

There will be a **Meeting**

of the

Seneca County IDA

as follows:

Thursday,
January 5, 2023

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, January 5, 2023 @ 12:00 P.M.
Heroes Conference Room
One DiPronio Drive
Waterloo NY 13165

AGENDA

1. Election of Officers for 2023 V _____
2. Approval of IDA Meeting Minutes of December 1, 2022 V _____
3. Approval of IDA Financial Statements thru November 2022 V _____
4. IDA Board Member Annual Disclosure Forms for 2023
5. Resolutions Required for Audit:
 - Group 1..... R _____
 - 2023-01 Designation of Banking Institutions
 - Group 2..... R _____
 - 2023-02 Check Signatures
 - 2023-03 Legal Counsel
 - 2023-04 Agency Accountant / Bookkeeper
 - 2023-05 Agency Auditor
 - 2023-06 Chief Executive Officer
 - 2023-07 Chief Financial Officer
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
Thursday, December 1, 2022
12:00 Noon /Heroes Conference Room
One DiPronio Drive
Waterloo, NY 13165

Attendance:

Board Members Present:	Steven Brusso, Chair; Tom Murray, Ben Guthrie; Tom Kime; Jeff Shipley; Ralph Lott, arrived at 12:36pm
Board Members Absent	Bruce Murray and Don Trout
Staff Attending:	Sarah Davis, Executive Director; Kelly Kline; David Hewitt
Others Attending:	Robert Kernan, CFO; Rob Halpin, Legal Counsel; Shawn Griffin, Harris Beach; Danielle Bonafiglia-Wirth, BonaDent; Jeff Trout, Supervisor, Town of Fayette; Marie Weiss, Carpenter Local 277; Tim Gourley, Kanagy Solar Farm (via phone)

Call to Order:

Chairman Brusso called the meeting to order at 12:08 p.m. A quorum of the Agency's members were present.

Approval of IDA Meeting Minutes of November 3, 2022

The minutes of the Agency's meeting of November 3, 2022 had been sent to Board members prior to the meeting. A motion was made by Mr. Tom Murray to approve the minutes. Seconded by Mr. Kime. Motion carried.

Approval of November 2022 Financial Statements:

The November 2022 financial statements had been mailed to board members prior to the meeting. Mr. Brusso summarized the financial statements for the board. A motion was made by Mr. Kime to approve the financial statements. Seconded by Mr. Guthrie. Motion carried.

Review | Approval of IDA Resolution 2022-17 / Request for Consent Under the Leaseback – BonaDent:

A copy of the proposed resolution was provided to board members prior to the meeting. Bruce Henry Properties (aka BonaDent) is seeking board approval to continue their existing IDA PILOT pending a recapitalization of the company. There will be no loss of employment as a result of the recapitalization and the company's headquarters will remain in Seneca Falls. Mrs. Wirth and Mr. Griffin gave an overview of the recapitalization to the board. The resolution was presented as follows:

**RESOLUTION OF THE SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE
"AGENCY") CONSENTING TO ASSIGNMENT OF INTERESTS UNDER AMENDED AND
RESTATED LEASEBACK AGREEMENT**

A motion was made by Mr. Tom Murray approving Resolution No 2022-17 / Request for Consent Under the Leaseback – BonaDent. Seconded by Mr. Kime. Members Brusso, Guthrie, Kime T. Murray, Shipley voted "yea". Mr. Trout, Mr. Lott and Mr. Bruce Murray were absent. Motion carried.

Review | Approval of IDA Resolution No 2022-18 / Kanagy Solar Farm Project / Inducement:

A copy of the proposed resolution and application were provided to board members prior to the meeting. Kanagy Solar Farm LLC is seeking a PILOT and sales and mortgage recording tax exemptions to support the \$5.795 million construction of a 3.6 MW community solar farm in Romulus. Mr. Gourley gave an overview of the project to the board. Approval of the inducement resolution will allow staff to conduct a cost-benefit analysis and hold a public hearing for the project. The resolution was presented as follows:

RESOLUTION OF THE SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) ACCEPTING THE APPLICATION OF KANAGY SOLAR FARM LLC (THE "COMPANY") DATED NOVEMBER 11, 2022 WITH RESPECT TO A CERTAIN PROJECT, (ii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO THE PROJECT, (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED WITH RESPECT TO THE PROJECT, AND (iv) AUTHORIZING THE NEGOTIATION OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, PILOT AGREEMENT AND RELATED DOCUMENTS

A motion was made by Mr. Guthrie approving IDA Resolution No 2022-18 / Kanagy Solar Farm / Inducement. Seconded by Mr. Shipley. Members Brusso, Guthrie, Kime T. Murray, Shipley voted "yea". Mr. Trout, Mr. Lott and Mr. Bruce Murray were absent. Motion carried.

Approval of Items to be Disposed per Supplies and Equipment Policy:

In accordance with the IDA's Supplies and Equipment Policy, a list of obsolete office items is to be presented to the board for disposal. One disposable item to note is the office copier / printer.

Board Meeting Schedule 2023:

A proposed meeting schedule for the monthly 2023 IDA Board Meetings had been mailed to Board Members prior to the meeting. The updated schedule can be found on the IDA Website.

RLF Loan Status Report:

A copy of the loan status report was provided to board members prior to the meeting. Currently there are three loans, and all are current. No action is required.

Mr. Lott arrived at the meeting.

Update on Willard:

IDA staff has developed a Gantt chart to help with the project management of the redevelopment of the Willard site. A copy of the chart was provided to board members. Additionally, staff has sent out the Request for Proposals "RFP" for the Willard Highest & Best Use Study. The deadline for proposals is the end of January 2023. A group of 16 community leaders has been assembled to participate in the Willard Task Force. The group had its first meeting on November 21st and will continue to meet monthly to share updates on the redevelopment efforts; find ways to engage the community; and assess costs, funding sources, and other specifics related to the redevelopment.

The NYS Prison Redevelopment Commission is expected to release its report with recommendations pertaining to the state's closed correctional facilities by the end of the year. Members of the Commission have indicated that the group will be recommending the state transfer the prisons to their respective localities for redevelopment. Additionally, the Commission is expected to recommend two new funding programs be included in the 2023 NYS budget to support planning and capital improvements for the closed facilities.

Standing Item – Update / Seneca County Chamber of Commerce:

Mr. Shipley gave the following update to the board. One Seneca is continuing to have their weekly meetings every Thursday at 10am. Mr. Shipley noted a topic that came up in discussion at today's One Seneca meeting was the Micron development in Syracuse and the potential development this project could bring to Seneca County. It

would be good for the board to come up with ideas on how to bring in some of those ancillary business that might come from that project.

Mr. Shipley also noted that one of things that Chamber does and is currently working on now is the offering of health insurance policies to local businesses for their employees. The Chamber being able to offer this service is a real benefit to the community.

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

Tabled

Annual Report from IDA Executive Director:

A copy of the Report was provided to Board Members prior to the meeting. Mrs. Davis gave the following update to the board:

This year has been marked by a lot of change within the IDA—most notably, the retirement of our long-time Deputy Director Pat Jones and the hiring of our Grants & Development Specialist David Hewitt. We have also brought on two new board members (Ralph Lott and Ben Guthrie), expanded our Business Retention & Expansion (BR&E) program even further, and become a key participant in the efforts to redevelop the Willard Drug Treatment Campus.

What We Accomplished:

The IDA's focus in 2022 has been largely on continued process and programmatic improvements as well as relationship building with key community partners. Some of the key accomplishments following this theme include the creation and implementation of a new chart of accounts and new project fee schedule, staff participation in 8 professional development opportunities, and significant expansion of the BR&E program to include 63 business visits.

Agency staff have prioritized relationship building with regional and local partners via interactions with the One Seneca group and Willard Task Force and via attendance at key events, including Regional Economic Development Council Meetings, Greater Rochester Enterprise board meetings, IDA Academies, and the GROW NY summit. Local efforts to redevelop the Willard Drug Treatment Center, in particular, have helped foster a greater sense of partnership and collaboration between the IDA, County, Chamber, and many other private and not-for-profit organizations.

Two of the IDA's key goals for 2022 have not come to fruition this year: 1.) acquisition and development of an industrial park site and 2.) completion of the Lowe's water main project. Negotiations came to a standstill for a potential industrial park site earlier this year; since then, the IDA has focused its efforts on the redevelopment of the Willard Drug Treatment Center. The Lowe's water main project has been put on hold while the Village of Waterloo assesses the costs and benefits of building the remaining water loop as the funds remaining from the original PILOT increment financing (PIF) are not enough to cover the new construction estimates. Staff will continue to keep the board updated on this project as we look to 2023.

In terms of project accomplishments for the year, the IDA has approved final resolutions for 3: Bestmade Products (Loan and PILOT), Seneca Gardens Solar (PILOT), Wilkins RV (PILOT). This is somewhat of a decline compared to previous years (see the table on the next page to compare previous years' project metrics). The 3 projects that received final approval in 2022 are expected to invest \$23.9 million and create/retain 78 jobs in return for \$1.76 million in tax incentives. This equates to 7 cents in tax exemptions for every \$1 privately invested, the lowest amount of exemptions per project (\$587k) and highest return on the IDA's incentives over the past 4 years.

Looking ahead to next year, the IDA will continue to focus on relationship building and process improvement with particular attention to a few key items:

- Participate on the Willard Task Force and pursue options for redevelopment of the site

- Improve the communication of IDA project information to town officials
- Develop a formal business attraction strategy
- Develop a system for prioritizing BR&E efforts
- Evaluate opportunities for development in Seneca County relative to the semiconductor industry
- Improve the process for evaluating and negotiating PILOT agreements

Staff will also look to perform 65 BR&E visits and get 5 business expansion or attraction projects to final resolution. The charts on the following page provide some insight on the IDA's project pipeline for the coming few years. Projects classified as "leads" are at the earliest conceptual stage while "prospects" have a sense of a project timeline or budget, have completed site visits, or have begun the permitting process. Of those considered prospects, staff believes 8 projects have a relatively high likelihood of converting to wins over the next 3 years. These 8 projects would bring the IDA an estimated \$8.4 million in revenue.

Other Business:

None

Executive Session:

Chairman Brusso requested a motion to enter into Executive Session under Public Officers Law, Article 7, Section 105, 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 1:37 pm to enter into Executive Session. Seconded by Mr. Tom Murray. Motion carried. A motion was made by Mr. Tom Murray at 1:42 p.m. to come out of Executive Session. Seconded by Mr. Shipley. Motion carried.

Salary Adjustment:

Mr. Brusso noted that the Governance Committee met and recommend approval of the following staff increases for 2023. A 3% increase in the salary of the Grant and Development Specialist and Office Manager and a 4% increase in the salary of the Executive Director. A motion was made by Mr. Tom Murray to approve the increases recommend by the Governance Committee. Seconded by Mr. Guthrie. Motion carried.

Adjournment:

A motion to adjourn the meeting was made by Mr. Shipley. Seconded by Mr. Tom Murray. Motion carried. The meeting adjourned at 1:42 p.m.

The next regular scheduled meeting will be held on January 5, 2023, at **12:00 Noon**.

Respectfully submitted,

Steve Brusso
Chairman

pc: Margret Li, Clerk to the Board of Supervisors

2023

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 _____, 2023

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: _____, 2023 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: _____

IDA RESOLUTIONS 2023

* * * * *

Group 1

- 2023 -01 Designation of Banking Institutions

Group 2

- 2023-02 Check Signatures
- 2023-03 Legal Counsel
- 2023-04 Agency Accountant/Bookkeeper
- 2023-05 Agency Auditor
- 2023-06 Chief Executive Officer
- 2023-07 Chief Financial Officer

Resolution # 2023 – 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 2023:

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 5, 2023

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Don Trout	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]



Resolution # 2023 – 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 2023

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 5, 2023

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Don Trout	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]



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Resolution # 2023-3

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 2023:

The Halpin Law Firm for Legal Counsel and Bond Counsel

The above resolution was approved by the Seneca County Industrial Development Agency on January 5, 2023

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Don Trout	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]



Resolution # 2023 – 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 2023:

Dermody, Burke, & Brown

Eleanor Beattie, Bookkeeper

The above resolution was approved by the Seneca County Industrial Development Agency on January 5, 2023

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Don Trout	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]



LOCAL VALUES. FORWARD VISION.

Resolution # 2023- 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 2023:

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 5, 2023

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Don Trout	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]



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Resolution # 2023 -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 2023:

Sarah R. Davis

The above resolution was approved by the Seneca County Industrial Development Agency on January 5, 2023

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Don Trout	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]



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Resolution # 2023– 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 2023:

Robert E. Kernan, Jr.

The above resolution was approved by the Seneca County Industrial Development Agency on January 5, 2023

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Steven Brusso	[]	[]	[]	[]
Benjamin Guthrie	[]	[]	[]	[]
Thomas Kime	[]	[]	[]	[]
Bruce Murray	[]	[]	[]	[]
Tom Murray	[]	[]	[]	[]
Jeffery Shipley	[]	[]	[]	[]
Don Trout	[]	[]	[]	[]
Ralph Lott	[]	[]	[]	[]