

TOWN OF CLARENCE, ERIE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

MINUTES

February 15, 2024
(Organizational and Regular meeting)

(Note: The meeting scheduled for January 18, 2024 was cancelled due to the weather and the closing of the Town Hall.)

Chairman Chris Kempton called the meeting to order at 8:15 a.m. Present were Robert Dixon, Elaine Wolfe, Mary Powell, Clayt Ertel and Chairman Kempton. Lauren Fix and Peter DiBiase were not able to make today's meeting. Also present were, Paul Leone, Larry Meckler, Steve Bengart, Peter DiCostanzo, Kimberly Ignatowski and Cynthia Rosel. Jennifer Strong was out of Town and not able to be at the meeting.

Election of Officers for 2024.

The first order of business was the nomination and election of the officers for the CIDA 2024.

Mr. Kempton began with asking for nominations for the officers of the Clarence IDA Board. There were no nominations. The Chairman asked if any Board member would like to serve as an officer. The officers from 2023 were Chris Kempton as Chairman, Clayt Ertel as Vice Chairman, Peter DiBiase as Treasurer and Mary Powell as Secretary. Since there were no nominations, Mr. Kempton volunteered to serve as Chairman for 2024. The Chairman asked if there was a member who would like to serve as the Vice Chairman. Clayt Ertel answered that he would re-assume the position of Vice Chairman for 2024. Mr. Kempton asked if there was a member who would be willing to be appointed as the Treasurer. Peter DiBiase was not at the meeting but let the Chairman know in an e-mail that if it was offered, he would be willing to serve as the Treasurer for 2024. Mr. Kempton asked if there was a member who would be willing to serve as the Secretary. Mary Powell will serve and was appointed as the Secretary. There being no other volunteers or objections, the Chairman made a motion to accept the slate of officers for the Clarence IDA for 2024. There was a second by Elaine Wolfe. There was nothing further on the question. The vote was as follows:

Vote: Ayes: Dixon, Wolfe, Powell Ertel, Kempton. Noes: None
Recuse: None. Absent: DiBiase, Fix. Motion carried.

Appointments to Staff.

The Administrative Staff appointees were, Steve Bengart and Lawrence Meckler to serve as Co-Counsel/Co-Assistant Secretary; Jennifer Strong of Neill and Strong as Transactional Counsel; Paul Leone as Business Consultant and CEO; Kimberly Ignatowski as CFO; Cynthia Rosel as Staff Administrative Assistant and Mary Morris as CIDA Billing Administrator. The Board was in agreement with the re-appointment of the slate of existing Staff as presented for the year of 2024. The Chairman recommended that the re-appointment of the staff. Clayt Ertel moved to accept the slate of appointments for the CIDA as presented. There was a second by Mary Powell. There was nothing further on the question and the vote was as follows:

Vote: Ayes: Dixon, Wolfe, Powell Ertel, Kempton. Noes: None
Recuse: None. Absent: DiBiase, Fix. Motion carried.

The appointees thanked the Board members for the appointments for 2024.

Minutes of December 21, 2023 Meeting.

The Chairman asked if everyone had a chance to review the minutes of the December 21, 2023 that were e-mailed to them and asked for a motion to approve them. There was a motion by Elaine Wolfe Fix with a second by Robert Dixon to approve the December 21, 2023 meeting minutes. On the question, The Chairman reminded the Board that there was no meeting in January as it was cancelled due the weather and the Town Hall was closed. The vote was as follows:

Vote: Ayes: Dixon, Wolfe, Powell Ertel, Kempton. Noes: None
Recuse: None. Absent: DiBiase, Fix. Motion carried.

Treasurer's Report.

The Chairman informed the Board that there will be no Treasurer's Report today as the laptop was not working. Ms. Ignatowski will have the IT Tech look at the lap top. Kim Ignatowski also reported that there was nothing significant for the report. The two memberships were paid and these were previously approved in December. The memberships are for the NYS Economic Development Council and Invest Buffalo Niagara. The 360 maintenance invoice for the website was also paid. There will be a check for today for payment to Paul Leone for January and February.

Correspondence.

There was no was no correspondence. Ms. Rosel has been receiving copies of the Annual Questionnaires from the auditors. There have been several sent in so far. There was discussion regarding the PILOT payments. Ms. Ignatowski has the spread sheet of the payments. There are 5 outstanding and they are due today. Payments can still be coming in either in person or via mail. As long as payments received via mail are postmarked today, they will be timely. An update will be given at the March meeting regarding the PILOT payments. Ms. Ignatowski will reach out to the School District to obtain a copy of the spread sheet of payments received on the open PILOTS. Those payments were due in October. She will reach out to the School District for that information.

Vision Sheridan Drive Update:

Jonathan Bleuer, Director of Community Development was present to give an update on the project. Mr. Bleuer has a handout for everyone regarding an event coming up in two weeks. A "State of Development for the Town of Clarence -2023 Recap, Future Outlook, Zoning Code Update" presentation, hosted by the Clarence Chamber of Commerce in partnership with the Town of Clarence, the Clarence IDA and CPL Architecture, Engineering and Planning, which is a culmination of everything that we have been working on at the CIDA level and the Town level, bringing it all together into one morning event. About 30 key stake holders have been identified, developer stakeholders that do business in the Town, and have been personally invited. They are being asked to come out and first and foremost, listen to what we have to say. The presentation will include development numbers, very technical details of 2023 in terms of approvals and buildings and things of that nature. The next part of the presentation will be an outlook on what we see, trends and things happening moving forward. Then there will be an update on all the projects that will include the Zoning Code Update, Vision Sheridan Drive Project and also the Vision Main Street project. The CIDA is invited to take part but has no active role in the presentation. And have no duty to attend but are invited. Ms. Wolfe asked if the public is being invited. Mr. Bleuer answered that they are. The goal here to really focus on the development in the community. This is a stake holder charrette, if you will, to hear what the stake holders have to say. There will be some interactive ways to gather their comments. We are going to encourage them and actually thank the CIDA for funding some of our efforts. Mary Powell asked about how long the presentation will be. Jonathan answered that it will be about an hour to an hour and a half. Mary also asked if there is going to be a panel of developers...or no, they are just going to be there. Mr. Bleuer answered that everyone will be in the audience but there will be some interactive cell phone technology for responses and gather those in real time. Jonathan added that they are working on having some stations if there is interest in any particular topics where they will be able share more detail. Jonathan added that Wendel is not taking part of this in a paid

capacity and they have enough to do right now. The Plan itself is in good shape but the actual implantation process is lacking. We are in round three of very technical document that tells us what to do once the plan is adopted and Wendel is using a lot of hours for that. CPL will be a big component in this event. The Chairman asked if Jonathan has any sense as to when the Vision Sheridan report will be done? Jonathan answered that he does not. He is happy with Wendel. It will not be done until we are satisfied. They are not walking away; they want to give us what we want. Bob Dixon asked if Jonathan had any highlights to share with the Board. Mr. Bleuer said that he does not have any highlights to share with the Board today. The Chairman asked if any other towns or municipalities do this. Jonathan said not to his knowledge. Jonathan thinks that he thinks that it is baked into other Supervisors or public officials State of the Town.

Mr. Kempton also brought up the Economic Study that was done parallel to the Main Street study about 5 years ago. The study is probably dated and it may be good to update it. Mr. Kempton asked Mr. Bleuer to reach out to the Company that did the study to see how much it would cost to update the Economic Study. The Economic Study was done after the Vision Main Street Study was completed but in conjunction with the Vision Main Street. Jonathan will reach out to Camoin to see how much it would cost and get back to the Board.

Robert Dixon asked if Jonathan asked about the response to the invitations. Mr. Bleuer said that he has received responses from at least half of those invited and very few noes. Mary Powell asked if the actual event will be recorded...Mr. Bleuer answered that the event is not being recorded nor is it live streamed. The Chairman thanked Jonathan for coming in.

New Business.

Mr. Leone was asked if he wanted to address the resolution first. Paul Leone asked Ms. Rosel to address the resolution. Ms. Rosel advised the Board that there is a copy of a resolution in the packet regarding a request from Richard McNamara for the Board to consider consenting to the refinancing of the 2021-8615 Roll Road LLC Project. There is no new money involved and the PILOT provision shall remain unchanged. The Board would need to adopt the consent resolution. The Chairman said that this a fairly routine transaction that happens from time to time. Ms. Rosel added that the applicant is anxious to get the approval. The Chairman moved to adopt the consent resolution as prepared by Jennifer Strong, Transactional Counsel authorizing the refinancing of the project. There was a second by Mary Powell. On the question...Robert Dixon said that will have to recuse himself from voting on the project as he has a business relationship with the applicant for this project. There was nothing further on the question. The vote was a follows:

Vote: Ayes: Wolfe, Powell Ertel, Kempton. Noes: None Recuse: Dixon
Absent: DiBiase, Fix. Motion carried.
(Resolution attached as Exhibit "A")

Paul Leone will meet tomorrow with a representative from Brawdy Construction located on County Road. They are planning an office-warehouse expansion of about a million...million and a half dollars. He has nothing on that yet. He will report back at the next meeting. Clayt Ertel will be joining Paul for this meeting.

Paul issued an application to Russell Salvatore's project on Main Street. It is a mixed use project of about \$6M. This project still needs to go back to the Planning Board and the Town Board. This project is moving forward with the Town.

Old Business.

Mr. Kempton talked about the proposed amendments to the amendments to the Fee Schedule. There are handouts in the packet. Mr. Kempton will provide a redline version. This will be brought up again. There will be no action taken right now. He would like the audit committee members to review. Mr. Kempton wanted to make the fee schedule list easier to use.

Mr. Leone also brought up the fee 1% agency fee and what figure it should be based on (total cost or total project cost) Mr. Leone added that there is no benefit brought to the land. He just needs some clarification when he asked by the applicant about the fees.

Mr. Kempton said that this will be something that can be reviewed also.

Mr. Kempton brought up the Committees that are outlined in the By-Laws. The Finance and Audit Committee reviewed the draft Audit Report before the March meeting and make its recommendation to the Board regarding adopting. Kimberly will reach out to Drescher and Malecki to see when the draft report will be available and then reach out to the Peter, Robert and Mary to let them know. When the draft is available, Kim will send to the committee members and then meet virtually like they did last year to review the draft.

Mr. Leone asked about the Sheridan Drive Project with MJ Peterson. He wanted to know if this project was now done. Mr. Meckler said with respect to the CIDA, it is not going forward. There may another project for that location but it most likely will not have a commercial component. It may come back as a different project that may or may not qualify. That will have to be determined at that time.

Mr. Kempton discussed the point system that is used to determine eligibility for benefits. Mr. Kempton in looking at the point system, some projects may barely qualify for the 7 year PILOTS . There may be some projects that there may be an exemption for, but those would really need to be looked at. The CIDA will need to follow the criteria on the score sheet fairly tightly unless there would be extenuating circumstances. Each project is different.

There was also talk about the criteria regarding the housing issues, work force housing and low income housing. There is a distinct difference. The CIDA will have to think this through as there will be projects that may have to be considered. There will be further discussions on this topic and be prepared before these type of projects come before the Board. There are more apartment complex projects being built in the area.

These are two issues that if anyone has any strong issues regarding them or any comments to have them ready as these issues come up.

Items not on the Agenda.

None.

Public Comments

Peter DiCostanzo let the Board know that the Annual Statement of Disclosure forms were sent to all the Board member and he was happy to report that all of the completed forms have been submitted to the Town Clerk.

There being nothing further, there was a motion by the Chairman to adjourn the meeting with a second by Mary Powell. There was nothing on the question.

Vote: Ayes: Wolfe, Powell Ertel, Kempton. Noes: None Recuse: Dixon
Absent: DiBiase, Fix. Motion carried.

Meeting adjourned at 9:12 a.m.

Respectfully submitted by Cynthia M. Rosel

EXHIBIT "A"

RESOLUTION OF THE TOWN OF CLARENCE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE EXECUTION AND DELIVERY OF A MORTGAGE NOT TO EXCEED \$330,000.00 IN CONNECTION WITH THE REFINANCING OF THE 2021 8615 ROLL ROAD LLC PROJECT

WHEREAS, 8615 Roll Road LLC (the "Lessee") and RE McNamara Inc. (the "Sublessee") in 2021 entered into negotiations with the officials of the Town of Clarence, Erie County, Industrial Development Agency (the "Agency") with respect to the construction and equipping of a 27,000 square foot addition to an existing 12,000 square foot building which will be renovated on a 2.54 acre parcel of land located at 8615 Roll Road, in the Town of Clarence, New York, for a warehouse and light manufacturing Facility, as agent for the Agency for lease to the Agency and subsequent leaseback to the Lessee for sub-lease to **RE McNamara Inc.** (the "Project"); and

WHEREAS, pursuant to such Inducement Resolution, the Agency acquired a leasehold interest in the Facility pursuant to a certain Lease to Agency, dated as of October 1, 2021, (the "Lease to Agency") and leased the Facility back to the Lessee pursuant to a certain Leaseback Agreement, dated as of October 1, 2021 (the "Leaseback Agreement"); and

WHEREAS, the Agency has now received a request for the Agency's consent to the execution and delivery by the Agency of a Mortgage not to exceed \$330,000.00 and other ancillary documents to Evans Bank, N.A. by Lessee (the "Mortgages"); and

WHEREAS, the Facility will remain a warehouse and light manufacturing facility and there will be no change in the Payment in Lieu of Taxes ("PILOT") provisions attached as Exhibit C to the Leaseback Agreement; and

WHEREAS, the Lessees are not requesting any additional benefits from the Agency.

NOW, THEREFORE BE IT RESOLVED AS FOLLOWS:

Section 1. The Agency hereby consents to and authorizes the execution and delivery of of a Mortgage not to exceed \$330,000.00 and other ancillary documents to Evans Bank, N.A. by Lessee with respect to the Lease to Agency and the Leaseback Agreement.

Section 2. The Agency determines that the PILOT provisions shall remain unchanged as there is no change in use or in the occupancy of the Facility.

Section 3. The Chairman, Vice Chairman, Treasurer, Secretary, Assistant Secretary, or other officer of the Agency are hereby authorized to execute and deliver the Mortgages, and such other agreements as may be desirable or required in connection with the re-financing of such transaction. The execution and delivery of each such agreement by said officer shall be conclusive evidence of due authorization and approval.

Section 4. The Chairman, Vice Chairman, Treasurer, Secretary, Assistant Secretary, or other officer of the Agency are hereby designated the authorized representative of the Agency, and each of them is hereby authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits or other documents to do and cause to be done any and all acts and things necessary or proper for the carrying out of this resolution.

Section 5. The Lessee agrees that it will pay all Agency Administrative Fees and legal fees due at closing.

Section 6. This resolution shall take effect immediately.

Adopted: January 25, 2024

Accepted:
8615 ROLL ROAD LLC
as Lessee

By _____
Name:
Title: