

**Genesee County Economic Development Center
Meeting Agenda**

Thursday, October 1, 2020
Location: Electronically

PAGE #	1.0 Call to Order	4:00pm
	<p>Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020 suspending the Open Meetings Law, this Board Meeting is being held electronically via conference call / video conference instead of a public meeting open for the public to attend in person.</p>	
	1.1 Enter Executive Session	4:00pm
	<p>Motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105 for the following reasons:</p>	
	<p>1. 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.</p>	
	1.2 Enter Public Session	4:35pm
	2.0 Chairperson's Report & Activities	4:35pm
	2.1 Upcoming Meetings:	
	<p>Next Scheduled Board Meeting: Thursday, October 29th at 4:00 p.m. Audit & Finance Committee Meeting: Tuesday, October 27th at 8:30 a.m. STAMP Committee Meeting: Tuesday, October 27th at 10:30 a.m.</p>	
	2.2 Agenda Additions / Deletions / Other Business **Vote	
	2.3 Minutes: September 3, 2020 **Vote	
	3.0 Report of Management –	4:40pm
	3.1 Batavia Senior Housing Preservation, LLC – Final Resolution **Vote C. Suozzi	
	4.0 Audit & Finance Committee – M. Gray	4:50pm
	4.1 August 2020 Financial Statements **Vote	
	4.2 Land Lease Rates **Vote	
	4.3 CPL Proposal for Apple Tree Acres Stormwater Pond **Vote	
	4.4 CPL Conceptual Planning & Marketing Services **Vote	
	5.0 Governance & Nominating Committee – C. Yunker	5:05pm
	5.1 Nothing at this time.	
	6.0 STAMP Committee – A. Young	5:05pm
	6.1 Nothing at this time.	
	7.0 Employment & Compensation Committee – T. Bender	5:05pm
	7.1 Nothing at this time.	
	8.0 Housing Committee – P. Battaglia	5:05pm
	8.1 Nothing at this time.	
	9.0 Other Business	5:05pm
	10.0 Adjournment	5:05pm

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**GCEDC Board Meeting
Thursday, September 3, 2020
Location: Electronically
4:00 PM**

GCEDC MINUTES

Attendance

Board Members: P. Battaglia, C. Yunker, A. Vanderhoof, T. Bender, P. Zelif, M. Gray, A. Young
Staff: L. Farrell, M. Masse, L. Casey, P. Kennett, J. Krencik, S. Hyde, C. Suozzi
Guests: D. Cunningham (GGLDC Board Member), S. Noble-Moag
(GGLDC Board Member), M. Wiater (GGLDC Board Member), T. Felton
(GGLDC Board Member), G. Torrey (GGLDC Board Member), R. Gaenzle
(Harris Beach), A. Maguire (Batavia Development Corp), Dr. Kumar Neppalli (99
Main St.)

Absent:

1.0 Call to Order

P. Zelif called the meeting to order at 4:00 p.m. via conference call / video conference.

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020 suspending the Open Meetings Law, this Meeting is being held electronically via conference call / video conference instead of a public meeting open for the public to attend in person.

Presentation -

99 Main Street - Dr. Kumar Neppalli outlined the project at 99 Main Street located in downtown Batavia. The renovation will include improvements to the storefront, façade work and reconstruction of each floor: The 1st floor – Dentist Office; 2nd Floor – Professional Office Space; 3rd floor – (2) Two-bedroom market rate apartments.

A. Maguire (Batavia Development Corp) and Dr. Kumar Neppalli (99 Main St.) left the meeting.

1.1 Enter Executive Session

A. Young made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 4:10 p.m. for the following reasons:

1. 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.
2. Discussions regarding proposed, pending or current litigation.

The motion was seconded by M. Gray and approved by all members present.

1.2 Enter Public Session

C. Yunker made a motion to enter back into public session at 4:44 p.m., seconded by M. Gray and approved by all members present.

2.0 Chairman’s Report & Activities

2.1 Upcoming Meetings:

- Next Scheduled Board Meeting: Thursday, October 1st at 4:00 p.m.**
- Audit & Finance Committee Meeting: Tuesday, September 29th at 8:30 a.m.
- STAMP Committee Meeting: Tuesday, September 29th at 10:30 a.m.

2.2 Agenda Additions / Deletions / Other Business-

M. Gray made a motion to add Agenda item 4.4: Conflict Waiver Request for Apple Tree Acres Stormwater Pond; the motion was seconded by A. Young. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zelif -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was added to the agenda.

2.3 Minutes: August 6, 2020

C. Yunker made a motion to approve the August 6, 2020 minutes as presented; the motion was seconded by A. Vanderhoof. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zelif -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

3.0 Report of Management

3.1 99 Main St / Neppali Holdings LLC – Final Resolution – The project located at 99 Main Street in downtown Batavia is a 3-story building 7,500 sq. ft. built in 1865. Improvements will include a new storefront, façade work and reconstruction of each floor: 1st floor – Dentist Office 2nd Floor – Professional Office Space 3rd floor – (2) Two-bedroom market rate apartments. The \$1.165 million project will retain 3.5 FTE’s. The project was awarded \$137,600 from the Business Improvement Fund (BIF). The BIF was part of the \$10 million Downtown Revitalization Initiative (DRI) award. Also, two recent studies – the Genesee County Housing Needs Assessment (LaBella Associates) and The Rockefeller Institute of Government (SUNY’s Think Tank) – Generating Growth in Genesee County – identify housing availability as Genesee County’s biggest challenge in order to fully realize the value of the economic development strategy that is in place and being implemented. LaBella reported that 4,800 units are needed in the next 20 years across multiple sectors, including rental units and single-family homes. The GCEDC is assisting

the project with Sales tax exemption (\$56,000), Mortgage Tax Exemption (\$7,500). The project will use the city of Batavia's approved property tax program: Real Property 485-A.

No public hearing was held as incentives are under \$100,000.

See the Statement of Compliance of Project Criteria Listed in the Uniform Tax Exemption Policy (UTEP), attached to the minutes for additional Project details.

Resolution No. 09/2020 - 01

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") (i) ACCEPTING AN APPLICATION WITH RESPECT TO A CERTAIN PROJECT; (ii) APPOINTING NEPPALLI HOLDINGS LLC AS AGENT OF THE AGENCY TO UNDERTAKE THE PROJECT; (iii) MAKING A DETERMINATION UNDER ARTICLE 8 OF THE NEW YORK STATE ENVIRONMENTAL CONSERVATION LAW IN CONNECTION WITH THE PROJECT; (iv) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY WITH RESPECT TO THE PROJECT IN THE FORM OF (a) A SALES AND USE TAX EXEMPTION AND (b) A MORTGAGE RECORDING TAX EXEMPTION; (v) AUTHORIZING THE EXECUTION AND DELIVERY OF A PROJECT AGREEMENT, LEASE AGREEMENT AND LEASEBACK AGREEMENT WITH RESPECT TO THE PROJECT, AND (vi) AUTHORIZING THE EXECUTION AND DELIVERY OF A MORTGAGE AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

P. Battaglia made a motion to accept Final resolution #09/2020-01; authorizing incentives as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zelif -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

3.2 Economic Development Partner Fee (99 Main Street) -

M. Gray made a motion to approve the Economic Development Partner Fee to the Batavia Development Corp. in the amount of \$2,912.50 for the 99 Main Street Project / Neppalli Holdings LLC; the motion was seconded by T. Bender. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zelif -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

4.0 Audit & Finance Committee

4.1 July 2020 Financial Statements- L. Farrell noted the following:

- On the balance sheet, unrestricted cash increased by \$279,000, which is about the same amount as accounts receivable non-current decreased. We received the second to last payment from HP Hood of their termed-out project origination fee. There is one more payment to collect in 2021.
- Grants receivable decreased. We collected \$15,000 from National Grid, which was applied towards the RIG Study contract. This accounted for 50% of that contract.
- On the P & L, there is normal monthly activity.
- Two GURFS were submitted, which accounted for about \$280,000 of ESD funds spent in July.

This was recommended for approval by the Committee.

P. Battaglia made a motion to approve the July 2020 Financial Statements as presented; the motion was seconded by T. Bender. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zelif -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

4.2 2021 GCEDC Budget - L. Farrell stated that the Board packet included a PowerPoint presentation that summarizes the assumptions that were made in the 2021 Budget. She also noted that the County funding request will remain at the same level.

The Audit & Finance Committee completed a detailed review of budget assumptions and 2020 projections.

This was recommended for approval by the Committee.

M. Gray made a motion to approve the 2021 GCEDC Budget; the motion was seconded by A. Vanderhoof. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Bender -	Yes	P. Zelif -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

4.3 Apple Tree Acres Stormwater Pond – A company at the Apple Tree Acres Corporate Business Park (ATA) is considering expanding their parking lot which would require the filling in of an existing stormwater retention pond. They have requested that a pond be constructed on property owned by the GCEDC. This pond would be constructed to handle the flow of stormwater from within the ATA as well as any potential development on the parcel owned by the GCEDC. The concept plan for the pond will leave enough acreage for a small retail operation to be able to build on that site. The construction items involved with the pond have been split between the GCEDC and the company to have an equitable share of the costs of the project in proportion to the amount of water that each party would discharge into the pond.

Any construction contracts would be bid out and brought forward to the Board at a later date.

This was recommended for approval by the Committee.

M. Gray made a motion to approve the execution of the Memorandum of Understanding and the Indemnity Agreement for the stormwater pond at Apple Tree Acres; the motion was seconded by A. Vanderhoof. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Abstain
T. Bender -	Yes	P. Zeliff -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

C. Yunker abstained as he is a Board member of Liberty Pumps.

4.4 Conflict Waiver Request for Apple Tree Acres Stormwater Pond – M. Gray stated that once negotiations were completed, and the agreement was drafted between Liberty Pumps and the GCEDC it was sent to legal counsel for review. At that time, legal counsel stated that they do work for Liberty Pumps as well. Legal counsel has requested a conflict waiver approval to review the agreement.

This was recommended for approval by the Committee.

M. Gray made a motion to approve the conflict waiver request for Apple Tree Acres stormwater pond; the motion was seconded by P. Battaglia. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Abstain
T. Bender -	Yes	P. Zeliff -	Yes
A. Young -	Yes	M. Gray -	Yes
A. Vanderhoof -	Yes		

The item was approved as presented.

C. Yunker abstained as he is a Board member of Liberty Pumps.

5.0 Governance & Nominating Committee – C. Yunker

5.1 Nothing at this time.

6.0 STAMP Committee – P. Zeliff

6.1 Nothing at this time.

7.0 Employment & Compensation – T. Bender

7.1 Nothing at this time.

8.0 Other Business

8.1 Nothing at this time.

9.0 Other Business

10.0 Adjournment

As there was no further business, P. Battaglia made a motion to adjourn at 4:59 p.m., which was seconded by M. Gray and passed unanimously.

GCEDC Opportunity Summary

Created On: 7/2/2020

RAM
6/26/2020

Customer Information

Potential Customer: Batavia Senior Housing Preservation, LLC **Opportunity Type:** Retention

Proj. St. Address: 1 State Street **Opportunity Product:**

City/Town/Village: City of Batavia// **Type of Project:**

Proj. Description: Batavia Senior Housing Preservation, LLC **New Jobs:**

Total Capital Investment: \$12,800,000 **Retained Jobs:** 4

Incentive Amount: \$376,466 **School District:** Batavia

Benefited Amount: \$12,800,000 **PILOT Applicable:**

Project Information

Organization: GCEDC

Opportunity Source: Direct/Personal Contact **Date of Public Hearing:**

Initial Acceptance Date: **Inducement Date:**

Opportunity Summary: The Project is a proposed recapitalization and preservation of an existing Section 8 apartment complex in City of Batavia. The Project offers 130 units to seniors 62+, all 130 units benefit from Section 8 rental subsidy. Of the 130 units, 16 are handicapped units. The Project consists of a single six-story elevator serviced building.

The proposed renovation, which is expected to include \$21,400 per unit in hard costs, will assure the Project remains viable as a safe and sanitary housing option for low income seniors for years to come. Residents will not be displaced during the rehabilitation.

GCEDC will seek to assist the project with private activity bond, sales tax exemption, mortgage tax exemption and a property tax abatement program for the increase in future value only.

Economic Impact: For every \$1 of public benefit offered, the company is investing and helping generate an economic contribution/economic impact of \$61 into the local/regional/state economy.

Project Detail (Total Capital Investment)

Building Cost (Construction): **Capital Improvements:**

Equipment (non-taxable): **Equipment (Taxable) /**
Other Proj Investment:

Land Cost (Real Estate):

Total Capital Investment: \$12,800,000

Estimated Benefits Provided

Sales Tax Exempt: \$173,998 **Tax Exempt Bond:** \$0

Mortgage Tax Exempt: \$123,400 **Land Sale Subsidy:** \$0

Property Tax Exempt: \$79,068

Total Estimated Tax Incentives Provided: \$376,466

Total Amount Finance: \$0

Mortgage Amount: \$0 **ESD-JDA:**

GCEDC RLF: \$0 **Other Name:**

City of Batavia: \$0 **Other Amount:** \$0

Chamber of Commerce:

Total Amount Finance: \$0

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MM
6/26/2020

NO Property KAP
ON this report

Cost-Benefit Analysis for Batavia Senior Housing Preservation, LLC

Prepared by Genesee County Economic Development Center using InformAnalytics

Executive Summary

INVESTOR
Batavia Senior Housing Preservation, LLC

TOTAL INVESTED
\$12.8 Million

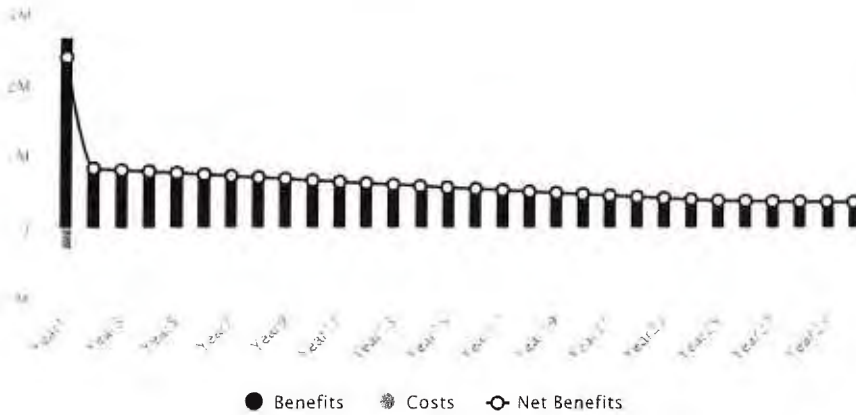
LOCATION
1 State St. Batavia, NY 14020

TIMELINE
30 Years



Discounted* Net Benefits for Batavia Senior Housing Preservation, LLC by Year

Total Net Benefits: \$18,388,000



Total Jobs



Total Payroll



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Proposed Investment

Batavia Senior Housing Preservation, LLC proposes to invest \$12.8 million at 1 State St. Batavia, NY 14020 over 30 years. Genesee County Economic Development Center staff summarize the proposed with the following: The Project is a proposed recapitalization and preservation of an existing Section 8 apartment complex in City of Batavia. The Project offers 130 units to seniors 62+, all 130 units benefit from Section 8 rental subsidy. Of the 130 units, 16 are handicapped units. The Project consists of a single six-story elevator serviced building. The proposed renovation, which is expected to include \$21,400 per unit in hard costs, will assure the Project remains viable as a safe and sanitary housing option for low income seniors for years to come. Residents will not be displaced during the rehabilitation.

TABLE 1

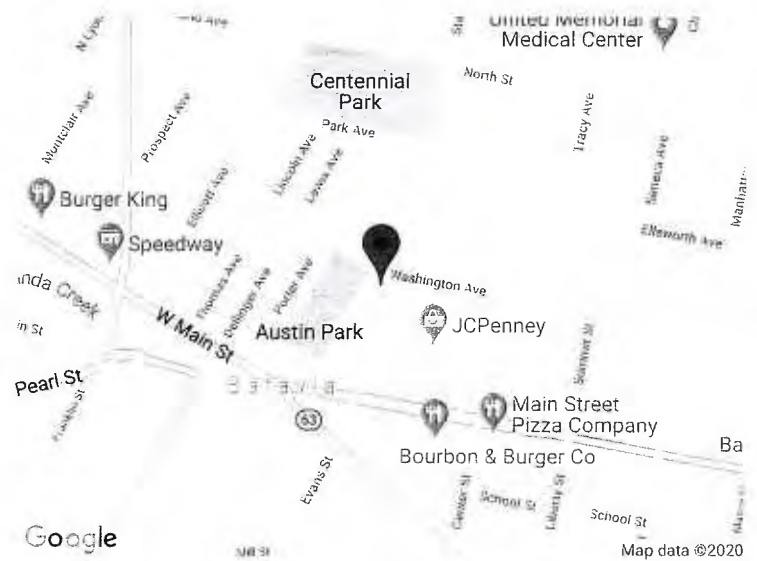
Proposed Investments

Description	Amount
CONSTRUCTION SPENDING	
Rehabilitation of 107,160 sq.ft. facility 6 story built in 1980	\$3,542,000
OTHER SPENDING	
FFE	\$50,000
Real Estate	\$9,165,000
Total Investments	\$12,757,000
Discounted Total (2%)	\$12,757,000

May not sum to total due to rounding.

FIG. 1

Location of Investment



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Cost-Benefit Analysis

A cost-benefit analysis of this proposed investment was conducted using InformAnalytics, an economic impact model developed by CGR. The report estimates the impact that a potential project will have on the local economy based on information provided by Genesee County Economic Development Center. The report calculates the costs and benefits for specified local taxing districts over the first 30 years, with future returns discounted at a 2% rate.



Estimated Costs or Incentives

Genesee County Economic Development Center is considering the following incentive package for Batavia Senior Housing Preservation, LLC.

Description	Nominal Value	Discounted Value*
Sales Tax Exemption	\$172,000	\$172,000
Mortgage Recording Tax Exemption	\$123,000	\$123,000
Bond Interest Savings	\$10,000	\$9,000
Total Costs	\$305,000	\$305,000

May not sum to total due to rounding.

* Discounted at 2%

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State & Regional Impact (Life of Project)

The following table estimates the total benefits from the project over its lifetime.

Description	Direct	Spillover	Total
REGIONAL BENEFITS	\$13,862,000	\$12,413,000	\$21,396,000
Temporary Payroll	\$1,306,000	\$413,000	\$1,719,000
Ongoing Payroll	\$3,230,000	\$7,027,000	\$10,257,000
Property Tax Revenue	\$4,390,000	N/A	\$4,390,000
Temporary Sales Tax Revenue	\$16,000	\$5,000	\$21,000
Ongoing Sales Tax Revenue	\$40,000	\$87,000	\$128,000
Bond Interest	\$10,000	N/A	\$10,000
STATE BENEFITS	\$159,000	\$445,000	\$603,000
Temporary Income Tax Revenue	\$58,000	\$20,000	\$78,000
Ongoing Income Tax Revenue	\$43,000	\$331,000	\$373,000
Temporary Sales Tax Revenue	\$17,000	\$5,000	\$22,000
Ongoing Sales Tax Revenue	\$41,000	\$89,000	\$130,000
Total Benefits to State & Region	\$14,021,000	\$12,858,000	\$21,899,000
Discounted Total Benefits (2%)	\$12,512,000	\$10,351,000	\$18,692,000

May not sum to total due to rounding.



Benefit to Cost Ratio

The following benefit to cost ratios were calculated using the discounted totals.

Description	Benefit*	Cost*	Ratio
Region	\$18,209,000	\$156,000	117:1
State	\$483,000	\$149,000	3:1
Grant Total	\$18,692,000	\$305,000	61:1

May not sum to total due to rounding.

* Discounted at 2%

CGR has exercised reasonable professional care and diligence in the the production and design of the InformAnalytics™ tool. However, the data used is provided by users. InformAnalytics does not independently verify, validate or audit the data supplied by users. CGR makes no representations or warranties with respect to the accuracy of the data supplied by users.

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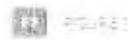
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Incentives for Batavia Senior Housing Preservation, LLC



Estimated Incentives & Fees

Description	Amount
Sales Tax Exemption	\$172,000
Mortgage Recording Tax Exemption	\$123,000
Bond Interest Savings	\$10,000
Total Project Incentives	\$305,000
Discounted Total (2%)	\$305,000



Incentives & Investments



May not sum to total due to rounding.

CGR has exercised reasonable professional care and diligence in the the production and design of the InformAnalytics™ tool. However, the data used is provided by users, InformAnalytics does not independently verify, validate or audit the data supplied by users. CGR makes no representations or warranties with respect to the accuracy of the data supplied by users.

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MSH
6/26/2020



Project Name: Batavia Senior Housing Preservation, LLC

Board Meeting Date: July 2, 2020

STATEMENT OF COMPLIANCE OF PROJECT CRITERIA LISTED IN UNIFORM TAX EXEMPTION POLICY (UTEP)

PROJECT DESCRIPTION:

The Project is a proposed recapitalization and preservation of an existing Section 8 apartment complex in City of Batavia. The Project offers 130 units to seniors 62+, all 130 units benefit from Section 8 rental subsidy. Of the 130 units, 16 are handicapped units. The Project consists of a single six-story elevator serviced building. The proposed renovation, which is expected to include \$21,400 per unit in hard costs, will assure the Project remains viable as a safe and sanitary housing option for low income seniors for years to come. Residents will not be displaced during the rehabilitation.

GCEDC will seek to assist the project with private activity bond, sales tax exemption, mortgage tax exemption and a property tax abatement program for the increase in future value only.

Criteria #1 – The Project pledges to create and/or retain quality, good paying jobs in Genesee County.

Project details: The project will retain 4 FTE's.

Board Discussion:

Board Concurrence: YES NO If no, state justification:

Criteria #2- Completion of the Project will enhance the long-term tax base and/or make a significant capital investment.

Project details: The Project will make a \$12.8 million investment and enhance the long-term tax base when completed.

Board Discussion:

Board Concurrence: YES NO If no, state justification:

Criteria #3- The Project will contribute towards creating a "liveable community" by providing a valuable product or service that is underserved in Genesee County.

Project details: This is an existing asset within the City. Having this facility that is almost 50 years old upgraded and the apartments renovated as proposed with this project would probably only happen if a new buyer comes in. This type of existing asset is crucial to have in our community as it gives seniors a

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place to age without having to stay in their homes. If they were to stay in their homes, as we have seen throughout the county, the homes are not renovated or are modified for special needs such as handicap accessibility. All of those factors significantly drive down housing values and do not provide an opportunity for working class families to start in a modest home. This existing facility is a key component of the current housing ecosystem in Genesee County.

Board Discussion:

Board Concurrence: YES NO If no, state justification:

Criteria #4: The Board will review the Agency's Fiscal and Economic Impact analysis of the Project to determine if the Project will have a meaningful and positive impact on Genesee County. This calculation will include the estimated value of any tax exemptions to be provided along with the estimated additional sources of revenue for municipalities and school districts that the proposed project may provide.

Project details: For every \$1 of public benefit offered, the company is investing and helping generate an economic contribution/economic impact of \$61 into the local/regional/state economy. See economic impact report for further details.

Board Discussion:

Board Concurrence: YES NO If no, state justification:

Criteria #5: The Project is included in one of the Agency's strategic industries: Agri-Business and Food Processing, Manufacturing, Advanced Manufacturing and Nano-Enabled Manufacturing, Life Sciences and Medical Device.

Project details: Although housing is not listed as one of the Agency's strategic industries, it has emerged as an area that is a concern and issue for the County to the point where the Agency has created a Housing Committee to start to examine the current housing stock and potential for involvement.

Board Discussion:

Board Concurrence: YES NO If no, state justification:

Criteria #6: The Project will give a reasonable estimated timeline for the completion of the proposed project.

Project details: The project is planning to begin construction in Winter of 2020 and be fully operational by the end of 2021.

Board Discussion:

Board Concurrence: YES NO If no, state justification:

Nov 9/25/2020

AUTHORIZING RESOLUTION
(Batavia Senior Housing Preservation, LLC Project)

At a regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on October 1, 2020.

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

Resolution No. 10/2020 - _____

RESOLUTION AUTHORIZING THE ISSUANCE, EXECUTION, SALE AND DELIVERY OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY'S TAX-EXEMPT MULTIFAMILY HOUSING REVENUE BONDS (BATAVIA SENIOR HOUSING PRESERVATION, LLC PROJECT), SERIES 2020, IN ONE OR MORE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$8,500,000 AND THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "State"), as amended, and Chapter 565 of the Laws of 1970 of the State of New York, as amended (hereinafter collectively called the "Act"), the **GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY d/b/a GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER** (the "Issuer") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **BATAVIA SENIOR HOUSING PRESERVATION, LLC**, a New York limited liability company, on its own behalf or of an entity or entities formed or to be formed on its behalf (collectively, the "Company"), has submitted an application (the "Application") to the Issuer requesting the Issuer's assistance with a certain project (the "Project") consisting of: (i) the acquisition by the Issuer of title to or a leasehold interest in certain property located at 1 State Street in the City of Batavia, Genesee County, New York, such land being more particularly described as tax map number 84.011-1-52 (the "Land"); (ii) the reconstruction, renovation, refurbishment and equipping on the Land of an approximately 107,160 square-foot six-story elevator-serviced building to consist of (a) approximately 130 Section 8 residential rental units for seniors aged sixty-two (62) years old and older, sixteen (16) of which units will be designated as handicapped units; and (b) a staff unit (together, the "Improvements"); (iii) the acquisition in and around the Improvements and of certain items of equipment and other tangible personal property and equipment (the "Equipment"; and, collectively with the Land and the Improvements, the "Facility"); (iv) the issuance by the Issuer of its Industrial Development Revenue Bonds (Batavia Senior Housing Preservation, LLC Project) in a principal amount not to exceed \$8,500,000 (the "Bonds") for the purpose of financing the acquisition, reconstruction, renovation, refurbishment and equipping of the Facility; (v) funding a debt service reserve fund, if any, and paying capitalized interest, if any, and certain other costs incidental to the issuance of the Bonds (the costs associated with items (i) through (v) above being hereinafter collectively referred to as the "Project Costs");

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and (vi) the lease (with the obligation to purchase) or sale of the Issuer's interest in the Facility back to the Company; and

WHEREAS, the Issuer is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of (i) the issuance of the Bonds in an amount not to exceed the lesser of the Project Costs or \$8,500,000, (2) an exemption from all New York State and local sales and use taxes with respect to the qualifying personal property included within the Facility or used in reconstruction, renovation, refurbishment and equipping of the Facility, (3) an exemption from New York State and local mortgage recording taxes, as permitted by New York State law, with respect to any qualifying mortgage on the Facility (or such interest in the Facility as is conveyed to the Issuer) to secure the Bonds, and (4) the retention of title to or a leasehold (or other) interest in the Facility by the Issuer for a period of time so as to enable the Company to enter into an agreement with the Issuer regarding payments in lieu of real property taxes (the "Tax Agreement"), subject to compliance with the Issuer's policies with respect to Tax Agreements and, if necessary, a Tax Agreement Mortgage (the "PILOT Mortgage") with the Issuer, each for the benefit of each municipality having taxing jurisdiction over the Facility; and

WHEREAS, in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), the Issuer conducted a public hearing with respect to the issuance of the Bonds on August 17, 2020, at 10:30 a.m., following the publication August 4, 2020, in *The Batavia Daily News* of a notice of said public hearing; and

WHEREAS, it is anticipated that the County Manager of Genesee County (the "County Manager"), as the applicable elected representative (as such term is defined under section 147(f)(2)(E) of the Code), will give his unconditional approval of the issuance of the Bonds; and

WHEREAS, pursuant to Section 146 of the Code, the Issuer has secured an allocation of the private activity volume cap from the State of New York through Empire State Development Corporation sufficient for the issuance of the Bonds; and

WHEREAS, the Bonds are being issued pursuant to an Indenture of Trust, to be dated as of December 1, 2020 (the "Indenture"), or such other date acceptable to the Chair, President/CEO or the Senior Vice President of Operations of the Issuer (each an "Authorized Officer"), by and between the Issuer and the trustee to be determined (the "Trustee"); and

WHEREAS, in connection with the issuance of the Bonds, the Issuer and Company shall enter into a Lease Agreement, dated as of December 1, 2020 (or such other date as agreed to by an Authorized Officer) (the "Lease Agreement"), pursuant to which the Company will lease the Facility to the Issuer for the purpose of specifying the terms and conditions to which the Issuer agrees to undertake the Project and the Issuer will sublease its interest in the Facility back to the Company pursuant to a Leaseback Agreement, dated as of December 1, 2020 (the "Leaseback Agreement"); and

WHEREAS, to secure the Company's obligations under the Leaseback Agreement, the Company will grant the Trustee a security interest in certain cash collateral; and

WHEREAS, as security for the Bonds, the Issuer will assign to the Trustee its rights (other than the Unassigned Rights (as defined in the Indenture)) under the Leaseback Agreement pursuant to the Pledge and Assignment, dated as of December 1, 2020 (the "Pledge and Assignment"), from the Issuer to the Trustee with acknowledgment by the Company; and

WHEREAS, the Bonds are being initially purchased or placed by such underwriter(s) or placement agent(s), as the case may be, selected by the Company (the "Underwriter"), pursuant to a certain Bond Purchase Agreement, to be dated a date certain (the "Bond Purchase Agreement"), by and among the Underwriter, the Issuer and the Company; and

WHEREAS, the Issuer and the Company will enter into that certain Tax Compliance Agreement, dated the date of delivery of the Bonds (the "Tax Compliance Agreement"), in which the Issuer and the Company will make certain representations and covenants, establish certain conditions and limitations and create certain expectations, relating to compliance with the requirements imposed by the Code and the Issuer will execute a completed Internal Revenue Service ("IRS") Form 8038 (Information Return for Private Activity Bonds) relating to the Bonds ("Form 8038"), pursuant to Section 149(e) of the Code and will cause the Form 8038 to be filed with the IRS; and

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE
GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A
GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER AS
FOLLOWS:**

Section 1. Based upon the representations made by the Company to the Issuer, the Issuer hereby makes the following findings and determinations:

- (A) By virtue of the Act, the Issuer has been vested with all the 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;
- (B) The Project constitutes a "project" within the meaning of the Act;
- (C) The Project and the financing thereof by the Issuer through the issuance of the Bonds will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of Genesee County, New York and the State of New York and improve their standards of living, and thereby serve the public purposes of the Act;
- (D) The Project will not result in the removal of a commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Issuer hereby finds that, based on the Company's

application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries;

- (E) It is desirable and in the public interest for the Issuer to issue its Bonds to finance the Project Costs, together with certain related costs and amounts, in an aggregate amount presently estimated to be \$8,500,000, all in furtherance of the Issuer's purposes; and
- (F) The Company is not undertaking the Project in place of, on behalf of, for the benefit of, or at the request of the Issuer.

Section 2. In consequence of the foregoing, the Issuer hereby determines to:

- (A) approve the issuance of the Bonds in an aggregate principal amount not to exceed \$8,500,000; and
- (B) execute the Indenture as approved by an Authorized Officer; and
- (C) execute the Tax Agreement as approved by an Authorized Officer; and
- (D) execute the Lease Agreement as approved by an Authorized Officer; and
- (E) execute the Leaseback Agreement as approved by an Authorized Officer; and
- (F) execute the Bond Purchase Agreement with such amendments or modifications as approved by an Authorized Officer; and
- (G) issue and deliver the Bonds to the Trustee, subject however to the approval of the final terms for the Bonds and the terms and conditions of the Indenture consistent with this Resolution, and the prior written approval of all terms contained therein, and the terms of the Bonds, by an Authorized Officer of the Issuer and by the Company; and
- (H) assign certain of its rights (excluding Unassigned Rights) under the Leaseback Agreement pursuant to the Pledge and Assignment; and
- (I) use the proceeds of the Bonds to finance all or a portion of the Project Costs, including payment of a portion of the costs of the acquisition, construction and equipping of the Facility, and to pay necessary incidental expenses in accordance with the Indenture and the Bond Purchase Agreement; and

- (J) execute the Tax Compliance Agreement, and a completed Form 8038 and file form 8038 with the IRS in connection with the issuance of the Bonds; and
- (K) execute and deliver all other certificates and documents required in connection with the issuance and sale of the Bonds required to accomplish the Project and qualify the interest on the Bonds for tax-exempt status under Section 103 of the Code (collectively, the documents referred to in paragraphs (B) through (J) being referred to herein as the "Financing Documents").

Section 3. The Issuer is hereby authorized to undertake the Project, to finance the costs of reconstruction, renovation and equipping of the Facility, the funding of a debt service reserve fund (if any) and capitalized interest (if any), and costs of issuance, by the issuance of the Bonds and to grant the other Financial Assistance and all acts previously taken by the Issuer with respect to the reconstruction, renovation and equipping of the Facility, the undertaking of the Project, the granting of Financial Assistance with respect to the Project and the issuance of the Bonds are hereby approved, ratified and confirmed.

Section 4. Subject to receipt of the approval of the County Manager of the issuance of the Bonds pursuant to, and solely for the purposes of, Section 147 of the Code, the Issuer is hereby authorized to issue, execute and deliver the Bonds to the Trustee in accordance with the provisions of the Indenture and the terms authorized in this Resolution. Each of the Authorized Officers of the Issuer are hereby authorized, on behalf of the Issuer, to execute (by manual or facsimile signature) and deliver the Financing Documents, on such terms and conditions as shall be consistent with this Resolution and approved by an Authorized Officer, the execution thereof by such Authorized Officer constituting conclusive evidence of such approval.

Section 5. Subject to receipt of the approval of the County Manager of the issuance of the Bonds pursuant to, and solely for the purposes of, Section 147 of the Code and the other limitations contained herein, the Issuer, through an Authorized Officer, is hereby authorized to issue, execute, sell and deliver to the Trustee the Bonds in the aggregate principal amount of up to \$8,500,000 in the form heretofore approved in Section 4 of this Resolution, pursuant to the Act and in accordance with the Indenture; provided that:

- (a) the Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 5 (i) shall be issued, executed and delivered at such time as an Authorized Officer shall determine, (ii) shall be in such aggregate principal amount (not to exceed \$8,500,000) as is hereafter approved by an Authorized Officer, (iii) shall bear interest at such rates as are set forth in the Bonds and the Indenture or as are hereinafter approved by an Authorized Officer, and (iv) shall be subject to prepayment prior to maturity, and have such other provisions and be issued in such manner and on such conditions as are set forth in the Bonds and the Indenture, all of which provisions are specifically incorporated herein with the same force and effect as if fully set forth in this Resolution; and

- (b) the Bonds shall be issued solely for the purpose of providing funds to assist the Company to finance the Project Costs, the administrative, legal, financial, and other expenses of the Issuer in connection with such assistance and incidental to the issuance of the bonds, as such costs are more specifically set forth in the Financing Documents; and
- (c) the Bonds and the interest thereon are not and shall never be a debt of the State or Genesee County, New York, and neither the State nor Genesee County, New York, shall be liable thereon; and
- (d) the Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from the revenues and receipts derived from the payments made by the Company pursuant to the Leaseback Agreement or from the enforcement of the security provided by the Financing Documents.

Section 6. Notwithstanding any other provision of this Resolution, the Issuer covenants that it will make no use of the proceeds of the Bonds or of any other funds which, if such use had been reasonably expected on the date of issue of the Bonds, would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code.

Section 7. An Authorized Officer of the Issuer is hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided by the provisions of the Financing Documents, and to execute and deliver all such additional certificates, instruments and documents, including the Financing Documents and Form 8038, and to do all such further acts and things as may be necessary or in the opinion of an Authorized Officer acting on behalf of the Issuer, desirable and proper to effect the purposes of this Resolution and to cause compliance by the Issuer with all of the terms, covenants, and provisions of the Financing Documents binding upon the Issuer.

Section 8. It is hereby found and determined that all formal actions of the Issuer concerning and relating to the adoption of this Resolution were adopted in an open meeting of the Issuer; and that all deliberations of the Issuer and of any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements.

Section 9. Due to the complex nature of this transaction, the Issuer hereby authorizes its Authorized Officers to approve, execute and deliver such further agreements, documents and certificates as the Issuer may be advised by Bond Counsel to be necessary or desirable to effectuate the foregoing, such approval to be conclusively evidenced by the execution of any such agreements, documents or certificates by an Authorized Officer action on behalf of the Issuer.

Section 10. This resolution shall take effect immediately and the Bonds are hereby ordered to be issued in accordance with this Resolution.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Paul Battaglia	[]	[]	[]	[]
Peter Zeliff	[]	[]	[]	[]
Craig Yunker	[]	[]	[]	[]
Matthew Gray	[]	[]	[]	[]
Todd Bender	[]	[]	[]	[]
Andrew Young	[]	[]	[]	[]
Amy Vanderhoof	[]	[]	[]	[]

The Resolutions were thereupon duly adopted

SECRETARY'S CERTIFICATION
(Batavia Senior Housing Preservation, LLC Project)

STATE OF NEW YORK)
COUNTY OF GENESEE) SS.:

I, the undersigned Secretary of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), including the resolution contained therein, held on October 1, 2020, with the original thereof on file in the offices of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this ___ day of October, 2020.

Secretary



**NOTICE LETTER
BATAVIA SENIOR HOUSNIG PRESERVATION, LLC PROJECT**

August 4, 2020

VIA CERTIFIED MAIL

To: Chief Executive Officers of
Affected Taxing Jurisdiction Listed on Attached Schedule A

Re: Genesee County Industrial Development Agency d/b/a Genesee County
Economic Development Center and Batavia Senior Housing Preservation, LLC:
Public Hearing

Ladies and Gentlemen:

On Monday, August 17, 2020, at 10:30 a.m., local time, the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Issuer") will conduct a public hearing regarding the above-referenced project. Enclosed is a copy of the Notice of Public Hearing describing the project and the financial assistance being contemplated by the Issuer. The Notice has been submitted to *The Batavia Daily News* for publication.

In accordance with Section 859-a of the Act, a representative of the Issuer will be at the above-stated time and place to present a copy of the Company's project Application, which is also available for viewing on the Issuer's website at: gcedc.com/index.php/news/gcedc-approved-projects.

However, given the ongoing COVID-19 public health crisis and related Executive Orders issued by Governor Andrew M. Cuomo, the Issuer will not be able to accommodate any in-person public attendance or participation at this hearing. Nonetheless, in furtherance of federal regulations requiring interested individuals to have a reasonable opportunity to express their view at this hearing, and in accordance with Executive Order 202.15 issued by Governor Andrew M. Cuomo allowing such hearing to continue if the Issuer is able to hold the public hearing remotely through use of telephone conference, the Issuer will provide all interested persons of the public the opportunity, at the time and on the date indicated above, to provide oral comments with respect to the Project and/or the issuance of the Bonds via Zoom videoconference at:

Genesee County Economic Development Center
99 MedTech Drive, Suite 106, Batavia, New York 14020
Phone: 585-343-4866 Fax: 585-343-0848
Email: gcedc@gcedc.com Web: www.gcedc.com
The GCEDC / GGLDC is an equal opportunity provider & employer

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<https://zoom.us/j/95976331990?pwd=Ti9scHIFT2tqdmJaWDZJSElEZjRjdz09>. In addition, the Issuer will provide public access to provide oral comments in real time via telephone conference bridge at telephone number: 1-929-205-6099, meeting ID 959 7633 1990, passcode 077326. Online live streaming of the public hearing will be available at <https://vimeo.com/event/205742>.

The Issuer also encourages all interested parties to submit written comments to the Issuer, which will be included within the public hearing record. Any written comments may be sent to GCEDC, Attention: Mark Masse, Senior Vice President of Operations, 99 MedTech Drive, Suite 106, Batavia, New York 14020, and/or via email at gcedc@gcedc.com, with the "Subject" being "Batavia Senior Housing", no later than Monday, August 24, 2020.

The public hearing is being conducted pursuant to Section 859-a of the General Municipal Law and Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"). We are providing this notice to you, pursuant to General Municipal Law Section 859-a, as the chief executive officer of an affected tax jurisdiction within which the project is located.

Very truly yours,

GENESEE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY d/b/a
GENESEE COUNTY ECONOMIC
DEVELOPMENT CENTER

Enclosure

Schedule A

Chief Executive Officers
of Affected Tax Jurisdictions

Via Certified Mail

No. 9489-0090-0027-6250-6136-07

Genesee County Manager
Genesee County Courthouse
Old Courthouse
7 Main Street
Batavia, New York 14020

Via Certified Mail

No. 9489-0090-0027-6250-6136-14

Genesee County Legislature
Attn: Chairman
Old Courthouse
7 Main Street
Batavia, New York 14020

Via Certified Mail

No. 9489-0090-0027-6250-6136-21

City of Batavia
Attn: City Council President
One Batavia City Centre
Batavia, New York 14020

Via Certified Mail

No. 9489-0090-0027-6250-6136-38

City of Batavia
Attn: Acting City Manager
One Batavia City Centre
Batavia, New York 14020

Via Certified Mail

No. 9489-0090-0027-6250-6136-45

Batavia City School District
Attn: Superintendent
260 State Street
Batavia, New York 14020

Via Certified Mail

No. 9489-0090-0027-6250-6136-52

Batavia City School District
Attn: President, Board of Education
260 State Street
Batavia, New York 14020

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York General Municipal Law and Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") will be held by the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Issuer") on Monday, August 17, 2020, at 10:30 a.m., local time, in connection with the matter described below. As more fully set forth below, the public hearing will be held via toll-free telephone conference and Zoom videoconference. **PLEASE NOTE THE SPECIAL HEARING LOGISTICS AND INSTRUCTIONS INCLUDED AT THE END OF THIS NOTICE.**

Batavia Senior Housing Preservation, LLC (on behalf of itself or a related entity formed or to be formed on its behalf, collectively, the "Company") has submitted an application (the "Application") to the Issuer requesting the Issuer's assistance with a certain project (the "Project") consisting of: (i) the acquisition by the Issuer of title to or a leasehold interest in certain property located at 1 State Street in the City of Batavia, Genesee County, New York, such land being more particularly described as tax map number 84.011-1-52 (the "Land"); (ii) the reconstruction, renovation, refurbishment and equipping on the Land of an approximately 107,160 square-foot six-story elevator-serviced building to consist of (a) approximately 130 Section 8 residential rental units for seniors aged sixty-two (62) years old and older, sixteen (16) of which units will be designated as handicapped units; and (b) a staff unit (together, the "Improvements"); (iii) the acquisition in and around the Improvements and of certain items of equipment and other tangible personal property and equipment (the "Equipment"; and, collectively with the Land and the Improvements, the "Facility"); (iv) the issuance by the Issuer of its Industrial Development Revenue Bonds (Batavia Senior Housing Preservation, LLC Project) in a principal amount not to exceed \$8,500,000 (the "Bonds") for the purpose of financing the acquisition, reconstruction, renovation, refurbishment and equipping of the Facility; (v) funding all or a portion of the costs of a debt service reserve fund, if any, and paying capitalized interest, if any, and certain other costs incidental to the issuance of the Bonds (the costs associated with items (i) through (v) above being hereinafter collectively referred to as the "Project Costs"); and (vi) the lease (with the obligation to purchase) or sale of the Issuer's interest in the Facility back to the Company.

The Project Facility will be owned, operated and managed by the Company. The Bonds will be a special obligation of the Issuer payable solely from rental payments made by the Company to the Issuer pursuant to a lease or other agreement and certain other assets of the Company pledged to the repayment of the Bonds.

The Issuer is contemplating providing Financial Assistance to the Company with respect to the Project (the "Financial Assistance") in the form of: (i) the issuance of the Bonds, (ii) an exemption from all mortgage recording taxes as permitted by New York State law with respect to any qualifying mortgage to secure the Bonds or the Company's obligations relating to the Bonds, (iii) an exemption from all New York State and local sales and use taxes with respect to the qualifying personal property included within the Facility or used in the acquisition, construction and equipping of the Facility, and (iv) the acquisition of a leasehold (or other) interest in the Project Facility by the Issuer for a period of time so as to enable the Company to

enter into an agreement with the Issuer regarding payments in lieu of real property taxes for the benefit of each municipality having taxing jurisdiction over the Facility.

If the issuance of such Bonds is approved by the Issuer, (i) it is intended that interest on such Bonds will be excluded from gross income for Federal income tax purposes, pursuant to Section 103(a) of the Code, (ii) the Company shall make payments sufficient to fund debt service on the Bonds and make certain other payments, and (iii) the Bonds will be special limited obligations of the Issuer payable solely from certain of the proceeds of the agreement and certain other assets of the Issuer pledged to the repayment of the Bonds.

It is intended that the Bonds will be issued as exempt facility bonds for a qualified residential rental project pursuant to Section 142(a)(7) of the Code. Under the Code, approval of the issuance of the Bonds by the Legislature Genesee County is necessary under Section 147(f) of the Code in order for the interest on the Bonds to be excluded from the gross income for federal income tax purposes.

THE BONDS SHALL NOT BE A DEBT OF THE STATE OF NEW YORK OR ANY POLITICAL SUBDIVISION THEREOF, INCLUDING GENESEE COUNTY, AND NEITHER THE STATE OF NEW YORK NOR ANY POLITICAL SUBDIVISION THEREOF, INCLUDING THE COUNTY OF GENESEE, SHALL BE LIABLE THEREON.

Minutes of the public hearing will be made available to the Legislature of Genesee County. Approval of the issuance of the Bonds by Genesee County, through the Genesee County Legislature, is necessary in order for the interest on the Bonds to be excluded from gross income for federal tax purposes.

PLEASE NOTE SPECIAL PUBLIC HEARING LOGISTICS, INSTRUCTIONS AND INFORMATION:

A representative of the Issuer will, at the above-stated time, to present a copy of the Company's Application, which is available for viewing on the Issuer's website at: gcedc.com/index.php/news/gcedc-approved-projects.

Given the ongoing COVID-19 public health crisis and related Executive Orders issued by Governor Andrew M. Cuomo, the Issuer will not be able to accommodate any in-person public attendance or participation at this hearing. Nonetheless, in furtherance of federal regulations requiring interested individuals to have a reasonable opportunity to express their view at this hearing, and in accordance with Executive Order 202.15 issued by Governor Andrew M. Cuomo allowing such hearing to continue if the Issuer is able to hold the public hearing remotely through use of telephone conference, the Issuer will provide all interested persons of the public the opportunity, at the time and on the date indicated above, to provide oral comments with respect to the Project and/or the issuance of the Bonds via Zoom videoconference at: <https://zoom.us/j/95976331990?pwd=Ti9scHlFT2tqdmJaWDZJSElEZjRjdz09>. In addition, the Issuer will provide public access to provide oral comments in real time via telephone conference bridge at telephone number: 1-929-205-6099, meeting ID 959 7633 1990, passcode 077326. Online live streaming of the public hearing will be available at <https://vimeo.com/event/205742>.

The Issuer also encourages all interested parties to submit written comments to the Issuer, which will be included within the public hearing record. Any written comments may be sent to GCEDC, Attention: Mark Masse, Senior Vice President of Operations, 99 MedTech Drive, Suite 106, Batavia, New York 14020, and/or via email at gcedc@gcedc.com with the "Subject" being "Batavia Senior Housing", no later than August 24, 2020.

Dated: August 6, 2020

GENESEE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY D/B/A GENESEE
COUNTY ECONOMIC DEVELOPMENT
CENTER

Johnson Newspaper Corporation

Client:	90601	HARRIS BEACH PLLC	Phone:	(585) 419-8800	
Class.:	99 GARNSEY Rd		PITTSFORD, NY	14534	
Ad #	20443174	Requested By:	AMY ABBINK	Fax:	
Sales Rep.:	B40	Rebecca Renzetti	Phone:	(585) 343-8000	
		rrenzetti@batavianews.com	Fax:	(585) 343-2623	
Class.:	0110	Public Notices			
Start Date:	08/06/2020	End Date:	08/06/2020	Nb. of Inserts:	1
PO #:		Entered By:	RRENZE		
Publications:	Batavia Daily News				
Paid Amount:	\$0.00	Balance:	\$138.80		
Total Price:	Ref. # 1	\$138.80	Page 1 of 4		

Ref. # 1

NOTICE

NOTICE OF PUBLIC HEARING

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equipping on the Land of an approximately 107,160 square-foot six-story elevator-serviced building to consist of (a) approximately 130 Section 8 residential rental units for seniors aged sixty-two (62) years old and older, sixteen (16) of which units will be designated as handicapped units; and (b) a staff unit (together, the "Improvements"); (iii) the acquisition in and around the Improvements and of certain items of equipment and other tangible personal property and equipment (the "Equipment"; and, collectively with the Land and the Improvements, the "Facility"); (iv) the issuance by the Issuer of its Industrial Development Revenue Bonds (Batavia Senior Housing Preservation, LLC Project) in a principal amount not to exceed \$8,500,000 (the "Bonds") for the purpose of financing the acquisition, reconstruction, renovation, refurbishment and equipping of the Facility; (v) funding all or a portion of the costs of a debt service reserve fund, if any, and paying capitalized interest, if any, and certain other costs incidental to the issuance of the Bonds (the costs associated with items (i) through (v) above being hereinafter collectively referred to as the "Project Costs"); and (vi) the lease (with the obligation to purchase) or sale of the Issuer's interest in the Facility back to the Company.

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The Issuer is contemplating providing Financial Assistance to the Company with respect to the Project (the "Financial Assistance") in the form of: (i) the issuance of the Bonds, (ii) an exemption from all mortgage recording taxes as permitted by New York State law with respect to any qualifying mortgage to secure the Bonds or the Company's obligations relating to the Bonds, (iii) an exemption from all New York State and local sales and use taxes with respect to the qualifying personal property included within the Facility or used in the acquisition, construction and equipping of the Facility, and (iv) the acquisition of a leasehold (or other) interest in the Project Facility by the Issuer for a period of time so as to enable the Company to enter into an agreement with the Issuer regarding payments in lieu of real property taxes for the benefit of each municipality having taxing jurisdiction over the Facility.

If the issuance of such Bonds is approved by the Issuer, (i) it is intended that interest on such Bonds will be excluded from gross income for Federal income tax purposes, pursuant to Section 103(a) of the Code, (ii) the Company shall make payments sufficient to fund debt service on the Bonds and make certain other payments, and (iii) the Bonds will be special limited obligations of the Issuer payable solely from certain of the proceeds of the agreement and certain other assets of the Issuer pledged to the repayment of the Bonds.

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Minutes of the public hearing will be made available to the Legislature of Genesee County. Approval of the issuance of the Bonds by Genesee County, through the Genesee County Legislature, is necessary in order for the interest on the Bonds to be excluded from gross income for federal tax purposes.

PLEASE NOTE SPECIAL PUBLIC HEARING LOGISTICS, INSTRUCTIONS AND INFORMATION:

A representative of the Issuer will, at the above-stated time, to present a copy of the Company's Application, which is available for viewing on the Issuer's website at: gcfdc.com/index.php/news/gcfdc-approved-projects.

Given the ongoing COVID-19 public health crisis and related Executive Orders issued by Governor Andrew M. Cuomo, the Issuer will not be able to accommodate any in-person public attendance or participation at this hearing. Nonetheless, in furtherance of federal regulations requiring interested individuals to have a reasonable opportunity to express their view at this hearing, and in accordance with Executive Order 202.15 issued by Governor Andrew M. Cuomo allowing such hearing to continue if

the Issuer is able to hold the public hearing remotely through use of telephone conference, the Issuer will provide all interested persons of the public the opportunity, at the time and on the date indicated above, to provide oral comments with respect to the Project and/or the issuance of the Bonds via Zoom videoconference

<https://zoom.us/j/95976331990?pwd=TI9scHlFT21qdmJaWDZJSElEZRJdz09>. In addition, the Issuer will provide public access to provide oral comments in real time via telephone conference bridge at telephone number: 1-929-205-6099, meeting ID 959 7633 1990, passcode 077326. Online live streaming of the public hearing will be available at <https://video.com/event/205742>.

The Issuer also encourages all interested parties to submit written comments to the Issuer, which will be included within the public hearing record. Any written comments may be sent to GCEDC, Attention: Mark Masse, Senior Vice President of Operations, 99 MedTech Drive, Suite 106, Batavia, New York 14020, and/or via email at gcedc@gcedc.com with the "Subject" being "Batavia Senior Housing", no later than August 24, 2020.

Dated: August 6, 2020

GENESEE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY
D/B/A GENESEE
COUNTY ECONOMIC DEVELOPMENT CENTER



REPORT OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY'S PUBLIC HEARING OF BATAVIA SENIOR HOUSING PRESERVATION, LLC., HELD ON TUESDAY, AUGUST 17, 2020 10:30 A.M. AT THE GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER, 99 MEDTECH DRIVE, BATAVIA, NEW YORK, GENESEE COUNTY, NEW YORK AND ELECTRONICALLY VIA VIDEO CONFERENCE

I. ATTENDANCE

Mark Masse, Sr. VP of Operations – GCEDC
Chris Suozzi, VP of Business Development – GCEDC
Jim Krencik, Director of Marketing and Communications – GCEDC
Lauren Casey, Finance Assistant – GCEDC
Vito Gautieri
Victor Gautieri
Eliot Reid

II. CALL TO ORDER

The public hearing of Batavia Senior Housing Preservation, LLC, Inc. was opened at 10:30 am electronically via video conference.

PLEASE NOTE SPECIAL PUBLIC HEARING CONDUCT INSTRUCTIONS AND INFORMATION:

In accordance with Section 859-a of the Act, a representative of the Agency will be at the above-stated time and place to present a copy of the Company's project Application, which is also available for viewing on the Agency's website at: <https://www.gcedc.com/index.php/news/gcedc-approved-projects>

However, given the ongoing COVID-19 public health crisis and related Executive Orders issued by Governor Andrew M. Cuomo, the Agency will not be able to accommodate any in-person public attendance or participation at this hearing. Nonetheless, and in furtherance of the provisions of Section 859-a of the Act requiring interested parties be provided a reasonable opportunity, both orally and in writing, to present their views with respect to the Project, the Agency will broadcast the Public Hearing live: <https://zoom.us/j/95976331990?pwd=Tl9scHlFT2tqdmJaWVDZjSElEZjRjdz09>, with written comments accepted on that platform in real time. In addition, the Agency will provide public access to provide oral comments in real time via conference bridge at telephone number: 1-929-205-6099, passcode 293291. The Agency also encourages all interested parties to submit written comments to the Agency, which will be included within the public hearing record. Any written comments may be sent to GCEDC, Attention: Mark Masse, Senior Vice President of Operations, 99 MedTech Drive, Suite 106, Batavia, New York 14020, and/or via email at mmasse@gcedc.com no later than Monday, August 24, 2020.

A notice of this public hearing describing the project was published in the Batavia Daily News, a copy of which is attached and is an official part of this transcript.

III. PROJECT SUMMARY

The project is a proposed recapitalization and preservation of an existing Section 8 apartment complex in the City of Batavia. The project offers 130 units to seniors 62+, all 130 units benefit from Section 8 rental

subsidy. Of the 130 units, 16 are handicapped units. The project consists of a single six-story elevator serviced building.

The proposed renovation, which is expected to include \$21,400 per unit in hard costs, will assure the project remains viable as a safe and sanitary housing option for low income seniors for years to come. Residents will not be displaced during the rehabilitation.

GCEDC will seek to assist the project with private activity bond, sales tax exemption, mortgage tax exemption and a property tax abatement program for the increase in future value only.

For every \$1 of public benefit offered, the company is investing and helping generate an economic contribution/economic impact of \$61 in the local/regional/state economy.

IV. COMMENTS

M. Masse began the public hearing by introducing himself as the Sr. VP of Operations of the Genesee County Economic Development Center. He then stated the purpose and guidelines for the public hearing. The purpose of the public hearing is to solicit comments and feedback from the public regarding the proposed incentives on the above outlined project. It is not a question and answer session.

M. Masse read the attached letter received on August 14, 2020 from John L. Sackett, Jr.

V. ADJOURNMENT

As there were no other written or oral comments, the public hearing was closed at 10:40 am.

AUG 14 2020

GOOD MORNING-GCEDC MEMBERS- I'M JOHN L. SACKETT, JR. FROM LORD'S TOWN OF BYRON. I'M SENDING THIS LETTER BECAUSE I AM UNABLE TO TALK-SEE INTO YOUR EYES BECAUSE OF YOUR SPECIFICATIONS.

BATAVIA SENIOR HOUSING---\$8,500,000, WHAT A GREAT NUMBER FOR SOCIALISM! I'M AGAINST THIS MONSTROSITY. IT SMELLS OF SPECIAL INTERESTS! NOW DOWN TO BRASS TACKS. HOW MANY PRESENT HAVE PERSONALY PARTAKEN OF THE FOLLOWING FACTS REGARDING THIS PROPOSAL.

- #1 COST-DEBT SERVICE RESERVE FUND—WHAT IS THIS? A SLUSH FUND OR A WAY TO GET AROUND THE CITIZENRY?
- #2- PAY CAPATALIZED INTEREST; INTEREST FREE FOR FEDERAL INCOME TAXES. WHAT A DEAL!
- #3- OTHER COSTS—INCIDENTAL TO INSURANCE AND OTHER BOARD COSTS. LOOKS LIKE A SLUSH FUND!
- #4- FEDERAL ASSITANCE IN ISSUING THE BONDS
- #5- EXEMPTIONS- ALL MORTGAGING RECORDING TAXES'
- #6- EXEMPTION FROM ALL N.Y. STATE and LOCAL SALES AND USE TAXES
- #7- REGARDING IN LIEU OF REAL PROPERTY TAXES, WHY?
- #8- INTEREST WILL BE EXCLUDED ON BONDS FOR FEDERAL INCOME PURPOSES.
- #9- MINUTES OF THIS MEETING ONLY PROVIDED TO GENESEE COUNTY LEGISLATURE. WHY- WHAT HAPPENED TO FREEDM OF THE PRESS? FREEDOM OF INFORMATION? APPEARS LIKE STIFFLING OF INFORMATION TO THE AVERAGE CITIZEN. IS THAT YOUR INTENTIONS? LASTLY- ARE THESE KIND OF PEOPLE THAT ARE PROPOSED TO LIVE IN THIS TYPE OF SUBSIDIZED HOUSING, THE TYPE YOU WANT TO LIVE NEXT TO YOU? IF NOT, WHY ARE YOU PROPOSING THIS DEVELOPMENT? IS IT NEED OR GREED? WHO ARE YOU REPRESENTING? CERTAINLY NOT ME OR HUNDREDS OF LIKE GENESEE CITIZENS. I AM AGAINST ALL TYPES OF SOCIALISM! AND THIS IS A GREAT EXAMPLE OF CREEPING SOCIALISM. GENESEE LEGISLATOS SHOULD REMEMBER WHO THEY REPRESENT NEXT ELECTION TIME. ARE YOU CAPITALIST OR SOCIALISTS?

John L. Sackett Jr.

notice—sent to GCEDC—ATTENTION--MARK MASSE, 99 MEDTECH Drive, suite 106; Batavia, N.Y. 14020 prior to August 15, 2020

AUG 14 2020

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notice—sent to GCEDC—ATTENTION--MARK MASSE, 99 MEDTECH Drive, suite 106; Batavia, N.Y. 14020 prior to August 15, 2020

Genesee County Economic Development Center
August 2020 Dashboard
Balance Sheet - Accrual Basis

[Per Audit]
12/31/19

	<u>8/31/20</u>	<u>7/31/20</u>	<u>12/31/19</u>
ASSETS:			
Cash - Unrestricted	\$ 1,927,575	\$ 1,948,230	\$ 1,409,323
Cash - Restricted (A)(1)	10,276,245	11,386,894	13,742,990
Cash - Reserved (B)	790,436	790,242	788,561
Cash - Subtotal	12,994,256	14,125,366	15,940,874
Grants Receivable (2)	50,850	51,106	386,091
Accts Receivable- Current (3)	343,416	311,760	397,089
Deposits	2,832	2,832	2,832
Prepaid Expense(s) (4)	4,183	4,876	33,355
Loans Receivable - Current	56,123	51,750	51,450
Total Current Assets	13,451,660	14,547,690	16,811,691
Land Held for Dev. & Resale (5)	15,246,417	14,544,757	13,886,275
Furniture, Fixtures & Equipment	67,982	67,982	67,982
Total Property, Plant & Equip.	15,314,399	14,612,739	13,954,257
Less Accumulated Depreciation	(67,962)	(67,956)	(67,917)
Net Property, Plant & Equip.	15,246,437	14,544,783	13,886,340
Accts Receivable- Non-current (6)	279,650	279,650	559,295
Loans Receivable- Non-current (Net of \$47,429 Allow. for Bad Debt)	272,073	276,802	309,788
Other Assets	551,723	556,452	869,083
TOTAL ASSETS	29,249,820	29,648,925	31,567,114
DEFERRED OUTFLOWS OF RESOURCES			
Deferred Pension Outflows (12)	160,725	160,725	160,725
Deferred Outflows of Resources	160,725	160,725	160,725
LIABILITIES:			
Accounts Payable (7)	4,488	11,226	927,789
Loan Payable - Genesee County - Current (8)	290,000	290,000	285,000
Accrued Expenses (9)	40,808	32,642	12,608
Unearned Revenue (10)	8,237,966	8,940,184	10,408,563
Total Current Liabilities	8,573,262	9,274,052	11,633,960
Loans Payable - ESD (11)	5,196,487	5,196,487	5,196,487
Loan Payable - Genesee County - Noncurrent (8)	3,425,000	3,425,000	3,715,000
Aggregate Net Pension Liability (12)	199,875	199,875	199,875
Total Noncurrent Liabilities	8,821,362	8,821,362	9,111,362
TOTAL LIABILITIES	17,394,624	18,095,414	20,745,322
DEFERRED INFLOWS OF RESOURCES			
Deferred Pension Inflows (12)	109,989	109,989	109,989
Deferred Inflows of Resources	109,989	109,989	109,989
NET ASSETS	\$ 11,905,932	\$ 11,604,247	\$ 10,872,528

Significant Events:

1. Restricted Cash - ESD deposited \$4M into an imprest account related to the \$8M STAMP grant in November 2019 and \$15.1M into an imprest account related to the \$33M STAMP grant in January 2018. Expenditures out of these accounts are pre-authorized by ESD. In May 2018, the County remitted \$4M to the GCEDC per a Water Supply Agreement, to be put towards water improvements located in the Town of Alabama and the Town of Pembroke and other Phase II improvements as identified by the County. These funds are being used to pay qualifying expenditures.
2. Grants Receivable - YTD decreased due to receipt of funds from National Grid as reimbursement for STAMP expenses.
3. Accounts Receivable (Current) - Econ. Dev. Program Support Grant; MedTech Centre Property Management; termed out Project Origination Fees from HP Hood to be collected in the next 12 months.
4. Prepaid Expense(s) - D&O insurance, life insurance, long-term and short-term disability.
5. Land Held for Dev. & Resale - Additions are related to STAMP development costs.
6. Accounts Receivable - Non-current - Termed out Project Origination Fees from HP Hood that will not be collected within 12 months of the Balance Sheet date.
7. Accounts Payable - Park Strategies, e3communications expenses, Genesee County Dental and interest earned on imprest accounts that will be remitted to ESD.
8. Loan Payable - Genesee County (Current & Noncurrent) - Per a Water Supply Agreement with Genesee County, the County remitted \$4M to the GCEDC to put towards water improvements located in the Town of Alabama and the Town of Pembroke and other Phase II improvements as identified by the County. GCEDC will make annual payments to the County of \$448,500 beginning in January 2020.
9. Accrued Expenses - NYS Retirement to be paid in December 2020.
10. Unearned Revenue - Genesee County contribution received in advance; Interest received in advance; Funds received from municipalities to support park development; Funds received from National Fuel to support workforce development; ESD Grant funds to support STAMP development, not actually earned until eligible expenditures are incurred.
11. Loans Payable - ESD - Loans from ESD to support STAMP land acquisition and related soft costs.
12. Deferred Pension Outflows / Aggregate Net Pension Liability / Deferred Pension Inflows - Accounts related to implementation of GASB 68.

(A) Restricted Cash = Municipal Funds, RLF #2 Funds, Grant Funds Received in Advance.

(B) Reserved Cash = RLF #1 Funds (defederalized).

**Genesee County Economic Development Center
August 2020 Dashboard
Profit & Loss - Accrual Basis**

	Month to Date		YTD		2020	2020
	8/31/20	8/31/19	2020	2019	Board Approved Budget	YTD % of Budget
Operating Revenues:						
Genesee County	\$ 19,459	\$ 19,459	\$ 155,673	\$ 155,673	\$ 233,513	67%
Fees - Projects	45,562	1,250	180,341	209,312	392,000	46%
Fees - Services	6,707	6,687	53,656	53,496	80,483	67%
Interest Income on Loans	317	327	2,647	2,483	3,877	68%
Rent	200	3,110	7,321	11,762	23,995	31%
Common Area Fees - Parks	-	-	700	-	-	N/A
Grants (1)	701,660	6,500	2,655,691	1,338,458	26,022,377	10%
GGLDC Grant- Econ. Dev. Program Support	25,000	25,000	200,000	200,000	300,000	67%
GCFC Grant - Econ. Dev. Program Support	-	-	50,000	-	50,000	100%
BP ² Revenue	-	-	177	735	2,698	7%
Other Revenue	-	52	6,994	5,489	5,000	140%
Total Operating Revenues	798,905	62,385	3,313,200	1,977,408	27,113,943	12%
Operating Expenses						
General & Admin	84,922	88,043	826,458	835,295	1,379,649	60%
Professional Services	4,352	1,626	28,435	47,851	96,000	30%
Site Maintenance/Repairs	901	2,925	3,720	8,377	17,000	22%
Property Taxes/Special District Fees	-	-	2,533	2,951	11,890	21%
PIF Expense	-	-	28,410	14,714	93,824	30%
CBA Pass Through	-	-	-	205,125	-	N/A
Site Development Expense	409,276	3,350	1,407,653	674,167	2,501,475	56%
Cost of Land Sales	-	-	-	950	-	N/A
Real Estate Development (2)	701,660	4,500	1,360,142	483,125	25,642,025	5%
Balance Sheet Absorption	(701,660)	(4,500)	(1,360,142)	(483,125)	-	N/A
Total Operating Expenses	499,451	95,944	2,297,209	1,789,430	29,741,863	0%
Operating Revenue (Expense)	299,454	(33,559)	1,015,991	187,978	(2,627,920)	
Non-Operating Revenue (Expense)						
Other Interest Income	2,231	9,506	17,413	29,104	5,000	0%
Econ. Dev. Loan Fund (LDC/County)	-	-	-	(233,764)	-	N/A
Total Non-Operating Revenue (Expense)	2,231	9,506	17,413	(204,660)	5,000	0%
Change in Net Assets	301,685	(24,053)	1,033,404	(16,682)	\$ (2,622,920)	
Net Assets - Beginning	11,604,247	10,723,132	10,872,528	10,715,761		
Net Assets - Ending	\$ 11,905,932	\$ 10,699,079	\$ 11,905,932	\$ 10,699,079		

Significant Events:

1. Grants - YTD includes \$448K Community Benefit Agreement payment dedicated to STAMP by sourcing debt service payments to the County; PIF from RJ Properties (Liberty Pumps) supports Apple Tree Acres Infrastructure improvements; PIF from Yancey's Fancy supports Infrastructure Fund Agreement with the Town of Pembroke; ESD \$33M & \$8M Grants support STAMP development costs.
2. Real Estate Development Costs - Includes STAMP development costs.

Mark Masse
GCEDC Audit & Finance Committee
September 29, 2020

4b. Agricultural Farm Land Lease Rates for 2021

Discussion: See attached summary.

Fund commitment: None.

Committee action request: Recommend approval to the full Board of the 2021 agricultural land lease rates.

4.2

2021 Land Lease Rates
Agricultural leases

Genesee County Economic Development Center

Lessee	Location	Term	Acres	Rate / acre	Total rent
Charles Augello	Apple Tree Acres	One year	57	\$ 60.00	\$ 3,420.00
Stein Farms	Oatka Hills	One year	18.5	\$ 60.00	\$ 1,110.00
Englerth Farms	Leroy	One year	73	\$ 60.00	\$ 4,380.00
Norm Geiss	STAMP	One year	129	\$ 60.00	\$ 5,460.00
Del Mar Farms	STAMP	One year	100.3	\$ 60.00	\$ 6,018.00
Lamb Farms	STAMP	One year	60	\$ 65.00	\$ 3,900.00
Lamb Farms	STAMP	One year	450	\$ 3.98	\$ 1,791.00
Call Farms	STAMP	One year	129	\$ 3.35	\$ 432.15

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Apple Tree Acres Stormwater pond

Discussion: At the September 2 GCEDC Board meeting, the Board authorized the execution of a MOU and an Indemnity Agreement the divided up the scope of work regarding the filling in of an existing stormwater pond and the construction of a new stormwater pond. A copy of the fully executed MOU is attached.

There is a contract with Clark Patterson Lee that is being brought forward for the Board's consideration at this time. This contract will cover the scope of work outlined in the MOU for the GCEDC's responsibilities.

There is a stipulation in the MOU that "The Parties shall use good faith efforts to commence its respective responsibilities on or before December 1, 2020."

Fund commitment: \$23,700.

Board Action Request: Authorizing the execution of the proposal for Engineering Services related to Apple Tree Acres with Clark Patterson Lee.



ARCHITECTURE
ENGINEERING
PLANNING
CPLteam.com

September 15, 2020

Mr. Mark Masse, CPA
Senior Vice President of Operations
Genesee County Economic Development Center
99 MedTech Drive, Suite 106
Batavia, New York 14020

**RE: APPLE TREE ACRES – LIBERTY POND RELOCATION
TOWN OF BERGEN, NY
PROPOSAL FOR ENGINEERING SERVICES**

Dear Mark:

We are pleased to submit our proposal for civil engineering services related to the design and relocation of an existing pond located on Liberty Pumps property within the Apple Tree Acres Corporate Park in the Town of Bergen, New York.

Project Understanding

Liberty Pumps is proposing to expand their existing parking lot, fill in an existing stormwater management facility and construct a new pond on the east side of Appletree Avenue. The existing Liberty Pump pond is located on the west side of Appletree Avenue, near the intersection of Appletree Avenue and NYS Route 33.

This proposal is based on the preliminary information provided and our discussions regarding the project. This conceptual site plan was selected as the preferred option after multiple iterations, correspondence with Liberty Pumps, and several meetings with all stakeholders. Our work includes necessary civil engineering services to design the facility and obtain the necessary permits in order to construct the project. Engineering will include site design, grading, stormwater design and approvals. A conceptual site plan is enclosed for reference.

Scope of Work

Preliminary and Final Design

CPL will prepare preliminary and final plans using the attached concept plan as a basis for design. Preliminary design of the stormwater management facility and storm infrastructure will be completed to prepare preliminary plans. CPL will prepare a complete set of Site Plans for the project for submission to the Town and County Planning Board for Site Plan approval.

4.3

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We have assumed that our services will include only design, permitting, and construction services related to the following items:

- New Stormwater Management Facility
- 18-inch SICPP from NYS Route 33 to the new Stormwater Management Facility

The CPL portion of the project will include the following:

- *Utility/Site Plan* – This plan will depict proposed storm sewers and other prominent site features. Detailed preliminary site plans will be suitable to initiate the site plan review process with the Town of Bergen and Genesee County.
- *Grading, Stormwater and Erosion and Sediment Control Design* – These plans will detail proposed grading and storm sewer pipe design for the new stormwater management facility and the 18-inch SICPP from the NYS Route 33 Right-of-Way to the proposed stormwater management facility. These plans will also detail soil stabilization methods to be utilized during construction including stabilized construction entrances, outlet protection, and silt fence as required for minimization of sediment transport from this property. All stormwater management facilities will be designed in accordance with NYSDEC best management practices. We will prepare a Stormwater Pollution Prevention Plan (SWPPP) in accordance with the NYSDEC requirements. We are assuming that this project will be designed to meet the 5-day review requirement for the NYSDEC General Permit and that a 60-day review will not be required.

Permits & Approvals

Prepare necessary permit applications and assist the owner in obtaining the necessary permits and approvals including:

- NYS DEC Stormwater Pollution Prevention Plan.
- Town of Bergen Site Plan Approval.
- Genesee County Site Plan Approval.

CPL will complete any necessary revisions to the preliminary plans and specifications for the proposed work described above in accordance with agency and Town comments to obtain required approvals and permits.

CPL will also attend two public meetings for the Town of Bergen and one public meeting for Genesee County related to site plan approval, if required.



Bidding

Provide up to twenty (20) sets of plans, specifications, and contract documents to be issued to prospective bidders.

During the bidding period, we will respond to bidders' questions and issue any addenda required for the interpretation and clarification of the bidding documents.

We will attend the bid opening, review bids for compliance with bid requirements and mathematical correctness, prepare a bid tabulation, investigate bidders' qualifications, and prepare a written recommendation for the award of the contract.

Construction Administration

Provide contract administration services which include contract agreement preparation, shop drawing review, processing payment requests, preconstruction and project meetings, schedule coordination, budget tracking, preparation of change orders, final inspection and punch list, and preparation of record drawings based upon information provided by the Contractor.

Provide coordination with the Contractor, GCEDC, Town of Bergen, Genesee County, and regulatory agencies.

Construction Inspection

Provide a qualified Resident Inspector to monitor construction and the Contractor's compliance with the Contract Documents. The Resident Inspector will serve as GCEDC's onsite representative on the project, maintain detailed records of the work performed, document payments to the contractor, handle concerns and complaints from residents affected by the project, and coordinate with regulatory agencies and utilities.

We have assumed a 4-week construction period with part time inspection (4 hours per day).

SWPPP Inspection Services

CPL will complete the following scope of work:

- Complete weekly site inspections and related paperwork per the NYSDEC procedures for the duration of the site construction.
- The actual number of inspections will be determined during construction.
- Inspections will also need to be performed after significant rainfall events throughout the project duration and as required by NYSDEC requirements.
- Inspection of all disturbed areas, erosion control measures, construction entrances, etc.
- Inspection report prepared and sent to construction offices and via email to five (5) different parties within 5 days of inspection.
- Notification to the NYSDEC of any scheduling changes and winter shutdowns.
- Filing of the NOT and related correspondence with the NYSDEC and owner's representative.



Due to the unknown construction timeframe, we propose to bill the SWPPP inspections separately on a per/each basis. CPL will complete the above scope of work for each inspection for **\$300 per inspection**. For budgetary purposes, we have assumed a 4-week construction period and 6 inspections (weekly plus rainfall events) time frame as follows:

$$6 \text{ SWPPP inspections} \times \$300/\text{inspection} = \mathbf{\$1,800}$$

A summary of the proposed Tasks and Fees is provided as follows:

<u>Task</u>	<u>Fee</u>
<i>CPL Design</i>	
Preliminary and Final Design	\$8,500
<u>Permits and Approvals</u>	<u>\$3,000</u>
Subtotal	\$11,500
 <i>CPL Bidding and Construction</i>	
Bidding	\$2,000
Construction Administration	\$2,000
Construction Inspection (Hourly)	\$6,400
<u>SWPPP Inspections (Each)</u>	<u>\$1,800</u>
Subtotal	\$12,200
 TOTAL	 \$23,700

The tasks above will be billed on a lump sum, percentage complete basis except for Construction Inspection and SWPPP inspections. Construction Inspection will be billed hourly and SWPPP Inspections will be billed per each inspection.

Excluded Services

The following items have been excluded from our proposal:

- Topography and Boundary survey.
- Property survey for the purpose of purchasing property (ALTA) or obtaining easements or rights-of-way.
- Preparation of easement maps and legal descriptions.
- Preparation of SEQR documents or an Environmental Impact Statement (EIS). It is assumed that the original SEQR documentation will cover the proposed work.
- Performing wetland mitigation plans.
- Floodplain investigations.
- Application, licensing or filing fees.
- Offsite improvements including traffic mitigation and turn lanes.
- Cost estimating.

If it is determined that these items are needed, CPL will work with GCEDC to develop a specific scope and budget for these items.



Mark Masse, CPA
GCEDC
September 15, 2020
Page 5 of 5

We appreciate the opportunity to submit our proposal and look forward to working with all those involved. If you have any questions or require additional information please contact me at (585) 402-7506 or akosa@cplteam.com. We would be happy to meet with you at any time to discuss our approach and qualifications in detail.

Very truly yours,

CPL

A handwritten signature in black ink, appearing to read 'Andrew R. Kosa'.

Andrew R. Kosa, P.E.
Principal Associate

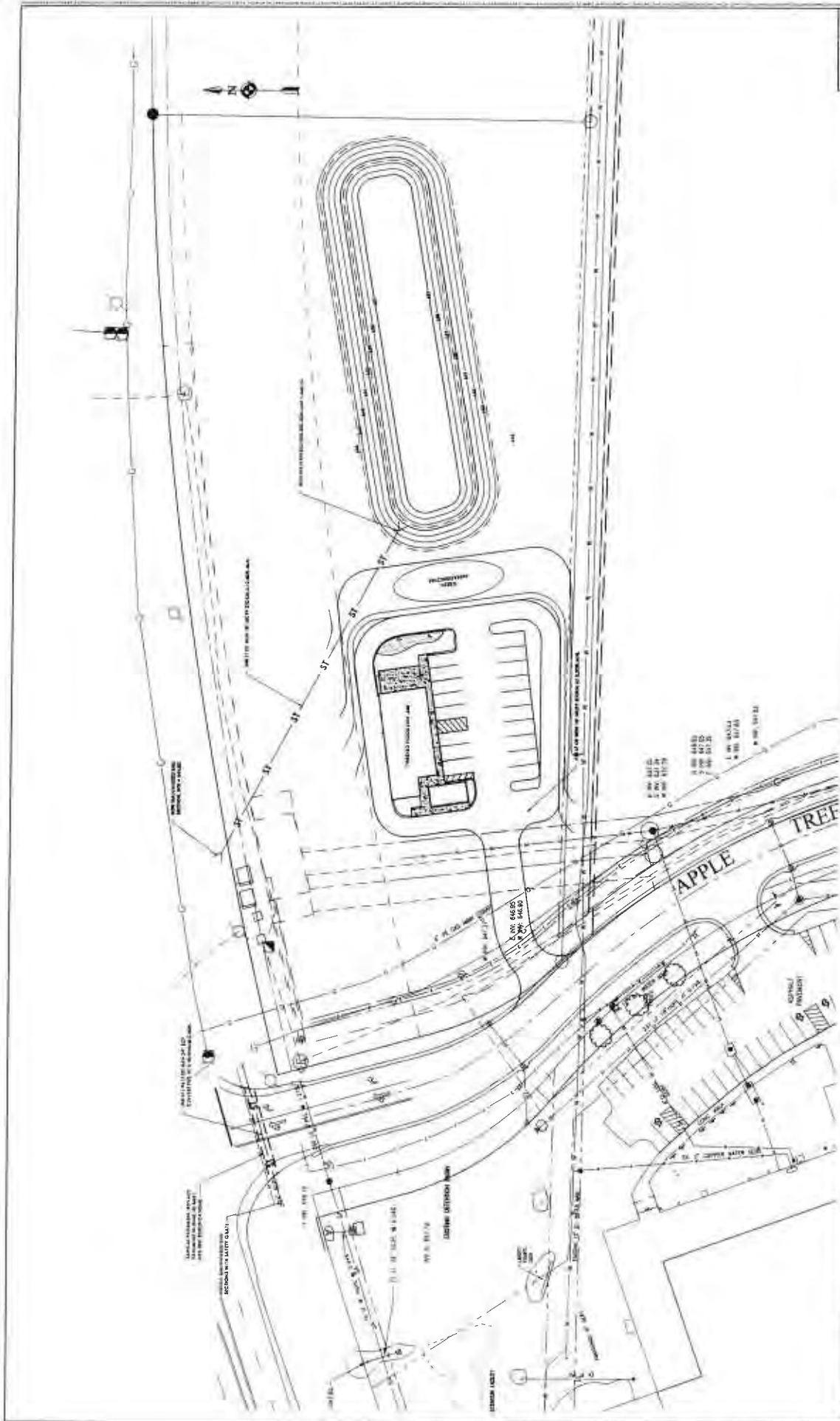
Enclosure

Proposal Accepted By:

Signature: _____
GCEDC

Date: _____

4.3



PROJECT NUMBER XXXX.XX DRAWING NUMBER S-01	
DATE: 01/10/20 DRAWN: J.A. DESIGNED: J.A. CHECKED: J.C.F. SCALE: 1/4"=1'-0"	
GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER TOWN OF BORDEN, CHENANGO COUNTY, NEW YORK 14843	
APPLETREE ACRES STORMWATER POND REDESIGN	
3000 PINE STREET, SUITE 400 ROCHESTER, NEW YORK 14620 TEL: 585.224.8000 FAX: 585.224.8001	
REVISIONS NO. DATE DESCRIPTION	DESIGNED BY CHECKED BY DRAWN BY

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Memorandum of Understanding

Between

Liberty Pumps, Inc.

And

Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center

This Memorandum of Understanding ("MOU") summarizes the principal terms and conditions of a certain business transaction contemplated by and between Liberty Pumps, Inc. ("LPI") and Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center ("GCEDC"). LPI and GCEDC are sometimes referred to individually as a "Party" and collectively as the "Parties".

This MOU is not intended to be an exhaustive statement of the terms and conditions of the Parties' agreements and understandings relating to the contemplated business transaction and is subject to the negotiation and execution of a more formal definitive agreement (the "Definitive Agreement"). This MOU is not intended to be and does not constitute a legally binding obligation between the Parties.

I. Project.

The Parties each own certain land at Apple Tree Acres Corporate Business Park. LPI's property, tax account no. 13.-1-57.1 contains a stormwater maintenance pond ("LPI's Stormwater Maintenance Pond"). GCEDC's property, tax account no. 13.-1-59.211 requires a stormwater maintenance pond ("GCEDC's Stormwater Maintenance Pond"). LPI will remove approximately 3,500 cubic yards of quarry material from certain property owned by GCEDC (location TBD) for on-site fill for LPI's Stormwater Maintenance Pond while substantially contemporaneously constructing GCEDC's Stormwater Maintenance Pond on GCEDC's property.

The Parties shall use good faith efforts to commence its respective responsibilities on or before December 1, 2020 and complete all work required hereunder on or before December 31, 2021.

II. Parties Work and Responsibilities.

a. GCEDC - At GCEDC's sole cost and responsibility:

1. For purpose of LPI constructing GCEDC's Stormwater Maintenance Pond, GCEDC shall have prepared a Quarry Grading Plan, Final Grading Plan, Erosion & Sediment Control Plan and Stormwater Pollution Prevention Plan ("SWPPP" and collectively "GCEDC's Plans") and obtain and/or modify all necessary permits in order for LPI to construct GCEDC's Stormwater Maintenance Pond including compliance with local zoning requirements.

2. Design, bidding and construction of 18 smooth interior corrugated plastic pipe ("SICPP") for purposes of stormwater run-off from LPI's property to GCEDC's Stormwater Maintenance Pond.
3. Final required grading and seeding in the area of GCEDC's Stormwater Maintenance Pond.

b. LPI – At LPI's sole cost and responsibility:

1. All construction operations related to the removal of the 3,500 cubic yards of quarry material from GCEDC's Property at a location to be determined by GCEDC and in accordance with GCEDC's Plans and SWPPP and all applicable local, state and federal laws ("Applicable Laws").
2. All construction operations related to the construction of GCEDC's Stormwater Maintenance Pond at a location to be determined by GCEDC and in accordance with GCEDC's Plans, SWPPP and Applicable Laws.
3. All permitting, design, construction and compliance with all Applicable Laws for the on-site fill for LPI's Stormwater Maintenance Pond.
4. Accommodating any anticipated drainage issues with the existing culvert under Apple Tree Avenue.
5. All LPI work to be coordinated with and subject to the reasonable approval of GCEDC, its Engineer and consultants and subject to all Applicable Laws.

III. General.

- a. **Access and Cooperation.** Pending consummation of the transactions contemplated by this MOU, each of the Parties shall cooperate in making available to each other Party, for review, discussion and examination, such personnel, documentation, materials, information and matters reasonably considered by the other Party or its professional advisors to be relevant in connection with the Parties' evaluation of the transactions and negotiation of a Definitive Agreement.
- b. **Indemnity.** LPI (and any of its agents) will complete and execute an Owner Indemnity Agreement with GCEDC and list the GCEDC as an additional insured on its insurance certificates until completion of the Project.
- c. **Costs.** Other than as set forth in this MOU, in the Definitive Agreement, or under any other agreement between or among the Parties and/or any affiliate thereof, each Party shall bear all of its own costs and expenses (including legal, accounting and other expenses) incurred in connection with pursuit of the business relationship and/or transactions contemplated hereunder.
- g. **Termination.** It is the intent of the Parties to enter into a Definitive Agreement and to consummate the business relationship and transactions contemplated herein as promptly as

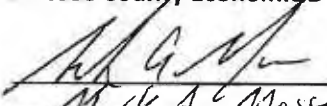
practicable. Upon written notice, this MOU may be terminated by any Party, and negotiations in furtherance of the transactions and agreements contemplated herein completely abandoned, in the event that a Definitive Agreement has not been executed on or before October 1, 2020.

- h. No Liability.** Other than the paragraphs and provisions contained in Article III of this MOU, the provisions of this MOU do not constitute and will not give rise to a legally binding obligation on the part of any Party. Moreover, except as expressly provided in Article III (or as expressly provided in any binding written agreement that the Parties have entered into or may enter into in the future), no past or future action, course of conduct, or failure to act, or the negotiation of the terms hereof or of any of the definitive agreements to be adopted as contemplated hereunder, will give rise to or serve as a basis for any obligation on the part of any Party.
- i. Counterparts.** This MOU may be signed in one or more counterparts, each of which shall be deemed an original and all of which, when taken together, shall constitute one and the same instrument.

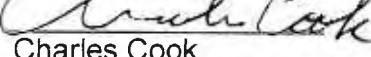
[Remainder of page intentionally left blank. Signature page follows.]

The undersigned hereby acknowledge, agree and accept this MOU and, subject to the terms and conditions set forth above.

**Genesee County Industrial Development Agency
d/b/a Genesee County Economic Development Center**

By: 
Name: Mark A. Masse
Title: SR VP of Operations
Date: 9/4/2020

Liberty Pumps, Inc.

By: 
Name: Charles Cook
Title: CEO
Date: 9/4/2020

GCEDC

Jim Krencik, Director of Marketing & Communications

Memo on Clark Patterson Lee Conceptual Planning and Marketing Services

September 25, 2020

In preparation for the next phase of marketing of the WNY STAMP site and the STAMP North and STAMP South campuses to companies, the GCEDC launched a project for conceptual planning and marketing services from Clark Patterson Lee.

This project commenced in August 2020, and has advanced with the initial drone video and site mapping to be used for interactive conceptual site plans with two-dimensional and three-dimensional views of the STAMP South campus. The area covered can support more than 1 million square feet of facilities and utilize infrastructure that is currently at STAMP, or under construction in 2020 and 2021.

Additionally, initial drone video has been taken of the STAMP North campus, which can support more than 5 million square feet of facilities and utilize infrastructure that is currently in advanced design and engineering and can be constructed within project timelines.

Due to the progress of these initiatives, and active interest by projects and industries targeted for STAMP North's extensive infrastructure and site capacity, the GCEDC desires to expand on the initial plan and proceed with site mapping of the STAMP North Campus this autumn. This work was initially planned for spring 2021.

This project is intended to enhance STAMP's sales and marketing position as the GCEDC staff prepares delivery of site readiness, site infrastructure, project financing structures, and site marketing for a launch to market for projects at the shovel-ready 400-acre STAMP South campus and 850-acre STAMP North campus.

Based on the project proposal, the estimated cost of expanding these services would be covered by the GCEDC's 2020 budget. National Grid has approved funding for a 50% reimbursement on both the first phase of this project as well as the additional and expanded work now proposed.

Board Request: Authorization to contract with Clark Patterson Lee for a cost not to exceed \$5,000. National Grid reimbursement of 50% of project would be applied for a net cost of \$2,500 after reimbursement.



September 23, 2020

Steven G. Hyde
Chief Executive Officer
Genesee County Economic Development Center
99 MedTech Drive, Suite 106
Batavia, NY 14020

**RE: PROPOSAL FOR CONCEPTUAL PLANNING AND MARKETING SERVICES
GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER
STAMP**

Dear Steve:

We are pleased to submit our proposal for continued and expanded conceptual planning and marketing services for the proposed 1250-acre Science and Technology Advanced Manufacturing Park (STAMP) in the Town of Alabama, NY. The marketing efforts for this proposal will focus on the overall campus aerial drone imaging, incorporating the entire 1250-acre campus. Our proposal is based on our intimate knowledge of the STAMP project and our significant involvement in its development over the past fifteen years.

The following Scope of Services is included with our proposal:

Conceptual Planning

Expanding on the initial scope of services, we will use drone technology to capture additional aerial videos and photographs of the entire campus, including both the north and south campuses. We will review the flight paths and put together videos for marketing purposes and prepare for future campus renderings and conceptual plans. Based on previous conceptual plans completed for the STAMP campus, we will review conceptual plan options with the GCEDC and prepare for future renderings for the entire campus. The site plan will include buildings, parking lots, access roadways and other prominent site features.

Summary

Our cost to provide conceptual plans and marketing services is a lump sum of **\$5,000**, including direct expenses.

We appreciate the opportunity to submit our proposal and would welcome the chance to discuss our approach, qualifications, and experience with you should there be any questions or additional information required. Please contact us if we can be of any further service.

Very truly yours,

CPL

Richard B. Henry III, P.E.
Sr. Vice President