

NCIDA/NCDC REGULAR BOARD MEETING MINUTES

Wednesday, April 20, 2011 – 9:00 a.m.

Meeting Place: Niagara County Industrial Development Agency
6311 Inducon Corporate Drive, Suite One
Sanborn, New York 14132

1.0 Meeting Called to Order

The regular meeting of the Niagara County Industrial Development Agency was called to order by Chairman Sloma at 9:00 a.m.

2.0 Roll Call

Henry M. Sloma, Chairperson	Present
Mayor Michael Tucker, 1st Vice Chairperson	Present
Stephen F. Brady, 2 nd Vice Chairperson	Present
Deanna Brennen, Secretary	Excused
Joseph C. Frain, Member	Present
Patricia Dufour, Member	Present
Mark A. Onesi, Member	Present
William J. Bradberry, Member	Present
Gordon H. Fletcher III, Member	Present

3.0 Chairman Sloma led the Pledge of Allegiance.

4.0 Introduction of Guests

Sharon Brown	Brown Electric, Inc.
Tom Prohaska	Buffalo News
William Ross	Chairman, Niagara County Legislature
Ben Roberts	E3communications
Chuck Bell	Greater Lockport Development Corporation
Don Hobel	Niagara County Taxpayer
Rose Mary Warren	Niagara County Taxpayer
Sara Dayton	Lumsden McCormick

Staff Present

Samuel M. Ferraro, Executive Director
Gary E. Kelsey, Manager of Finance
Susan Langdon, Marketing/Project Manager
Michael Dudley, Accounting Associate
Mark Gabriele, Agency Counsel
Mary P. Melloni, Recording Secretary
Caroline Caruso, Project Assistant

Chairman Sloma introduced Gordon Fletcher, new Board Member, to the Directors and Staff.

5.0 Approval of NCIDA Meeting Minutes

5.1 NCIDA Regular Meeting of March 9, 2011

Mr. Onesi made a motion, seconded by Mayor Tucker, to approve the meeting minutes of March 9, 2011. Motion passed.

6.0 NCIDA/NCDC Committee Reports

6.1 NCIDA Audit/Finance Committee

6.1.1 Agency Payables

6.1.2 Agency Financial Report

Mr. Frain indicated that the Audit Committee reviewed the Agency payables and financial report through March 31, 2011, found them to be in order and recommends approval.

Mr. Frain made a motion, seconded by Mr. Onesi, to approve the Payables and Agency Financial Report. Motion passed.

6.1.3 EIP Grant (Superior Lubricants)

Mr. Gabriele explained that this is an informational item only. The NCIDA submitted a grant application to Empire State Development on behalf of Superior Lubricants Industries, and Superior was awarded \$100,000 toward a \$365,000 project. This grant will be administered through the NCIDA as is customary. When the project is completed and proof is provided the Agency will disburse the funds to the Company. The Agency is indemnified throughout this process.

6.1.4 NCIDA/NCDC Audit FYE 12/31/10

Sara Dayton of Lumsden McCormick presented a summary of the NCIDA/NCDC Audit which will be attached hereto and made a part here of these minutes. Ms. Dayton stated that there were no significant deficiencies or material weaknesses in internal controls and all four entities audited received clean, unqualified opinions. She explained that they had two recommendations:

- Rental Agreement between two funds within NCIDA, based on debt service payments made on a loan to Bank of America—the loan includes an interest rate swap—and the interest rate was not being included in the rental payment and it is recommended that that be included and it has since been adjusted. No net effect on Agency
- Change in bidding rules, where bids are now for goods over \$20,000 rather than \$10,000. The policy can be amended to be in compliance.

Chairman Sloma commended Mr. Kelsey and Mr. Dudley for their hard work that ensures these entities achieve a clean audit each year.

Mr. Frain stated that the Audit was reviewed with the Audit and Finance Committee on April 14, 2011 and they are recommending that the NCIDA Board approve the Audit as presented. *Mr. Frain made the motion, seconded by Mr. Onesi, to approve the NCIDA/NCDC Audit for the year ending 12/31/10. Motion passed.*

6.0 NCIDA/NCDC Committee Reports

6.2 NCIDA/NCDC Governance Committee – No Report at this time.

7.0 NCIDA Unfinished Business

7.1 Wurlitzer Industrial Park

7.1.1 Partial Release of Vacant Land

Mr. Gabriele explained that this project has been ongoing for approximately 12 years. Wurlitzer is requesting that the NCIDA partially release a small piece of vacant land that is currently part of the project, in order that they can transfer it to the NYSDOT. The NYSDOT has made this request in order to make a sidewalk out of this piece of land.

Mr. Brady made a motion, seconded by Mr. Frain, to approve the partial release of this piece of property.

RESOLUTION AUTHORIZING THE NIAGARA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO EXECUTE AND DELIVER A QUIT CLAIM DEED AND OTHER RELATED DOCUMENTS WITH RESPECT TO THE **WURLITZER INDUSTRIAL PARK, INC. PROJECT.**

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Henry M. Sloma	[X]	[]	[]	[]
Michael W. Tucker	[X]	[]	[]	[]
Stephen F. Brady	[X]	[]	[]	[]
Deanna Brennen	[]	[]	[]	[X]
Mark Onesi	[X]	[]	[]	[]
William J. Bradberry	[X]	[]	[]	[]
Joseph C. Frain	[X]	[]	[]	[]
Patricia Dufour	[X]	[]	[]	[]
Gordon H. Fletcher III	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

7.2 Graphite Mine Holdings (Ashland Advanced Materials)

7.2.1 Consent to Mortgage/Promissory Note

Mr. Gabriele explained that as required, Graphite Mine Holdings is requesting the Agency's consent to an extension of a mortgage modification of a promissory note. No additional benefit is being provided to the Company.

Ms. Dufour made a motion, seconded by Mr. Bradberry, to approve the request.

RESOLUTION AUTHORIZING THE NIAGARA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO EXECUTE AND DELIVER A CONSENT TO A THIRD MODIFICATION AGREEMENT AND OTHER RELATED DOCUMENTS WITH RESPECT TO THE GRAPHITE MINE HOLDINGS, LLC PROJECT.

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Henry M. Sloma	[X]	[]	[]	[]
Michael W. Tucker	[X]	[]	[]	[]
Stephen F. Brady	[X]	[]	[]	[]
Deanna Brennen	[]	[]	[]	[X]
Mark Onesi	[X]	[]	[]	[]
William J. Bradberry	[X]	[]	[]	[]
Joseph C. Frain	[X]	[]	[]	[]
Patricia Dufour	[X]	[]	[]	[]
Gordon H. Fletcher III	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

8.0 New Business

8.1 Greater Lockport Development Corp (57 Canal Street)

Ms. Langdon explained that the GLDC is a not for profit entity within the City of Lockport. Over the past two years they have invested considerable time and resources in redeveloping four buildings along Canal Street. The buildings are owned by the City of Lockport and leased to the GLDC under a 40-year lease. Recently the GLDC has entered into a lease agreement with Trek, a manufacturer of high voltage amplifiers, electrostatic measurement instruments and a variety of other high tech products. In order to make room for additional manufacturing floor space, the company plans to move its Research and Development and Engineering departments from its Medina, New York operation to the Canal Street location.

8.0 New Business

8.1 Greater Lockport Development Corp (57 Canal Street) Continued..,

Although the GLDC is a not for profit, now that the building will be used for a business purpose, GLDC will be responsible for paying property taxes. Previously, while the building was being redeveloped, it was assessed, but no property taxes were due. To make the building suitable for the new tenant, GLDC will need to make substantial leasehold improvements, which will be sales taxable to GLDC. To preserve its funds for future developments in the City of Lockport, GLDC is requesting a 5-year Opportunity Zone PILOT and accompanying sales tax abatements through the NCIDA.

Chuck Bell gave a presentation on the project to the Board of Directors. He explained that 57 Canal Street is the largest of the four buildings. He spoke to the strategic location of the building as it relates to tourism, other businesses. The arrival of Trek, Inc. has brought 22 jobs to the heart of down town Lockport.

8.1.1 Accept Application

Mr. Brady made a motion, seconded by Mr. Frain, to accept the application for Greater Lockport Development Corporation.

RESOLUTION OF THE NIAGARA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING THE APPLICATION OF GREATER LOCKPORT DEVELOPMENT CORPORATION WITH RESPECT TO A CERTAIN PROJECT (AS MORE FULLY DEFINED BELOW) TO BE UNDERTAKEN BY THE AGENCY FOR THE BENEFIT OF **GREATER LOCKPORT DEVELOPMENT CORPORATION** AND/ OR AN ENTITY FORMED OR TO BE FORMED; (ii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO THE PROJECT; (iii) AUTHORIZING THE EXECUTIVE DIRECTOR OF THE AGENCY TO TAKE CERTAIN ACTIONS UNDER ARTICLE 8 OF THE ENVIRONMENTAL CONSERVATION LAW IN CONNECTION WITH THE PROJECT; AND (iv) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY.

8.1.1 Accept Application

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Henry M. Sloma	[X]	[]	[]	[]
Michael W. Tucker	[]	[]	[X]	[]
Stephen F. Brady	[X]	[]	[]	[]
Deanna Brennen	[]	[]	[]	[X]
Mark Onesi	[X]	[]	[]	[]
William J. Bradberry	[X]	[]	[]	[]
Joseph C. Frain	[X]	[]	[]	[]
Patricia Dufour	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

8.0 New Business

8.1 Greater Lockport Development Corp (57 Canal Street) Continued...

8.1.2 Authorize Public Hearing

A motion was made by Ms. Dufour, seconded by Mr. Brady, to authorize a public hearing. Motion passed.

Chairman Sloma announced that a public hearing will be held on April 10, 2011 at 4:30 p.m. at the City of Lockport Municipal Building.

8.2 Brown Electric, Inc.

Ms. Langdon explained that Brown Electric Inc. is an industrial/commercial contractor providing electrical services throughout Western New York. The company has been in business for 30 years and has outgrown its current warehouse/shop facility in the Town of Tonawanda. Sharon Brown is company President and currently operates the company's office out of her home in Pendleton. Mrs. Brown wishes to consolidate operations by constructing an 8,500 square foot building in the Town of Pendleton. The facility will provide electrical office and warehouse space with a small portion in the front possibly available for lease to a commercial tenant.

Sharon Brown stated that she is currently the sole owner of Brown Electric which is a small corporation, bringing in over \$1 million in sales over the last two years. She is also a Certified Women's Business Enterprise and is taking courses to learn how to do business with the government. She explained that her office has always been in her home and the shop is in the City of North Tonawanda. The shop is not big enough and she needs a shop with an office to manage her business from.

8.2.1 Accept Application

Ms. Dufour made a motion, seconded by Mr. Frain, to accept the application for Brown Electric, Inc.

RESOLUTION OF THE NIAGARA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING THE APPLICATION OF BROWN ELECTRIC, INC. WITH RESPECT TO A CERTAIN PROJECT (AS MORE FULLY DEFINED BELOW) TO BE UNDERTAKEN BY THE AGENCY FOR THE BENEFIT OF **BROWN ELECTRIC, INC.** AND/ OR AN ENTITY FORMED OR TO BE FORMED; (ii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO THE PROJECT; (iii) AUTHORIZING THE EXECUTIVE DIRECTOR OF THE AGENCY TO TAKE CERTAIN ACTIONS UNDER ARTICLE 8 OF THE ENVIRONMENTAL CONSERVATION LAW IN CONNECTION WITH THE PROJECT; AND (iv) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY.

8.0 New Business

8.2 Brown Electric, Inc.

8.2.1 Accept Application

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Henry M. Sloma	[X]	[]	[]	[]
Michael W. Tucker	[X]	[]	[]	[]
Stephen F. Brady	[X]	[]	[]	[]
Deanna Brennen	[]	[]	[]	[X]
Mark Onesi	[X]	[]	[]	[]
William J. Bradberry	[X]	[]	[]	[]
Joseph C. Frain	[X]	[]	[]	[]
Patricia Dufour	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

8.2.2 Authorize Public Hearing

A motion was made by Mr. Brady, seconded by Mr. Frain, to authorize a public hearing. Motion passed.

Chairman Sloma announced that a public hearing will be held on April 10, 2011 at 3:30 p.m. at the Pendleton Town Hall.

8.0 Agency Counsel – None.

9.0 Any Other NCIDA Matters the Board Wishes to Discuss

11.0 Regular NCDC - NCIDA Board Meeting:

DATE: June 8, 2011
TIME: 9:00 a.m.
PLACE: Niagara County Center for Economic Development

12.0 Adjournment

Mayor Tucker made a motion, seconded by Mr. Frain, to adjourn the meeting at 9:38 a.m. Motion passed.

Respectfully submitted,

Reviewed by,

Approved by,

Mary P. Melloni
Administrative Assistant

Samuel M. Ferraro
Executive Director

Deanna Alterio-Brennen
Secretary