

There will be a Meeting
of the

Seneca County IDA

as follows:

Thursday
January 4, 2024

@
12:00 P.M.

Heroes Conference Room

One DiPronio Drive
Waterloo NY 13165

The Meeting will also be livestreamed on IDA website at:
<https://www.senecacountyida.org/livestream>



LOCAL VALUES. FORWARD VISION.

SENECA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

Thursday, January 4, 2024 @ 12:00 P.M.
Heroes Conference Room
One DiPronio Drive
Waterloo NY 13165

AGENDA

1. Election of Officers for 2024 V _____
2. Approval of IDA Meeting Minutes of December 7, 2023 V _____
3. Approval of IDA Financial Statements thru November 2023 V _____
4. IDA Board Member Annual Disclosure Forms for 2024
5. Resolutions Required for Audit:

 Group 1..... R _____
 • 2024-01 Designation of Banking Institutions

 Group 2..... R _____
 • 2024-02 Check Signatures
 • 2024-03 Legal Counsel
 • 2024-04 Agency Accountant / Bookkeeper
 • 2024-05 Agency Auditor
 • 2024-06 Chief Executive Officer
 • 2024-07 Chief Financial Officer
6. Standing Item – Update / Seneca County Chamber of Commerce– Jeff Shipley
7. Standing Item – Update / Seneca County Board of Supervisors – Ernie Brownell
8. Other Business
9. Consideration of Executive Session
10. Adjournment

**SENECA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
MEETING MINUTES**

Regular Meeting
Thursday, December 7, 2023
12:00 Noon
Heroes Conference Room
One DiPronio Drive
Waterloo, NY 13165

Attendance:

Board Members Present:	Steven Brusso, Bruce Murray, Jeff Shipley, Ben Guthrie and Seth Kircher
Board Members Absent	Tom Murray, Thomas Kime, Ernie Brownell and Ralph Lott
Staff Attending:	Sarah Davis, Executive Director; Kelly Kline and David Hewitt
Others Attending:	Robert Kernan, CFO; Robert Halpin, Legal Counsel; Shawn Griffin, Lance Young, Grant Sharp, Michael Meagher and Marie Weiss, Carpenter Local 277

Call to Order:

Chairman Brusso called the meeting to order at 12:00 p.m. A quorum of the Agency's members were present.

Approval of IDA Meeting Minutes of November 2, 2023:

The minutes of the Agency's meeting of November 2, 2023 had been sent to Board members prior to the meeting. A motion was made by Mr. Guthrie to approve the minutes. Seconded by Mr. Shipley. Motion carried.

Approval of October 2023 Financial Statements:

The October 2023 Financial Statements had been mailed to board members prior to the meeting. Mr. Kernan summarized the financial statements for the board. A motion was made by Mr. Guthrie to approve the financial statements. Seconded by Mr. B. Murray. Motion carried.

Discussion of Amendment to Agreements with Lago Resort & Casino LLC to Confirm Employment Obligations:

Lago Resort & Casino has provided the board with a proposed letter requesting an amendment to their project recapture agreement. The proposed amendment would tie the annual employment commitments to the company's gross gaming revenues reported to the New York State Gaming Commission. The rationale behind this request is to align job goals with actual revenues, reflecting the company's current business dynamics. Representatives from del Lago explained the challenges faced due to COVID-19 and the changing dynamics in the gaming industry. The discussion also touched upon the impact of disparities in tax requirements between public and nation-owned private casinos. Mr. Shipley noted the positive economic impact the Casino has had on Seneca County, contributing to tourism and overall economic growth. After discussion a motion was made by Mr. B. Murray approving the request and amending the definition of Minimum Employment and adding a definition for Gross Gaming Revenue in the Agreement as follows:

"Minimum Employment" shall mean the cumulative Combination of at least the Full Time Employees and or FTE corresponding to the following Gross Gaming Revenue of the Company:

<u>FTE</u>	<u>Gross Gaming Revenue</u>
1000	275mm+
905	250mm-274.99mm
810	225mm-249.99mm
725	200mm-224.99mm
650	175mm-199.99mm
585	150mm-174.99mm
500	125mm-149.99mm
415	100mm-124.99mm

Gross Gaming Revenue" shall mean the sum of gross slot revenue, gross table revenue, gross poker revenue and gross sports book revenue, before any deductions for free play, match play, free bets, or other similar deductions.

The motion was seconded by Mr. Guthrie. Members Brusso, Guthrie, Kircher, B. Murray, Shipley voted "yea". Mr. Kime, Mr. Lott, Mr. Brownell and Mr. T. Murray were absent. Motion carried.

Governance Committee Report:

The IDA Governance Committee met on November 30th of this year, reviewed the following policies, and are recommending approval by the full Board:

a) Established Polices with Modifications:

Mission Statement: A copy of the proposed mission statement was provided to board members prior to the meeting. The Governance Committee is proposing the addition of the word "housing" be added to the mission statement to reflect the importance of housing as an economic development priority in Seneca County.

Local Labor Policy: A copy of the proposed policy was provided to board members prior to the meeting. The Governance Committee is proposing clarification be added to the local labor policy to specify that only projects seeking a PILOT agreement would be subject to local labor monitoring requirements.

A motion was made by Mr. Guthrie approving the changes to the Mission Statement and Local Labor Policy as noted above. Seconded by Mr. Shipley. Members Brusso, Guthrie, Kircher, B. Murray, Shipley voted "yea". Mr. Kime, Mr. Lott, Mr. Brownell and Mr. T. Murray were absent. Motion carried.

b) Established Policies with No Modification:

The following policies were provided to Board members prior to the meeting and were presented as follows with no changes: Administrative Guidelines Policies and Procedures, Audit Committee Charter, Bylaws, Conflict of Interest, Capitalization Policy, Code of Ethics, Disposition of Property Policy, Equal Opportunity Policy, Finance Committee Charter, FOIL Policy, Governance Committee Charter, Investment Policy, Prevailing Wage Policy, Project Fee Schedule, Procurement Policy, Records and Retention Policy, Sexual Harassment Policy, Supplies and Equipment Policy, Whistleblower Policy and Mission Statement.

A motion was made by Mr. Guthrie approving all established policies listed above with no modifications. Seconded by Mr. B. Murray. Members Brusso, Guthrie, Kircher, B. Murray, Shipley voted "yea". Mr. Kime, Mr. Lott, Mr. Brownell and Mr. T. Murray were absent. Motion carried.

c) Nominations of 2024 IDA Officers:

The Governance Committee serves as the nominating committee, and they have presented their 2024 nominations as follows:

Bruce Murray / Chairman

Steven Brusso / Vice Chairman

Ralph Lott / Secretary

Ben Guthrie / Treasurer

If Board members would like to make any other nominations, please contact staff. The official vote will take place at the Annual IDA Meeting in January.

d) Governance Self Evaluation:

The IDA Governance Committee Charter requires that they report to the full IDA Board, at least annually, any proposed changes to the Governance Charter or the Governance Guidelines. A copy of the evaluation was provided to board members prior to the meeting, and no changes were noted.

e) Contract Renewals:

Five contracts for Professional Services for the 2024 calendar year are up for renewal. All five contracts have been reviewed by the Governance Committee and are being recommended for approval by the full board.

1. **Fisher Associates** offers professional engineering services. Their annual contract fee is for up-to \$10,000 and would be billed on an as-needed basis. No increase from prior year.
2. **Dermody Burke and Brown** provides accounting services to the IDA on a monthly basis. They are requesting an increase in their monthly rate of \$50, bringing the monthly rate of \$950 in 2023 to \$1,000 for 2024.
3. **Eleanor Beattie** is an independent contractor who currently performs bookkeeping duties for the IDA/EDC at a price of \$675 a month for a maximum of 20 hours monthly. No increase from prior year.
4. **Jim Armstrong** is a business expansion and retention specialist. His services are not to exceed \$15,000 for 2024. No increase from prior year.
5. **Robert E. Kernan, Jr.**, as CFO with a monthly service fee of \$1,000.

A motion was made by Mr. Shipley approving renewal of contracts 1-5 above. Seconded by Mr. B. Murray. Members Brusso, Guthrie, Kircher, B. Murray, Shipley voted "yea". Mr. Kime, Mr. Lott, Mr. Brownell and Mr. T. Murray were absent. Motion carried.

Proposed IDA Board Meeting Schedule for 2024:

A proposed meeting schedule for the monthly 2024 IDA Board Meetings had been mailed to Board Members prior to the meeting. The updated schedule can be found on the IDA Website

Standing Item – Update / Seneca County Chamber of Commerce –Jeff Shipley:

Mr. Shipley noted that tourism overnight spending is up for the second consecutive year since COVID, providing an increase in occupancy tax which helps to provide more tourism promotion services. As the weather turns and elements become more challenging, the focus of advertising efforts shifts towards attracting visitors from other parts of New York State. Mr. Shipley mentioned the ongoing efforts to promote the "It's a Wonderful Life" festival and drive traffic to the community, particularly targeting Albany, Buffalo, and Binghamton markets. On the business front, the Chamber is focusing on monitoring business initiatives from Albany that could impact the local business community. Two key issues mentioned were the EPR (Environmental Producer and Responsibility) Bill which may potentially have an impact on the craft beverage industry. This bill would shift the responsibility of recycling to the producers. The Second is the unemployment insurance tax increase, which aims to pay off debt that NYS incurred during the COVID period.

Standing Item – Update / Seneca County Board of Supervisors (BOS) – Ernie Brownell:

Agenda item was tabled.

Year End Report - Sarah Davis, Executive Director:

Looking back on this year, one theme in particular could be used to describe the majority of the IDA's efforts and accomplishments: **community engagement**. A slowdown in the number of expansion projects moving forward due to high interest rates has allowed IDA staff to focus on ways to improve information sharing and engage the community in more long-term, strategic goals such as the redevelopment of the Willard Drug Treatment Campus.

What We Accomplished:

If success is measured in how we interact with others, then 2023 may be the IDA's best yet. We initially defined our priorities for the year in terms of relationship building and process improvement, but it goes beyond that. Each priority item from 1.) improving our communication of project information with elected officials to 2.) systematizing business retention and expansion (BR&E) efforts to 3.) developing a better process for evaluating and negotiating PILOT agreements to 4.) participating in redevelopment efforts at Willard focuses on finding ways to engage the community and be more responsive to their needs in order to sustain progress. This is evidenced by:

- The continued growth of our BR&E program (up to 70 visits in 2023)
- The increased attendance and engagement of community members and public officials at our public hearings for IDA projects (IDA public hearings are now held in the evening to allow more participation; because of the change more than 30 people attended the hearings for two Lodi solar projects.)
- And the tremendous participation and attention the Willard Highest & Best Use Study efforts received.

In terms of project accomplishments for the year, the IDA has approved final resolutions for 3: Kanagy Solar (PILOT), Lodi PV Solar (PILOT), and Lodi II PV Solar (PILOT). The 3 projects that received final approval in 2023 are expected to invest \$22.1 million and generate 13 MW of electricity in return for \$2.2 million in tax incentives. This equates to 10 cents in tax exemptions for every \$1 privately invested.

Where We Are Going:

Looking ahead to 2024, meaningful collaboration and community engagement will be key focal points of the IDA, with particular attention to the following:

- Continue to assist Seneca County government and community stakeholders in pursuing options for redevelopment of the Willard site.
- Create a strategy for identifying, prioritizing, improving and marketing available sites for development across Seneca County.
- Identify and pursue opportunities to provide more value to existing businesses to encourage and support growth (as both the Seneca County IDA and EDC).

Staff will also look to perform 65 BR&E visits and get 5 business expansion or attraction projects to final resolution.

Executive Session:

Chairman Brusso requested a motion to enter into Executive Session under Public Officers Law, Article 7, Section 105, for the proposed acquisition, sale or lease of real property, where publicity could substantially affect the value thereof and to discuss the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation. A motion was made by Mr. Guthrie at 1:42pm to enter into Executive Session. Seconded by Mr. B. Murray. Motion carried. A motion was made by Mr. B. Murray at 2:33 p.m. to come out of Executive Session. Seconded by Mr. Shipley. Motion carried.

Salary Adjustment:

Mr. Brusso requested a motion to approve the salary pay increases as recommended by the Governance Committee. Motion made by Mr. Guthrie. Seconded by Mr. Shipley. Motion Carried.

Adjournment:

A motion to adjourn the meeting was made by Mr. Guthrie. Seconded by Mr. Tom Murray. Motion carried. The meeting adjourned at 2:34 pm.

The next regular scheduled meeting will be held on January 4, 2024, at **12:00 Noon**.

2024

SENIDA Annual Disclosure Forms

- Annual Financial Disclosure Form
- No Conflict of Interest Form
- Board of Directors Evaluation
- Certificate of Sexual Harassment Training Course

-if you have taken this course through your employer a copy of the certificate will suffice. If not, you may take the course using the following link:

<https://www.nyc.gov/assets/cchr/training/english/index.html>

*Please print the certificate at the end and return to staff

***Please Complete and Return all the above
to Kelly at the January Meeting**

~ Thank you ~

SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

ANNUAL FINANCIAL DISCLOSURE FORM

I, _____, being a duly appointed Employee/Member/Officer of the **SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "agency"), DO HEREBY CERTIFY, as follows:

1. This Certificate is being delivered for purposes of complying with the provisions of Article 18 of the General Municipal Law.
2. That I own, directly or indirectly, five percent (5%) or more of the stock or other equity interest of the following companies:

3. That I am an officer or employee (circle one) of the following companies:

4. That I am a member of the board of directors of the following companies:

In witness whereof, I have hereunto set my hand this _____ day of _____, 2024

X _____
Signature

CERTIFICATION OF NO CONFLICT OF INTEREST

I, _____, being a member/employee/officer of the **SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency"), do hereby certify pursuant to the by-laws and policies of the Agency, that I nor my spouse, minor children, nor dependents has any interest in any contract with the **SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY** ; and I do further certify that I am not engaged in any activity which would constitute a conflict of interest, as defined within Article 18 of the General Municipal Law of the State of New York.

Further, I hereby certify that I have (1) not accepted other employment which will impair my independence of judgment in the exercise of my official Agency duties; (2) not accepted employment or engaged in any business or professional activity which will require me to disclose confidential information which I have gained by reason of my membership position with the Agency; (3) not disclosed confidential information acquired in the course of my official duties nor used such information to further my own personal interests; (4) not used or attempted to use my position with the Agency to secure unwarranted privileges or exemptions for myself or others; (5) not engaged in any transaction as a representative or agent of the Agency with any business entity in which I have a direct or indirect financial interest that might reasonable tend to conflict with proper discharge of my official duties; (6) not given reasonable basis for the impression that any person can improperly influence me or unduly enjoy my favor in the performance of my Agency duties, or that I am affected by the kinship, rank, position or influence of any party or person; (7) abstained from making personal investments in enterprises which I have reason to believe may be directly involved with my Agency responsibilities or which will otherwise create substantial conflict between my duty in the public interest and my private interests; and (8) endeavored to pursue a course of conduct which will not raise suspicion among the public that I am likely to be engaged in acts that are in violation of my Agency responsibilities.

DATE: _____, 2024 X _____

Confidential Evaluation of Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Authority.				
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.				
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.				
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.				
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.				
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.				
Board members demonstrate leadership and vision and work respectfully with each other.				

Date Completed: _____

Resolution # 2024 – 1

Seneca County Industrial Development Agency

Designation of Banking Institutions

RESOLVED, that the Seneca County Industrial Development Agency does hereby designate the following banks as the institutions to be used for banking purposes during year 2024:

Chemung Canal Trust Company	Community Bank, NA
M&T Bank	Five Star Bank
Generations Bank	Lyons National Bank
Generations Commercial Bank	Savannah Bank, NA

The above resolution was approved by the Seneca County Industrial Development Agency on January 4, 2024

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Ernie Brownell	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]
Seth Kircher	[]	[]	[]	[]

Resolution # 2024– 2**Seneca County Industrial Development Agency
Designation of Persons Authorized to Sign Agency Checks**

RESOLVED, that the following officers are authorized to sign checks issued by the Seneca County Industrial Development Agency during year 2024

Chairman

Vice Chairman

Secretary

Treasurer

Executive Director

Chief Financial Officer

As required by the By-laws of the Seneca County Industrial Development Agency, all checks shall be signed by two of the above individuals.

The above resolution was approved by the Seneca County Industrial Development Agency on January 4, 2024

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Ernie Brownell	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]
Seth Kircher	[]	[]	[]	[]



Resolution # 2024 – 3

Seneca County Industrial Development Agency

Designation of Legal Counsel and Bond Counsel

RESOLVED, that the Seneca County Industrial Development Agency will utilize the following Legal Counsel for the year 2024:

The Halpin Law Firm for Legal Counsel and Bond Counsel

The above resolution was approved by the Seneca County Industrial Development Agency on January 4, 2024

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Ernie Brownell	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]
Seth Kircher	[]	[]	[]	[]



Resolution # 2024 – 4

Seneca County Industrial Development Agency

Designation of Accountant / Bookkeeper

RESOLVED, that the Seneca County Industrial Development Agency will utilize the following accountant / bookkeeper for the year 2024:

Dermody, Burke, & Brown

Eleanor Beattie, Bookkeeper

The above resolution was approved by the Seneca County Industrial Development Agency on January 4, 2024

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Ernie Brownell	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]
Seth Kircher	[]	[]	[]	[]



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Resolution # 2024- 5

Seneca County Industrial Development Agency

Designation of Auditor

RESOLVED, that the Seneca County Industrial Development Agency will utilize the following audit firm for the year 2024:

Raymond F. Wager, CPA, P.C., a division of
Mengel Metzger Barr & Co. LLP

The above resolution was approved by the Seneca County Industrial Development Agency on January 4, 2024

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Ernie Brownell	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]
Seth Kircher	[]	[]	[]	[]



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Resolution # 2024 -6

Seneca County Industrial Development Agency Appointment of Chief Executive Officer

RESOLVED, that the Seneca County Industrial Development Agency hereby appoints as Chief Executive Officer for the year 2024:

Sarah R. Davis

The above resolution was approved by the Seneca County Industrial Development Agency on January 4, 2024

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Ernie Brownell	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]
Seth Kircher	[]	[]	[]	[]



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Resolution # 2024– 7

Seneca County Industrial Development Agency Appointment of Chief Financial Officer

RESOLVED, that the Seneca County Industrial Development Agency hereby appoints as Chief Financial Officer for the year 2024:

Robert E. Kernan, Jr.

The above resolution was approved by the Seneca County Industrial Development Agency on January 4, 2024

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Ernie Brownell	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]
Seth Kircher	[]	[]	[]	[]