514	\$72,123	\$156,828	\$274,466	\$914,886	\$640,420
10	0.35	\$53,100	\$84,144	\$182,967	\$320,210	\$914,886	\$594,676
TOTAL		\$303,426	\$480,822	\$1,045,523	\$1,829,771	\$9,148,857	\$7,319,086

Estimates provided are based on current property tax rates and assessment value (current as of date of application submission) and have been calculated by IDA staff

Percentage of Project Costs financed from Public Sector Table Worksheet:

Total Project Cost	Estimated Value of PILOT	Estimated Value of Sales Tax Incentive	Estimated Value of Mortgage Tax Incentive	Total of Other Public Incentives = Brownfield Clean Up Investment Credits
\$46,530,000	\$7,319,086	\$2,452,625	\$262,500	\$10,100,000

Note: special district taxes are not subject to PILOT abatement

Calc % = Est. PILOT + Est. Sales Tax+ Est. Mortgage Tax+ Other**)/Total Project Costs: 22%

**Other = \$10.1 M brownfield clean up investment credit was not included in this calculation as the total project costs did not include the brownfield clean up costs incurred.

Erie County Industrial Development Agency MRB Cost Benefit Calculator



Date: July 17, 2024
 Project Title: Agile Cold Storage
 Project Location: 3200 Clinton Street, West Seneca, NY 14224

Economic Impacts

Summary of Economic Impacts over the Life of the PILOT

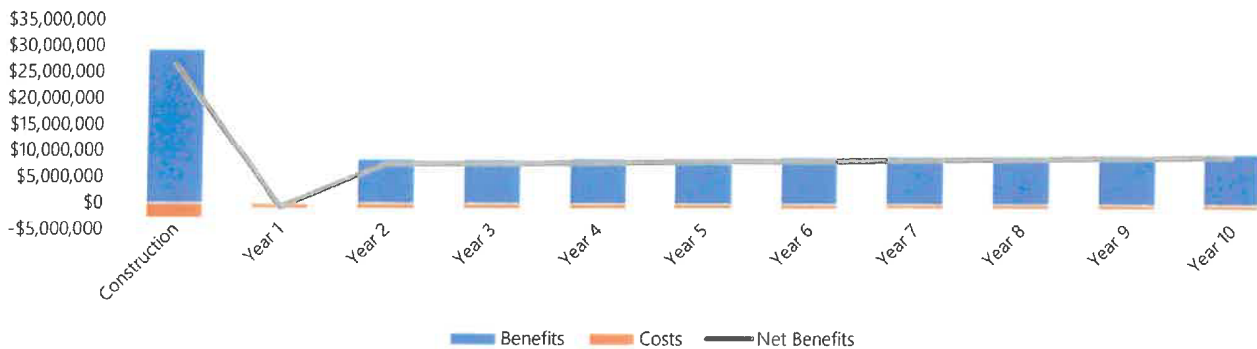
Project Total Investment
 \$46,530,000

Temporary (Construction)			
	Direct	Indirect	Total
Jobs	182	163	344
Earnings	\$17,579,947	\$10,239,166	\$27,819,113
Local Spend	\$46,030,000	\$31,794,719	\$77,824,719

Ongoing (Operations) Aggregate over life of the PILOT			
	Direct	Indirect	Total
Jobs	55	85	140
Earnings	\$35,054,980	\$40,238,476	\$75,293,456

Figure 1

Net Benefits

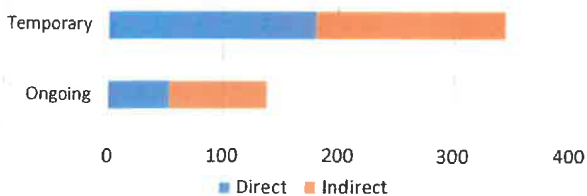


Net Benefits chart will always display construction through year 10, irrespective of the length of the PILOT.

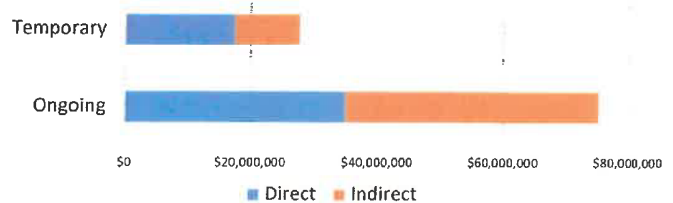
Figure 2

Figure 3

Total Jobs



Total Earnings



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Ongoing earnings are all earnings over the life of the PILOT.

Fiscal Impacts



Cost-Benefit Analysis Tool powered by MRB Group

Estimated Costs of Exemptions

	Nominal Value	Discounted Value*
Property Tax Exemption	\$7,319,083	\$6,614,275
Sales Tax Exemption	\$2,452,625	\$2,452,625
Local Sales Tax Exemption	\$1,144,558	\$1,144,558
State Sales Tax Exemption	\$1,308,067	\$1,308,067
Mortgage Recording Tax Exemption	\$262,500	\$262,500
Local Mortgage Recording Tax Exemption	\$87,500	\$87,500
State Mortgage Recording Tax Exemption	\$175,000	\$175,000
Total Costs	\$10,034,208	\$9,329,400

State and Local Benefits

	Nominal Value	Discounted Value*
Local Benefits	\$105,661,400	\$96,870,666
To Private Individuals	\$103,112,569	\$94,601,689
Temporary Payroll	\$27,819,113	\$27,819,113
Ongoing Payroll	\$75,293,456	\$66,782,576
Other Payments to Private Individuals	\$0	\$0
To the Public	\$2,548,831	\$2,268,977
Increase in Property Tax Revenue	\$1,829,767	\$1,603,757
Temporary Jobs - Sales Tax Revenue	\$170,392	\$170,392
Ongoing Jobs - Sales Tax Revenue	\$461,172	\$409,043
Other Local Municipal Revenue	\$87,500	\$85,784
State Benefits	\$5,361,854	\$4,919,288
To the Public	\$5,361,854	\$4,919,288
Temporary Income Tax Revenue	\$1,251,860	\$1,251,860
Ongoing Income Tax Revenue	\$3,388,206	\$3,005,216
Temporary Jobs - Sales Tax Revenue	\$194,734	\$194,734
Ongoing Jobs - Sales Tax Revenue	\$527,054	\$467,478
Total Benefits to State & Region	\$111,023,254	\$101,789,953

Benefit to Cost Ratio

	Benefit*	Cost*	Ratio
Local	\$96,870,666	\$7,846,334	12:1
State	\$4,919,288	\$1,483,067	3:1
Grand Total	\$101,789,953	\$9,329,400	11:1

*Discounted at 2%

Additional Comments from IDA

Does the IDA believe that the project can be accomplished in a timely fashion? Yes



Diversity, Equity and Inclusion Questionnaire

1. MWBE Contractors - Construction

The ECIDA encourages applicants to utilize MWBE contractors and suppliers for their projects and when feasible, to set a goal for MWBE participation during the construction period of the project. Below are links to the NYS and Erie County certified MWBE lists, including contractors, that can assist you with your utilization goals:

- New York State MWBE Certified List: <https://ny.newnycontracts.com/>
- Erie County MWBE Certified List: <https://www3.erie.gov/eo/mbe-wbe-resource-list>

Please provide detailed information regarding your company's plan to utilize MWBE contractors and suppliers for your project. Please include your project's MWBE utilization goals, what process and resources you plan to use or have utilized in the past to find and hire MWBEs, a list of the specific MWBE firms used on previous projects and/or firms you plan to use on the current project, and any history the company has of setting and meeting MWBE goals on past projects. The company may also include details with respect to the foregoing related to any MWBE policy and utilization goals that its general contractor has committed to implementing for the project.

We plan to partner with as many qualified MWBEs for our project as possible, contingent upon their alignment with our stringent safety and qualification criteria. Our priority is to foster a secure and productive working environment while promoting diversity, equity, and inclusion. Our company's hiring and partnering process is strictly non-discriminatory. Throughout our past projects, our overarching goal has always been to select the most qualified local contractors based on rigorous safety and performance criteria while also supporting local economic growth and equity. This approach ensures that we maintain high standards of operational excellence while upholding our commitment to fairness and inclusivity in all aspects of our project engagements throughout our project.

2. Minority & Women Employment - Current Workforce & Hiring Practices

The ECIDA encourages the hiring of a diverse workforce, especially for jobs created and retained as part of an ECIDA induced project. Below are some links to sites and organizations that will be helpful in achieving a diverse workforce:

- Northland Workforce Training Center: <https://northlandwtc.org/employers/>

- Workforce Buffalo: <https://www.workforcebuffalo.org/business-services/employer-services>
- New York State Job Bank: <https://myjobsny.usnlx.com/>
- Local Minority Newspapers: <https://www3.erie.gov/eeo/minority-newspaper>

Please provide detailed information regarding your company's current workforce and hiring practices as it relates to minority and women employees, including, if applicable, the company's Diversity, Equity and Inclusion plan and goals, any strategic partnerships the company has with educational and/or workforce development entities, and company strategies regarding outreach to minorities and women with the dissemination of job openings to the public:

See Agile Cold Storage Response In Attachment

Agile has 271 full time employees
 183 are Minorities
 58 are Female employees

3. Economic Inclusion Program

The ECIDA's Economic Inclusion Program (EIP) is a voluntary "opt in" program providing an enhanced real property tax abatement to applicants who commit to implementing and meeting MWBE utilization and minority and women employment goals. The mission of the EIP is to enhance the beneficial public impact of projects receiving ECIDA assistance and to further the ECIDA's goal of advancing opportunities for MWBE businesses and minorities and women, in general, in the Erie County workforce. Please note, for a company to be considered an MWBE under the EIP it must be certified as an MWBE by New York State or Erie County.

Under the EIP, the standard ECIDA PILOT Agreement real property tax abatement schedules are enhanced by extending both the term and abatement percentages of the PILOT Agreement.

Please note the EIP is a *voluntary opt-in program* providing enhanced incentives in exchange for meeting MWBE utilization and minority and women employment goals. The applicant shall not engage in any unlawful discrimination against any employee or applicant by reason of race, creed, religion, color, age, disability, national origin, sex, gender, or any other characteristic protected by law, including, but not limited to, Title VII of the Civil Rights Act, the Americans with Disabilities Act, the Age Discrimination in

Employment Act, the Genetic Information Nondiscrimination Act, the New York State Human Rights Law, and any other similar laws, rules, or regulations. Applicants may bypass the EIP while still pursuing the ECIDA's standard PILOT Agreement.

Please check the box indicating that you have read the Economic Inclusion Program summary above and the attached FAQ document that can be found at the end of the questionnaire.

Please check the box if you are interested in tentatively opting into the Economic Inclusion Program (nonbinding) and would like further, detailed information on the program and process from your ECIDA business development officer.

Agile Cold Storage, owns, operates, and develops automated or technologically advanced temperature-controlled warehouses. Agile was formed with a vision to deliver industry leading, high-quality customer service to the food cold chain in a highly efficient and enduring manner.

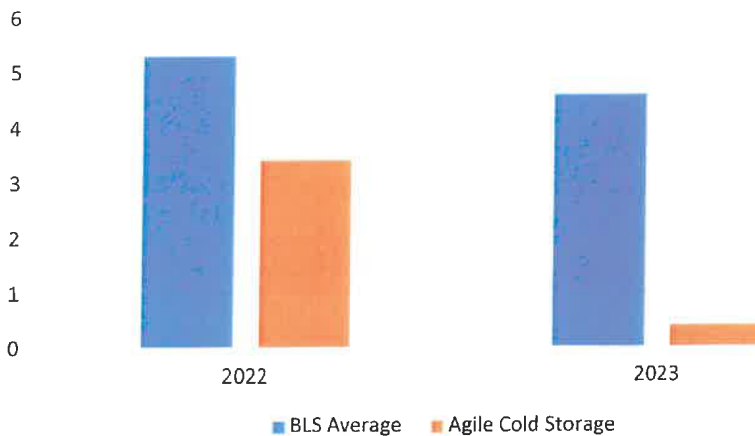
As of December 31, 2023, Agile has two locations in Georgia and has a workforce of 246 employees. Agile anticipates opening three new facilities in Georgia and Delaware in 2024 (as of June 2024, 2 of those facilities are open and ramping up operations and 1 additional will open Q3 2024)

Employee Health & Safety

Agile believes its most valuable asset continues to be its employees. Ensuring employee safety is more than a priority; it is a core principle of Agile’s operations. Agile believes that their employees are the livelihood of the organization. In order to make its employees, and therefore, Agile successful, it must provide a safe and desirable place to work.

To ensure workplace safety, Agile has a training calendar that includes both monthly trainings and daily safety chats during pre-shift meetings. The executive leadership team monitors safety performance and reviews all workplace incidents and injuries, leading to continuous improvement of Agile’s operations and safety program to provide safer work environments and mitigate the risk of workplace incidents. Agile’s health and safety program tracks total recordable incident rate (TRIR), which is calculated by analyzing total workplace incidents against the numbers of employees and the total hours worked. In 2023, Agile reported a TRIR of 0.4, an improvement from 2022’s TRIR of 3.4. Both years’ TRIRs are well below the industry average of 5.5, indicating exemplary safety performance compared to the larger Refrigerated Warehousing and Storage industry.

Total Recordable Incident Rate 2022-2023



As of the end of 2023, ACS achieved over 500 injury-free days in Gainesville, GA. Furthermore, Agile established a Safety Committee to enhance safety awareness and education among employees, along with organizing routine luncheons that emphasize and reinforce safety practices and protocols within the workforce. The Safety Committee has successfully completed all required OSHA training sessions and has installed automated external defibrillators (AEDs) at both locations. The company recruited a regional

human resources representative in the fourth quarter of 2023, whose role includes specific responsibilities that support the safety culture at Agile by providing localized support, addressing employee concerns, and implementing targeted programs and proper protocols for a safe working environment. Additionally, an employee survey conducted in late 2023 is being reviewed by leadership to identify further areas for improvement in Agile’s safety program.

Employee Diversity

At the end of 2023, the Agile workforce diversity was as follows:

Diversity, Equity, & Inclusion	% of 1) employees 2) management that are women	8%/20%
	% of 1) employees and 2) management : Hispanic or Latino	35%/0%
	% of 1) employees and 2) management : Black or African American	15%/6%
	% of 1) employees and 2) management : Native Hawaiian or Other Pacific Islander	0%/6%
	% of 1) employees and 2) management : Asian	2%/0%
	% of 1) employees and 2) management : American Indian or Alaska Native	less than 1%/0%
	% of 1) employees and 2) management : Two or More Races	1%/6%

Community Impact

Agile actively participates in volunteer opportunities for its school-aged community by hosting weekly reading sessions, providing volunteer support at special events, and donating essential supplies to nearby schools. Additionally, Agile is committed to the communities where its employees reside and contributed \$500 to Sugar Hill Elementary and \$2,500 each to two community centers in Claymont, Delaware. These contributions can directly benefit the local community by improving educational facilities, supporting recreational programs, and fostering community engagement.

Agile continues to maintain its partnership with the U.S. Soccer Foundation and the Boys and Girls Club of America, fostering connections within local communities. As a result of \$101,250 in donations during 2022, Agile unveiled a mini-pitch soccer field in May 2023 in Gainesville, Georgia. This mini-pitch providing a space for local summer camps and daily after-school programs hosted by the local Boys and Girls Club and supports the surrounding Gainesville community with access to an innovative play space for social activity within the community’s youth.

About Ti Cold

Ti Cold is known as a specialty, award-winning industrial cold storage builder and developer with decades of experience in designing and building state-of-the-art facilities. They utilize time-honed expertise and advanced technology solutions to create efficient buildings that scale with a business and maximize profitability by fully integrating operations and supply chain. Ti Cold provides a full suite of cold storage construction and development services, including master site planning and operations guidance. Their consulting services help companies navigate the unique challenges associated with a rapidly changing industry. Ti Cold has offices in Florida and Indiana but makes an impact across the United States.

Employee Health and Safety:

TiCold places the utmost importance on the health and safety of all individuals involved in our projects, including employees, subcontractors, and partners. We prioritize creating a work environment that upholds the highest standards of safety practices and regulations to prevent accidents and ensure the well-being of everyone on the job site.

For the Agile Cold Storage construction project in West Seneca, NY, Ti Cold will implement comprehensive health and safety protocols to mitigate risks and promote a culture of safety awareness. Every individual has the right to work in a safe and healthy environment, and we are dedicated to providing the necessary resources, training, and support to achieve this goal. By prioritizing employee health and safety, we not only protect our workforce but also enhance the overall quality and success of the project.

Inclusion Statement:

Ti Cold is committed to fostering diversity, equity, and inclusion in all aspects of our business operations. As we embark on the new construction project for Agile Cold Storage in West Seneca, NY, we are dedicated to promoting opportunities for Minority and Women-Owned Business Enterprises (MWBEs) to participate and thrive.

We recognize the value that MWBEs bring to the table through their unique perspectives, experiences, and expertise. Ti Cold actively seeks to engage with MWBEs as subcontractors, suppliers, and partners to ensure a more inclusive and equitable project development process. Through our hiring process, we will actively seek out professionals in the MWBE community who align with our expectations of experience, level of certification, quality of product standards, and health and safety.

By utilizing the following resources, we know that our mission is achievable.

- New York State MWBE Certified List: <https://ny.newnycontracts.com/>
- Erie County MWBE Certified List: <https://www3.erie.gov/eo/mbe-wbe-resource-list>

By actively promoting MWBE participation, we aim to create a more diverse and vibrant business community while driving economic growth and sustainability in West Seneca, NY. Ti Cold is committed to upholding the principles of diversity and inclusion and looks forward to collaborating with MWBEs to achieve mutual success in the Agile Cold Storage construction project.

Community Impact:

In addition to our focus on MWBE inclusion and employee health and safety, Ti Cold is deeply committed to making a positive economic impact on the community in West Seneca, NY through the Agile Cold Storage construction project. We understand the importance of supporting local businesses, creating job opportunities, and contributing to the overall economic development of the region.

By prioritizing local procurement and subcontracting with businesses in the Buffalo area, Ti Cold aims to stimulate economic growth and create a ripple effect that benefits the community at large. We believe that investing in local talent and resources not only strengthens the local economy but also fosters a sense of ownership among residents.

Furthermore, the Agile Cold Storage project will generate job opportunities for residents of West Seneca and surrounding counties, providing stable employment and skills development that can have a lasting impact on the community. Ti Cold is dedicated to being a responsible corporate citizen and is committed to leveraging this construction project to create a positive economic legacy in West Seneca.

MEMORANDUM
August 28, 2024



ECIDA Board of Directors

3200 Clinton Street, LLC/Agile Cold Storage– Local Labor Waiver Request

Local Labor Waiver Request:

A condition for receiving Financial Assistance from the ECIDA, including sales tax exemptions, mortgage recording tax exemptions, real property tax abatements, and/or bond proceeds, is that project applicants must adhere to the ECIDA Local Labor Policy and its specific requirement that “[a]t least 90% of all Project employees of the general contractor, subcontractor, or subcontractor to a subcontractor (collectively, the “Workers”) working on the Project Site must reside within the Local Labor Area.”¹

Agile Cold Storage is requesting a 19% waiver due to warranty issues related to the installation and the specialized construction of their facility in West Seneca, NY, for which qualified Local Labor Area Workers are not available. The facility’s industrial concrete floors are a proprietary system utilizing FRICKS Shrinkage Compensating Advantage™ with FRICKS Monolith Traprock. FRICKS mandates the use of their trained labor force to ensure proper installation and to honor their three-year warranty. Local contractors cannot perform this specialized construction due to a lack of trained personnel.

Additionally, the installation of the facility’s insulated metal panels, underslab insulation, QFM equipment, refrigeration system, and roofing system requires manufacturer-certified contractors to ensure proper installation and warranty coverage. These systems involve proprietary methods and patented technologies, making it essential for certified and trained teams to perform the installation to maintain the critical performance and integrity of the facility.

All work covered by the waiver request must therefore be completed by the specified contractors, who are required to handle all tasks within their specialized disciplines to uphold the warranty and ensure proper installation and performance. The critical aspects of performance include: 1) maintaining temperature control and consistency, 2) ensuring structural integrity and facility hygiene, and 3) complying with food safety standards.

¹ The Local Labor Area includes the counties of Erie, Niagara, Chautauqua, Cattaraugus, Allegany, Wyoming, Genesee, and Orleans.

Waiver Data

Local Labor Summary		
	%	#
Workers		
Outside of Local Labor Area (within tolerance)	10%	25
Outside of Local Labor Area (not within tolerance)	19%	46
Subtotal		71
In Local Labor Area (incl Brownfield cleanup workers)	71%	174
Total Estimated # of Construction Workers		245

Vendor	# of Workers Outside of Local Labor Area	Reason for Exemption
The FRICKS Company	25	Warranty Work & Specialized Construction
Kingspan Insulated Panels	15	Specialized Construction
Tippmann Engineering	6	Specialized Construction
JKMI LLC	10	Warranty Work
Encore Roofing	15	Specialized Construction

Policy Discussion:

The Local Labor Policy contains a provision that permits the ECIDA to grant a waiver from the Local Labor Policy’s 90% requirement under certain circumstances as so stated, below:

It is understood that at certain times, Workers residing within the Local Labor Area may not be available with respect to a Project. Under this condition, the Company is required to contact the Agency to request a waiver of the Local Labor Requirement (the “Local Labor Waiver Request”) based on the following circumstances: (i) warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers; (ii) specialized construction for which qualified Local Labor Area Workers are not available; or (iii) documented lack of Workers meeting the Local Labor Area requirement. The Agency shall evaluate the Local Labor Waiver Request and make its determination related thereto based upon the supporting documentation received with such waiver request.

Agile Cold Storage has provided documentation outlining the reasoning for the waiver request.

Responses to Queries Made by Policy Committee Members:

Question: Are any construction vendors minority owned businesses?

Answer: Yes, ECIDA staff reached out to the vendor installing the insulated panels – Puga Thermal Services – Owner Adrian Puga. Mr Puga confirmed he is a minority (Hispanic).

Question: Are there local workers with the skillset /certifications needed, to comply with the various specialized construction requirements?

Answer: Ti Cold's Account Manager and their Project Manager / Estimator contacted Joe Benedict, Executive Director of the Construction Exchange of Buffalo & WNY. Through their phone conversation and a follow-up email (detailing the specific criteria needed by sub-contractors) the Ti Cold staff is exhausting all reasonable means to identify any / all local labor available.

Question: Are there local vendors to fulfill the work noted in the Local Labor Waiver Request?

Answer: See attached applicant response.

Requested Action:

The Company is seeking a waiver from the Local Labor Policy 90% requirement for the project.

Based upon the information provided by the Company as described herein, the Company's request for a waiver from the Local Labor Policy 90% requirement falls under the two permitted circumstances warranting a waiver from the Local Labor Requirement, being circumstances related to: (i) warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers; and (ii) specialized construction for which qualified Local Labor Area Workers are not available.

August 22, 2024

I have been working with our General Contractor (TI Cold) for our West Seneca Project and we are committed to using as much of the local labor as we possibly can. On the work waivers we requested the work must be done by specially trained installers which our General Contractor has identified also have had Food Safety backgrounds.

We do realize there are other vendors who do the same type of work for warehouses, but when it comes to frozen and refrigerated warehouses which store foods there is another level of training for the installation. There is also an issue with some of the material being patented by the manufacture and it can void the warranties on the materials if we do not use their employees on the build.

Even if we went with other vendors, they would have to have the same type of trained individuals to perform the work and would more than likely must go back to the manufacturer's installers. This type of work is crucial for the facilities' operation and to keep up with the Food Safety guidelines. These facilities will get audited by third party inspectors as well as the USDA, and possibly the FDA, and there cannot be issues like vapor leaks, or something not being waterproofed properly, rooms not holding proper temperature, or refrigeration systems not working properly those are considered serious infractions which could cause a shutdown until the issues are corrected which could be extremely costly for us and our customers.

Craig Cardwell

SVP of Conventional Operations

Office: +1 833-424-COLD (2653)

Mobile: +1 (615) 804-4457

[3820 Mansell Rd. Suite 200](#)

[Alpharetta, GA 30022](#)



**LOCAL LABOR
VERIFIED EXEMPTION REQUEST**

*Applicant Name: 3200 Clinton Street LLC.

Contact: Craig Cardwell

Phone (B): 833-424-2653 Phone (cell): 615-804-4457

Fax: _____ e-mail: craig@agilecoldstorage.com

Local Labor Defined

Local Labor is defined as individuals residing in Erie County, Niagara County, Chautauqua County, Cattaraugus County, Allegany County, Wyoming County, Genesee County, and Orleans County (collectively, the "Local Labor Area").

Local Labor Requirement

At least 90% of all Project employees of the general contractor, subcontractor, or subcontractor to a subcontractor (collectively, the "Workers") working on the Project Site must reside within the Local Labor Area. Companies do not have to be local companies as defined herein, but must employ local Workers residing within the Local Labor Area to qualify under the 90% local labor criteria.

It is understood that at certain times, Workers residing within the Local Labor Area may not be available with respect to a Project. Under this condition, the Company is required to contact the Agency to request a waiver of the Local Labor Requirement (the "Local Labor Waiver Request") based on the following circumstances: (i) warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers; (ii) specialized construction for which qualified Local Labor Area Workers are not available; or (iii) documented lack of Workers meeting the Local Labor Area requirement. The Agency shall evaluate the Local Labor Waiver Request and make its determination related thereto based upon the supporting documentation received with such waiver request.

Pursuant to the Local Labor Policy below are provisions outlining the categories of exemption.

REASON FOR REQUEST: (Attach additional sheets if necessary)

Warranty issues related to installation of specialized equipment whereby the manufacturer requires installation action by only approved installers – **EXPLAIN - FRICKS WAREHOUSE SLABS:** FRICKS includes a three (3) warranty and covers everything in FRICKS' concrete floor system only when placed by FRICKS trained labor force.

Specialized construction in which a local contractor is not available - **EXPLAIN – FRICKS**
WAREHOUSE SLABS: Industrial concrete floors for Agile Cold Storage in Seneca, NY is a proprietary concrete floor system, FRICKS Shrinkage Compensating Advantage™ with FRICKS Monolith Traprock. FRICKS has over 40 years of experience in this specialized industrial concrete floor system. The testing of the shrinkage compensating concrete ready mix is done in FRICKS' laboratory for specific expansion and compressive strength. FRICKS provides 100% FRICKS trained labor force for the construction and are specifically trained for setting of FRICKS Steel Armor Joints with load plates, FRICKS' finishing technique when dealing with shrinkage compensating concrete and the application of the traprock surface hardener.

No local labor available for the project - **EXPLAIN** _____

*Applicant Signature: Craig Cardwell Date: 5/18/2024

Number of Workers Needing Verified Exemption (s): 25

Total number of workers on job site: 210

Send Completed Form to: ECIDA - Attn: Soma Hawramee, Compliance Portfolio Manager
95 Perry Street, Suite 403
Buffalo, New York 14203

*only applicants may submit verified exemption requests



July 2, 2024

Ti Cold
4218 Hobson Ct., Suite B
Fort Wayne, IN 46815
Office: 260-424-2222
Mobile: 260-445-4932

Attn: Tanner Mellady – Project Manager

Re: Agile Cold Storage – West Seneca, NY

Mr. Mellady,

The FRICKS Company is a Specialty Concrete Floor Contractor with over 40 years of experience in the engineering and construction of Fricks Shrinkage Compensating Advantage™ and Fricks Monolith Traprock™ proprietary concrete floor systems.

THE FRICKS COMPANY
3000 West Loop 820 South
Fort Worth, Texas 76116
(817) 560-8281
Fax (817) 560-9137

FRICKS utilizes 100% of in-house trained labor force that is specifically trained for the construction and finishing of FRICKS' specialty concrete floor systems including, real-time onsite testing of concrete materials, expansion testing in FRICKS' laboratory, specific layout and pour sequencing for each specialty concrete floor system, proper installation of FRICKS All-Steel Armor Joints with load plates, measured application of traprock floor hardener, and FRICKS placement and finishing techniques to insure proper installation.

All of this is done to ensure proper construction and installation to provide an extended warranty for which FRICKS is solely responsible.

Thank you,

A handwritten signature in blue ink, appearing to read 'Greg Fricks', written over a light blue horizontal line.

Greg Fricks
Owner/President
FRICKS

Industrial Concrete Floors
www.fricksc.com

**LOCAL LABOR
VERIFIED EXEMPTION REQUEST**

*Applicant Name: 3200 Clinton Street LLC.

Contact: Craig Cardwell

Phone (B): 833-424-2653 Phone (cell): 615-804-4457

Fax: _____ e-mail: craig@agilecoldstorage.com

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It is understood that at certain times, Workers residing within the Local Labor Area may not be available with respect to a Project. Under this condition, the Company is required to contact the Agency to request a waiver of the Local Labor Requirement (the "Local Labor Waiver Request") based on the following circumstances: (i) warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers; (ii) specialized construction for which qualified Local Labor Area Workers are not available; or (iii) documented lack of Workers meeting the Local Labor Area requirement. The Agency shall evaluate the Local Labor Waiver Request and make its determination related thereto based upon the supporting documentation received with such waiver request.

Pursuant to the Local Labor Policy below are provisions outlining the categories of exemption.

REASON FOR REQUEST: (Attach additional sheets if necessary)

Warranty issues related to installation of specialized equipment whereby the manufacturer requires installation action by only approved installers - **EXPLAIN** _____

Specialized construction in which a local contractor is not available - **EXPLAIN – PANEL AND UNDERSLAB INSULATION INSTALLATION: Both the install of the facility insulated metal panels and Underslab insulation are performed with proprietary methods of installation to ensure the critical performance of the facility to hold the required temperatures that maintain the integrity of the product stored inside the facility. The manufacturer of the insulated metal panels and Underslab insulation both require the contractor to be manufacturer certified in order to receive full warranty for the installation of the products.**

No local labor available for the project - **EXPLAIN** _____

*Applicant Signature: Craig Cardwell Date: 5/18/2024

Number of Workers Needing Verified Exemption (s): 15

Total number of workers on job site: 210

Send Completed Form to: ECIDA - Attn: Soma Hawramee, Compliance Portfolio Manager
95 Perry Street, Suite 403
Buffalo, New York 14203

*only applicants may submit verified exemption requests

Insulated Panels
North America



July 2, 2024

To Whom It May Concern

This letter is to state that Kingspan Insulated Panels requires specialty contractors to install the IMPs in a Controlled Environment application. Kingspan works with these contractors to ensure that their work is performed to the highest degree possible. Puga Thermal has been fully vetted in this regard.

Regards,

Craig Lynch

National Sales Director / Controlled Environments Division U.S.

Kingspan Insulated Panels, Inc. 726 Summerhill Drive | DeLand | FL 32724 T: (877) 638 3266
United States E: info.NA@kingspanpanels.com kingspanpanels.com

Federal ID #59-0914923. Registered Office: Kingspan Insulated Panels, Inc. | 726 Summerhill Drive | DeLand | FL 32724 | United States.
© Kingspan and the Lion Device are Registered Trademarks of the Kingspan Group plc in the US and other countries. All rights reserved.

**LOCAL LABOR
VERIFIED EXEMPTION REQUEST**

*Applicant Name: 3200 Clinton Street llc.

Contact: Craig Cardwell

Phone (B): 833-424-2653 Phone (cell): 615-804-4457

Fax: _____ e-mail: craig@agilecoldstorage.com

Local Labor Defined

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It is understood that at certain times, Workers residing within the Local Labor Area may not be available with respect to a Project. Under this condition, the Company is required to contact the Agency to request a waiver of the Local Labor Requirement (the "Local Labor Waiver Request") based on the following circumstances: (i) warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers; (ii) specialized construction for which qualified Local Labor Area Workers are not available; or (iii) documented lack of Workers meeting the Local Labor Area requirement. The Agency shall evaluate the Local Labor Waiver Request and make its determination related thereto based upon the supporting documentation received with such waiver request.

Pursuant to the Local Labor Policy below are provisions outlining the categories of exemption.

REASON FOR REQUEST: (Attach additional sheets if necessary)

Warranty issues related to installation of specialized equipment whereby the manufacturer requires installation action by only approved installers - **EXPLAIN** _____

Specialized construction in which a local contractor is not available - **EXPLAIN** – **QFM EQUIPMENT INSTALLATION: The QFM equipment required to blast freeze product is a proprietary and patented freezing system by Tippmann Engineering and must be installed by their trained team.**

No local labor available for the project - **EXPLAIN** _____

*Applicant Signature: Craig Cardwell Date: 05/18/2024

Number of Workers Needing Verified Exemption (s): 6

Total number of workers on job site: 210

Send Completed Form to: ECIDA - Attn: Soma Hawramee, Compliance Portfolio Manager
95 Perry Street, Suite 403
Buffalo, New York 14203

*only applicants may submit verified exemption requests



July 2, 2024

Tanner,

This is to notify you that the QFM Units that are required to blast freeze products is a freezing system patented by Tippmann Engineering, LLC. This freezing system can only be installed by our trained team to ensure proper installation and operation.

Please let me know if you have any questions.

A handwritten signature in blue ink that reads 'Bob Tippmann'.

Bob Tippmann

**LOCAL LABOR
VERIFIED EXEMPTION REQUEST**

*Applicant Name: 3200 Clinton Street LLC. _____

Contact: Craig Cardwell

Phone (B): 833-424-2653 Phone (cell): 615-804-4457

Fax: _____ e-mail: craig@agilecoldstorage.com

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Pursuant to the Local Labor Policy below are provisions outlining the categories of exemption.

REASON FOR REQUEST: (Attach additional sheets if necessary)

Warranty issues related to installation of specialized equipment whereby the manufacturer requires installation action by only approved installers – **EXPLAIN – REFRIGERATION SYSTEM: The refrigeration system is the heart and main component of the functionality of this specialized cold storage facility. The refrigeration system required for the facilities intended use is manufactured by**

JKMI and the installation of the system in order to maintain all warranties must be done by JKMI themselves. This ensures the installation crew is properly certified per the JKMI installation procedures and ensure all components of the system are operating and installed in a way to ensure the system not only operates at its intended use, but also for the safety of all employees and guests entering the facility.

Specialized construction in which a local contractor is not available - **EXPLAIN** _____

No local labor available for the project - **EXPLAIN** _____

*Applicant Signature: Craig Cardwell Date: 5/18/2024

Number of Workers Needing Verified Exemption (s): 10

Total number of workers on job site: 210

Send Completed Form to: ECIDA - Attn: Soma Hawramee, Compliance Portfolio Manager
95 Perry Street, Suite 403
Buffalo, New York 14203

*only applicants may submit verified exemption requests

7/2/2024

RE: REFRIGERATION SYSTEM WEST SENECA NY

To Whom it may concern,

JKMI is a Design/Build Firm. We strive to give our customers the best possible solutions and to realize that goal, it is imperative that we install the systems that we design for numerous reasons some of which are listed below:

- **EXPERTISE**
 - Our upper management team at JKMI offers over 100 years of combined experience in the design and installation of ammonia refrigeration solutions.
 - We have served thousands of customers with project budgets ranging from hundreds to millions.
 - Specifically, we have worked closely with the general contractor and the end user of the subject project on past projects to manufacture systems specific to their needs.
- **DESIGN/ MANUFACTURE**
 - We work directly with our customers during the design process in order to fully understand their needs and manufactures a process specific product.
 - Our designs are proprietary to JKMI and our employees are experts in the installation of our product.
 - Our onsite management is intricately involved with the manufacturing process and installation needs prior to site arrival.
 - Our team is the only qualified installers of our product.
- **SAFETY**
 - We offer our customers a superior safety rating for our installation crews with an OSHA rating of 0.0.
 - Our owners are operators that personally vet all our employees prior to sending them to the project site.
 - Each of our employees is required to read and know our company safety standards and policies outlined in our Company Safety Manual
 - As a team, we follow up on those safety measures regularly with onsite task specific safety meetings and training.
 - Our supervisors are committed to ensuring a safe work environment by personally overseeing all tasks related to our installations.
- **WARRANTY**
 - We offer a superior warranty experience with a committed staff that is involved with each product from conception to startup.
 - We could not offer the same warranty experience without knowledge outline above and without our dedicated employees.

With the above in mind, our products' integrity are dependent on our employees' intimate knowledge of the design and installation of the product. Without that knowledge we could not offer our customers the experience they deserve. Our systems and experience cannot be duplicated without the dedication provided by our employees from design to startup.

Kevin Schuster
Vice President of Engineering
JKMI LLC.

714 SE GRAND, FAUCETT, MO. 64448
C 816-804-7672, O 816-351-1084, F 866-594-8926
kschuster@jkmiref.com

**LOCAL LABOR
VERIFIED EXEMPTION REQUEST**

*Applicant Name: 3200 Clinton Street LLC.

Contact: Craig Cardwell

Phone (B): 833-424-2653 Phone (cell): 615-804-4457

Fax: _____ e-mail: craig@agilecoldstorage.com

Local Labor Defined

Local Labor is defined as individuals residing in Erie County, Niagara County, Chautauqua County, Cattaraugus County, Allegany County, Wyoming County, Genesee County, and Orleans County (collectively, the "Local Labor Area").

Local Labor Requirement

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It is understood that at certain times, Workers residing within the Local Labor Area may not be available with respect to a Project. Under this condition, the Company is required to contact the Agency to request a waiver of the Local Labor Requirement (the "Local Labor Waiver Request") based on the following circumstances: (i) warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers; (ii) specialized construction for which qualified Local Labor Area Workers are not available; or (iii) documented lack of Workers meeting the Local Labor Area requirement. The Agency shall evaluate the Local Labor Waiver Request and make its determination related thereto based upon the supporting documentation received with such waiver request.

Pursuant to the Local Labor Policy below are provisions outlining the categories of exemption.

REASON FOR REQUEST: (Attach additional sheets if necessary)

Warranty issues related to installation of specialized equipment whereby the manufacturer requires installation action by only approved installers - **EXPLAIN** _____

Specialized construction in which a local contractor is not available - **EXPLAIN – ROOFING**
INSTALLATION: The install of the facility’s roofing system is performed with proprietary methods of installation to ensure the critical performance of the facility to hold the required temperatures that maintain the integrity of the product stored inside the facility. If the roofing system is not installed correctly per the proprietary methods, ice buildup will occur which will cause major operational and food safety concerns.

No local labor available for the project - **EXPLAIN** _____

*Applicant Signature: Craig Cardwell Date: 5/18/2024

Number of Workers Needing Verified Exemption (s): 15

Total number of workers on job site: 210

Send Completed Form to: ECIDA - Attn: Soma Hawramee, Compliance Portfolio Manager
95 Perry Street, Suite 403
Buffalo, New York 14203

*only applicants may submit verified exemption requests



July 2, 2024

Encore Roofing (License #40002234)
Jim Nichols
1377 Buford Business Blvd
Buford, GA 30518

Project: (Project and IBase number Pending)

Subject: Cold Storage Installation

To Whom It May Concern,

Please be advised that cold storage roofing is very technical and highly specialized type of installation and construction. We only recommend using a certified, licensed Elevate contractor with the proper knowledge and experience for this type of application. A small percentage of commercial roofers nationally have the qualifications to properly perform this type of installation. In fact, we do not have any certified, licensed installers in Buffalo or the surrounding counties.

We highly recommend Encore Roofing for this type of roofing application. Encore and Elevate have successfully completed numerous cold storage projects in the past.

Yours sincerely,



A handwritten signature in black ink, appearing to read "John Swisher".

John Swisher
Regional Technical Manager
Mid-Atlantic Region
P: 1-740-808-7217
John.Swisher@holcim.com

Holcim Solutions and Products US, LLC, Building Envelope Division
26 Century Blvd, Suite 205 Nashville, TN 37214
Phone 800 428 4442



PUBLIC HEARING SCRIPT

**3200 Clinton St., LLC and/or
Individual(s) or Affiliate(s),
Subsidiary(ies), or Entity(ies) formed or
to be formed on its behalf Project**

Public Hearing to be held on July 25, 2024 at 10:00 a.m.,
at the Town of West Seneca Community Center & Library,
located at 1300 Union Road, West Seneca, NY 14224

ATTENDANCE:

Craig Cardwell – Agile Cold Storage

1. WELCOME: Call to Order and Identity of Hearing Officer.

Hearing Officer: Welcome. This public hearing is now open; it is 10:01 a.m. My name is Beth O’Keefe. I am the Vice President of Operations for the Erie County Industrial Development Agency, and I have been designated by the Agency to be the hearing officer to conduct this public hearing. This public hearing is being live-streamed and made accessible on the Agency’s website at www.ecidany.com.

2. PURPOSE: Purpose of the Hearing.

Hearing Officer: We are here to hold the public hearing on the 3200 Clinton St., LLC and/or Individual(s) or Affiliate(s), Subsidiary(ies), or Entity(ies) formed or to be formed on its behalf project. The transcript of this hearing will be reviewed and considered by the Agency in determination of this project. Notice of this hearing appeared in The Buffalo News on Sunday, July 14, 2024.

3. PROJECT SUMMARY: Description of Project and Contemplated Agency Benefits.

Hearing Officer: The proposed project (the "Project") consists of: (i) the acquisition by the Agency of a leasehold interest in certain property located on 3200 Clinton Street, Town of West Seneca, Erie County, New York and all other lands in West Seneca where, by license or easement or other agreement, the Company or its designees are making improvements that benefit the Project (the "Land"), (ii) the construction on the Land of an approximately 115,000 square-foot facility consisting of a cold storage warehouse for Agile Cold Storage (99,000 sq. ft) and manufacturing space (16,000 sq. ft.) for Rosina Foods (the "Improvements"), and (iii) the acquisition by the Company in and around the Improvements of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and,

together with the Land, and the Improvements and the Existing Improvements, the "Facility").

The proposed financial assistance contemplated by the Agency includes New York State and local sales and use tax exemption benefits, mortgage recording tax exemption benefits, and real property tax abatement benefits (in compliance with Agency's uniform tax exemption policy).

4. FORMAT OF HEARING: Review rules and manner in which the hearing will proceed.

Hearing Officer: All those in attendance are required to register by signing the sign-in sheet at the front of the room; you will not be permitted to speak unless you have registered. Everyone who has registered will be given an opportunity to make statements and/or comments on the Project.

If you have a written statement or comment to submit for the record, you may leave it at this public hearing, submit it on the Agency's website or deliver it to the Agency at 95 Perry Street, Suite 403, Buffalo, New York 14203. The comment period closes at 4:00 p.m. on August 27, 2024. There are no limitations on written statements or comments.

5. PUBLIC COMMENT: Hearing Officer gives the Public an opportunity to speak.

Hearing Officer: If anyone is interested in making a statement or comment, please raise your hand, state your name and address; if you are representing a company, please identify the company. I request that speakers keep statements and/or comments to 5 minutes, and if possible, 3 minutes.

Craig Cardwell. I'm representing 3200 Clinton Street, LLC, which is an entity of Agile Cold Storage and I want to thank you all for your time and allowing me to come and speak in front of you today. I want to give just a quick history of Agile, then I'll get into the project. Agile was formed January 1st, 2020, in Georgia. We have four facilities operating currently in Georgia. Three conventional, one fully automated facility and we have another facility we're getting ready to open in Claymont, Delaware, in September and we've broken ground on three other facilities; semi-automated facilities. We offer cold storage solutions and refrigerated solutions for frozen food manufacturers, refrigerated and cold storage and we are excited about this opportunity that we have in West Seneca. We're looking forward to being here. We're looking forward to bringing the jobs to West Seneca and introducing these folks to the Agile family. The project on 3200 Clinton Street is a partnership with a local frozen food manufacturer where we'll actually have manufacturing and boxing space 16,000 square feet attached to the building, and it's on their campus as well. We will also have a 99,000 square feet frozen coal storage refrigerated facility, which half of it will be utilized by the partner we're using with the manufacturing and boxing and the other half will be open to the public, which we currently have, or going under some contract negotiations with local frozen food manufacturers. The reason that we're here in front of this board today is because of where the site had to be we're roughly under eight acres and a typical facility of ours would usually utilize somewhere between 15 to 20 acres and for a facility for this need would be a conventional facility, more or less, which would actually

average about 35 to 40,000 pallet positions. But because of the space, we're having to go higher to a 70-foot facility with less pallet positions. Therefore, the cost of the construction is a bit more significant than it would be for a conventional facility. So, all in all, by time we're finished we're looking at around a \$46-\$50 million project here in West Seneca because we're going to have a 70-foot semi-automated facility for this company. That's why we're in front of you today for these credits. We look forward to being here in West Seneca. We look forward to introducing Agile Cold Storage to the community. We always really strive on being good stewards in the community and we're super excited to be here.

6. ADJOURNMENT:

As there were no further statements and/or comments, the Hearing Officer closed the public hearing at 10:10 a.m.

**SIGN IN SHEET
PUBLIC HEARING**

July 25, 2024 at 10:00 a.m.
at the Town of West Seneca Community Center & Library,
located at 1300 Union Road, West Seneca, NY 14224
regarding:

**3100 Clinton St., LLC and/or Individual(s) or Affiliate(s),
Subsidiary(ies), or Entity(ies) formed or to be formed on its behalf**

Project Location: 3100 Clinton Street, West Seneca, New York 14224

Name	Company and/or Address	X box to speak/ comment
Craig Cardwell	Agile Cold Storage 3117 Athens Hwy Gainesville, GA 30507	X

**ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
INDUCEMENT RESOLUTION**

**3200 CLINTON ST., LLC, AND/OR INDIVIDUAL(S) OR AFFILIATE(S),
SUBSIDIARY(IES), OR ENTITY(IES) FORMED OR TO BE FORMED ON ITS
BEHALF**

A regular meeting of the Erie County Industrial Development Agency was convened on Wednesday, August 28, 2024 at 12:00 p.m.

The following resolution was duly offered and seconded, to wit:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY: (i) ACCEPTING THE APPLICATION OF 3200 CLINTON ST., 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

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 293 of the Laws of 1970 of the State of New York, as amended (collectively, the "Act"), the ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing, commercial and other facilities as authorized by the Act; and

WHEREAS, 3200 CLINTON ST., LLC or on behalf of an affiliated entity formed or to be formed (the "Company") has submitted an application to the Agency (the "Application")

requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in certain property located on 3200 Clinton Street, Town of West Seneca, Erie County, New York and all other lands in West Seneca where, by license or easement or other agreement, the Company or its designees are making improvements that benefit the Project (the "Land"), (ii) the construction on the Land of an approximately 115,000 square-foot facility consisting of a cold storage warehouse for Agile Cold Storage (99,000 sq. ft) and manufacturing space (16,000 sq. ft.) for Rosina Foods (the "Improvements"), and (iii) the acquisition by the Company in and around the Improvements of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together with the Land, and the Improvements and the Existing Improvements, the "Facility"); and

WHEREAS, pursuant to General Municipal Law Section 859-a, on July 25, 2024, at 10:00 a.m., at the Town of West Seneca Community Center & Library, located at 1300 Union Road, West Seneca, NY 14224, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance (as hereinafter defined) being contemplated by the Agency (the "Public Hearing") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, it is contemplated that the Agency will (i) designate the Company as its agent for the purpose of undertaking the Project pursuant to an Agent and Financial Assistance Project Agreement (the "Agent Agreement"), (ii) negotiate and enter into a lease agreement (the "Lease Agreement") and related leaseback agreement (the "Leaseback Agreement") with the Company, pursuant to which the Agency will retain a leasehold interest in the Land, the Existing Improvements, the Improvements, the Equipment and personal property constituting the Facility; and (iii) provide Financial Assistance to the Company in the form of (a) an exemption benefit from all New York State and local sales and use taxes for purchases and rentals related to the Project with respect to the qualifying personal property included in or incorporated into the Facility or used in the acquisition, construction, reconstruction and/or renovation, rehabilitation or equipping of the Facility, (b) a mortgage recording tax exemption benefit for the financing related to the Project, and (c) a partial abatement from real property taxes benefit through a ten (10) year "payment in lieu of tax agreement" (the "PILOT Agreement") with the Company for the benefit of each municipality and school district having taxing jurisdiction over the Project, (collectively, the sales and use tax exemption benefit, the mortgage recording tax exemption benefit, and the partial abatement from real property taxes benefit, are hereinafter collectively referred to as the "Financial Assistance"); and

WHEREAS, pursuant to and in accordance with applicable provisions of the State Environmental Quality Review Act ("SEQR"), the Company has submitted to the Agency a Full Environmental Assessment Form (the "EAF") with respect to the Project; and

WHEREAS, the Town Board of the Town of West Seneca (the "Town Board") in accordance with Article 8 of the New York Environmental Conservation Law and the regulations promulgated thereto in 6 N.Y.C.R.R. Part 617 (collectively referred to as the "State Environmental Quality Review Act" and/or "SEQR"), undertook coordinated review with respect to the Project, established itself as Lead Agency as defined in SEQR, determined that the

Project was Type I Action, and issued a negative declaration (“Negative Declaration”) under SEQR on July 11, 2024 with respect to the Project; and

WHEREAS, pursuant to Article 18-A of the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is contemplating with respect to the Project; and

WHEREAS, as a condition precedent of receiving Financial Assistance the Agency requires that the Company comply with and adhere to the Agency’s Local Labor Workforce Certification Policy; and

WHEREAS, the Local Labor Workforce Certification Policy requires that at least 90% of all project employees of the general contractor, subcontractor, or subcontractor to a subcontractor (collectively, the “Workers”) working on the Project must reside within the Local Labor Area consisting of the counties of Erie, Niagara, Chautauqua, Cattaraugus, Allegany, Wyoming, Genesee, and Orleans (the “Local Labor Area”); and

WHEREAS, the Local Labor Workforce Certification Policy recognizes that at certain times and under certain conditions, Workers residing within the Local Labor Area may not be available and in such a case, an applicant for is permitted to request a waiver from the Local Labor Area based upon the following circumstances: (i) warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers, (ii) specialized construction for which qualified Local Labor Area Workers are not available, or (iii) documented lack of Workers meeting the Local Labor Area requirement; and

WHEREAS, the Agency has received a request from the Company (the “Local Labor Waiver Request”) asking for a 19% waiver due to warranty issues related to the installation and the specialized construction of the Facility for which qualified Local Labor Area Workers are not available. The Facility’s industrial concrete floors are a proprietary system utilizing FRICKS Shrinkage Compensating Advantage™ with FRICKS Monolith Traprock. FRICKS mandates the use of their trained labor force to ensure proper installation and to honor their three-year warranty. Local contractors cannot perform this specialized construction due to a lack of trained personnel. Additionally, the installation of the facility’s insulated metal panels, underslab insulation, QFM equipment, refrigeration system, and roofing system requires manufacturer-certified contractors to ensure proper installation and warranty coverage. These systems involve proprietary methods and patented technologies, making it essential for certified and trained teams to perform the installation to maintain the critical performance and integrity of the facility. All work covered by the waiver request must therefore be completed by the specified contractors, who are required to handle all tasks within their specialized disciplines to uphold the warranty and ensure proper installation and performance. The critical aspects of performance include: 1) maintaining temperature control and consistency, 2) ensuring structural integrity and facility hygiene, and 3) complying with food safety standards.

WHEREAS, with respect to the foregoing, the Company is seeking a waiver from the Local Labor Policy 90% requirement due to (i) warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers; and (ii) specialized construction for which qualified Local Labor Area Workers are not available; and

WHEREAS, on August 1, 2024, the Agency's Policy Committee reviewed the Local Labor Waiver Request and requested that the Company provide follow-up correspondence on any investigation and efforts to find comparable vendors such that the Local Labor Waiver Request may not otherwise be necessary; and

WHEREAS, the Company has confirmed that it is working with The Construction Exchange of Buffalo & WNY ("TCE") to identify local workers who hold the specialized certifications and training and in the event TCE is able to identify such qualified local workers, the Company would endeavor to retain such individuals; and

WHEREAS, the Company has confirmed that other vendors are available who do the same type of work and have the same type of products that are resulting in the Local Labor Waiver Request for this Project's proposed warehouse Facility, however, those alternative vendors similarly require that trained/certified individuals perform the work and in any event, the alternative vendors are not preferred by the Company in its efforts to ensure the highest level of food storage safety.

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

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application and any other correspondence submitted by the Company to the Agency, public hearing comments, if any, Agency Policy Committee review of and recommendations related to the Project and its August 1, 2024 resolution to recommend Agency approval of the Project subject to the terms and conditions as described herein, the Policy Committee and Agency board member review of the Project's cost benefit ratio, 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, and Agency board member review, discussion, and consideration of same, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, constructing and/or renovating and equipping the Project; and

(C) The Agency has the authority to take the actions contemplated herein under the Act; and

(D) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing and/or retaining employment opportunities in Erie County, New York and otherwise furthering the purposes of the Agency as set forth in the Act; and

(E) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries, and, to the extent occupants are relocating from one plant or facility to another in another area of the State, the Agency has complied with the Intermunicipal Movement procedures as required in the Countywide Industrial Development Agency Uniform Tax Exemption Policy; and

(F) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide Financial Assistance for the Project as described herein; and

(G) The Agency has prepared a written cost-benefit analysis satisfactorily identifying the extent to which the Project will create or retain permanent, private sector jobs, the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, the likelihood of accomplishing the Project in a timely fashion, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project; and

(H) The Company has provided a written statement confirming that the Project as of the date of the Application is in substantial compliance with all provisions of the Act.

(I) Rosina Food Products, Inc. (the "Tenant") will also occupy the Facility. The Agency hereby approves the subleasing of space in the Project to the Sub-Tenant and authorizes the Company to proceed with the Project as herein authorized; and

(J) Based upon a thorough and complete review of the Application and its accompanying materials and information, the EAF submitted by the Company, and the proceedings conducted by the Town Board and the Town Board's Negative Declaration, to date, pursuant to SEQR, the Agency hereby:

(i) consents to and affirms the status of the Town Board as "Lead Agency" within the meaning of and for all purposes of complying with SEQR and determines that the proceedings undertaken by the Town Board under SEQR with respect to the undertaking of the Project by the Company (as agent of the Agency) satisfy the requirements of SEQR;

(ii) affirms that the Project involves an “Type I Action” as that term is defined under SEQR;

(iii) reviews, considers, ratifies, and adopts such proceedings by the Town Board, including the “Negative Declaration”;

(iv) determines that the Project will result in no major impacts and, therefore, is one which will not cause significant damage to the environment, that the Project will not have a “significant effect on the environment” as such quoted terms are defined in SEQR, and that no “environmental impact statement” as such quoted term is defined in SEQR need be prepared for this action; and

(v) determines that all of the provisions of SEQR that are required to be complied with as a condition precedent to the approval of the Financial Assistance contemplated by the Agency with respect to the Project, and the participation by the Agency in undertaking the Project, have been satisfied. This determination constitutes a “negative declaration” (as such quoted terms are defined under SEQR) for purposes of SEQR.

(K) The Project qualifies for Agency Financial Assistance as it meets the Agency’s evaluative criteria established by the Agency as required under General Municipal Law Section 859-a(5), as evidenced by the following:

(i) *Wage Rate (above median wage for area)*: Applicant has no current employees and plans to hire 45 FT employees with an estimated average salary=\$66,510.

(ii) *Regional Wealth Creation (% sales/customers outside area)*: The applicant for this project aims to partner with a local frozen food manufacturer to increase their distribution, as well as opening options to other frozen and refrigerated food manufacturers in the area. Est % of sales: 90% in Erie County (EC); 5% outside EC but within NYS; 4% outside NYS but within the U.S.; 1% outside U.S.

(iii) *In Region Purchases (% of overall purchases)*: 80% of overall purchases will be from firms within Erie County

(iv) *Research & Development Activities*: No R&D activities are planned for this site.

(v) *Investment in Energy Efficiency*: Purchases of new machinery & equipment will provide demonstrable energy efficiency benefits including: LED lighting, energy regenerative breaking on forklifts, low charge ammonia system which uses less power.

(vi) *Locational Land Use Factors, Brownfields or Locally Designated Development Areas*: Brownfield Investment Cleanup Credit of \$10M per application. For more info:

<https://content.govdelivery.com/accounts/NYSDEC/bulletins/3916b09?reqfrom=share>

(vii) *LEED/Renewable Resources:* N/A

(viii) *Retention/Flight Risk:* N/A

(ix) *DEI Questionnaire:* See attachment in Board package. The applicant plans to partner with as many qualified MWBEs as possible contingent upon their alignment with stringent safety and qualification criteria.

(x) *Workforce Access-Proximity to Public Transportation:* The project site is accessible by bus line #2 Clinton Transit

Section 2. The Agency hereby authorizes the undertaking of the Project and the provision of the Financial Assistance to the Company as described herein.

Section 3. Subject to the Company executing an Agent Agreement and the delivery to the Agency of a binder, certificate or other evidence of insurance for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, construct and/or renovate and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; provided, however, the authority to appoint the Company to act as agent of the Agency, if said appointment is not duly made, as herein expressed, shall expire one year from the date of this resolution (unless extended for good cause by the Chair, the Vice Chair, the President/Chief Executive Officer, the Vice President, the Chief Financial Officer/Treasurer, and/or the Assistant Treasurer).

A. Financial Assistance. With respect to the foregoing, and based upon the representations and warranties made by the Company in its application for Financial Assistance, the Agency hereby:

(i) authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount estimated up to \$28,030,000, and, therefore, the value of the sales and use tax exemption benefits ("sales and use tax exemption benefits") authorized and approved by the Agency cannot exceed \$2,452,625, however, the Agency may consider any requests by the Company for increases to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; and

(ii) authorizes and approves that the value of the mortgage recording tax exemption benefit (“mortgage recording tax exemption benefits”) shall not exceed \$262,500; and

(iii) authorizes and approves that the real property tax abatement benefits (“PILOT benefits”) to be provided over the term of the PILOT Agreement are estimated to be approximately \$7,319,086, resulting in estimated total PILOT payments of \$1,829,771 over the term of the PILOT Agreement.

B. Terms and Conditions of Financial Assistance. Pursuant to Section 875(3) of the New York General Municipal Law, and per the policies of the Agency, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any New York State and local sales and use tax exemption benefits, and/or mortgage recording tax exemption benefits, and/or partial abatements from real property taxes benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the New York State and local sales and use tax exemption benefits; (ii) the New York State and local sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the New York State and local sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; (iv) the Company has made a material false statement on its application for Financial Assistance; (v) the New York State and local sales and use tax exemption benefits and/or mortgage recording tax exemption benefits, and/or the partial abatement from real property taxes benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with the Investment Commitment, the Employment Commitment, and/or the Local Labor Commitment, said commitments, as described below, being a material term or condition to use property or services in the manner approved by the Agency in connection with the Project; and/or (vi) the New York State and local sales and use tax exemption benefits, and/or mortgage recording tax exemption benefits, and/or the partial abatement from real property taxes benefits are taken in cases where the Company fails to comply with the Equal Pay Commitment and/or the Unpaid Real Property Tax Policy Commitment, as described below, being a material term or condition to use property or services in the manner approved by the Agency in connection with the Project.

As a condition precedent of receiving Financial Assistance, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must cooperate with the Agency in its efforts to recover or recapture any Financial Assistance, and promptly pay over any such amounts to the Agency that the Agency demands.

C. Commitments. As an additional 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 made with respect to the Project at the time of Project completion equals or exceeds \$39,550,500 (which represents the product of 85% multiplied by \$46,530,000, 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 maintained and created FTE employment at the Facility equal to 38 FTE employees [being the product of 85% multiplied by 45 (being the 45 new FTE employee positions proposed to be created by the Company as stated in its Application)]. 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.

Section 4. The Agency finds that the Company is requesting that the Agency grant a waiver from the Agency's Local Labor Workforce Certification Policy based on two of the three permissible exceptions to the use of local labor being: (i) warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers; and (ii) specialized construction for which qualified Local Labor Area Workers are not available. Based upon representations and materials provided by the Company, and Agency staff review and Policy Committee consideration of same, the Agency confirms: (i) the existence of warranty issues requiring use of certified and trained laborers only; (ii) that there is a lack of local construction workers holding the required certifications and training; and (iii) that the Company has documented a lack of local workers meeting the Local Labor Area requirement. The Agency hereby approves of the Company's Local Labor Waiver Request as herein described based on (i) warranty issues related to installation of specialized equipment or materials whereby the manufacture requires installation by only approved installers, and (ii) specialized construction for which qualified Local Labor Area Workers are not available.

Section 5. Subject to the terms of this Inducement Resolution, the Chair, the Vice Chair, the President/Chief Executive Officer, the Vice President, the Chief Financial Officer/Treasurer and/or the Assistant Treasurer, are hereby authorized, on behalf of the Agency,

to negotiate, execute and deliver (A) an Agent Agreement, (B) the Lease Agreement whereby the Company leases the Project to the Agency, (C) the related Leaseback Agreement whereby the Agency leases the Project back to the Company, and (D) the PILOT Agreement and (E) related documents; provided, however, that (i) the rental payments under the Leaseback Agreement to the Company include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy, or procedures for deviation have been complied with accordingly.

Section 6. Subject to the terms of this Inducement Resolution, the Chair, the Vice Chair, the President/Chief Executive Officer, the Vice President, the Chief Financial Officer/Treasurer and/or the Assistant Treasurer, are hereby authorized, on behalf of the Agency, to negotiate, execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance acquisition and Project costs or equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement, Leaseback Agreement, and related documents, collectively called the "Agency Documents"); and, where appropriate, the Secretary or the Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chair, the Vice Chair, the President/Chief Executive Officer, the Vice President, the Chief Financial Officer/Treasurer and/or the Assistant Treasurer of the Agency shall approve, the execution thereof by the Chair, the Vice Chair, the President/Chief Executive Officer, the Vice President, the Chief Financial Officer/Treasurer and/or the Assistant Treasurer of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 7. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to negotiate, execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 8. The provision by the Agency of Financial Assistance with respect to the Project as described herein is subject to the execution and delivery of the Agency's Administrative Fee Agreement (the "Fee Agreement") and payment by the Company of an administrative fee calculated in accordance with the Fee Agreement, all within sixty (60) days of the date of this resolution. In the event the Agency has not received the executed Fee Agreement and the appropriate fee within such sixty (60) day period, this resolution shall become automatically null and void and of no further effect and the Agency shall have no liability to the Company hereunder or otherwise, unless extended in the discretion of the Chair, the Vice Chair, the President/Chief Executive Officer, the Vice President, the Chief Financial Officer/Treasurer, or the Assistant Treasurer for good cause shown.

Section 9. This resolution shall take effect immediately, and shall expire one (1) year from the date hereof unless extended for good cause by the Chair, the Vice Chair, the President/Chief Executive Officer, the Vice President, the Chief Financial Officer/Treasurer, or the Assistant Treasurer.

Dated: August 28, 2024



3200 Clinton Street LLC.

[Instructions and Insurance Requirements Document](#)

Section I: Applicant Background Information

Please answer all questions. Use "None" or "Not Applicable" where necessary. Information in this application may be subject to public review under New York State Law.

Applicant Information- Company Receiving Benefit

Project Name	3200 Clinton Street.,LLC
Project Summary	3200 Clinton Street LLC is an entity of Agile Cold Storage. Agile Cold Storage was formed January 1, 2020, by industry veterans averaging over 20 years a piece in the cold storage industry. Agile has 3 operating facilities in Georgia and the fourth in Claymont Delaware which will open in October of 2024. The goal of Agile was not to be the largest but strive daily to be the best. We offer different approaches to warehousing like conventional, semi-automated, and fully automated solutions to meet the forever changing needs of our customers. Our state-of-the-art warehouses puts us on the forefront of labor and energy predictability, efficiency, and safety. Our core values ensure that your products will be stored safely, handled efficiently, tracked seamlessly, and reported on timely. Our project in West Seneca NY. will consist of us partnering with a local frozen food manufacturer to construct and operate a new semi-automated facility with manufacturing/boxing space attached to the facility. This facility will assist our partner in growing their business and increase their distribution, as well as opening options to other frozen and refrigerated foods manufactures in the area. This state-of-the-art facility will bring new jobs with competitive pay and benefit to the community, as well as adding healthy competition in the marketplace.
Applicant Name	Craig Cardwell
Applicant Address	3117 Athens Hwy
Applicant Address 2	
Applicant City	Gainesville
Applicant State	Georgia
Applicant Zip	30507
Phone	(615) 804-4457
Fax	
E-mail	craig@agilecoldstorage.com
Website	agilecoldstorage.com
NAICS Code	311

Business Organization

Type of Business
 Limited Liability Company

Year Established
 2023

State

Delaware

Indicate if your business is 51% or more (Check all boxes that apply)

[No] Minority Owned

[No] Woman Owned

Indicate Minority and/or Woman Owned Business Certification if applicable (Check all boxes that apply)

[Yes] NYS Certified

[No] Erie Country Certified

Individual Completing Application

Name Craig Cardwell

Title SVP of Operations

Address 3117 Athens Hwy

Address 2

City Gainesville

State Georgia

Zip 30507

Phone (615) 804-4457

Fax

E-Mail craig@agilecoldstorage.com

Company Contact- Authorized Signer for Applicant

Contact is same as individual completing application Yes

Name

Title

Address

Address 2

City

State

Zip

Phone

Fax

E-Mail

Company Counsel

Name of Attorney Derek Krebs

Firm Name Holt, Nev, Zatcoff, and Wasserman LLP

Address 100 Galleria Parkway, Suite 1800

Address 2

City Atlanta

State Georgia

Zip 30339

Phone (770) 956-9600
Fax
E-Mail dkrebs@hznw.com

Benefits Requested (select all that apply.)

Exemption from Sales Tax Yes
Exemption from Mortgage Tax Yes
Exemption from Real Property Tax Yes
Tax Exempt Financing* No

* (typically for not-for-profits & small qualified manufacturers)

Applicant Business Description

Describe in detail company background, history, products and customers. Description is critical in determining eligibility. Also list all stockholders, members, or partners with % ownership greater than 20%.

3200 Clinton Street LLC is an entity of Agile Cold Storage. Agile Cold Storage was formed January 1, 2020, by industry veterans averaging over 20 years a piece in the cold storage industry. Agile has 3 operating facilities in Georgia and the fourth in Claymont Delaware which will open in October of 2024. The goal of Agile was not to be the largest but strive daily to be the best. We offer different approaches to warehousing like conventional, semi-automated, and fully automated solutions to meet the forever changing needs of our customers. Our state-of-the-art warehouses puts us on the forefront of labor and energy predictability, efficiency, and safety. Our core values ensure that your products will be stored safely, handled efficiently, tracked seamlessly, and reported on timely. Our project in West Seneca NY. will consist of us partnering with a local frozen food manufacturer to construct and operate a new semi-automated facility with manufacturing/boxing space attached to the facility. This facility will assist our partner in growing their business and increase their distribution, as well as opening options to other frozen and refrigerated foods manufactures in the area. This state-of-the-art facility will bring new jobs with competitive pay and benefit to the community, as well as adding healthy competition in the marketplace. We formed in 2020 and are based out of Gainesville Georgia. We are partnered with AIMPERA (45%) and Continental Grain (45%)., Agile Management and small investors (10%).

Estimated % of sales within Erie County 90 %
Estimated % of sales outside Erie County but within New York State 5 %
Estimated % of sales outside New York State but within the U.S. 4 %
Estimated % of sales outside the U.S. 1 %

(*Percentage to equal 100%)

For your operations, company and proposed project what percentage of your total annual supplies, raw materials and vendor services are purchased from firms in Erie County?

80

Describe vendors within Erie County for major purchases

Pallets, Stretch Wrap, Janitorial Supplies, Temporary Labor Services, Material Handling Equipment Parts, Office Supplies, Maintenance Supplies, Warehouse Supplies.

Section II: Eligibility Questionnaire - Project Description & Details

Project Location

Address of Proposed Project Facility

3200 Clinton Street

Town/City/Village of Project Site

West Seneca

School District of Project Site

West Seneca Central School District

Current Address (if different)

160 Empire Drive

Current Town/City/Village of Project Site (if different)

West Seneca

SBL Number(s) for proposed Project

124.15-2-4

What are the current real estate taxes on the proposed Project Site

\$5,694.20

If amount of current taxes is not available, provide assessed value for each.

Land

\$ 0

Building(s)

\$ 0

If available include a copy of current tax receipt.

Are Real Property Taxes current at project location?

Yes

If no please explain

*The ECIDA has an unpaid tax policy and you will be required to certify all taxes and PILOTS are current.

Does the Applicant or any related entity currently hold fee title or have an option/contract to purchase the Project site?

No

If No, indicate name of present owner of the Project Site

Two Brothers Realty Company

Does Applicant or related entity have an option/contract to purchase the Project site?

Yes

Describe the present use of the proposed Project site (vacant land, existing building, etc.)

Vacant Land

Provide narrative and purpose of the proposed project (new build, renovations) square footage of existing and new construction contemplated and/or equipment purchases. Identify specific uses occurring within the project. Describe any and all tenants and any/all end users: (This information is critical in determining project eligibility)

3200 Clinton St. LLC. new build is a 115,000 square foot facility which will be used as a new manufacturing facility for Rosina Foods (16,000 sqf) and a cold storage warehouse for Agile Cold Storage (99,000 sqf). Agile Cold uses state of the art technology with some automation to deliver excellent customer service for our clients warehousing and distribution needs. This project partnered with Rosina Foods will allow Rosina to increase their production by the additional manufacturing space and allow them to utilize a cold storage strategically placed to service their distribution needs for their entire frozen line of products, as well as other frozen food manufacturers in the area which we are currently working on contracts with 2 other manufacturers. This will bring estimated 45 new jobs to the Agile (3200 Clinton St. LLC.) warehouse, and 10 new jobs to the Rosina production side.

Municipality or Municipalities of current operations

Erie County

Will the Proposed Project be located within a Municipality identified above?

Yes

Will the completion of the Project result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state OR in the abandonment of one or more plants or facilities of the project occupant located within the state?

No

If the Proposed Project is located in a different Municipality within New York State than that Municipality in which current operations are being undertaken, is it expected that any of the facilities in any other Municipality will be closed or be subject to reduced activity?

No

(If yes, you will need to complete the Intermunicipal Move Determination section of this application)

Is the project reasonably necessary to prevent the project occupant from moving out of New York State?

No

If yes, please explain and identify out-of-state locations investigated, type of assistance offered and provide supporting documentation available

Have you contacted or been contacted by other Local, State and/or Federal Economic Development Agencies?

<BLANK>

If yes, please indicate the Agency and nature of inquiry below

If the Project could be undertaken without Financial Assistance provided by the Agency, then provide a statement in the space provided below indicating why the Project should be undertaken by the Agency:

Not Applicable

Describe the reasons why the Agency's financial assistance is necessary, and the effect the Project will have on the Applicant's business or operations. Focus on competitiveness issues, project shortfalls, etc... Your eligibility determination will be based in part on your answer (attach additional pages if necessary)

Without the financial assistance the project does not justify the investment of the location. Which would lead to canceling the project or moving to a different State. Due to the challenges of the lot size, we are using a state-of-the-art semi-automated solution which allows us to use a taller building instead of a conventional warehouse which would not fit on the site we need to build. the semi-automated facilities are more costly than standard warehouses due to the additional technology and equipment needed to run the facility.

Please confirm by checking the box, below, if there is likelihood that the Project would not be undertaken but for the Financial Assistance provided by the Agency

Yes

If the Applicant is unable to obtain Financial Assistance for the Project, what will be the impact on the Applicant and Erie County?

It would be a loss of a \$46,000,000 project for Erie County and the Town of West Seneca, as well as a loss of 55 new jobs created for the community. Also, there would be no new competition for the industry in this area which will impact local food manufactures and their options for cold storage. This could also affect Rosina from growing their business as well.

Will project include leasing any equipment?

Yes

If yes, please describe equipment and lease terms.

MHE Equipment (Forklifts and Batteries) a 60-month capital lease.

Site Characteristics

Is your project located near public transportation?

Yes

If yes describe if site is accessible by either metro or bus line (provide route number for bus lines)

Bus line #2 Clinton Transit Line.

Has your local municipality and/or its planning board made a determination regarding the State Environmental Quality Review (SEQR) for your project?

No

If YES indicate in the box below the date the SEQR determination was made. Also, please provide us with a copy of the approval resolution and the related Environmental Assessment Form (EAF) if applicable.

If NO indicate in the box below the date you anticipate receiving a SEQR determination for your project. Also, please insure that the ECIDA has been listed as an "involved agency" on the related EAF submitted to the appropriate municipality and/or planning department.

July 2024

Will the Project meet zoning/land use requirements at the proposed location?

Yes

Describe the present zoning/land use

M1 District

Describe required zoning/land use, if different

Not Applicable

If a change in zoning/land use is required, please provide details/status of any request for change of zoning/land use requirements

We would like a height variance for the building to go 70 feet tall.

Is the proposed Project located on a site where the known or potential presence of contaminants is complicating the development/use of the property?

Yes

If yes, please explain

The site at one time was part of a old railyard. there were some contaminants discovered in the soil and we will have to perform a Brownfield Cleanup. Brownfield project and Cleanup will have to be performed in order to proceed. We received our acceptance to the Brownfield Cleanup Program in May of 2024. The work will be completed by the Roux Group located in Buffalo.

Has a Phase I Environmental Assessment been prepared, or will one be prepared with respect to the proposed Project Site?

Yes

If yes, please provide a copy.

Have any other studies, or assessments been undertaken with respect to the proposed Project Site that indicate the known or suspected presence of contamination that would complicate the site's development?

Yes

If yes, please provide copies of the study.

If you are purchasing new machinery and equipment, does it provide demonstrable energy efficiency benefits?

Yes

If yes, describe the efficiencies achieved

Led Lights which use less energy. Energy regenerative breaking on forklifts. Low charge ammonia system which uses less power. You may also attach additional information about the machinery and equipment at the end of the application.

Does or will the company or project occupant perform research and development activities on new products/services at the project location?

No

If yes, include percentage of operating expenses attributed to R&D activities and provide details.

Select Project Type for all end users at project site (you may check more than one)

For purposes of the following, the term "retail sales" means (i) sales by a registered vendor under Article 28 of the Tax Law of the State of New York (the "Tax Law") primarily engaged in the retail sale of tangible personal property (as defined in Section 1101(b)(4)(i) of the Tax Law), or (ii) sales of a service to customers who personally visit the Project.

Will customers personally visit the Project site for either of the following economic activities? If yes with respect to either economic activity indicated below, you will need to complete the Retail section of this application.

Retail Sales No **Services** Yes

Please check any and all end uses as identified below.

- No Acquisition of Existing Facility** **No Assisted Living** **No Back Office**
 - No Civic Facility (not for profit)** **No Commercial** **No Equipment Purchase**
 - No Facility for the Aging** **No Industrial** **No Life Care Facility (CCRC)**
 - No Market Rate Housing** **No Mixed Use** **Yes Multi-Tenant**
 - No Retail** **No Senior Housing** **Yes Manufacturing**
 - No Renewable Energy** **Yes Other**
- Warehouse**

For proposed facility please include the square footage for each of the uses outlined below

If applicant is paying for FFE for tenants, include in cost breakdown.

			Cost	% of Total Cost
Manufacturing/Processing	16,000 square feet	\$	3,425,000	8%
Warehouse	99,000 square feet	\$	41,530,000	92%
Research & Development	square feet	\$	0	0%
Commercial	square feet	\$	0	0%
Retail	square feet	\$	0	0%
Office	square feet	\$	0	0%
Specify Other	square feet	\$	0	0%

If you are undertaking new construction or renovations, are you seeking LEED certification from the US Green Building Council?

No

If you answered yes to question above, what level of LEED certification do you anticipate receiving? (Check applicable box)

<BLANK>

Provide estimate of additional construction cost as a result of LEED certification you are seeking < BLANK >

Will project result in significant utility infrastructure cost or uses Yes

What is the estimated project timetable (provide dates)

Start date : acquisition of equipment or construction of facilities

9/1/2024

End date : Estimated completion date of project

7/18/2025

Project occupancy : estimated starting date of occupancy

7/31/2025

Capital Project Plan / Budget

Estimated costs in connection with Project

1.) Land and/or Building Acquisition

\$ 500,000 square feet 7 acres

2.) New Building Construction

\$ 43,000,000 115,000 square feet

3.) New Building addition(s)

\$ 0 square feet

4.) Reconstruction/Renovation

\$ 0 square feet

5.) Manufacturing Equipment

\$ 2,000,000

6.) Infrastructure Work

\$ 0

7.) Non-Manufacturing Equipment: (furniture, fixtures, etc.)

\$ 30,000

8.) Soft Costs: (Legal, architect, engineering, etc.)

\$ 1,000,000

9.) Other Cost

\$ 0

Explain Other Costs

Total Cost \$ 46,530,000

Construction Cost Breakdown:

Total Cost of Construction	\$ 43,000,000 (sum of 2, 3, 4 and 6 in Project Information, above)
Cost of materials	\$ 28,000,000
% sourced in Erie County	80%

Sales and Use Tax:

Gross amount of costs for goods and services that are subject to State and local sales and use tax- said amount to benefit from the Agency's sales and use tax exemption benefit	\$ 28,030,000
Estimated State and local Sales and Use Tax Benefit (product of 8.75% multiplied by the figure, above):	\$ 2,452,625

** Note that the estimate provided above will be provided to the New York State Department of Taxation and Finance. The Applicant acknowledges that the transaction documents may include a covenant by the Applicant to undertake the total amount of investment as proposed within this Application, and that the estimate, above, represents the maximum amount of sales and use tax benefit that the Agency may authorize with respect to this Application. The Agency may utilize the estimate, above, as well as the proposed total Project Costs as contained within this Application, to determine the Financial Assistance that will be offered.

Project refinancing estimated amount, if applicable (for refinancing of existing debt only) \$ 0

Have any of the above costs been paid or incurred as of the date of this Application? No

If Yes, describe particulars:

Sources of Funds for Project Costs:

Equity (excluding equity that is attributed to grants/tax credits): \$ 7,900,000

Bank Financing: \$ 35,000,000

Tax Exempt Bond Issuance (if applicable): \$ 0

Taxable Bond Issuance (if applicable): \$ 0

Public Sources (Include sum total of all state and federal grants and tax credits): \$ 10,100,000

Identify each state and federal grant/credit: (ie Historic Tax Credit, New Market Tax Credit, Brownfield, Cleanup Program, ESD, other public sources) Brownfield cleanup Credit Brownfield Investment Credit

Total Sources of Funds for Project Costs: \$53,000,000

Have you secured financing for the project? Yes

Mortgage Recording Tax Exemption Benefit:

Amount of mortgage, if any that would be subject to mortgage recording tax:

Mortgage Amount (include sum total of construction/permanent/bridge financing). 35,000,000

Lender Name, if Known

Estimated Mortgage Recording Tax Exemption Benefit (product of mortgage amount as indicated above multiplied by 3/4 of 1%): \$262,500

Real Property Tax Benefit:

Identify and describe if the Project will utilize a real property tax exemption benefit other than the Agency's PILOT benefit (485-a, 485-b, other):

IDA PILOT Benefit: Agency staff will indicate the estimated amount of PILOT Benefit based on estimated Project Costs as contained herein and anticipated tax rates and assessed valuation, including the annual PILOT Benefit abatement amount for each year of the PILOT benefit and the sum total of PILOT Benefit abatement amount for the term of the PILOT as depicted in the PILOT worksheet in the additional document section.

Percentage of Project Costs financed from Public Sector sources: Agency staff will calculate the percentage of Project Costs financed from Public Sector sources based upon the Sources of Funds for Project Costs as depicted above. The percentage of Project Costs financed from public sector sources will be depicted in the PILOT worksheet in the additional document section.

Is project necessary to expand project employment?

Yes

Is project necessary to retain existing employment?

No

Will project include leasing any equipment?

Yes

If yes, please describe equipment and lease terms. MHE Equipment (Forklifts and Batteries) a 60-month capital lease.

Employment Plan (Specific to the proposed project location)

The Labor Market Area consists of the following six counties: Erie, Niagara, Chautauqua, Cattaraugus, Wyoming and Genessee.

By statute, Agency staff must project the number of FTE jobs that would be retained and created if the request for Financial Assistance is granted. Agency staff will project such jobs over the TWO Year time period following Project completion. Agency staff converts PT jobs into FTE jobs by dividing the number of PT jobs by two (2).

	Current # of jobs at proposed project location or to be relocated at project location	If financial assistance is granted – project the number of FT and PT jobs to be retained	If financial assistance is granted – project the number of FT and PT jobs to be created upon 24 months (2 years) after Project completion	Estimate number of residents of the Labor Market Area in which the project is located that will fill the FT and PT jobs to be created upon 24 months (2 years) after project completion **
Full time	0	0	55	55
Part time	0	0	0	0
Total	0	0	55	

Salary and Fringe Benefits for Jobs to be Retained and Created

Job Categories	# of Full Time Employees retained and created	Average Salary for Full Time	Average Fringe Benefits for Full Time	# of Part Time Employees retained and created	Average Salary for Part Time	Average Fringe Benefits for Part Time
Management	7	\$ 77,000	\$ 26,800	0	\$ 0	\$ 0
Professional	5	\$ 51,000	\$ 17,800	0	\$ 0	\$ 0
Administrative	0	\$ 0	\$ 0	0	\$ 0	\$ 0
Production	43	\$ 54,300	\$ 15,700	0	\$ 0	\$ 0
Independent Contractor	0	\$ 0	\$ 0	0	\$ 0	\$ 0
Other	0	\$ 0	\$ 0	0	\$ 0	\$ 0
Total	55			0		

** Note that the Agency may utilize the foregoing employment projections, among other items, to determine the financial assistance that will be offered by the Agency to the Applicant. The Applicant acknowledges that the transaction documents may include a covenant by the Applicant to retain the number of jobs and create the number of jobs with respect to the Project as set forth in this Application.

Yes **By checking this box, I certify that the above information concerning the current number of jobs at the proposed project location or to be relocated to the proposed project location is true and correct.**

Employment at other locations in Erie County: (provide address and number of employees at each location):

Address	None		
Full time	0	0	0
Part time	0	0	0
Total	0	0	0

Payroll Information

Annual Payroll at Proposed Project Site upon completion

3,259,000

Estimated average annual salary of jobs to be retained (Full Time)

0

Estimated average annual salary of jobs to be retained (Part Time)

0

Estimated average annual salary of jobs to be created (Full Time)

66,510

Estimated average annual salary of jobs to be created (Part Time)

0

Estimated salary range of jobs to be created

From (Full Time)	34,500	To (Full Time)	103,500
From (Part Time)	0	To (Part Time)	0

Section III: Environmental Questionnaire

INSTRUCTIONS: Please complete the following questionnaire as completely as possible. If you need additional space to fully answer any question, please attach additional page(s).

General Background Information

Address of Premises

160 Empire Drive West Seneca, NY. 14224

Name and Address of Owner of Premises

Two Brothers Reality Group

Describe the general features of the Premises (include terrain, location of wetlands, coastlines, rivers, streams, lakes, etc.)

Wooded lot with parking lot in Northeast Corner.

Describe the Premises (including the age and date of construction of any improvements) and each of the operations or processes carried out on or intended to be carried on at the Premises

None

Describe all known former uses of the Premises

At one time there was a Rail Yard. Which has since been removed and now it is a vacant lot.

Does any person, firm or corporation other than the owner occupy the Premises or any part of it?

No

If yes, please identify them and describe their use of the property

Have there been any spills, releases or unpermitted discharges of petroleum, hazardous substances, chemicals or hazardous wastes at or near the Premises?

Yes

If yes, describe and attach any incident reports and the results of any investigations

Oil from the old rail yard and contaminated the top layer of soil. Brownfield cleanup will have to be done.

Has the Premises or any part of it ever been the subject of any enforcement action by any federal, state or local government entity, or does the preparer of this questionnaire have knowledge of: a) any current federal, state or local enforcement actions; b) any areas of non-compliance with any federal, state or local laws, ordinances, rules or regulations associated with operations over the past 12 months?

No

If yes, please state the results of the enforcement action (consent order, penalties, no action, etc.) and describe the circumstances

Has there been any filing of a notice of citizen suit, or a civil complaint or other administrative or criminal procedure involving the Premises?

No

If yes, describe in full detail

Solid And Hazardous Wastes And Hazardous Substances

Does any activity conducted or contemplated to be conducted at the premises generate, treat or dispose of any petroleum, petroleum-related products, solid and hazardous wastes or hazardous substances?

No

If yes, provide the Premises' applicable EPA (or State) identification number

Have any federal, state or local permits been issued to the Premises for the use, generation and/or storage of solid and hazardous wastes?

No

If yes, please provide copies of the permits.

Identify the transporter of any hazardous and/or solid wastes to or from the Premises

None

Identify the solid and hazardous waste disposal or treatment facilities which have received wastes from the Premises for the past two (2) years

None

Does or is it contemplated that there will occur at the Premises any accumulation or storage of any hazardous wastes on-site for disposal for longer than 90 days?

No

If yes, please identify the substance, the quantity and describe how it is stored

Discharge Into Waterbodies

Briefly describe any current or contemplated industrial process discharges (including the approximate volume, source, type and number of discharge points). Please provide copies of all permits for such discharges

None

Identify all sources of discharges of water, including discharges of waste water, process water, contact or noncontact cooling water, and stormwater. Attach all permits relating to the same. Also identify any septic tanks on site

None

Is any waste discharged into or near surface water or groundwaters?

No

If yes, please describe in detail the discharge including not only the receiving water's classification, but a description of the type and quantity of the waste

Air Pollution

Are there or is it contemplated that there will be any air emission sources that emit contaminants from the Premises?

No

If yes, describe each such source, including whether it is a stationary combustion installation, process source, exhaust or ventilation system, incinerator or other source

Are any of the air emission sources permitted?

No

If yes, attach a copy of each permit.

Storage Tanks

List and describe all above and under ground storage tanks at the Premises used to store petroleum or gasoline products, or other chemicals or wastes, including the contents and capacity of each tank. Please also provide copies of any registrations/permits for the tanks

None

Have there been any leaks, spills, releases or other discharges (including loss of inventory) associated with any of these tanks?

No

If yes, please provide all details regarding the event, including the response taken, all analytical results or reports developed through investigation (whether internal or external), and the agencies which were involved

Polychlorinated Biphenyls ("PCB" or "PCBs") And Asbestos

Provide any records in your possession or known to you to exist concerning any on-site PCBs or PCB equipment, whether used or stored, and whether produced as a byproduct of the manufacturing process or otherwise.

Have there been any PCB spills, discharges or other accidents at the Premises?

Yes

If yes, relate all the circumstances

On the Brownfield Report

Do the Premises have any asbestos containing materials?

Yes

If yes, please identify the materials

On the Brownfield Report

Section IV: Facility Type - Single or Multi Tenant

Is this a Single Use Facility or a Multi-Tenant Facility?

Multi-Tenant Facility

Multi-Tenant Facility (to be filled out by developer)

Please explain what market conditions support the construction of this multi-tenant facility

An additional production room for Rosina Foods which they will bring 10 new jobs. Also, there is a currently a limited number of cold storage space in the area, and there is a need for more in this market. This facility will also help Rosina grow their business.

Have any tenant leases been entered into for this project?

Yes

If yes, please list below and provide square footage (and percent of total square footage) to be leased to tenant and NAICS Code for tenant and nature of business

Tenant Name	Current Address (city, state, # of sq ft and % of total to be occupied at new projet site zip)	SIC or NAICS-also briefly describe type of business, products services, % of sales in Erie Co.
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*fill out table for each tenant and known future tenants

Section V: Tenant Information

PART 1 TO BE COMPLETED BY LESSEE (DEVELOPER)

Tenant Name

Rosina Food Products Inc.

Property Address:

170 French Road

City/Town/Village

Buffalo Ny 14227

The following information is an outline relative to the potential client and their proposed contract to sublease space in the above reference facility

Amount of space to be leased (square feet)

16,000

What percentage of the building does this represent?

8

Are terms of lease:

NET

If GROSS lease, please explain how Agency benefits are passed to the tenant

Estimated date of occupancy

12/31/1969

PART 2 TO BE COMPLETED BY PROPOSED TENANT

Company Name:

Rosina Food Products Inc.

Local Contact Person:

Greg Setter

Title:

COO

Current Address:

170 French Road

Phone:

(716) 608-8524

Fax:

E-Mail:

gsetter@rosina.com

Website:

www.rosina.com

Company President/General Manager:

Number of employees moving to new project location:

Full-Time:

10

Part-Time:

0

Total:

10

Please describe briefly the nature of the business in which the proposed tenant is/will be engaged. This should include NAICS Code; type of business and products or services; percent of total sales in Erie County and the United States:

Frozen Food Manufacturing and Packaging. NAICS code 311612 Process Meat Manufacturer.

Attach additional information as necessary.

History of Company (i.e. start-up, recent acquisition, publicly traded)

Rosina is a privately owned company. Rosina began in 1963 in a small storefront in Buffalo. And in 1981 grew to a new facility in West Seneca which the produce frozen foods and distribute all over the country.

Please list the square footage which the proposed tenant will lease at the Project location

16,000

Please list the square footage which the proposed tenant leases at its present location(s)

0

Describe the economic reason for either the increase or decrease in leased space.

N\A

Will the project result in a relocation and/or abandonment of other tenant/user(s) facilities in Erie County, or New York State?

No

If owned, what will happen to the existing facility once vacated?

If leased, when does lease expire?

6/30/2040

Are any of the proposed tenant's current operations located in facilities which have received an Industrial Development Agency benefit?

No

If yes, please provide details as to location, and amount of leased space, how long leased?

Section VI: Retail Determination

To ensure compliance with Section 862 of the New York General Municipal Law, the Agency requires additional information if the proposed Project is one where customers personally visit the Project site to undertake either a retail sale transaction or to purchase services.

Please answer the following:

Will any portion of the project (including that portion of the costs to be financed from equity or other sources) consist of facilities or property that are or will be primarily used in making sales of goods or services to customers who personally visit the project site?

No

If yes, complete the Retail Questionnaire Supplement below. **If no, proceed to the next section.**

Section VII: Adaptive Reuse Projects

Adaptive Reuse is the process of adapting old structures or sites for new purposes.

Are you applying for tax incentives under the Adaptive Reuse Program?

No

Section VIII: Inter-Municipal Move Determination

The Agency is required by state law to make a determination that, if completion of a Project benefiting from Agency Financial Assistance results in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, Agency financial Assistance is required to prevent the project occupant from relocating out of the state, or is reasonably necessary to preserve the project occupant's competitive position in its respective industry.

Current Address

160 Empire Drive

City/Town

West Seneca

State

New York

Zip Code

14224

Will the project result in the removal of an industrial or manufacturing plant of the Project occupant from one area of the state to another area of the state?

No

Will the project result in the abandonment of one or more plants or facilities of the Project occupant located within the state?

No

If Yes to either question, explain how, notwithstanding the aforementioned closing or activity reduction, the Agency's Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Project occupant's competitive position in its respective industry:

None

Does this project involve relocation or consolidation of a project occupant from another municipality?

Within New York State

No

Within Erie County

No

If Yes to either question, please, explain

None

Will the project result in a relocation of an existing business operation from the City of Buffalo?

No

If yes, please explain the factors which require the project occupant to relocate out of the City of Buffalo (For example, present site is not large enough, or owner will not renew leases etc.)

What are some of the key requirements the project occupant is looking for in a new site? (For example, minimum sq. ft., 12 foot ceilings, truck loading docs etc.)

We would like a variance to build the new building 70 foot tall.

If the project occupant is currently located in Erie County and will be moving to a different municipality within Erie County, has the project occupant attempted to find a suitable location within the municipality in which it is currently located?

No

What factors have lead the project occupant to consider remaining or locating in Erie County?

Availability of Brownfield credits

If the current facility is to be abandoned, what is going to happen to the current facility that project occupant is located in?

None

Please provide a list of properties considered, and the reason they were not adequate. (Some examples include: site not large enough, layout was not appropriate, did not have adequate utility service, etc.) Please include full address for locations.

None

Section IX: Senior Housing

IDA tax incentives may be granted to projects under the Agency's Senior Citizen Rental Housing policy when the project consists of a multi-family housing structure where at least 90% of the units are (or are intended to be) rented to and occupied by a person who is 60 years of age or older.

Are you applying for tax incentives under the Senior Rental Housing policy?

No

Section X: Tax Exempt Bonds

In order to receive the benefits of a tax-exempt interest rate bond, private borrowers and their projects must be eligible under one of the federally recognized private active bond categories (Fed Internal Rev Code IRC sections 142-144, and 1394).

Are you applying for tax exempt bonds / refinancing of bonds related to a residential rental facility project?

No