

**TOWN OF CLARENCE, ERIE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY**

MINUTES

January 18, 2018

Organizational Meeting

Chris Kempton called the meeting to order at 8:20 a.m.

Present at the meeting were Elaine Wolfe, David Schuster, Clayt Ertel and Chris Kempton. Mary Powell was absent. Also present were Paul Leone, Nathan Neill, Jennifer Strong, Larry Meckler, Steve Bengart, Kimberly Ignatowski, and Cynthia Rosel.

The first order of business was the election of the officers for the CIDA 2018.

The Board is now a five member Board and there are two openings.

There was a motion by Elaine Wolfe with a second by Christopher Kempton that the officers of the CIDA for 2018 be Christopher Kempton, Chairman, Clayt Ertel, Vice Chairman, David Schuster, Treasurer and Mary Powell as Secretary. There was nothing on the question.

**Vote: Ayes: Wolfe, Schuster, Ertel, Kempton. Noes: None
Recuse: None. Absent: Powell Unanimous.**

The Board voted to go into Executive Session to discuss the appointments for 2018 at 8:22 a.m. with a motion made by Elaine Wolfe and a second by Clayt Ertel.

**Vote: Ayes: Wolfe, Schuster, Ertel, Kempton. Noes: None
Recuse: None. Absent: Powell Unanimous.**

The Board exited the executive session at 8:28 a.m.

**Vote: Ayes: Wolfe, Schuster, Ertel, Kempton. Noes: None
Recuse: None. Absent: Powell Unanimous.**

The Board made the following appointments:

Clayt Ertel moved to appoint Steven B. Bengart and Lawrence M. Meckler as Co-Assistant Secretary/Co-Counsel; Nathan S. Neill as Transactional/Bond Counsel; Paul Leone as Business Consultant and CEO; Kimberly Ignatowski as CFO; Cynthia M. Rosel as Staff Secretary; and Mary Morris CIDA Billing Administrator. There was a second by Elaine Wolfe. There was nothing on the question.

**Vote: Ayes: Wolfe, Schuster, Ertel, Kempton. Noes: None
Recuse: None. Absent: Powell Unanimous.**

Minutes of December 21, 2017.

There was a motion to approve the minutes of the December 21, 2017 meeting by Elaine Wolfe with a second by Clayt Ertel. There was nothing on the question.

**Vote: Ayes: Wolfe, Schuster, Ertel, Kempton. Noes: None
Recuse: None. Absent: Powell Unanimous.**

Treasurer's Report

Mr. Schuster, Treasurer, noted that there are two reports for this meeting. The first report is for year-end December 31, 2017. Mr. Schuster reported on the balances in the Money Market and the Checking Accounts as of 12/31/17. The total amount of fees collected in 2017 was a total of \$54,149.73. Expenses for 2017 totaled \$50,758.49. Interest earned in 2017 was in the amount of \$1,276.76. The net income for year end 2017 is \$4,668.00.

The second Financial Report is from January 1, 2018 to January 18, 2018. Mr. Schuster reported on the balances in the Money Market and the Checking Accounts. Expenses were in the amount of \$560.00. To date there were no further expenses.

There was a motion made by Elaine Wolfe with a second by Clayt Ertel to accept the year-end financial report as presented by the Treasurer. There was nothing on the question.

**Vote: Ayes: Wolfe, Schuster, Ertel, Kempton. Noes: None
Recuse: None. Absent: Powell Unanimous.**

There was a motion made by Clayt Ertel with a second by Elaine Wolfe to accept the financial report from January 1 through January 18, 2018 as presented by Mr. Schuster. There was nothing on the question.

**Vote: Ayes: Wolfe, Schuster, Ertel, Kempton. Noes: None
Recuse: None. Absent: Powell Unanimous.**

Correspondence.

Ms. Rosel passed out copies of a letter from Carl Calabrese to the Chairman to keep the board members of the Coalition for Community Building, of which the CIDA is a member of, reporting on the progress on updating the "Uniform Tax Exemption Policy" (UTEP) for the Board to review.

The signed Camoin contract was received via e-mail and Mr. Kempton can sign today.

Mr. Leone commented on the letter from Mr. Calabrese. Paul mentioned that the ECIDA is not a member of the Coalition. There have been no meetings scheduled for the suburban IDA's to discuss the UTEP.

New Business

Mr. Leone met with the applicant for the proposed 10885 Main Street Project. Mr. Leone presented the project to Mr. Neill and an application was submitted by the applicant. The project would need a public hearing. The project is eligible for incentives as it meets the criteria. It is a commercial mixed use project. The building of approximately 7,800 Sq. Ft. would be renovated and there would be an addition of approx. 4,100+/- sq. ft. The project will be scheduled for a public hearing at the February meeting. The applicant will be present at the meeting in February to explain and answer any questions the Board may have. Mr. Leone will have an IMPLAN study done on the project and that will be available before the meeting for the Board's review.

9159 Main Street - Main Ridge South LLC Project.

Mr. Neill has a resolution regarding the Main Ridge South LLC project at 9159 Main Street. There is less than a year left on the pilot for this project. They want to refinance and are asking for consent from the Agency to refinance. Mr. Neill prepared a resolution prepared for the CIDA Board to approve. There are no additional benefits involved. There was a motion made by Clayt Ertel with a second by Chris Kempton to adopt the resolution as presented consenting to the refinance of the original mortgage on the project. There was nothing on the question.

Vote: Ayes: Wolfe, Schuster, Ertel, Kempton. Noes: None
Recuse: None. Absent: Powell Unanimous

(Resolution attached hereto and made part of the minutes.)

Old Business.

Mr. Kempton asked that Board review the meeting schedule that was forwarded to them and asked the Board to be sure to put those in their calendars. Since there are two vacancies on the Board, in order to vote on the items that need to be voted on at the meetings, there will have to be a forum, consisting of 4 members.

There was some discussion about potential applicants. There were two resignations from the Board creating two vacancies. The Board members will come up with some names of persons that may be interested in applying. The members will also reach out to potential candidates to see if they may have an interest in applying. The information will also be put on the CIDA website advertising the positions and how to apply. Mr. Kempton asked that the Board reach out to some potential candidates and let them know that there is a process.

The next item was the Camoin contract. Mr. Bengart looked over the final draft after the changes were made. Jonathan looked over the addendum on the scope of the work and was okay with that. Mr. Kempton will sign the final contract.

The next item is that Camoin should come out for the first meeting. Jonathan will coordinate with Ms. Rosel on scheduling the first and second meeting. The committee will consist of Mr. Kempton, Mr. Ertel and Ms. Powell and Ms. Wolfe who alternate when one or the other cannot make the meetings.

Ms. Ignatowski spoke to Drescher and Malecki regarding the audit process. Drescher and Malecki would like to proceed a little differently this year regarding contacting the open projects on the reporting. The process they would like to do is contact by phone only. It was decided that the process remain the same as in previous year and follow-ups be done by phone or e-mail.

Items not on the Agenda.

Ms. Wolfe talked about the changes that have been made to Medina. In 2009, she attended a conference held in Medina regarding the restoration project for the Town. She was working on the Main Street Restoration project in the Hollow at the time. Ms. Wolfe went to Medina with Mr. Wolfe on a Saturday recently and the Town has really developed. Changes are being made to the businesses and the opera house is being converted to a multi-use facility. The grant monies they obtained are kicking in and the Town is really being developed. They talked to several business owners who were very excited and positive about the Town's revitalization.

Mr. Kempton also asked if Ms. Rosel would provide the spread sheets to the CIDA members that shows the open projects and the tax information for 2017 for the next meeting. They would also like for Mary Morris to come in case they have any questions.

There being no further business, there was a motion to adjourn the meeting made by Clay Ertel with a second by Elaine Wolfe. There was nothing on the question.

**Vote: Ayes: Wolfe, Schuster, Ertel, Kempton. Noes: None
Recuse: None. Absent: Powell Unanimous**

The meeting was adjourned at 9:17 a.m.

Respectfully submitted.

Cynthia M. Rosel

RESOLUTION OF THE TOWN OF CLARENCE, ERIE COUNTY,
INDUSTRIAL DEVELOPMENT AGENCY CONSENTING TO THE
MORTGAGE FROM MAIN RIDGE SOUTH LLC TO CNB BANK
TO REFINANCE THE 2007 9159 MAIN STREET PROJECT

WHEREAS, the Town of Clarence, Erie County, Industrial Development Agency (the "Agency") previously induced the 2007 9159 Main Street Project, accepted a leasehold interest in the property pursuant to Lease to Agency, dated as of May 1, 2007, between the Agency and Main Ridge South LLC, leased the facility to Main Ridge South LLC (the "Lessee") pursuant to Lease Agreement, dated as of May 1, 2007, between the Agency and the Lessee and the Agency and the Lessee executed and delivered a mortgage to First Niagara Funding in the amount of \$1,100,000 (the "Original Mortgage"), which Original Mortgage was subsequently assigned to KeyBank; and

WHEREAS, the Lessee has requested that the Agency consent to the execution and delivery of a mortgage in the principal amount of \$1,211,250 to CNB Bank to refinance the Original Mortgage but are not requesting any Agency assistance; and

WHEREAS, the Lease Agreement provides that the Lease Agreement will be subordinate to any mortgages placed on the property with the consent of the Agency and the Lessee is requesting the Agency consent to allow CNB Bank to place a mortgage on the property superior to the Lease Agreement.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS;

1. The Agency consents to the execution and delivery of mortgage from the Lessee to CNB Bank and the subordination of the Lease Agreement to such mortgage.
2. The execution and delivery of a consent to mortgage by an officer of the Agency in form approved by the counsel to the Agency is hereby approved.
3. This resolution shall take effect immediately.

Adopted: January 18, 2018