

There will be a **Joint Meeting**

of the

**Seneca County IDA
Seneca County EDC
Seneca County FC**

as follows:

**Thursday,
November 3, 2022
At
12:00 P.M.**

**Heroes Conference Room
Seneca County Office Bldg., 3rd Floor
One DiPronio Drive
Waterloo, New York**

****This meeting is being held "in person" and is open to the public****

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



LOCAL VALUES. FORWARD VISION.

SENECA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

Thursday, November 3, 2022

12:00 P.M.

Heroes Conference Room

One DiPronio Dr

Waterloo, NY 13165

Agenda

1. Approval of IDA Special Meeting Minutes of October 24, 2022 V _____
2. Approval of IDA Financial Statements thru August 2022 V _____
3. Approval of IDA Financial Statements thru September 2022 V _____
4. Discussion /Approval of IDA Final Resolution No 2022- 15 / Wilkins Recreation Vehicles, Inc R _____
5. Governance Committee Report:
 - a) New Proposed Policies R _____
Project Fee Schedule
 - b) Established Policies with No Modifications: R _____

Administrative Guidelines Policies and Procedures	Foil Policy
Audit Committee Charter	Governance Committee Charter
By-Laws	Investment Policy
Code of Ethics	Local Labor Policy
Conflict of Interest	Prevailing Wage Policy
Capitalization Policy	Procurement Policy
Disposition of Property Policy	Records and Retention Policy
Equal Opportunity Policy	Sexual Harassment Policy
Finance Committee Charter	Supplies and Equipment Policy
	UTEP
	Mission Statement
 - c) Nominations of 2023 IDA Officers
 - d) Self-Evaluation of Governance Committee
 - e) Contract Renewals for Professional Services / 2023 R _____
 - Fisher Associates
 - Dermody Burke and Brown
 - Elly Beattie, Bookkeeper
 - Jim Armstrong, Business Retention & Expansion Specialist
 - Robert Kernan, CFO
6. Standing Item – Update / Seneca County Chamber of Commerce– Jeff Shipley
7. Standing Item – Update / Seneca County Board of Supervisors – Don Trout
8. Other Business
9. Consideration of Executive Session
10. Adjournment



SENECA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
MEETING MINUTES

Regular Meeting
Monday, October 24, 2022
12:00 Noon
Heroes Conference Room
One DiPronio Drive
Waterloo, NY 13165

Attendance:

Board Members Present:	Steven Brusso, Chair; Bruce Murray, Tom Murray, Ralph Lott, Ben Guthrie
Board Members Absent:	Thomas Kime, Don Trout and Jeff Shipley
Staff Attending:	Sarah Davis, Executive Director; Kelly Kline, IDA Staff ; Dave Hewitt, IDA Staff; Robert Kernan, CFO

Call to Order:

Chairman Brusso called the meeting to order at 12:05 p.m. A quorum of the Agency's members were present.

Approval of IDA Meeting Minutes of September 1, 2022

The minutes of the Agency's meeting of September 1, 2022, had been sent to Board members prior to the meeting. A motion was made by Mr. Lott to approve the minutes. Seconded by Mr. Guthrie. Motion carried.

IDA Long Term Forecast:

A copy of the Long-Term Forecast was provided to the board prior to the meeting. Mrs. Davis presented the Agency's long-term financial plan projecting out seven years with worst and average case scenarios. In both scenarios, the IDA would be financially stable thru 2028. Two primary streams of revenue are agency fees and annual funds received from the County. Other types of potential revenue would come from the sale of land at the IDA-owned Deer Run Industrial Park and minimal application fees. This forward-looking view is reviewed twice a year, with the budget in the fall and the audit in the spring. It is for informational purposes only,

Presentation and Approval of Proposed 2023 IDA Budget and Posting to PARIS:

The proposed 2023 IDA Budget had been forwarded to Board members prior to the meeting. The IDA Audit Committee met on September 14th and are recommending approval of the 2023 budget by the IDA Board. Mrs. Davis provided a summary of the proposed budget to the board. A motion was made by Mr. Guthrie approving the 2023 IDA Budget and posting to PARIS. Seconded by Mr. Bruce Murray. Members Brusso, T. Murray B. Murray, Guthrie and Lott voted "yea." Mr. Kime, Mr. Shipley and Mr. Trout were absent. Motion carried.

Approval of Engagement Letter / Mengel Metzger and Barr , Raymond F. Wager, CPA.PC for 2022 IDA Audit:

A copy of the 2022 IDA Annual Audit Engagement Letter from the office of Raymond F. Wager, CPA, P.C. was provided to Board members prior to the meeting. Chairman Brusso noted that the Audit Committee has reviewed the Engagement letter and is recommending approval by the full board. There is a modest increase in their fee from last year of \$725. A motion was made by Mr. Tom Murray. Seconded by Mr. Guthrie. Members Brusso, T. Murray B. Murray, Guthrie and Lott voted "yea." Mr. Kime, Mr. Shipley and Mr. Trout were absent. Motion carried.

Discussion / Approval to Draft Request for Proposals (RFP) for Highest and Best Use Study of Willard:

Ms. Davis noted that with the recent closing of Willard, staff is proposing to draft an RFP for a Highest and Best Use Study of Willard. The RFP would be drafted with the help of legal counsel. The received proposals would then come back to the board for final approval. The IDA would use its remaining grant funds to partially fund the study. A motion was made by Mr. Bruce Murray to approving staff to move forward with the RFP Seconded by Mr. Tom Murray Members Brusso, T. Murray B. Murray, Guthrie and Lott voted "yea." Mr. Kime, Mr. Shipley and Mr. Trout were absent. Motion carried.

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

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

3rd Quarter IDA Report by Executive Director, Sarah Davis:

Ms. Davis noted that the IDA continues to see growth in the agency's Business Retention & Expansion (BR & E) program and project pipeline. The agency is on track to surpass the year-end goal of 50 BR & E visits, with a total of 54 to-date. Many businesses are continuing to report strong growth and additional hiring, although finding talent continues to be a challenge. There are 35 projects in our pipeline, and we still expect to receive applications from 4 or 5 of those before the end of the year or early in 2023.

As of this report, the agency has one new project in the "win" category that has reached final approval from the IDA Board, one that is "pending" in the process of us scheduling a public hearing, and another is a carryover from 2022 that is awaiting completion of the SEQRA review before going to the IDA Board for final approval. The three projects are summarized as follows:

- The Seneca Gardens Solar PILOT project, which received final IDA Board approval and is awaiting closing,
- The 5S Development PILOT project, which has had initial IDA Board approval and is awaiting a public hearing,
- And the Wilkins RV PILOT project, the Final Resolution will be before the board for approval at the November meeting.

These three projects are expected to invest approximately \$27.5 million in our County, retain 57 employees, and create 32 new permanent jobs and over 120 construction jobs.

Other Business:

Quarterly Financial Report | Prepared by Robert Kernan, CFO:

A copy of the quarterly report was provided to the board at the meeting. The report was presented by Mr. Brusso and is for informational purposes only.

Executive Session:

None

Adjournment:

A motion to adjourn the meeting was made by Mr. B. Murray. Seconded by Mr. Lott. Motion carried. The meeting adjourned at 1:02p.m.

The next regular scheduled meeting will be held on November 3, 2022 at 12:00 Noon.

Respectfully submitted,

Bruce Murray
Secretary

pc: Margret Li, Clerk to the Board of Supervisors

**RESOLUTION
(Wilkins Recreational Vehicles, Inc. Project)**

A regular meeting of Seneca County Industrial Development Agency on
November 3, 2022, at 12:00 p.m. (noon).

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

Resolution No. 2022 – 15

RESOLUTION AUTHORIZING THE SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") TO (i) UNDERTAKE A CERTAIN PROJECT (AS DEFINED BELOW) FOR THE BENEFIT OF WILKINS RECREATIONAL VEHICLES, INC. (THE "COMPANY"), (ii) NEGOTIATE, EXECUTE AND DELIVER A LEASE AGREEMENT, LEASEBACK AGREEMENT, AGENT AGREEMENT, PAYMENT IN LIEU OF TAX AGREEMENT, AND RELATED DOCUMENTS, (iii) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (a) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE UNDERTAKING OF THE PROJECT, (b) A PARTIAL REAL PROPERTY TAX ABATEMENT UNDER A PAYMENT IN LIEU OF TAX AGREEMENT, AND (c) A MORTGAGE RECORDING TAX EXEMPTION FOR FINANCING RELATED TO THE PROJECT; AND (iv) EXECUTE A MORTGAGE 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 63 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "Act"), the SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (hereinafter, 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 and commercial facilities as authorized by the Act; and

WHEREAS, WILKINS RECREATIONAL VEHICLES, INC., a New York corporation, for itself or on behalf of an entity to be formed by it or on its behalf (the "Company") has submitted an application (the "Application"), a copy of which is on file with the Agency, requesting the Agency's assistance with respect to a certain project (the "Project") consisting of: (i) the acquisition of approximately 40 acres located at State Route 318, Town of Junius, Seneca County, New York (the "Land"), (ii) the construction on the Land of a recreational vehicle sales dealership and service center and related amenities (collectively, the "Improvements"), and (iii) the acquisition and installation by the Company in and around the Improvements of certain items of equipment and other tangible personal property (the "Equipment" and, collectively with the Land and the Improvements, the "Facility"); and

WHEREAS, by resolution adopted on August 4, 2022 (the "Inducement Resolution"), the Agency (i) accepted the Application, (ii) directed that a public hearing be held pursuant to

General Municipal Law section 859-a; and

WHEREAS, pursuant to General Municipal Law section 859-a, on August 22, 2022, at 12:00 p.m. at the Town of Junius Town Offices, 655 Dublin Road, Clyde, New York the Agency held a public hearing with respect to the Project and the proposed Financial Assistance (as defined in the Inducement Resolution) 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, copies of the minutes of the Public Hearing, written submissions and the notice of the Public Hearing published and forwarded to the affected taxing jurisdictions are attached hereto as Exhibit A; and

WHEREAS, the Agency has prepared a cost-benefit analysis with respect to the Project and the contemplated Financial Assistance and has reviewed the results of said cost-benefit analysis; and

WHEREAS, in reviewing the Application, the Agency has considered (i) the nature of the Project, (ii) the economic condition of the area and the multiplying effect the Project will have on the area; (iii) the extent to which the Project will create permanent, private sector jobs; (iv) the estimated value of tax exemptions contemplated to be provided; (v) the economic impact of the Project and proposed tax exemptions on affected taxing jurisdictions; (vi) the impact of the Project on existing and proposed businesses and economic development projects in the vicinity of the Project; (vii) the amount of private sector investment likely to be generated by the Project; (viii) the extent to which the Project will require the provision of additional services; (ix) the extent to which the Project will provide additional sources of revenue for the municipalities and school district in which the Project is located; and (x) the benefit of the Project not otherwise available to the area in which the Project is located; and

WHEREAS, the Agency desires to adopt a resolution (i) acknowledging that the Public Hearing was held in compliance with the Act, (ii) authorizing Financial Assistance to the Company in excess of \$100,000, (iii) authorizing the execution and delivery of the Lease Agreement, the Leaseback Agreement, the Agent Agreement, the PILOT Agreement (as all of the foregoing are defined in the Inducement Resolution) and all documents related thereto (collectively, the "Transaction Documents"), and (iv) authorizing the execution and delivery of one or more mortgages and related documents related to the financing of the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Agency hereby finds and determines:

(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) The Project will promote employment opportunities and prevent economic deterioration in Seneca County, and otherwise further the purposes of the Agency, and that by entering into the PILOT Agreement and otherwise providing financial assistance for the Project the Agency will be increasing employment opportunities in Seneca County and otherwise furthering the purposes of the Act; and

(c) The Facility constitutes a commercial facility as contemplated by the Act, and a "project" as such term is defined in the Act; and

(d) The leasing of the Facility from and the subleasing back of the Facility to the Company will promote and maintain job opportunities, health, general prosperity and economic welfare of the citizens of the County of Seneca and State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(e) Based upon the representations and warranties of the Company, the Facility conforms with local zoning laws and planning regulations of the County of Seneca and all regional and local land use plans for the area in which the Facility is located; and

(f) Based upon the representations and warranties of the Company, the Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York or the County of Seneca; and

(g) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(h) The Lease Agreement will be an effective instrument whereby the Company leases the Facility to the Agency; and

(i) The Leaseback Agreement will be an effective instrument whereby the Agency subleases the Facility back to the Company; and

(j) The PILOT Agreement will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payment of payments in lieu of real property taxes; and

(k) The Agent Agreement will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Agency's appointment of the Company as its agent for the Project; and

(l) The Public Hearing held by the Agency on August 22, 2022 concerning the Project and the Financial Assistance was duly held in accordance with the Act, affording interested parties a reasonable opportunity, both orally and in writing, to present their views with respect to the Project; and

Section 2. In consequence of the foregoing, the Agency hereby determines to (a) acquire a leasehold interest in the facility pursuant to the Lease Agreement, (b) sublease the Facility back to the Company pursuant to the Leaseback Agreement, (c) authorize the undertaking of the Project and appoint the Company as its agent for purposes of acquiring, constructing and/or equipping the Facility, subject to the Company entering into the Agent Agreement, and (d) provide financial assistance for the Project in the form of (i) a sales and use tax exemption for purchases and rentals related to the undertaking of the Project, subject to the terms and conditions of the Agent Agreement, the total value of the exemption not to exceed \$625,000, (ii) a partial real property tax abatement, subject to the terms and conditions of the PILOT Agreement, and (iii) a mortgage recording tax exemption for financing related to the Project.

Section 3. The foregoing resolutions notwithstanding, the Agency's appointment of the Company as its agent for purposes of undertaking the Project is subject to and conditioned upon the Company's agreement, in accordance with Section 875(3) of the New York General Municipal Law, that, if the Company receives New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") from the Agency, and it is determined that: (i) the Company is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized by the Agency to be taken by the Company; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project, then the Company will (A) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (B) promptly pay over any such amounts to the Agency that the Agency demands in connection therewith, and that in the event that the Company fails to pay over such amounts to the Agency, the New York State Tax Commissioner may assess and determine New York State and local sales and use taxes due from the Company, together with any relevant penalties and interest due on such amounts.

Section 4. The Chairman, Vice Chairman and/or the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Transaction Documents in substantially the forms presented to this meeting, and all documents related thereto, with such additions, changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Executive Director, shall approve, which agreements may provide for the forfeiture and/or recapture of financial assistance where projected employment goals have not been met. The execution thereof by the Chairman, Vice Chairman and/or Executive Director of the Agency shall constitute conclusive evidence of such approval.

Section 5. The Chairman, Vice Chairman and/or Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions and required by any lender or financial institution identified by the Company providing financing for the Project, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Executive Director of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman and/or Executive Director 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 6. 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 to 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 7. These Resolutions shall take effect immediately.

The question of the adoption of the foregoing Resolutions was duly put to a vote on roll call, which resulted as follows:

	Yea	Nay	Abstain	Absent
Steven Brusso				
Thomas L. Kime				
Donald Trout				
Bruce Murray				
Jeffrey Shipley				
Thomas Murray				
Ralph Lott				
Benjamin Guthrie				

The Resolutions were thereupon duly adopted.

Exhibit A

[NOTICE DOCUMENTS]

Attached

MINUTES OF PUBLIC HEARING

Wilkins Recreational Vehicles Inc.
Town of Junius Offices
655 Dublin Rd, Clyde NY
Monday, August 22, 2022
12:00 PM

ATTENDEES:

Sarah, Davis, IDA Executive Director, Seneca County IDA
Kelly Kline, IDA Staff
David Hewitt, IDA Staff
Linda Mott, Resident
Supervisor Brownell, Town of Junius
Richard Wadhams, Wadhams Trucking
Phil Griswold, Town of Junius Assessor

A public hearing on assistance being extended to Wilkins Recreational Vehicles Inc. was opened by Sarah Davis, Executive Director of the Seneca County IDA, at 12:00 PM. Attendees are listed above. The following comments were received:

Town of Junius Assessor, Phil Griswold noted that the seller of the land on the application is incorrect. Mrs. Davis noted the error and will amend the application with the correct seller. Mr. Griswold stated that if the project moves forward, he would like to be involved with the IDA regarding the reassessment of the project.

Respectfully submitted,

Sarah R. Davis
Executive Director

DRAFT

SENECA COUNTY IDA PROJECT FEE SCHEUDLE

Straight Lease Transaction / PILOT Agreement

Application Fee:	A non-refundable application fee of \$350
Agency Fees:	1 % of Total Capital Costs
Monitoring Fee:	See Local Labor Policy
Legal Fees:	See attached Fee Schedule

Sales Tax Exemption Only (No PILOT Agreement)

Application Fee:	A non-refundable application fee of \$350
Agency Fee:	1% of Sales Taxable Amount
Monitoring Fee:	See Local Labor Policy
Legal Fees:	See attached Fee Schedule

Mortgage Recording Tax Exemption Only (No PILOT Agreement)

Application Fee:	A non-refundable application fee of \$350
Agency Fee:	0.1% of Mortgage
Monitoring Fee:	See Local Labor Policy
Legal Fees:	See attached Fee Schedule

Taxable and Tax Exemption Revenue Bonds:

Application Fee:	A non-refundable application fee of \$350
Agency Fee	1% of Benefits provided
Monitoring Fee:	See Local Labor Policy
Legal Fees:	See attached Fee Schedule

The Seneca county IDA reserves the right to modify this fee schedule and assess fees and charges in connection with amendments or modifications of IDA documents (including but not limited to name or organization change, refinancing, etc.).

THE HALPIN FIRM
ROBERT L. HALPIN, ATTORNEY AT LAW
4588 ROUTE 224
MONTAUR FALLS, NY 14865
PHONE: (607) 594-3786 FAX: (607) 594-3788

SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
FINANCIAL ASSISTANCE FEE SCHEDULE 2023

Sales Tax Exemption Only:	\$5,000 - \$6,000
Lease-Leaseback, No Financing:	\$8,000 - \$10,000
Lease-Leaseback with Financing:	\$10,000 - \$12,000
UTEP Deviation:	Base Fee plus \$3,000 - \$5,000
Revolving Loan Fund:	\$1,500 - \$3,000

All fees are estimates and are subject to adjustments based on the circumstances of a particular transaction. Transactions involving multiple parcels, non-conventional or multi-party ownership structures, extensive negotiation of transaction documents or other factors requiring resources in addition to those deployed in the normal course of the particular assistance package will incur additional fees. Estimates include professional fees only; delivery charges, postage, duplication expenses, recording fees and other disbursements will be billed in addition to fees.

IDA Governance Committee's 2022 Evaluation

The IDA Governance Committee Charter requires that the Committee report to the IDA Board, at least annually, any proposed changes to the Governance Charter or the Governance guidelines.

There were no proposed changes to the Governance Charter or the Governance Guidelines in 2022.

There were no documents disposed of, other than valueless records, per the Records and Retention Policy. All records are disposed of via paper shredding.

During 2022 the Governance Committee held one meeting in which they completed the following and provided their recommendations to the full board:

- New IDA Project Fee Schedule
- Review of Established Policies
- Review and Renewal of Professional Service Contracts
- Nomination of Officers for 2023

Submitted:

Steven Brusso
Chairman
IDA Governance Committee