

**Genesee County Economic Development Center**

**Meeting Agenda**

Thursday, June 4, 2020

Location: Electronically

**\*\*Attorney-Client privilege meeting to obtain legal advice on potential change in policy.\*\***

**4:00pm**

**PAGE #**

**1.0 Call to Order**

**4:45pm**

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 instead of a public meeting open for the public to attend in person.

**1.1 Enter Executive Session**

**4:45pm**

Motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105 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.

**1.2 Enter Public Session**

**4:50pm**

**2.0 Chairperson's Report & Activities**

**4:50pm**

2.1 Upcoming Meetings:

**Next Scheduled Board Meeting: Thursday, July 2<sup>nd</sup> at 4:00 p.m.**

Audit & Finance Committee Meeting: Tuesday, June 30<sup>th</sup> at 8:30 a.m.

STAMP Committee Meeting: Tuesday, June 30<sup>th</sup> at 10:30 a.m.

2.2 Agenda Additions / Deletions / Other Business **\*\*Vote**

2.3 Minutes: May 7, 2020 **\*\*Vote**

**2-7**

**3.0 Report of Management –**

**4:55pm**

3.1 Darien Lake 2019 Project Revision **\*\*Vote** – C. Suozzi

3.2 Bright Oak Solar – Final Resolution **\*\*Vote** – C. Suozzi

3.3 Ellicott Station – Revised Resolution **\*\*Vote** – S. Hyde

**8-12**

**13-34**

**35-49**

**4.0 Audit & Finance Committee – M. Gray**

**5:10pm**

4.1 April 2020 Financial Statements **\*\*Vote**

**50-53**

**5.0 Governance & Nominating Committee – C. Yunker**

**5:15pm**

5.1 Officer Appointments **\*\*Vote**

5.2 Authorized to Request Information Regarding Bank Accounts **\*\*Vote**

5.3 Authorized Signers of Agreements, Contracts, etc. **\*\*Vote**

5.4 Procurement Policies and Procedures **\*\*Vote**

5.5 Investment Policy **\*\*Vote**

5.6 Disposition of Property Guidelines **\*\*Vote**

**54**

**54**

**54**

**55-63**

**64-67**

**68-72**

**6.0 STAMP Committee – P. Zeliff**

**5:30pm**

6.1 Nothing at this time.

**7.0 Employment & Compensation Committee – T. Bender**

**5:30pm**

7.1 Nothing at this time.

**8.0 Other Business**

**5:30pm**

**9.0 Adjournment**

**5:30pm**



**GCEDC Board Meeting  
Thursday, May 7, 2020  
Location: Electronically  
4:00 PM**

**GCEDC MINUTES**

**Attendance**

Board Members: P. Battaglia, C. Yunker, A. Vanderhoof, T. Bender, A. Young, P. Zelif  
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), G. Torrey (GGLDC Board Member), M. Wiater  
(GGLDC Board Member), Tom Felton (GGLDC Board Member), R. Gaenzle  
(Harris Beach)  
Absent: M. Gray

**1.0 Call to Order**

P. Battaglia called the meeting to order at 4:02 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.

**1.1 Enter Executive Session**

C. Yunker made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 4:03 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.

The motion was seconded by P. Zelif and approved by all members present.

**1.2 Enter Public Session**

P. Zelif made a motion to enter back into public session at 4:14 p.m., seconded by C. Yunker and approved by all members present.

**2.0 Chairman's Report & Activities**

**2.1 Upcoming Meetings:**

- Next Scheduled Board Meeting: Thursday, June 4th at 4:00 p.m.**
- Audit & Finance Committee Meeting: Tuesday, June 2<sup>nd</sup> at 8:30 a.m.
- STAMP Committee Meeting: Tuesday, June 2<sup>nd</sup> at 10:30 a.m.
- Governance & Nominating Committee Meeting: Thursday, June 4<sup>th</sup> at 3:00 p.m.

**2.2 Agenda Additions / Deletions / Other Business-**

**C. Yunker made a motion to add agenda item 5.1 as “Recommendation for GGLDC Board Member Appointment”; the motion was seconded by A. Young. Roll call resulted as follows:**

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

**The item was approved as presented.**

**2.3 Minutes: March 26<sup>th</sup> , 2020**

**P. Zeliff made a motion to approve the March 26, 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. Zeliff -	Yes
A. Young -	Yes	M. Gray -	Absent
A. Vanderhoof -	Yes		

**The item was approved as presented.**

**3.0 Report of Management**

**3.1 Fancher BETP Housing Project – Initial Resolution** – J & R Fancher Property Holdings, LLC is proposing to construct a three-story, mixed-use building on 2 buildable acres (7.9 acres total) at Buffalo East Technology Park in Pembroke, NY.

The \$3 million project includes:

- Create 17 market-rate 1-bedroom and 2-bedroom apartments on the second and third floors with indoor parking available and a fitness center.
- Create a "vanilla" box interior space on the first floor, a total of 4 spaces, to attract commercial tenants that will comprise less than 1/3 of total project costs.

Total planned square footage of new construction is 32,254 sq. ft. Two recent studies by LaBella Associates - the Genesee County Housing Needs Assessment - 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 Associates reported that 4,800 units are needed in the next 20 years across multiple sectors, including rental units and single-family homes. The GCEDC would be assisting the project with a sales tax exemption, mortgage tax exemption and property tax exemptions. A public hearing will be held as benefits are estimated to be over \$100,000.

RESOLUTION OF THE GENESEE GATEWAY LOCAL DEVELOPMENT CORPORATION AUTHORIZING (I) THE SALE OF CERTAIN LANDS TO J & R FANCHER PROPERTY HOLDINGS, LLC COMPRISING APPROXIMATELY 7.9 +/- ACRES LOCATED IN THE TOWN OF PEMBROKE, GENESEE COUNTY, NEW YORK, AND KNOWN AS PART OF TAX PARCEL 19.-1-74 (THE "LAND"), AND (II) THE EXECUTION AND DELIVERY OF A PURCHASE AND SALE AGREEMENT FOR THE CONVEYANCE OF THE LAND AND THE EXECUTION AND DELIVERY OF DOCUMENTS NECESSARY AND INCIDENTAL THERETO

**C. Yunker made a motion to accept initial resolution #05/2020-01, authorizing the scheduling of a public hearing; 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 -	Absent
A. Vanderhoof -	Yes		

**The item was approved as presented.**

**3.2 Bright Oak Solar – Initial Resolution-** The company is planning a community solar farm in the Town of Batavia. The project is a 4MW (AC) solar generation system that will be interconnected with National Grid. While acknowledging this project does not advance the job creation opportunities of our IDA statutory powers, it offers several benefits that align with GCEDC statutory powers including advancing the health, general prosperity and economic welfare of the people of the state of New York (Genesee County). A public hearing will be held as benefits are estimated to be over \$100,000

Resolution No. 05/2020 - 02

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) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO THE PROJECT, AND (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY WITH RESPECT TO THE PROJECT.

**T. Bender made a motion to accept initial resolution #05/2020-02, authorizing the scheduling of a public hearing; the motion was seconded by P. Zelif. Roll call resulted as follows:**

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

**The item was approved as presented.**

**3.3 Local and Regional Economic Re-Start and Recovery Planning-** A team of 14 members, representing various economic partners, has been formed in response to the economic impact that COVID-19 has had on our community. Representation includes individuals from the Batavia Development Corporation, the Batavia Improvement District, the City of Batavia, Genesee County and Freed Maxick.

DRAFT guidance based on feedback from a recent economic development study by The Rockefeller Institute of Government (SUNY Thinktank), the Site Selection community, IEDC webinars and area business and local / regional economic development partners was provided in the Board packet. Genesee County’s input and plans as part of the Finger Lakes regional economic re-start/recovery planning consists of a 6-prong approach, including Capital Access, Business Attraction, Economic Driver “Connections”, Activate Workforce Development, Placemaking/Downtown Development, and Housing.

**4.0 Audit & Finance Committee**

**4.1 1<sup>st</sup> Quarter Financial Statements-** L. Farrell reviewed the 1<sup>st</sup> quarter financial statements with the Board. The following was noted:

- Grants receivable decreased from audited numbers at 12/31/19. We collected a National Grid engineering grant that we had previously submitted a reimbursement request for. We received final payment.
- Accounts payable was near \$1M at 12/31/19. These were mostly related to STAMP expenditures and GURFs that were in the process of being submitted for release of funds from ESD, which were paid in the first quarter. Payables are now approximately \$18,000.
- Deal flow is still strong; however, no projects closed in the 1<sup>st</sup> quarter.
- There is \$16,000 recorded for annual administrative fees from projects.
- Project origination revenue is projected to exceed the 2020 budget by \$230,000.
- Normal monthly activity.

The financial statements were reviewed in detail by the Committee and are recommended for approval.

**T. Bender made a motion to approve the 1<sup>st</sup> Quarter Financial Statements as presented; 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 -	Absent
A. Vanderhoof -	Yes		

**The item was approved as presented.**

**4.2 Mowing Bids-** The GCEDC asked four companies for bids to mow the properties we have acquired at STAMP and the entrance sign to STAMP. The results of the bids are as follows based on 6 mows in the season.

1. \$3,300 – S&S Trucking
2. \$3,150 – Scalia’s Landscaping
3. Declined to bid – McKenzie Landscaping
4. Declined to bid – Bubba’s Landscaping

This was recommended for approval by the Committee.

**T. Bender made a motion to approve the mowing contract for STAMP properties to Scalia’s Landscaping not to exceed \$3,150; the motion was seconded by P. Zelif. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
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T. Bender - Yes  
A. Young - Yes  
A. Vanderhoof – Yes

P. Zelif - Yes  
M. Gray - Absent

**The item was approved as presented.**

**4.3 Town of LeRoy Funding Deferral Request-** In 2018, the Town of LeRoy signed an Intermunicipal Agreement with the GCEDC that committed to four annual payments of \$50,000. Due to the recent pandemic and COVID-19, the Town of Leroy has sent in a request seeking to defer this year’s payment and to amend the agreements to reflect that deferral.

This was recommended for approval by the Committee.

**P. Zelif made a motion to approve the IMA amendment to defer the Town of LeRoy payment of \$50,000 for one year; the motion was seconded by A. Vanderhoof. Roll call resulted as follows:**

P. Battaglia - Yes  
T. Bender - Yes  
A. Young - Yes  
A. Vanderhoof – Yes

C. Yunker - Yes  
P. Zelif - Yes  
M. Gray - Absent

**The item was approved as presented.**

**5.0 Governance & Nominating Committee – C. Yunker**

**5.1 Recommendation for GGLDC Board Member Appointment** – The Committee recommends reappointing S. Noble-Moag to the GGLDC Board for another 6-year term.

This is recommended for approval by the Committee.

**C. Yunker made a motion to reappoint S. Noble-Moag to the GGLDC Board; the motion was seconded by P. Zelif. Roll call resulted as follows:**

P. Battaglia - Yes  
T. Bender - Yes  
A. Young - Yes  
A. Vanderhoof – Yes

C. Yunker - Yes  
P. Zelif - Yes  
M. Gray - Absent

**The item was approved as presented.**

**6.0 STAMP Committee – P. Zelif**

**6.1 Nothing at this time.**

**7.0 Empoyment & Compensation – T. Bender**

**7.1 Nothing at this time.**

**8.0 Other Business**

**8.1 Nothing at this time.**

**9.0 Adjournment**

As there was no further business, A. Young made a motion to adjourn at 4:38 p.m., which was seconded by A. Vanderhoof and passed unanimously.

5/29/2020

**AUTHORIZING RESOLUTION**  
*(Six Flags Darien, LLC Project – Tornado Wave Ride)*

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on Thursday, June 4, 2020.

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

Resolution No. 06/2020 - \_\_\_\_\_

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") (i) AUTHORIZING ADDITIONAL SALES AND USE TAX EXEMPTION BENEFITS FOR THE BENEFIT OF SIX FLAGS DARIEN, LLC (THE "COMPANY") IN AN AMOUNT EXCEEDING THE AMOUNT APPROVED BY THE AGENCY IN ITS RESOLUTION ADOPTED ON OCTOBER 3, 2019, AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF AN AMENDED (INCREASED AND EXTENDED) NYS FORM ST-60 AND RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 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 "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, by resolutions previously adopted by the Agency on October 3, 2019 (the "Authorizing Resolution"), the Agency appointed **SIX FLAGS DARIEN, LLC** (the "Company") the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of the acquisition and installation of certain machinery, equipment and other items of tangible personal property (the "Equipment") at the Company's existing recreational theme park and camping resort at 9993 Alleghany Road, Genesee County, New York, for the purpose of constructing a waterslide ride where up to four (4) riders board a tube and plummet down a twisting slide (the "Facility"); and

WHEREAS, pursuant to the Authorizing Resolution, the Agency appointed the Company as its true and lawful agent to make purchases of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$1,575,000**, which would result in New York State and local sales and use tax exemption benefits ("Original Sales and Use Tax Exemption Benefits") not to exceed **\$126,000**; and

WHEREAS, the Company has submitted correspondence dated May 4, 2020, to the Agency (the "Correspondence") requesting that, due to the negative impact of the COVID-19 pandemic on the Company's cash flow and the construction of the Project, the Agency (1)



authorize an additional **\$90,000** in New York State and local sales and use tax exemption benefits (the "Additional Sales and Use Tax Exemption Benefits"), and (2) extend the agent status of the Company for the Project to **June 30, 2021**; and

WHEREAS, the Agency desires to authorize and approve the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in the aggregate amount up to **\$2,700,000**, which results in New York State and local Sales and Use Tax Exemption Benefits in the aggregate amount of up to **\$216,000** (the "Total Sales and Use Tax Exemption Benefits").

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 representation and warranties made by the Company in the Correspondence, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in the aggregate amount of up to **\$2,700,000**, which results in New York State and local Sales and Use Tax Exemption Benefits of up to **\$216,000**. The Agency agrees to consider any further requests by the Company to increase the Total Sales and Use Tax Exemption Benefits upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 2. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the Total Sales and Use Tax Exemption Benefits; (ii) the Total Sales and Use Tax Exemption Benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the Total Sales and Use Tax Exemption Benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the Total Sales and Use Tax Exemption Benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving the Total Sales and Use Tax Exemption Benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any Total Sales and Use Tax Exemption Benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 3. Based upon the representation and warranties made by the Company in the Correspondence, the Agency hereby authorizes and approves an extension of the Company's status, as agent of the Agency for the Project, to **June 30, 2021.**

Section 4. The Agency hereby ratifies and confirms its finding made pursuant to Section 862 of the Act in its inducement resolution adopted on September 5, 2019, that the Project constitutes a "retail" project; and that, based on representations made by the Company to the Agency, the Project is likely to attract a significant number of visitors from outside the economic development region as established by section two-hundred thirty of the New York State Economic Development Law; and that, therefore, the Project constitutes a "tourism destination" under the Act.

Section 5. The President/CEO, Chairman, Vice Chairman and/or Senior Vice President of Operations of the Agency are hereby authorized, on behalf of the Agency, to execute and file with NYS IDA Unit an amended (increased) NYS Form ST-60 and any documents necessary and incidental thereto.

Section 6. The President/CEO, Chairman, Vice Chairman and/or Senior Vice President of Operations of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any documents necessary and incidental to provide the Company with the Total Sales and Use Tax Exemption Benefits and the Agency Documents with such changes as shall be approved by the President/CEO, Chairman, Vice Chairman and/or Senior Vice President of Operations upon execution.

Section 7. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 8. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing Resolution was duly put to a 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.

CERTIFICATION  
(Six Flags Darien, LLC Project – Tornado Wave Ride)

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 June 4, 2020, with the original thereof on file in the Agency's offices, 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 June, 2020.

\_\_\_\_\_  
, Secretary



*MW*  
4/30/2020

**GCEDC Opportunity Summary**

Created On: 5/7/2020

**Customer Information**

Potential Customer: Bright Oak Solar, LLC (Pro Wind) **Opportunity Type:** Tax Incentive Lease  
 Proj. St. Address: 3565 Galloway Road **Opportunity Product:** Property & Sales Taxes Only  
 City/Town/Village: Town of Batavia// **Type of Project:**  
 Proj. Description: Bright Oak Solar, LLC (Pro Wind) **New Jobs:** ✓  
 Total Capital Investment: \$6,040,929 **Retained Jobs:**  
 Incentive Amount: \$978,658 **School District:** Oakfield-Alabama  
 Benefited Amount: \$6,040,929 **PILOT Applicable:**

**Project Information**

Organization: GCEDC  
 Opportunity Source: **Date of Public Hearing:**  
 Initial Acceptance Date: 5/7/2020 **Inducement Date:**

**Opportunity Summary:** The company is planning a community solar farm in the Town of Batavia. The project is a 4-megawatt (AC) solar generation system that will be interconnected with National Grid.

While acknowledging this project does not advance the job creation opportunities of our IDA statutory powers, it offers several benefits that align with GCEDC statutory powers including advancing the health, general prosperity and economic welfare of the people of the state of New York (Genesee County).

Specific benefits offered by the project that align with these statutory powers include:

- Enhanced Property Tax Payments via a 15-year PILOT:
- Property Tax Payments, via PILOT, offered by this project are significantly greater than the current taxes being paid on the property of the project.
- @ \$5,500/MWAC +2% annual escalator, the 4MW (AC) solar farm will generate in excess of \$380,455 in PILOT payments over the 15-year term, which is far greater than current tax payment on this land.
- NYSERDA guidance suggests PILOT payments of \$1,700-\$5,100/MWAC in National Grid territory. The PILOT level concurred to here is above the top end of the NYSERDA range.
- Energy Discounts: The company will offer a 10% discount vs. average market rates for local residents who sign an agreement with the company to purchase solar energy from the project.
- Local Economic Development Strategy Alignment: Having renewable energy as an available local option is becoming a "preference item" for site selectors/companies conducting site location searches.
- Photovoltaic manufacturing is a "target sector" to attract investment/jobs @ STAMP
- Workforce Development Funding: The company understands the workforce development challenges of today related to a STEM enabled workforce and corporately will assist GCEDC/GGLDC by funding a community benefit agreement for workforce development and county economic development. The contribution will go toward the Genesee County STEM 2 STAMP workforce development program and related support for county economic development programming, with a core focus on STEM programming to aid area K-12 school districts and higher education programming.
- Environmental Benefits: The project generates no carbon footprint (greenhouse gas emissions) in its energy generation thereby providing environmental benefits to local residents.
- NYS Energy Policy (REV) Alignment: NYS has aggressive goals for renewable energy, energy efficiency and greenhouse gas reduction by 2030. This project supports these goals.
- Reduced dependency on foreign oil: This project helps the U.S. continue its efforts to move away from foreign oil dependency/utilization.

**Economic Impact:** This solar project is generating an increase to the tax base of \$394,139 (both PILOT and real property taxes). This calculates to a rate of return based on the original property taxes of \$108.86 to \$1.

**Project Detail (Total Capital Investment)**

Building Cost (Construction):	\$0	Capital Improvements:	\$0
Equipment (non-taxable):	\$3,525,929	Equipment (Taxable) / Other Proj Investment:	\$0
Land Cost (Real Estate):	\$0	Handwritten: Labor + soft costs \$2515,000	
Total Capital Investment:	\$6,040,929		

**Estimated Benefits Provided**

Sales Tax Exempt:	\$483,274	Tax Exempt Bond:	\$0
Mortgage Tax Exempt:	\$29,659	Land Sale Subsidy:	\$0
Property Tax Exempt:	\$465,725		

3.2

13



Total Estimated Tax Incentives  
Provided:

\$978,658 ✓

Total Amount Finance:

\$6,040,929

Mortgage Amount:

\$2,965,929 ESD-JDA:

GCEDC RLF:

\$0 Other Name:

NYSERDA Grant & ITC

City of Batavia:

\$0 Other Amount:

\$3075000

Chamber of Commerce:

Total Amount Finance:

\$6,040,929



Genesee  
County  
Economic  
Development  
Center

Project Name: Bright Oak Solar, LLC (Pro Wind)

Board Meeting Date: May 7, 2020

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

### PROJECT DESCRIPTION:

The company is planning a community solar farm project in the Town of Batavia. The project is a 4MW (AC) solar generation system that will be interconnected with National Grid.

While acknowledging this project does not advance the job creation opportunity aspect of our IDA statutory powers, it does offer several other benefits that align with GCEDC statutory powers including advancing the health, general prosperity and economic welfare of the people of the state of New York (Genesee County).

Specific benefits offered by the project that align with these statutory powers include:

- Enhanced Property Tax Payments via a 15-year PILOT:
  - Property tax payments, via PILOT, offered by this project are significantly greater than the current taxes being paid on the property of the project.
  - @ \$5,500/MWAC + 2% annual escalator, the 4MW (AC) solar farm will generate in excess of \$380,455 in PILOT payments over the 15-year term which is far greater than current tax payment of this land.
  - NYSERDA guidance suggests PILOT payments of \$1,700-\$5,100/MWAC in National Grid territory. The PILOT level concurred to here is above the top end of the NYSERDA range.
- Energy Discounts: The company will offer a 10% discount vs. average market rates for local residents who sign an agreement with the company to purchase solar energy from the project(s).
- Local Economic Development strategy / marketing alignment: Having renewable energy as an available local option is becoming a "preference item" for site selectors / companies conducting site location searches. Photovoltaic manufacturing is a "target sector" to attract investment/jobs @ STAMP.
- Workforce Development funding: The company understands the workforce development challenges of today related to a STEM enabled workforce and corporately will assist GCEDC/GGLDC by funding a community benefit agreement for workforce development and county economic development. The contribution will go toward the Genesee County STEM 2 STAMP workforce development program and related support for county economic development programming, with a core focus on STEM programming to aid area K-12 school districts and higher education programming.
- Environmental Benefits: The project generates no carbon footprint (greenhouse gas emissions) in its energy generation thereby providing environmental benefits to local residents.
- NYS Energy Policy (REV) alignment: NYS has aggressive goals for renewable energy, energy efficiency and greenhouse gas reduction by 2030, this project supports those goals.
- Reduced dependency on foreign oil: This project helps the United States continue its efforts to move away from foreign oil dependency/utilization.

4/30/20

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

**Project details:** n/a

**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 enhance long term tax base with a planned new community solar farm and \$6,040,929 in capital investment. A fixed 15-year pilot with a 2% annual escalator priced at \$5,500/MWAC is proposed which is above the top end of the NYSERDA recommended range for projects located in National Grid territory in Western NY. The 4MW solar farm will generate in excess of \$380,455 in PILOT payments over the 15-year term which is far greater than current assessed value of this land.

**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:** The company is assisting with a \$25,000 community benefit agreement for STEM oriented workforce training/county economic development programming to support STEM 2 STAMP workforce development programs/local economic development programming. Residents will be offered a 10% discount to average local market rates for solar energy.

**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:** This solar project is generating an increase to the tax base of \$394,139 (both PILOT and Real Property taxes). This calculates to a rate of return based on the original property taxes \$108.86. Directly supports NYS Energy Policy (REV) alignment: NYS has aggressive goals for renewable energy, energy efficiency and greenhouse gas reduction by 2030, this project supports those goals.

**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:** The company is a "downstream" developer/installer of Photovoltaic (solar) energy generation systems which is a target industry cluster / strategic industry focused on by the Agency to attract Photovoltaic (solar) manufacturing at STAMP.

**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 Summer of 2020 and be operational by end of year.

**Board Discussion:**

**Board Concurrence:** YES NO If no, state justification:

**Solar Pilot**

Project: Bright Oak Solar, LLC - 3565 Galloway Rd Batavia



Capex: \$ 6,040,929  
 Sales Taxable (est): \$ 6,040,929  
 Mortgage (est): \$ 2,965,929  
 Property Tax: below  
 Total: \$ 978,658

Savings: \$ 483,274  
 conservative to assure all NYS program options  
 1% of 1.25%  
 \$ 29,659  
 \$ 465,725

from Assessor: \$ 450,000.00  
 Assessed Value: \$ 1,800,000

for economic impact model  
 Assessed value at \$550/MW  
 \$ 701,978

Year of Exemption	Fixed Payment 3000kwh/MW	Low Cost Basis	Genesee County	Outright Purchase	Total Payments	Increase in property taxes due to loss of ag exemption	Loan PILOT payments with property taxes to be received	Current property taxes on land (including ag exemption)	Total increase in PILOT payment and property taxes from solar project
1	\$ 22,000	\$ -	\$ 7,090	\$ 14,910	\$ 22,000	\$ 1,154	\$ 23,154	\$ 241	\$ 22,912
2	\$ 22,440	\$ -	\$ 7,292	\$ 15,208	\$ 22,440	\$ 1,154	\$ 23,594	\$ 241	\$ 23,352
3	\$ 22,880	\$ -	\$ 7,376	\$ 15,512	\$ 22,880	\$ 1,154	\$ 24,042	\$ 241	\$ 23,801
4	\$ 23,347	\$ -	\$ 7,524	\$ 15,823	\$ 23,347	\$ 1,154	\$ 24,500	\$ 241	\$ 24,259
5	\$ 23,814	\$ -	\$ 7,674	\$ 16,139	\$ 23,814	\$ 1,154	\$ 24,967	\$ 241	\$ 24,726
6	\$ 24,290	\$ -	\$ 7,828	\$ 16,462	\$ 24,290	\$ 1,154	\$ 25,443	\$ 241	\$ 25,202
7	\$ 24,776	\$ -	\$ 7,984	\$ 16,791	\$ 24,776	\$ 1,154	\$ 25,929	\$ 241	\$ 25,688
8	\$ 25,271	\$ -	\$ 8,144	\$ 17,127	\$ 25,271	\$ 1,154	\$ 26,425	\$ 241	\$ 26,183
9	\$ 25,777	\$ -	\$ 8,307	\$ 17,469	\$ 25,777	\$ 1,154	\$ 26,930	\$ 241	\$ 26,689
10	\$ 26,292	\$ -	\$ 8,473	\$ 17,819	\$ 26,292	\$ 1,154	\$ 27,446	\$ 241	\$ 27,204
11	\$ 26,818	\$ -	\$ 8,643	\$ 18,175	\$ 26,818	\$ 1,154	\$ 27,972	\$ 241	\$ 27,730
12	\$ 27,354	\$ -	\$ 8,816	\$ 18,539	\$ 27,354	\$ 1,154	\$ 28,508	\$ 241	\$ 28,268
13	\$ 27,901	\$ -	\$ 8,992	\$ 18,910	\$ 27,901	\$ 1,154	\$ 29,055	\$ 241	\$ 28,814
14	\$ 28,459	\$ -	\$ 9,172	\$ 19,288	\$ 28,459	\$ 1,154	\$ 29,613	\$ 241	\$ 29,372
15	\$ 29,029	\$ -	\$ 9,355	\$ 19,673	\$ 29,029	\$ 1,154	\$ 30,182	\$ 241	\$ 29,941
Total	\$ 380,455	\$ -	\$ 122,610	\$ 257,845	\$ 380,455	\$ 17,304	\$ 387,760	\$ 3,021	\$ 394,139

Fiscal Impact (Including PILOT/Property Tax Base Growth (ROI)) \$ 394,139

The value of Ag Exemption elimination due to permanent conversion of farm land  
 Town of Batavia Tax Rate \$ 2.40  
 Current ag exemption amount (add from OARS) \$ 34,192  
 County and School Taxes on Ag Exemption \$ 1,072  
 Town of Batavia (only) Taxes on Ag Exemption \$ 1,154  
 Total taxes due based on the elimination of Ag Exemption \$ 1,154

GCEDC fee	\$ 75,512
Workforce Community Benefit	\$ 25,000
Subtotal	\$ 100,512
GCEDC Legal	\$ 12,500
Total Fee	\$ 113,012

Property Taxes at 100% assessed value (assessor)  
 Town \$ 55,412  
 Total PILOT \$ 846,180  
 Savings \$ 485,725

Net Savings \$ 865,647

\* no PILOTs on Ad Valerom Taxes

note: base land tax will remain the same and paid outside the PILOT

Man  
4/30



MM  
5/27/2020

**FINAL RESOLUTION**  
*(Bright Oak Solar LLC Project)*

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on Thursday, June 4, 2020.

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

Resolution No. 06/2020 - \_\_\_\_\_

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON MAY 26, 2020, WITH RESPECT TO THE BRIGHT OAK SOLAR LLC (THE "COMPANY") PROJECT (THE "PROJECT"); (ii) MAKING A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA (AS DEFINED BELOW); (iii) APPOINTING THE COMPANY AS AGENT OF THE AGENCY; (iv) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION, RECONSTRUCTION, RENOVATION AND EQUIPPING OF THE PROJECT, (B) A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A TAX AGREEMENT, AND (C) A MORTGAGE RECORDING TAX EXEMPTION AS PERMITTED BY LAW; AND (v) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A PROJECT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT, TAX AGREEMENT, MORTGAGE, AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

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 "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **BRIGHT OAK SOLAR LLC**, for itself or on behalf of an entity formed or to be formed by it or on its behalf (the "Company") previously submitted an application (the "Application") to the Agency requesting the Agency's assistance with respect to a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold or other interest in certain property located at 3565 Galloway Road, Town Batavia, New York, Genesee County, New York (the "Land"), (ii) the construction on the Land of an approximate 4.0 MW ac solar electrical generation system that will be interconnected to the National Grid utility and which can provide electricity to customers within the utility (the "Improvements"), and (iii) the acquisition

by the Company in and around the Improvements of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together with the Land and the Improvements, the "Facility"); and

WHEREAS, pursuant to Article 18-A of the Act the Agency desires to adopt a resolution approving the Project and the Financial Assistance (as defined below) that the Agency is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Agency will (i) designate the Company as agent of the Agency for the purpose of undertaking the Project pursuant to a project agreement (the "Project Agreement"), (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), a leaseback agreement (the "Leaseback Agreement"), a tax agreement (the "Tax Agreement") and related documents with the Company, (iii) take or retain title to or a leasehold interest in the Land, Improvements, Equipment and personal property constituting the Project (once the Lease Agreement, the Leaseback Agreement and the Tax Agreement have been negotiated), and (iv) provide financial assistance to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project, (b) a partial real property tax abatement structured through the Tax Agreement, and (c) an exemption from the mortgage recording tax as authorized by the laws of the State for financing related to the Project (collectively, the "Financial Assistance"); and

WHEREAS, on May 7, 2020, the Agency adopted a resolution (the "Initial Resolution") accepting the Application and directing that a public hearing be held; and

WHEREAS, pursuant to Section 859-a of the Act, on Tuesday, May 26, 2020, at 11:30 a.m., local time, via a video conference, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the "Public Hearing"), whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; a copy of the Notice of Public Hearing published in *The Batavia Daily News*, the affidavit of publication of such newspaper, and Minutes of the Public Hearing are attached hereto as **Exhibit A**; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the Project Agreement, the Lease Agreement, the Leaseback Agreement, the Tax Agreement and related documents will be negotiated and presented to the President/CEO, Chair, Vice Chair and/or Senior Vice President of Operations of the Agency for approval and execution subject to adoption of the resolutions contained herein.

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. The Company has presented an Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Application, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of acquiring, constructing and equipping the Project; and

(C) The Agency has the authority to take the actions contemplated herein under the Act; and

(D) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Genesee County, New York and otherwise furthering the purposes of the Agency as set forth in the Act; and

(E) The Project will not result in the removal of a facility or commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of 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 Agency hereby finds that, based on the 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; and

(F) The Town of Batavia Planning Board has conducted a review of the Project pursuant to Article 8 of the Environmental Conservation Law and 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"). The Town of Batavia Planning Board issued a Negative Declaration on September 17, 2019, determining that the Project does not pose a potential significant adverse environmental impact. The Agency, having reviewed the materials presented by the Company, including, but not limited to, the Full Environmental Assessment Form further determines that the Project does not pose a potential significant adverse environmental impact and thus ratifies the Negative Declaration previously issued by the Town of Batavia Planning Board pursuant to 6 N.Y.C.R.R. § 617.7. A copy of the Negative Declaration issued by the Town of Batavia Planning Board is attached hereto as Exhibit B.

Section 2. The Public Hearing held by the Agency on May 26, 2020, concerning the Project and the Financial Assistance was duly held in accordance with the Act, including but not limited to the giving of at least ten (10) days published notice of the Public Hearing (such notice also being provided to the Chief Executive Officer of each affected tax jurisdiction), affording interested parties a reasonable opportunity, both orally and in writing, to present their views with respect to the Project.



Section 3. The Agency is hereby authorized to provide to the Company the Financial Assistance in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction, reconstruction, renovation and equipping of the Project, (b) a partial real property tax abatement structured through the Tax Agreement, and (c) a mortgage recording tax exemption as permitted by State law.

Section 4. Based upon representations and warranties made by the Company in the Application, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project, that would otherwise be subject to State and local sales and use tax in an amount up to **\$6,040,929**, which result in State and local sales and use tax exemption benefits ("Sales and Use Tax Exemption Benefits") not to exceed **\$483,274**. The Agency agrees to consider any requests by the Company for an increase to the amount of Sales and Use Tax Exemption Benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

Section 5. Pursuant to Section 875(3) of the Act, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any Sales and Use Tax Exemption Benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the Sales and Use Tax Exemption Benefits; (ii) the Sales and Use Tax Exemption Benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the Sales and Use Tax Exemption Benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the Sales and Use Tax Exemption Benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving Sales and Use Tax Exemption Benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any Sales and Use Tax Exemption Benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 6. Subject to the Company executing the Project Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, reconstruct, renovate and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the

same validity that the Agency could do if acting in its own behalf; *provided, however*, the Project Agreement shall expire on **June 30, 2021** (unless extended for good cause by the President/CEO of the Agency) if the Lease Agreement, the Leaseback Agreement and the Tax Agreement contemplated have not been executed and delivered.

Section 7. The Agency is hereby authorized to provide the Company with an exemption from mortgage recording taxes as permitted by New York State law in an amount not to exceed Twenty-Nine Thousand Six-Hundred Fifty-Nine and 00/100 Dollars (**\$29,659**).

Section 8. The President/CEO, Chair, Vice Chair and/or Senior Vice President of Operations of the Agency are hereby authorized, on behalf of the Agency, to negotiate and enter into (A) the Project Agreement, (B) the Lease Agreement, pursuant to which the Company leases the Project to the Agency, (C) the related Leaseback Agreement, pursuant to which the Agency leases its interest in the Project back to the Company, and (D) the Tax Agreement; *provided, however*, (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project and (ii) the terms of the Tax Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 9. The President/CEO, Chair, Vice Chair and/or Senior Vice President of Operations of the Agency are hereby authorized, on behalf of the Agency, to execute, deliver and record any mortgage, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") (collectively, the "Mortgage") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance the Facility or equipment and other personal property and related transactional costs (hereinafter, with the Project Agreement, Lease Agreement, Leaseback Agreement, Tax Agreement and the Mortgage, collectively called the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the President/CEO, Chair, Vice Chair and/or Senior Vice President of Operations of the Agency shall approve, the execution thereof by the President/CEO, Chair, Vice Chair and/or Senior Vice President of Operations of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 10. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 11. These Resolutions shall take effect immediately upon adoption.



The question of the adoption of the foregoing Resolution was duly put to a 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**  
*(Bright Oak Solar 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 June 4, 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 June, 2020.

\_\_\_\_\_  
Secretary

**Exhibit A**

Notice Letter, Notice of Public Hearing,  
of Publication of *The Batavia Daily News* and Minutes of Public Hearing

[Attached Hereto]



NOTICE LETTER  
BRIGHT OAK SOLAR LLC PROJECT

May 14, 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 Bright Hill Solar LLC:  
Public Hearing

Ladies and Gentlemen:

On Tuesday, May 26, 2020, at 11:30 a.m., the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency") 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 Agency. 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 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: [gcedc.com/index.php/news/gcedc-approved-projects](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 on a video conference (<https://zoom.us/j/97847306057?pwd=T1VlSkJtEVVWUFOVlQ3UkVmalo0Zz09>), 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, meeting ID 97847306057, passcode 302186. 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.

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Senior Vice President of Operations, 99 MedTech Drive, Suite 106, Batavia, New York 14020, and/or via email at [gcedc@gcedc.com](mailto:gcedc@gcedc.com) with the subject line being "Re: Bright Oak Solar LLC", no later than Tuesday, June 2, 2020.

The public hearing is being conducted pursuant to Section 859-a of the General Municipal Law. 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. 9488-8090-6001-0027-6001-4100-18**

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

**Via Certified Mail**

**No. 9488-8090-0027-6001-4100-25**

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

**Via Certified Mail**

**No. 9488-8090-0027-6001-4100-32**

Town of Batavia  
Attn: Town Supervisor  
Batavia Town Hall  
3833 West Main Street Road  
Batavia, New York 14020

**Via Certified Mail**

**No. 9488-8090-0027-6001-4100-49**

Oakfield-Alabama Central School District  
Attn: Board of Education President  
7001 Lewiston Road  
Oakfield, New York 14125

**Via Certified Mail**

**No. 9488-8090-0027-6001-4100-25**

Oakfield-Alabama Central School District  
Attn: Superintendent  
7001 Lewiston Road  
Oakfield, New York 14125

## NOTICE OF PUBLIC HEARING

**NOTICE IS HEREBY GIVEN** that a public hearing pursuant to Article 18-A of the New York General Municipal Law (the "Act") will be held by the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency") on Tuesday, May 26, 2020, at 11:30 a.m., local time, in connection with the matter described below. **PLEASE NOTE THE SPECIAL PUBLIC HEARING LOGISTICS AND INSTRUCTIONS INCLUDED AT THE END OF THIS NOTICE.**

Bright Oak Solar LLC, for itself or on behalf of an entity formed or to be formed on behalf of the foregoing (the "Company") has submitted an application (the "Application") requesting the Agency's assistance with a project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold or other interest in certain property located at 3565 Galloway Road, Town Batavia, New York, Genesee County, New York (the "Land"), (ii) the construction on the Land of an approximate 4.0 MW ac solar electrical generation system that will be interconnected to the National Grid utility and which can provide electricity to customers within the utility (the "Improvements"), and (iii) the acquisition by the Company in and around the Improvements of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together with the Land and the Improvements, the "Facility").

The Agency will acquire a leasehold interest in the Facility and lease the Facility back to the Company. The Company will operate the Facility during the term of the lease. At the end of the lease term, the leasehold interests will be terminated. The Agency contemplates that it will provide financial assistance to the Company in the form of The Agency contemplates that it will provide financial assistance to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction, and equipping of the Facility, (b) a partial real property tax abatement structured within a payment-in-lieu-of-tax agreement, and (c) a mortgage recording tax exemption for financing or re-financing related to the Project (collectively, the "Financial Assistance").

### **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: [gcedc.com/index.php/news/gcedc-approved-projects](https://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 on a video conference (<https://zoom.us/j/97847306057?pwd=T1VlSkJtdEVVWUFOVlQ3UkVmalo0Zz09>), 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**, meeting ID **97847306057**, passcode **302186**. 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 [\*\*gcedc@gcedc.com\*\*](mailto:gcedc@gcedc.com) with the subject line being "Re: Bright Oak Solar LLC", no later than Tuesday, June 2, 2020.

Dated: May 16, 2020

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

**REPORT OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY'S PUBLIC HEARING OF BRIGHT OAK SOLAR, LLC., HELD ON TUESDAY, MAY 26, 2020 11:30 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  
Penny Kennett, Operations Manager – GCEDC  
Alex Jones  
Wendy Kingsland  
Katie Chapman

**II. CALL TO ORDER**

The public hearing of Bright Oak Solar, LLC, Inc. was opened at 11:30 am at the Genesee County Economic Development Center and 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/94303375341?pwd=NVY0MjZPZ0VrN2FSWlJyY2R6UzVpdz09>, 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](mailto:mmasse@gcedc.com) no later than Tuesday, June 2, 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 company is planning a community solar farm project in the Town of Batavia. The project is a 4MW (AC) solar generation system that will be interconnected with National Grid.

**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.

**V. ADJOURNMENT**

As there were no written or oral comments, the public hearing was closed at 11:40 am.



**Exhibit B**

Negative Declaration of the Town of Batavia Planning Board

[Attached Hereto]

# GCEDC Board of Directors Meeting

Steve Hyde, President and CEO

## Board Meeting Report

June 4, 2020

### 3.3 Ellicott Station/Savarino Companies LLC – Revised final resolution **\*\*Vote** – S. Hyde

As Savarino Co's are performing more detailed planning and tightening up final budgets as they look towards a possible project initiation/groundbreaking in 2020, we have received a request for minor adjustments to the IDA incentives package and final resolution which require GCEDC board approval. The changes requested include:

1. Technical clean up of some clerical errors noted in the final resolution dated and acted upon by the GCEDC Board on March 5, 2020. These cleanup items add clarity to this revised final resolution and do not change the project or benefits acted upon on March 5, 2020.
2. Given more detailed budget analysis related to project construction costs, Savarino Cos is requesting an increase to the Sales Tax Exemption for the project from \$790,512 to a figure not to exceed \$850,000. This is an increase of \$59,488 which is a 1.6% increase to the total value of the IDA incentives package approved on March 5, 2020.

The action today is to vote on the requested minor Sales Tax Exemption increase to the project and approval of a new version of the final resolution that corrects clerical errors in the March 5<sup>th</sup> 2020 final resolution. I recommend approval.

**FINAL RESOLUTION**  
*(Savarino Companies, LLC Project)*

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on Thursday, June 4, 2020.

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

Resolution No. 06/2020 - \_\_\_\_\_

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") RATIFYING CERTAIN PRIOR RESOLUTIONS AND FINDINGS AND (i) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A PROJECT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT, TAX AGREEMENT, TAX AGREEMENT MORTGAGE, IF NECESSARY, AND RELATED DOCUMENTS; (ii) AUTHORIZING FINANCIAL ASSISTANCE TO SAVARINO COMPANIES, LLC IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION, RECONSTRUCTION, RENOVATION AND EQUIPPING OF THE PROJECT, (B) A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A TAX AGREEMENT, AND (C) A MORTGAGE RECORDING TAX EXEMPTION AS PERMITTED BY NEW YORK STATE LAW; AND (iii) AUTHORIZING THE EXECUTION AND DELIVERY OF A MORTGAGE AND RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 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 "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, Ellicott Station Development, LLC, an entity formed on behalf of **SAVARINO COMPANIES, LLC**, for themselves or on behalf of another entity or entities to be formed (collectively, the "Company"), previously submitted an application (the "Original Application") requesting the Agency's assistance with a certain project (the "Original Project") consisting of: (A) the acquisition or retention by the Agency of a leasehold interest in certain land located at 40, 50, 60 Ellicott Street, City of Batavia, Genesee County, New York (being more particularly described as tax map identification number 84.015-1-2.1) (the "Land") and the existing improvements located thereon, consisting principally of three (3) abandoned buildings (the "Existing Improvements"), (B) (i) the renovation and equipping of approximately 16,965 square-feet of the Existing Improvements into a locally themed restaurant and production brew-house facility and (ii) the construction and equipping on the Land of an approximately 64,300

square-foot, four-story mixed-use building, containing approximately 16,000 square-feet of commercial office space and forty-eight (48) market-rate apartments and (iii) related improvements and infrastructure (the "Original Improvements"), and (C) the acquisition by the Company in and around the Original Improvements of certain items of machinery, equipment and other tangible personal property (the "Original Equipment"; and, collectively with the Land, the Existing Improvements and the Original Improvements, the "Original Facility"); and

WHEREAS, by resolution adopted on August 3, 2017, the Agency, among other things, (i) appointed the Company as its agent to undertake the Original Project and (ii) authorized financial assistance to the Company with respect to the Original Project in the form of (a) a sales and use tax exemption, (b) a real property tax abatement and (c) a mortgage recording tax exemption as permitted by New York State Law (collectively, the "Original Financial Assistance"); and

WHEREAS, on or about September 26, 2018, the Company submitted an application supplementing, modifying and amending the Original Application (the "Supplemental Application") and requesting the Agency's assistance with the Original Project (as so modified and supplemented, the "Supplemental Project"), consisting of: (A) (i) the renovation and equipping of approximately 16,965 square-feet of the Existing Improvements into a locally themed restaurant and production brew-house facility, event space, and outdoor beer garden and (ii) the construction and equipping on the Land of an approximately 65,296 square-foot, five-story building, containing approximately fifty-five (55) mixed-income multifamily residential apartments with covered ground-floor parking and on-site playground, and (iii) related improvements and infrastructure (collectively, the "Supplemental Improvements"); (C) the construction and equipping on the first floor of the Supplemental Improvements of approximately 16,850 square-feet of Class A multi-tenant commercial office building; and (D) the acquisition by the Company in and around the Supplemental Improvements of certain items of machinery, equipment and other tangible personal property (the "Supplemental Equipment"; and, collectively with the Land, the Existing Improvements and the Supplemental Improvements, the "Supplemental Facility"); and

WHEREAS, by resolution adopted on October 4, 2018, the Agency (i) accepted the Supplemental Application, (ii) authorized a public hearing (the "Public Hearing") with respect to the Supplemental Project, and (iii) described the financial assistance in the form of (a) a sales and use tax exemption, (b) a real property tax abatement and (c) a mortgage recording tax exemption as permitted by New York State Law (collectively, the "Supplemental Financial Assistance") being contemplated for the benefit of the Company with respect to the Supplemental Project; and

WHEREAS, pursuant to the combined "Notice of Public Hearing and Notice of Deviation" dated October 10, 2018, and delivered to the affected tax jurisdictions, the Agency delivered notice of proposed deviation (the "Deviation") from the Agency's Uniform Tax Exemption Policy ("UTEP") regarding the proposed payment-in-lieu-of-tax agreement (the "Tax Agreement") being considered by the Agency; and



WHEREAS, pursuant to Section 859-a of the Act, on Tuesday, October 23, 2018, at 4:00 p.m., local time, at Batavia City Hall, City Council Board Room, One Batavia City Centre, Batavia, New York 14020, the Agency held a Public Hearing concerning the Supplemental Project and the Supplemental Financial Assistance in accordance with the Act, including but not limited to the giving of at least ten (10) days published notice of the Public Hearing (such notice also provided to the Chief Executive Officer of each affected tax jurisdiction) and affording interested parties a reasonable opportunity, both orally and in writing, to present their views with respect to the Supplemental Project; and

WHEREAS, by resolution adopted on November 1, 2018, the Agency, among other things (i) authorized the provision of financial assistance to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction, reconstruction, renovation and equipping of the Supplemental Project, (b) a real property tax abatement structured through a tax agreement, and (c) a mortgage recording tax exemption as permitted by New York State law (collectively, the "Supplemental Financial Assistance"); and (ii) ratified a Negative Declaration previously issued by the City of Batavia Planning and Development Committee pursuant to 6 N.Y.C.R.R. Part 617.7 on July 20, 2017; and

WHEREAS, on or about October 18, 2019, the Company submitted an application supplementing, modifying and amending the Supplemental Application (the "Amended Application") and requesting the Agency's assistance with modifications to the Supplemental Project (as so modified and supplemented, the "Amended Project"), consisting of: (A) (i) the environmental remediation of the Land; (ii) the demolition of a certain portion of the Existing Improvements; (iii) the renovation and equipping of approximately 11,285 square-feet of the Existing Improvements into a locally themed restaurant and production brew-house facility, event space, and outdoor beer garden; and (iv) the construction and equipping on the Land of an approximately 65,296 square-foot, five-story building, containing approximately fifty-five (55) mixed-income multifamily residential apartments (thirty-five (35) one-bedroom apartments and twenty (20) two-bedroom apartments), all of which will be targeted to households with incomes at or below fifty percent (50%) of Area Median Income, together with ground-floor parking consisting of thirty-seven (37) secured at-grade spaces (collectively, the "Improvements"); and (B) the acquisition by the Company in and around the Improvements of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, on or about December 20, 2019, the Company submitted an application further supplementing, modifying and amending the Amended Application (the "Application") and requesting the Agency's assistance with modifications to the Amended Project (as so further modified and supplemented, the "Project"), to be undertaken in one or more phases, consisting of: (i) the acquisition by the Agency of a leasehold or other interest in the Land; (ii) the abatement and demolition of one or more Existing Improvements; (iii) the new construction of an approximately 55-unit workforce housing apartment building (with ground floor parking), all of which will be targeted to households with incomes at or below sixty percent (60%) of Area Median Income, and a brewery and restaurant/beer garden (collectively, the "Improvements"); and (iv) the acquisition by the Company in and around the Improvements of certain items of



machinery, equipment and other tangible personal property (the "Equipment"; and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, by resolution adopted on February 6, 2020, the Agency (i) accepted the Application, (ii) authorized a public hearing (the "Second Public Hearing") with respect to the Project, (iii) described the financial assistance in the form of (a) a sales and use tax exemption, (b) a real property tax abatement and (c) a mortgage recording tax exemption as permitted by New York State Law (collectively, the "Financial Assistance") being contemplated for the benefit of the Company with respect to the Project, and (iv) determined the Project is located in a "highly distressed area" (as such term is described in Section 854(18) of the Act); and

WHEREAS, pursuant to Section 859-a of the Act, on Tuesday, March 3, 2020, at 4:00 p.m., local time, at Batavia City Hall, City Council Board Room, One Batavia City Centre, Batavia, New York 14020, the Agency held a Second Public Hearing concerning the Project and the Financial Assistance in accordance with the Act, including but not limited to the giving of at least ten (10) days published notice of the Second Public Hearing (such notice also provided to the Chief Executive Officer of each affected tax jurisdiction) and affording interested parties a reasonable opportunity, both orally and in writing, to present their views with respect to the Project. A copy of the Notice Letter, "Notice of Public Hearing", Affidavit of Publication of The Daily News and Minutes of the Second Public Hearing are attached hereto as **Exhibit A**; and

WHEREAS, the proposed Tax Agreement deviates from the UTEP as a result of the contemplated thirty (30) year tax abatement term with respect to the workforce housing multifamily residential apartments; and

WHEREAS, pursuant to that certain Batavia Pathway to Prosperity Capital and Reinvestment Fund Agreement dated February 22, 2016, by and between the City of Batavia, the County of Genesee, the Batavia City School District, the Agency and the Batavia Development Corporation (the "BP2 Agreement"), the Agency will determine that funds from the Batavia Pathway to Prosperity Capital and Reinvestment Fund (the "BP2 Fund") will be allocated and disbursed in connection with the Project; and

WHEREAS, under the BP2 Agreement the Batavia Development Corporation has issued (or will issue) a Certificate of Consistency (as defined in the BP2 Agreement) and the Agency desires to approve the disbursement of monies from the BP2 Fund in an amount up to \$529,492 consistent with the Certificate of Consistency, as administrator of such account, to the Company or Agent in support of the Project, as set forth in **Exhibit B** attached hereto; and

WHEREAS, it is contemplated that the Agency will (i) designate the Company as agent of the Agency for the purpose of undertaking the Project pursuant to a project agreement (the "Project Agreement"), (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), a leaseback agreement (the "Leaseback Agreement"), the Tax Agreement, a tax agreement mortgage (the "Tax Agreement Mortgage"), if necessary, and related documents with the Company, (iii) take title to or a leasehold interest in the Land, the Existing Improvements, the Improvements, the Equipment and personal property constituting the Project (once the Lease Agreement, Leaseback Agreement and Tax Agreement have been negotiated), and (iv) provide

Financial Assistance to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction, reconstruction, renovation and equipping of the Project, (b) a real property tax abatement structured through the Tax Agreement, and (c) a mortgage recording tax exemption as authorized by New York State Law (collectively, the "Financial Assistance"); and

WHEREAS, pursuant to Article 18-A of the General Municipal Law the Agency desires to adopt a resolution authorizing the Project and the Financial Assistance (as defined below) that the Agency is contemplating with respect to the Project; and

WHEREAS, the Project Agreement, the Lease Agreement, the Leaseback Agreement, the Tax Agreement and related documents have been negotiated and will be presented to the Agency for execution subject to the approval of this resolution.

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 Agency in the Company's Application, the Agency hereby finds and determines that:

(A) The Tax Agreement between the Company and the Agency, in form satisfactory to the Agency and Agency Counsel, will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payments in lieu of real property taxes. Upon consideration of the Deviation, as outlined within the combined "Notice of Public Hearing and Notice of Deviation", notice contained therein issued to the affected tax jurisdictions, and upon consideration of the Project and comments received from the affected tax jurisdictions, the Agency hereby authorizes the undertaking of the Deviation based upon the following factors: (1) the Project will have a positive financial and employment impact on Genesee County and downtown Batavia; (2) the Project will benefit affected tax jurisdictions and the community with increased tax revenues and other development projects that will be undertaken as a result of the Project; (3) the Company has represented that approximately **10** new full-time, **10** new part-time and approximately **164** temporary construction jobs will be created as a result of the Project; (4) the Project will offer needed housing stock as part of its workforce development and overall economic development plan for Genesee County; (5) the Company has represented that it will invest approximately **\$22,414,567** to construct and equip the Project; and (6) the Company may pursue the Project in other surrounding states or municipalities if the proposed Tax Agreement is not approved.

(B) The Project will receive an allocation of BP2 Funds in accordance with the terms set forth in **Exhibit B**.

Section 2. The Second Public Hearing held by the Agency on Tuesday, March 3, 2020, at 4:00 p.m., local time, at Batavia City Hall, City Council Board Room, One Batavia City Centre, Batavia, New York 14020, concerning the Project and the Financial Assistance was duly held in accordance with the Act, including, but not limited to, the giving of at least ten (10) days' published notice of the Second Public Hearing (such notice also provided to the Chief Executive



Officer of each affected tax jurisdiction) and affording interested parties a reasonable opportunity, both orally and in writing, to present their views with respect to the Project.

Section 3. The Agency hereby ratifies and confirms the SEQRA review of the Project by the City of Batavia Planning and Development Committee (the "Planning Board"), which (i) classified the Original Project as an Unlisted Action pursuant to SEQRA and conducted an uncoordinated review and (ii) issued a Negative Declaration on July 20, 2017, thereby determining that the Original Project does not pose a potential significant adverse environmental impact.

Section 4. The Agency is hereby authorized to provide the Financial Assistance to the Company, in accordance with Exhibit A, in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction, reconstruction, renovation and equipping of the Project, (b) a real property tax abatement through the Tax Agreement, and (c) a mortgage recording tax exemption as authorized by New York State law.

Section 5. Based upon representations and warranties made by the Company in the Application, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services in furtherance of the Project, that would otherwise be subject to New York State and local sales and use tax in an amount up to \$10,624,995 which result in New York State and local sales and use tax exemption benefits ("Sales and Use Tax Exemption Benefits") not to exceed \$850,000, as set forth in Exhibit C attached hereto. The Agency agrees to consider any requests by the Company for increase to the amount of Sales and Use Tax Exemption Benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services. Pursuant to Section 875(3) of the Act, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any Sales and Use Tax Exemption Benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the Sales and Use Tax Exemption Benefits; (ii) the Sales and Use Tax Exemption Benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the Sales and Use Tax Exemption Benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the Sales and Use Tax Exemption Benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project.

As a condition precedent of receiving Sales and Use Tax Exemption Benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any Sales and Use Tax Exemption Benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 6. Subject to the Company executing the Project Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, reconstruct, renovate and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; *provided, however*, the Project Agreement shall expire on **June 30, 2021** (*unless extended for good cause by the President/CEO of the Agency*) if the Lease Agreement, Leaseback Agreement and Tax Agreement contemplated have not been executed and delivered.

Section 7. The Chairman, Vice Chairman, President/CEO and/or Senior Vice President of Operations of the Agency are hereby authorized, on behalf of the Agency, to negotiate and enter into (A) the Project Agreement, (B) the Lease Agreement, pursuant to which the Company leases the Project to the Agency, (C) the related Leaseback Agreement, pursuant to which the Agency leases its interest in the Project back to the Company, (D) the Tax Agreement, and (E) the Tax Agreement Mortgage; *provided, that*, (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; (ii) the terms of the Tax Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with; and (iii) pursuant to Section 862(2)(c) of the Act, prior to providing the Financial Assistance, the Agency has received the Chair of the County of Genesee, New York Legislature's confirmation that the Agency's undertaking of the Project will serve the public purposes of the Act by preserving permanent, private sector jobs and/or increasing the overall number of permanent, private sector jobs in the State.

Section 8. The Agency is hereby authorized to disburse funds from the BP2 Fund, pursuant to the terms of the BP2 Agreement, in support of the Project. Any and all disbursements from the BP2 Fund shall be made pursuant to and in accordance with, **Exhibit B** attached hereto. The Chairman, Vice Chairman, President/CEO and/or Senior Vice President of Operations of the Agency are hereby authorized, on behalf of the Agency, to do all acts and things required and to execute and deliver all such certificates, instruments and documents related to the payment, management, allocation and disbursement of BP2 Funds to the Company in connection with the Project.

Section 9. The Chairman, Vice Chairman, President/CEO and/or Senior Vice President of Operations of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required any Lender identified by the Company (the "Lender") in such forms as approved by

counsel to the Agency up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Project Agreement, Lease Agreement, Leaseback Agreement and Tax Agreement, collectively called the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman or Executive Director of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman, President/CEO and/or Senior Vice President of Operations of the Agency to constitute conclusive evidence of such approval; provided, in all events, recourse against the Agency is limited to the Agency's interest in the Project.

Section 10. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 11. These Resolutions shall take effect immediately upon adoption.

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

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

The resolutions were thereupon duly adopted.



**SECRETARY'S CERTIFICATION**  
*(Savarino Companies, 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 June 4, 2020, with the original thereof on file in the office 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 June, 2020.

\_\_\_\_\_  
Secretary

**EXHIBIT A**

Notice Letter  
"Notice of Public Hearing"  
Affidavit of Publication of *The Daily News*  
Minutes of the Second Public Hearing  
  
(See attached)

**EXHIBIT B**

**BP<sup>2</sup> Fund Reimbursement Model**

<b>Commercial Phase BP2 Reimbursement Model</b>				
<b>Year of PILOT/PIF</b>	<b>PILOT Payments</b>	<b>PILOT Contribution to BP2 Fund (50%)</b>	<b>Total Contribution to BP2 Fund (50%)</b>	<b>BP2 Reimbursement to Project</b>
1	\$19,787.73	\$9,893.86	\$9,893.86	\$9,893.86
2	\$19,787.73	\$9,893.86	\$9,893.86	\$9,893.86
3	\$19,787.73	\$9,893.86	\$9,893.86	\$9,893.86
4	\$19,787.73	\$9,893.86	\$9,893.86	\$9,893.86
5	\$29,681.59	\$14,840.80	\$14,840.80	\$14,840.80
6	\$29,681.59	\$14,840.80	\$14,840.80	\$14,840.80
7	\$29,681.59	\$14,840.80	\$14,840.80	\$14,840.80
8	\$29,681.59	\$14,840.80	\$14,840.80	\$14,840.80
9	\$29,681.59	\$14,840.80	\$14,840.80	\$14,840.80
10	\$37,596.68	\$18,798.34	\$18,798.34	\$18,798.34
<b>Total</b>	<b>\$265,155.56</b>	<b>\$132,577.78</b>	<b>\$132,577.78</b>	<b>\$132,577.78</b>

<b>Housing Phase BP2 Reimbursement Model</b>				
<b>Year of PILOT/PIF</b>	<b>PILOT Payments</b>	<b>PILOT Contribution to BP2 Fund (50%)</b>	<b>Total PILOT Contribution to BP2 Fund (50%)</b>	<b>BP2 Fund Reimbursement to Project</b>
1	\$43,076.01	\$21,538.01	\$21,538.01	\$21,538.01
2	\$43,076.01	\$21,538.01	\$21,538.01	\$21,538.01
3	\$43,076.01	\$21,538.01	\$21,538.01	\$21,538.01
4	\$43,076.01	\$21,538.01	\$21,538.01	\$21,538.01
5	\$43,076.01	\$21,538.01	\$21,538.01	\$21,538.01
6	\$43,076.01	\$21,538.01	\$21,538.01	\$21,538.01
7	\$43,076.01	\$21,538.01	\$21,538.01	\$21,538.01
8	\$61,537.16	\$30,768.58	\$30,768.58	\$30,768.58
9	\$61,537.16	\$30,768.58	\$30,768.58	\$30,768.58
10	\$61,537.16	\$30,768.58	\$30,768.58	\$30,768.58
11	\$61,537.16	\$30,768.58	\$30,768.58	\$30,768.58
12	\$61,537.16	\$30,768.58	\$30,768.58	\$30,768.58
13	\$61,537.16	\$30,768.58	\$30,768.58	\$30,768.58
14	\$61,537.16	\$30,768.58	\$30,768.58	\$30,768.58
15	\$61,537.16	\$30,768.58	\$30,768.58	\$30,768.58
16	\$61,537.16	\$30,768.58	\$30,768.58	-
17	\$61,537.16	\$30,768.58	\$30,768.58	-
18	\$61,537.16	\$30,768.58	\$30,768.58	-
19	\$61,537.16	\$30,768.58	\$30,768.58	-
20	\$61,537.16	\$30,768.58	\$30,768.58	-
21	\$61,537.16	\$30,768.58	\$30,768.58	-
22	\$61,537.16	\$30,768.58	\$30,768.58	-
23	\$61,537.16	\$30,768.58	\$30,768.58	-
24	\$61,537.16	\$30,768.58	\$30,768.58	-
25	\$61,537.16	\$30,768.58	\$30,768.58	-
26	\$61,537.16	\$30,768.58	\$30,768.58	-
27	\$61,537.16	\$30,768.58	\$30,768.58	-
28	\$61,537.16	\$30,768.58	\$30,768.58	-
29	\$61,537.16	\$30,768.58	\$30,768.58	-
30	\$61,537.16	\$30,768.58	\$30,768.58	-
<b>Total</b>	<b>\$1,716,886.71</b>	<b>\$858,443.35</b>	<b>\$858,443.35</b>	<b>\$396,914.67</b>

**EXHIBIT C**

**Description of Financial Assistance**

<b>Sales &amp; Mortgage Tax Exemption</b>		
	Commercial Phase	Housing Phase
Sales Tax Exemption	\$143,994.00	\$706,006.00
Mortgage Tax Exemption	\$33,184.00	\$147,607.00

<b>Commercial Phase PILOT</b>					
Year of Exemption	BP2 10-Year Baseline PILOT = % of Full Taxes Paid	City of Batavia	Genesee County	Batavia School	Total PILOT Payments
1	50%	\$4,214.36	\$4,717.64	\$10,855.73	\$19,787.73
2	50%	\$4,214.36	\$4,717.64	\$10,855.73	\$19,787.73
3	50%	\$4,214.36	\$4,717.64	\$10,855.73	\$19,787.73
4	50%	\$4,214.36	\$4,717.64	\$10,855.73	\$19,787.73
5	75%	\$6,321.54	\$7,076.45	\$16,283.60	\$29,681.59
6	75%	\$6,321.54	\$7,076.45	\$16,283.60	\$29,681.59
7	75%	\$6,321.54	\$7,076.45	\$16,283.60	\$29,681.59
8	75%	\$6,321.54	\$7,076.45	\$16,283.60	\$29,681.59
9	75%	\$6,321.54	\$7,076.45	\$16,283.60	\$29,681.59
10	95%	\$8,007.28	\$8,963.51	\$20,625.90	\$37,596.68
<b>Total</b>	<b>67%</b>	<b>\$56,472.40</b>	<b>\$63,216.31</b>	<b>\$145,466.85</b>	<b>\$265,155.56</b>



<b>Housing Phase PILOT</b>					
<b>Year of Exemption</b>	<b>Housing PILOT % of Full Taxes Paid</b>	<b>City of Batavia</b>	<b>Genesee County</b>	<b>Batavia School</b>	<b>Total PILOT Payments</b>
1	35%	\$9,174.26	\$10,269.85	\$23,631.91	\$43,076.01
2	35%	\$9,174.26	\$10,269.85	\$23,631.91	\$43,076.01
3	35%	\$9,174.26	\$10,269.85	\$23,631.91	\$43,076.01
4	35%	\$9,174.26	\$10,269.85	\$23,631.91	\$43,076.01
5	35%	\$9,174.26	\$10,269.85	\$23,631.91	\$43,076.01
6	35%	\$9,174.26	\$10,269.85	\$23,631.91	\$43,076.01
7	35%	\$9,174.26	\$10,269.85	\$23,631.91	\$43,076.01
8	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
9	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
10	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
11	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
12	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
13	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
14	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
15	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
16	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
17	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
18	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
19	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
20	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
21	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
22	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
23	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
24	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
25	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
26	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
27	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
28	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
29	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
30	50%	\$13,106.08	\$14,671.21	\$33,759.87	\$61,537.16
<b>Total</b>	<b>47%</b>	<b>\$365,659.73</b>	<b>\$409,326.69</b>	<b>\$941,900.29</b>	<b>\$1,716,886.71</b>

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

	4/30/20	Three Month Period Ended 3/31/20	[Per Audit] 12/31/19
<b>ASSETS:</b>			
Cash - Unrestricted (1)	\$ 1,675,547	\$ 1,596,320	\$ 1,409,323
Cash - Restricted (1)(2)	12,749,015	12,746,344	13,742,990
Cash - Reserved (3)	789,627	789,434	788,561
Cash - Subtotal	<u>15,214,189</u>	<u>15,132,098</u>	<u>15,940,874</u>
Grants Receivable (5)	86,092	186,092	386,091
Accts Receivable- Current (4)	332,059	394,848	397,089
Deposits	2,832	2,832	2,832
Prepaid Expense(s) (5)	6,955	2,542	33,355
Loans Receivable - Current	52,571	56,244	51,450
<b>Total Current Assets</b>	<u><b>15,694,698</b></u>	<u><b>15,774,656</b></u>	<u><b>16,811,691</b></u>
Land Held for Dev. & Resale (6)	14,156,249	14,156,249	13,886,275
Furniture, Fixtures & Equipment	67,982	67,982	67,982
Total Property, Plant & Equip.	<u>14,224,231</u>	<u>14,224,231</u>	<u>13,954,257</u>
Less Accumulated Depreciation	(67,939)	(67,934)	(67,917)
<b>Net Property, Plant &amp; Equip.</b>	<u><b>14,156,292</b></u>	<u><b>14,156,297</b></u>	<u><b>13,886,340</b></u>
Accts Receivable- Non-current (7)	539,295	539,295	559,295
Loans Receivable- Non-current (Net of \$47,429 Allow. for Bad Debt)	290,963	295,675	309,788
<b>Other Assets</b>	<u><b>830,258</b></u>	<u><b>834,970</b></u>	<u><b>869,083</b></u>
<b>TOTAL ASSETS</b>	<u><b>30,681,248</b></u>	<u><b>30,765,923</b></u>	<u><b>31,567,114</b></u>
<b>DEFERRED OUTFLOWS OF RESOURCES</b>			
Deferred Pension Outflows (12)	160,725	160,725	160,725
<b>Deferred Outflows of Resources</b>	<u><b>160,725</b></u>	<u><b>160,725</b></u>	<u><b>160,725</b></u>
<b>LIABILITIES:</b>			
Accounts Payable (8)	19,174	18,692	927,789
Loan Payable - Genesee County - Current (9)	290,000	290,000	285,000
Accrued Expenses	8,905	779	12,608
Unearned Revenue (10)	10,309,198	10,408,729	10,408,563
<b>Total Current Liabilities</b>	<u><b>10,627,277</b></u>	<u><b>10,718,200</b></u>	<u><b>11,633,960</b></u>
Loans Payable - ESD (11)	5,196,487	5,196,487	5,196,487
Loan Payable - Genesee County - Noncurrent (9)	3,425,000	3,425,000	3,715,000
Aggregate Net Pension Liability (12)	199,875	199,875	199,875
<b>Total Noncurrent Liabilities</b>	<u><b>8,821,362</b></u>	<u><b>8,821,362</b></u>	<u><b>9,111,362</b></u>
<b>TOTAL LIABILITIES</b>	<u><b>19,448,639</b></u>	<u><b>19,539,562</b></u>	<u><b>20,745,322</b></u>
<b>DEFERRED INFLOWS OF RESOURCES</b>			
Deferred Pension Inflows (12)	109,989	109,989	109,989
<b>Deferred Inflows of Resources</b>	<u><b>109,989</b></u>	<u><b>109,989</b></u>	<u><b>109,989</b></u>
<b>NET ASSETS</b>	<u><b>11,283,345</b></u>	<u><b>\$ 11,277,097</b></u>	<u><b>\$ 10,872,528</b></u>

**Significant Events:**

1. Unrestricted Cash YTD - Collected \$300K National Grid Grant.
2. 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.
3. Grants Receivable - Decreased due to receipt of funds from National Grid as reimbursement for STAMP expenses.
4. Accounts Receivable (Current) - Econ. Dev. Program Support Grant; MedTech Centre Property Management; termed out Project Origination Fees from Rochester Gas & Electric and HP Hood to be collected in the next 12 months.
5. Prepaid Expense(s) - D&O insurance, life insurance, long-term and short-term disability.
6. Land Held for Dev. & Resale - Additions are related to STAMP development costs.

7. 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.
8. Accounts Payable - e3communications expenses and unpaid 2019 expenses.
9. 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.
10. Unearned Revenue - Genesee County contribution 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  
April 2020 Dashboard  
Profit & Loss - Accrual Basis**

	Month to Date		YTD		2020	2020
	4/30/20	4/30/19	2020	2019	Board Approved Budget	YTD % of Budget
<b>Operating Revenues:</b>						
Genesee County	\$ 19,459	\$ 19,459	\$ 77,837	\$ 77,837	\$ 233,513	33%
Fees - Projects	13,718	500	29,718	160,698	392,000	8%
Fees - Services	6,707	6,687	26,828	26,748	80,483	33%
Interest Income on Loans	333	308	1,355	1,250	3,877	35%
Rent	200	220	800	820	23,995	3%
Common Area Fees - Parks	400	-	700	-	-	N/A
Grants (1)	-	137,458	584,913	427,151	26,022,377	2%
GGLDC Grant- Econ. Dev. Program Support	25,000	25,000	100,000	100,000	300,000	33%
GCFC Grant - Econ. Dev. Program Support	50,000	-	50,000	-	50,000	100%
BP <sup>2</sup> Revenue	-	-	-	402	2,698	0%
Other Revenue	838	-	6,397	4,831	5,000	128%
<b>Total Operating Revenues</b>	<b>116,655</b>	<b>189,632</b>	<b>878,548</b>	<b>799,737</b>	<b>27,113,943</b>	<b>3%</b>
<b>Operating Expenses</b>						
General & Admin	90,135	85,783	415,800	407,139	1,379,649	30%
Professional Services	13,478	23,500	18,095	28,395	96,000	19%
Site Maintenance/Repairs	405	390	1,622	1,560	17,000	10%
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	7,209	-	8,684	18,389	2,501,475	0%
Real Estate Development (2)	-	124,958	269,974	192,160	25,642,025	1%
Balance Sheet Absorption	-	(124,958)	(269,974)	(192,160)	-	N/A
<b>Total Operating Expenses</b>	<b>111,227</b>	<b>109,673</b>	<b>475,144</b>	<b>678,273</b>	<b>29,741,863</b>	<b>2%</b>
<b>Operating Revenue (Expense)</b>	<b>5,428</b>	<b>79,959</b>	<b>403,404</b>	<b>121,464</b>	<b>(2,627,920)</b>	
<b>Non-Operating Revenue (Expense)</b>						
Other Interest Income	820	1,115	7,413	7,808	5,000	148%
Econ. Dev. Loan Fund (LDC County)	-	-	-	(233,764)	-	N/A
<b>Total Non-Operating Revenue (Expense)</b>	<b>820</b>	<b>1,115</b>	<b>7,413</b>	<b>(225,956)</b>	<b>5,000</b>	<b>148%</b>
<b>Change in Net Assets</b>	<b>6,248</b>	<b>81,074</b>	<b>410,817</b>	<b>(104,492)</b>	<b>\$ (2,622,920)</b>	
<b>Net Assets - Beginning</b>	<b>11,277,097</b>	<b>10,530,195</b>	<b>10,872,528</b>	<b>10,715,761</b>		
<b>Net Assets - Ending</b>	<b>\$ 11,283,345</b>	<b>\$ 10,611,269</b>	<b>\$ 11,283,345</b>	<b>\$ 10,611,269</b>		

**Significant Events:**

- 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
- Real Estate Development Costs - Includes STAMP development costs

Genesee County Economic Development Center  
April 2020 Dashboard  
Statement of Cash Flows

	April 2020	YTD
<b>CASH FLOWS PROVIDED (USED) BY OPERATING ACTIVITIES:</b>		
Genesee County	\$ 19,459	\$ 97,296
Fees - Projects	13,718	38,718
Fees - Services	20,121	40,182
Interest Income on Loans	602	1,280
Rent	400	1,000
Common Area Fees - Parks	400	700
Grants	-	776,963
GGLDC Grant - Economic Development Program Support	75,000	150,000
GCFC Grant - Economic Development Program Support	50,000	50,000
Other Revenue	838	6,397
Repayment of Loans	8,385	17,704
General & Admin Expense	(87,202)	(397,439)
Professional Services	(13,478)	(18,745)
Site Maintenance/Repairs	(405)	(1,622)
Site Development	(7,209)	(703,456)
Property Taxes/Special District Fees	-	(2,533)
PIF Expense	-	(28,410)
Improv/Additions/Adj to Land Held for Development & Resale	-	(482,656)
Net Cash Provided (Used) By Operating Activities	80,629	(454,621)
<b>CASH FLOWS USED BY NONCAPITAL FINANCING ACTIVITIES:</b>		
Principal Payments on Loan	-	(285,000)
Net Cash Used By Noncapital Financing Activities	-	(285,000)
<b>CASH FLOWS PROVIDED BY INVESTING ACTIVITIES:</b>		
Interest Income (Net of Remittance to ESD)	1,462	12,936
Net Change in Cash	82,091	(726,685)
Cash - Beginning of Period	15,132,098	15,940,874
Cash - End of Period	\$ 15,214,189	\$ 15,214,189
<b>RECONCILIATION OF NET OPERATING REVENUE TO NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES:</b>		
Operating Revenue	\$ 5,428	\$ 403,404
Depreciation Expense	5	22
Decrease in Operating Accounts/Grants Receivable	162,789	383,131
(Increase) Decrease in Prepaid Expenses	(4,413)	26,400
Decrease in Loans Receivable	8,385	17,704
Increase in Land Held for Development & Resale	-	(269,974)
Decrease in Operating Accounts Payable	(160)	(912,240)
Increase (Decrease) in Accrued Expenses	8,126	(3,703)
Decrease in Unearned Revenue	(99,531)	(99,365)
Total Adjustments	75,201	(858,025)
Net Cash Provided (Used) By Operating Activities	\$ 80,629	\$ (454,621)



# Genesee County Economic Development Center

## Current Officers

Paul Battaglia, Chair  
Pete Zeliff, Vice Chair  
P. Kennett, Secretary  
L. Farrell, Treasurer  
S. Hyde, President & CEO

## Authorized to request information regarding all bank accounts for the GCEDC

L. Farrell  
P. Kennett

## The following are authorized signors of agreements, contracts, deeds and any other instruments as approved by the Board or operational items within the approved budget limits:

Chairman (per by-laws)  
Vice Chairman (per by-laws)  
S. Hyde (per by-laws)  
M. Masse  
C. Suozzi

5.1, 5.2, 5.3

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# Genesee County Economic Development Center

## Procurement Policies and Procedures



Adopted: April 14, 1994  
Amended: June 10, 2003, October 8, 2003  
Readopted: June 14, 2006, March 25, 2008, March 23, 2009  
Amended: June 5, 2014  
Readopted: October 1, 2015  
Readopted: July 14, 2016  
Readopted: August 3, 2017  
Readopted: October 4, 2018  
Readopted: July 11, 2019  
Readopted: XXXXXXXXXXXX

GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER

PROCUREMENT POLICIES AND PROCEDURES

1. INTRODUCTION
2. DECLARATION OF POLICY
3. DEFINITIONS
4. DETERMINATION OF PROCUREMENT
5. NO COMPETITIVE BIDDING
6. COMPETITIVE QUOTATIONS
  - 6.1. Written Descriptions Required
  - 6.2. Soliciting Competitive Quotations
  - 6.3. Exceptions
  - 6.4. Authorization
  - 6.5. Award of Contract
  - 6.6. Purchases (\$5,000 or less)
  - 6.7. Policies for Center's Benefit
7. MISCELLANEOUS
8. PROCUREMENT POLICY SUMMARY CHART

NOTE: THESE POLICIES AND PROCEDURES APPLY ONLY TO GOODS AND SERVICES PAID FOR BY THE CENTER FOR ITS OWN USE AND ACCOUNT. THEY DO NOT APPLY TO GOODS OR SERVICES (SUCH AS, BUT NOT LIMITED TO, BOND COUNSEL OR CENTER COUNSEL) PROCURED IN CONNECTION WITH SALE LEASEBACK OR A BOND ISSUANCE, FOR WHICH GOODS AND SERVICES A COMPANY PAYS.

1. **INTRODUCTION**

The policies and procedures set forth herein have been developed by the Genesee County Economic Development Center (the "Center") pursuant to New York State General Municipal Law Section 104-b regarding the procurement of Goods and Services not required by law to be procured pursuant to competitive bidding.

These policies and procedures apply only to Goods and Services paid for by the Center for its own use and account. They do not apply to Goods or Services (such as, but not limited to, Bond Counsel or construction services) for a project for which the Center will not be the project operator or occupant.

The Center adopted these policies and procedures at a meeting held April 14, 1994.

2. **DECLARATION OF POLICY**

Goods and Services which are not required by law to be procured pursuant to competitive bidding must be procured in a manner so as to assure the prudent and economical use of Center moneys in the best interest of the Center, to facilitate the acquisition of Goods and Services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption. To further these objectives, the Board of the Genesee County Economic Development Center has adopted the policies and procedures set forth herein governing all procurement of Goods and Services which are not required to be procured pursuant to competitive bidding.

3. **DEFINITIONS**

The following terms shall have the following meanings:

1. "Center" shall mean the Genesee County Economic Development Center.
2. "Competitive Quotations" means the procurement of Goods and/or Services, in accordance with the provisions of Section "6" herein.
3. "Contract" shall mean a public work Contract, a purchase Contract, or, generally a Contract for Goods or Services in accordance with the provisions herein.
4. "County" shall mean the County of Genesee, New York.

5. "Goods" shall mean products, materials, supplies, equipment, apparatus and other like items, and the necessary Services related to these items.

6. "Board" shall mean the Board of Directors of the Center.

7. "Procurement" or "procure" shall mean the obtaining, through Contract or agreement of Goods and/or Services in accordance with these policies and procedures.

8. "Procurement Officer" shall mean the Chief Financial Officer of the Center or such other officer or employee of the Center designated by the Board to carry out the general and specific provisions of the policies and procedures set forth herein.

9. "Professional Services" means for those Services requiring special or technical skills, training, expertise, or licensing, or such Services which involve the use of professional judgment and/or a high degree of creativity, or which involve a relationship of personal trust or professional confidence including, but not limited to, engineering, architectural, medical, financial and legal services.

10. "Services" shall mean, generally, labor and/or construction to be performed.

11. "Sole Source Goods or Services" shall mean Goods or Services for which the Procurement Officer has determined that there is only one possible source from which to procure the desired Goods or Services, including, but not limited to, certain patented Goods or Services, or public utilities; provided, however, the Procurement Officer must certify that such Goods or Services are available from only one source so that no possibility of competition exists, including a showing that, at least (a) the unique benefits of the desired Goods or Services as compared to other such Goods or Services available in the marketplace, (b) no other Goods or Services provide substantially equivalent or similar benefits, and (c) considering the benefits received, the cost of the Goods or Services is reasonable, when compared to conventional methods;

12. "State" shall mean the State of New York.

13. "Vendor" shall mean a supplier or prospective supplier of Goods or Services.



4. **DETERMINATION OF PROCUREMENT**

The Procurement Officer is hereby designated to be responsible for determining whether a procurement of Goods or Services is subject to Competitive Quotations or is exempt from such procurement, and the Procurement Officer is authorized to determine that the nature of a particular project or class of projects is exempt from the procurement policies described herein. The Center hereby finds and determines that Professional Services are, in all cases, exempt from these procurement policies and procedures, as solicitation of alternate proposals and quotations is not in the best interest of the Center in situations in which special skills and expertise are required.

5. **NO COMPETITIVE BIDDING**

As of the date of adoption of these policies and procedures, the Center is not subject to the competitive bidding requirements of Section 103 of the General Municipal Law.

6. **COMPETITIVE QUOTATIONS**

6.1. **Written Descriptions Required**

Upon a determination by the Procurement Officer that Goods or Services are to be procured through competitive or verbal quotations, the Procurement Officer shall cause to be made a written description for each such Goods or Services to be procured. Such description need not necessarily include detailed specifications but may be generic or in outline form or describe the result sought by the Center. Such written description shall contain that information deemed necessary for the procurement of the desired Goods or Services in accordance with the policies of the Center, including a statement that the requested bid or quotation price shall include a statement whether cost of delivery is included, a statement that the Center reserves the right to reject all bids or quotations, waive minor deviations, consider alternative bids or quotations, negotiate price and terms with those making a bid or quotation (provided that negotiations with all those making a bid or quotation will be on substantially the same basis and regarding substantially the same matters), subject to the same terms and conditions of the written descriptions being sought by the Center and a statement regarding security and/or insurance, if required.

## 6.2. Soliciting Written Competitive Quotations

1. If the cost of the Goods or Services to be procured, based upon the written description prepared for the desired Goods or Services, will require an expenditure of more than \$5,000, but less than \$10,000, the desired Goods or Services shall be procured through Competitive Quotations solicited from not less than two Vendors.
2. If the cost of the Goods or Services to be procured, based upon the written description prepared for the desired Goods or Services, will involve an expenditure of more than \$10,000, the desired Goods or Services shall be procured through Competitive Quotations solicited from not less than three Vendors.
3. If, following reasonable efforts, insufficient numbers of Vendors exist for the solicitation of the requisite number of Competitive Quotations, then the Procurement Officer shall cause to be solicited Competitive Quotations from less than the requisite number of Vendors; provided, however, that the basis and other facts and circumstances or such efforts and/or findings relating to this provision shall be placed in writing.
4. The Procurement Officer shall cause to be made a record of the written description, the solicitation of the Competitive Quotations, the Competitive Quotations received and any other documents or materials prepared or received in connection with the procurement of Goods and Services of the Center.
5. Competitive Quotations need not be sealed and need not be opened and read at a stated time.
6. The Procurement Officer need not recommend the procurement of goods and services from the Vendor offering the lowest dollar quotation, but may recommend to the Board determinations of which quotations will fulfill or meet the best interests or needs of the Center, and each recommended determinations may be based on such factors as, without limitation, quality, features or options, reliability or reputation of the Vendor, availability of service, delivery time and location of the Vendor (local vis-a-vis non-local, in-state vis-a-vis out-of-state or country); and the Procurement Officer may negotiate terms and price with all Vendors submitting quotations (provided that all such negotiations will be on substantially the same basis and regarding substantially the same matters), and the determination of the Board pursuant to the Procurement Officer's recommendations made in good faith shall be final.

### 6.3. Exceptions

1. General Exceptions. The following Goods and Services may be procured by the Center without soliciting competitive quotations:

a. Services performed by inmates, or Goods manufactured, in correctional facilities operated by the New York State Department of Correctional Services or in local correctional facilities of this State; provided, however, that the procurement of such Goods and Services shall be in accordance with Section 186 of the Correction Law;

b. Goods and Services produced or assembled by the blind or other severely handicapped; provided, however, that the procurement of such Goods and Services shall be in accordance with Section 175-B of the State Finance Law;

c. Goods procured by the County in accordance with subdivision (2) of Section 408-a of the County Law; provided, however that no such procurement shall be made from the County when Competitive Quotations have already been received, unless such procurement may be made upon the same terms, conditions and specifications of a lower price through the County;

d. Goods in excess of \$500.00 procured by the State through the New York State Office of General Services, subject to rules established by such Office, in accordance with Section 163 of the State Finance Law; provided, however, that no such procurement shall be made from such Office when Competitive Quotations have already been received, unless such procurement may be made upon the same terms, conditions and specifications at a lower price through such Office;

e. Surplus and/or second hand Goods which are being offered for purchase from the Federal or State governments or any other political subdivision or public benefit corporation within the State of New York.

2. Special Exceptions. Upon a determination that Goods or Services are (i) Professional Services, (ii) Sole Source Goods or Services or (iii) Goods or Services deemed by the Procurement Officer, in his or her sole discretion, not in the best interest of the Center to be procured in accordance with the Competitive Quotation requirements set forth herein, the Procurement Officer may procure such Goods or Services in such manner as the Procurement Officer determines to be in the best interest of the Center and which otherwise is in accordance with the policies of the Center, as set forth in Section "2" herein.

#### 6.4. Authorization

The procurement of goods and services which will involve an expenditure of less than \$5,000 may be approved by the Procurement Officer. Authorization for individual expenditures of \$5,000 and over shall require the formal review and approval of the Center's Board.

#### 6.5. Entering Into the Contract

1. Except as provided in Section "6.5.2" herein, upon receipt of the requisite number of Competitive Quotations, the Procurement Officer shall recommend to the Board that the Center enter into a Contract, or enter into an agreement, for such Goods or Services to the Vendor that submitted the Competitive Quotation with the lowest dollar offer for such Goods or Services, but subject to the provisions of Section "6.2.6" hereof.
2. If the Procurement Officer shall recommend to the Board that the Center enter into a Contract for Goods or Services to a Vendor that did not submit the Competitive Quotation with the lowest dollar offer, the Procurement Officer shall state the reasons such an award furthers the policy set forth in Section "2" herein and in accordance with Section "6.2.6" hereof.
3. Upon the procurement of Goods or Services in accordance with the provisions of Section "6.3" herein, the Procurement Officer shall recommend to the Board that the Center award a Contract, or enter into an agreement, for such Goods or Services to the Vendor identified by the Procurement Officer.
4. Upon receipt of the recommendation by the Procurement Officer regarding the entering into a Contract, the Board shall authorize the Procurement Officer to cause to be procured such Goods or Services with the recommended Vendor; provided, however, that the Board reserve the right to reject all bids or quotations, waive minor deviations, consider alternative bids or quotations, subject to the same terms and conditions of the written descriptions being sought by the Center.

#### 6.6. Purchases (\$5,000 or less)

1. Notwithstanding the provisions set forth herein, the procurement of Goods or Services involving an expenditure of up to five thousand dollars (\$5,000.00) may be made without seeking Competitive Quotations; provided, however, that any Center employee authorized to make such a procurement shall use his or her best efforts to obtain the lowest cost for such Goods or Services, but taking into consideration the terms of Section "6.2.6" hereof.



## 6.7. Policy for Center's Benefit

These policies and procedures are intended solely for the benefit of the Center and are not intended for the economic or other benefit of any particular Vendor making a quotation; and accordingly, no Vendor shall have the right to challenge the determination of the Center to enter into Contracts for Goods and Services in accordance with the policies and procedures herein set forth.

## 7. MISCELLANEOUS

1. Procurement of Insurance – Procurement of Insurance Brokerage/Agent is subject to this Policy as a professional service. Notwithstanding the foregoing actual insurance policies procured are not subject to requirements of this Policy. Insurance Policies shall be reviewed by the Board annually.
2. Genesee County Business Enterprises – It is the preference of the Center to provide opportunities for the purchase of goods and services from business enterprises located in Genesee County.
3. Minority & Women Owned Business Enterprises (M/WBE) – The Center shall comply with all applicable legal requirements relating to the hiring of such businesses. It is understood that granting agencies may enforce requirements regarding M/WBE participation and the Center may not be able to choose lowest responsible bidders in order to comply in these situations.
4. Effect of Other Procurement Requirements – Where the procurement of a specific good or service is to be accomplished using funds other than the funds of the Center and such funding sources specify different or more restrictive procurement requirements than are provided for in this Policy, the procurement requirements of the funding source will supersede the requirements of this Policy.
5. The Board shall review the policies and procedures herein not later than March 31, 1995, and each year thereafter. Amendments to these policies and procedures may be made at any time during the year.
6. The unintentional failure to fully comply with the provisions of the policies and procedures set forth herein shall not be grounds to void action taken or give rise to a cause of action against the Center, the Board, the Procurement Officer, or any officer or employee of the Center.

# Investment Policy

## I. Scope

This Investment Policy ("Policy") applies to all moneys and other financial resources available for deposit and investment by the Genesee County Economic Development Center ("Agency") for its own use and account. The Agency adopted this Policy at a meeting held ~~XXXX XX,XXXX~~.

## II. Investment Objectives

The primary objectives of the Agency's investment program shall be, in order of priority, to: (1) comply with all applicable provisions of law; (2) safeguard the principal of all deposits and investments; (3) provide sufficient liquidity to ensure that monies invested are available to meet expenditures as they come due; and (4) obtain the maximum rate of return that is consistent with the preceding objectives

## III. Delegation Of Authority

The members of the Agency hereby delegate their responsibility for the implementation and administration of the Agency's deposit and investment programs, including the authority to execute any security and custody agreements required by this Policy, to the Treasurer or his designee who shall establish written procedures for the operation of the programs consistent with this Policy. Such procedures shall regulate subordinate employees and include an adequate internal control structure to provide a satisfactory level of accountability based on a database or record incorporating descriptions and amounts of deposits and investments, transaction dates, interest rates, market prices and other information necessary to manage the portfolio and to identify the sources of all funds being invested.

## IV. Internal Controls

The Treasurer is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized loss or disposition, that such transactions are executed in accordance with proper authorization and recorded properly and, that such transactions are managed in compliance with applicable laws and regulations.

## V. Prudence

The Treasurer, his or her subordinates and any other Agency employee having responsibility for the deposit or investment of Agency moneys shall at all times act responsibly as custodian of the public trust. Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their affairs not for speculation, but for investment, considering the safety of principal as well as the income to be derived. All Agency officers and employees involved in the execution of the investment program shall refrain from personal business activity that could conflict with proper execution of the investment program or which could impair their ability to make impartial investment decisions.

## VI. Authorized Investments

Except as otherwise may be provided in this Policy, monies not required for immediate expenditure may be otherwise invested in any of the following:

- (1) Special time deposits or certificates of deposits in a bank or trust company located and authorized to do business in the State of New York ("bank");
- (2) Obligations of the United States of America;
- (3) Obligations guaranteed by agencies of the United States of America where the payment of principal and interest is guaranteed by the United States of America;
- (4) Obligations of the State of New York;
- (5) With the approval of the State Comptroller, obligations issued pursuant to Section 24.00 and Section 25.00 of the Local Finance Law by any municipality or district corporation;
- (6) Obligations of a public corporation which are made lawful investments by the Agency pursuant to another provision of law; and
- (7) Certificates of participation issued pursuant to General Municipal Law ("GML"), section 109-b.
- (8) Investments shall be payable or redeemable at the option of the Agency within such time as the proceeds shall be needed to meet expenditures for the purpose for which the monies were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the Agency within two years of the date of purchase

## VII. Deposits

All monies collected by any officer or employee of the Agency shall be deposited in such banks as have been authorized by a resolution of the governing board for that purpose in an amount not to exceed the amount specified in such authorizing resolution. It is the policy of the Agency that all moneys collected by any officer or employee of the Agency shall be deposited within two days of receipt and under no circumstance shall deposits occur later than the end of the month in which payment was received.

## VIII. Diversification

Although it is the policy of the Agency to diversify its investment portfolio, the opportunity to diversify among types of investments is very limited because of legal constraints. Subject to these constraints, however, investments and deposits shall be diversified by financial institution, maturity and type of investment, a specific bank or trading partner or a specific maturity.

## IX. Authorized Banks and Trading Partners

The Treasurer shall maintain a list of banks and other trading partners approved for investment purposes and if appropriate, establish limits on the amount of investments that may be outstanding with any bank or trading partner at any time. All banks and trading partners with which the Agency conducts business must be creditworthy as determined by criteria established by the treasurer. All banks with which the Agency does business shall provide their most recent Consolidated Report of Condition (Call Report) to the treasurer at his or her request. Trading partners not affiliated with a bank shall be recognized primary security dealers as designated by the Federal Reserve Bank of New York. The Treasurer is responsible for periodically evaluating the financial position of banks and trading partners with which the Agency does business and, based on such evaluations, for revising the list of eligible banks and trading partners as he or she deems appropriate.

## X. Procedures for Securing Deposits, Special Time Deposits and Certificate Of Deposit

### (A). Written Security Agreements

Monies of the Agency shall only be deposited, including certificates of deposit and special time deposits, in a bank with which the Agency has entered into a written security agreement. Such security agreement shall require the bank to secure all Agency deposits, in excess of the amount insured by the Federal Deposit Insurance Corporation, in the manner required by the New York State General Municipal Law ("GML"), section 10 and shall: (1) specify which types of eligible securities and other collateral authorized by Appendix "A" of this Policy and GML, section 10 are to be provided by the bank; (2) prescribe the maximum amount of collateral to be provided by the bank at any time; (3) prescribe the manner in which the market value of the collateral shall be determined and require any adjustments to market value as required by GML, section 10; (4) require the bank to provide additional collateral if the market value falls below the required amount; (5) provide that the collateral is being provided by the bank to secure all Agency deposits in the bank, together with agreed upon interest, if any, and any costs or expenses arising out of the collection of such deposits upon default; (6) grant a security interest to the Agency in any securities pledged by the bank to secure deposits; (7) set forth the conditions under which the collateral may be sold, presented for payment, substituted or released; (8) define the events of default that will enable the Agency to exercise its rights against the pledged securities; (9) require that securities pledged to secure deposits and not registered in the name of the Agency be delivered in a form suitable for transfer or with an assignment in blank to a custodial bank with which the Agency has entered into a written custodial agreement; (10) provide for the frequency of valuation of collateral, which shall be no less frequently than monthly; (11) require that the agreement be properly authorized by the Board of Directors of the bank and that the bank maintain such agreement as an official record of the bank; and, (12) contain all such other provisions deemed necessary to enable the Agency to enforce its interest in the collateral in the event of default by the bank.

### (B). Custody Agreement

All securities pledged by a bank pursuant to a written security agreement shall be delivered to a bank with which the Agency has entered into a written custody agreement ("Custodian"). The custody agreement shall: (1) specify the manner in which the custodian shall hold securities; (2) require the custodian to hold the securities as agent of, and custodian for, the Agency and to keep such securities separate and apart from the general assets of the custodian and not permit them to become backing for any other deposits or liabilities of the custodian; (3) require the custodian to confirm in writing the receipt, substitution or release of any securities from the Agency's custody account; (4) provide for the methodology and frequency of valuation of securities held by the custodian; (5) require the custodian to make appropriate entries o//n its books at all times showing the Agency's interest in the securities; (6) require physical securities be kept in the custodian's vault and physically segregated from the custodian's property and other property held by the custodian; (7) require the custodian to subordinate any claims it may have against the pledged securities to the Agency's interest therein; (8) permit the Agency access to books and records maintained by the custodian with respect to the Agency's account; and, (9) contain any other provisions deemed necessary and appropriate. A bank shall [not] be permitted to act as custodian of any securities pledged by such bank to secure Agency deposits.



The Treasurer shall establish operation procedures for making investments with approved banks and trading partners. In the case of investments in certificates of deposit and special time deposits, the procedures shall require the solicitation of quotations from more than one approved bank and whenever practicable, from banks located within Genesee County. In the case of investments in obligations, the procedures shall: (1) require the solicitation of quotes from more than one approved trading partner, except in the purchase of governmental securities at their initial auction; (2) require all purchased obligations, unless registered or inscribed in the name of the Agency, to be purchased through, delivered to, and held in the custody of a bank with which the Agency has entered into a written custodial agreement which complies with the requirements contained in paragraph (b) of section X of this Policy; (3) ensure that obligations are purchased, sold or presented for redemption or payment by a custodian only accordance with prior written authorization from the officer or employee authorized to make the investment; and, (4) provide that payment of the Agency's funds shall only be made upon delivery of the purchased obligations to the custodian. The Treasurer is further authorized to purchase obligations; (1) subject to a repurchase agreement in accordance with the procedures enumerated in paragraph XII of this Policy; or (2) pursuant to an ongoing investment program which has been authorized by the members of the Agency and which provides investment advisory and custodial services to the Agency.

## **XII. Procedures for Repurchase Agreements**

The Treasurer is authorized to purchase and sell obligations pursuant to repurchase agreements subject to the following restrictions:

- (1) No repurchase transaction shall be entered into with any trading partner until the Agency has entered into a written master repurchase agreement with the trading partner;
- (2) Repurchase agreements shall be entered into only with trading partners approved by the Treasurer pursuant to Section IX of this Policy and shall be subject to any trading limits established for each trading partner;
- (3) Only obligations of the United States of America and obligations guaranteed by agencies of the United States of America where the payment of principal and interest is guaranteed by the United States of America shall be purchased pursuant to a repurchase agreement;
- (4) Obligations purchased pursuant to a repurchase agreement shall be held by a custodian, other than the trading partner, pursuant to a written custodial agreement;
- (5) The price paid for the securities shall not be in excess of the market value of the securities being purchased plus any accrued interest not reflected in the market price.

Master repurchase agreements between the Agency and its trading partners shall: (1) contain procedures which ensure that the Agency obtains a perfected security interest in the purchased securities; (2) defined events of default; (3) prohibit the trading partner from substituting securities for the purchased securities during the term of the repurchase agreement; (4) limit the term of a specific repurchase transaction to a period of not more than thirty days; (5) contain appropriate margin requirements and procedures for timely correction of margin deficiencies or excesses; (6) provide that the Agency shall not make payment for purchased securities purchased until received by the custodian; (7) require that the terms of all specific repurchase transactions, including rate, price and a description of the specific securities being purchased, be confirmed in writing; (8) provide that all specific repurchase transactions shall be subject to the terms of the master repurchase agreement; and, (9) contain such other provisions as are deemed necessary and appropriate. The written custody agreement shall comply with the requirements of paragraph (b) of section X of the Policy.

## **XIII. Legal Review**

All security agreements, custodial agreements, letters of credit, surety bonds and repurchase agreements shall be reviewed by the Agency Counsel or other attorney retained for this purpose to determine their compliance with the requirements of sections 10 and 11 of the GML and this Policy.

## **XIV. Reports**

The Treasurer shall provide quarterly written investment reports to the governing board of the Agency. Such reports shall describe investments in the portfolio and contain any other information deemed necessary for management purposes.

## **XV. Annual Review**

The governing board shall review this Policy at least annually and make any amendments thereto as are deemed necessary



APPENDIX A

SCHEDULE OF ELIGIBLE COLLATERAL  
Eligible Securities

Authorized  
Yes or No)

- |     |        |  |
|-----|--------|--|
| Yes | (i)    | Obligations issued, or fully insured or guaranteed as to the payment of principal and interest, by the United States of America, an agency thereof or a United States government sponsored corporation   |
| No  | (ii)   | Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, and the African Development Bank.  |
| Yes | (iii)  | Obligations partially insured or guaranteed by any agency of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of the insurance or guaranty   |
| Yes | (iv)   | Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation of this State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.                     |
| Yes | (v)    | Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.  |
| No  | (vi)   | Obligations of Puerto Rico rated in one of the three highest rating categories by at least one of the three highest rating categories by at least one nationally recognized statistical rating organization.   |
| Yes | (vii)  | Obligations of counties, cities and other governmental entities of a state, other than the State of New York, having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization. |
| No  | (viii) | Obligations of domestic corporations rated in one of the two highest rating categories by at least one nationally recognized statistical rating organization.  |
| Yes | (ix)   | Any mortgage related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by Federal banks under the limitations established by federal bank regulatory agencies.   |
| No  | (x)    | Commercial paper and bankers' acceptances issued by a bank, other than the bank with which the money is being deposited or invested, rated in the highest short term category by at least one nationally recognized statistical rating organization and having maturities of not longer than 60 days from the date they are pledged.                 |
| Yes | (xi)   | Zero coupon obligations of the United States government marketed as "Treasury STRIPS"  |

Other Eligible Collateral

- |    |      |  |
|----|------|--|
| No | (i)  | A surety bond executed by an insurance company authorized to do business in the State of New York, the claims-paying ability of which is rated in the highest rating category by at least two nationally recognized statistical rating organizations.  |
| No | (ii) | An irrevocable letter of credit issued in favor of the local government for a term not to exceed ninety days by a bank (other than the bank with which the money is being deposited or invested) whose commercial paper and other unsecured short-term debt obligations (or, in the case of a bank which is the principal subsidiary of a holding company, whose holding company's commercial paper and other unsecured short-term debt obligations) are rated in one of the three highest rating categories (based on the credit of such bank or hold company) by at least one nationally recognized statistical rating organization or by a bank (other than the bank with which the money is being deposited or invested) that is in compliance with applicable federal minimum risk-based capital requirements |

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GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER  
DISPOSITION OF PROPERTY GUIDELINES  
ADOPTED PURSUANT TO SECTION 2896 OF THE PUBLIC AUTHORITIES LAW

SECTION 1. DEFINITIONS

- A. "Contracting officer" shall mean the officer or employee of the Genesee County Economic Development Center (hereinafter, the "Agency") who shall be appointed by resolution to be responsible for the disposition of property.
- B. "Dispose" or "disposal" shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the Public Authorities Law.
- C. "Property" shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

SECTION 2. DUTIES

- A. The Agency shall:
- (i) maintain adequate inventory controls and accountability systems for all property owned by the Agency and under its control;
  - (ii) periodically inventory such property to determine which property shall be disposed of;
  - (iii) produce a written report of such property in accordance with subsection B herewith; and
  - (iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 3 below.

- B. The Agency shall:
- (i) publish, not less frequently than annually, a report listing all real property owned in fee by the Agency. Such report shall consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Agency and the name of the purchaser for all such property sold by the Agency during such period; and
  - (ii) shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly).

### SECTION 3. TRANSFER OR DISPOSITION OF PROPERTY

- A. Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the "Contracting Officer") shall have supervision and direction over the disposition and sale of property of the Agency. The Agency shall have the right to dispose of its property for any valid corporate purpose.
- B. Custody and Control. The custody and control of Agency property, pending its disposition, and the disposal of such property, shall be performed by the Agency or by the Commissioner of General Services when so authorized under this section.
- C. Method of Disposition. Unless otherwise permitted, the Agency shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Agency and/or contracting officer deems proper. The Agency may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, no disposition of real property, any interest in real property, shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction and provided further that no disposition of any other property which because of its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar property, shall be made without a similar appraisal.
- D. Sales by the Commissioner of General Services (the "Commissioner"). When the Agency shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Agency may enter into an agreement with the Commissioner of pursuant to which Commissioner may dispose of property of the Agency under terms and conditions agreed to by the Agency and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.

E. Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Agency, purporting to transfer title or any other interest in property of the Agency in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to the closing.

F. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

- (i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Agency shall be made after publicly advertising for bids except as provided in subsection (iii) of this Section F.
- (ii) Whenever public advertising for bids is required under subsection (i) of this Section F:
  - (A) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property proposed for disposition;
  - (B) all bids shall be publicly disclosed at the time and place stated in the advertisement; and
  - (C) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Agency, price and other factors considered; provided, that all bids may be rejected at the Agency discretion.
- (iii) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (i) and (ii) of this Section F but subject to obtaining such competition as is feasible under the circumstances, if:
  - (A) the personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significance, rarity, or other quality of similar effect, that would tend to increase its value, or if the personal property is to be sold in such quantity that, if it were disposed of under subsections (i) and (ii) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;

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- (B) the fair market value of the property does not exceed fifteen thousand dollars:
  - (C) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition:
  - (D) the disposal will be to the state or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation:
  - (E) under those circumstances permitted by subsection (v) below; or
  - (F) such action is otherwise authorized by law.
- (iv) (A) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:
- (1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars:
  - (2) any real property that has an estimated fair market value in excess of one hundred thousand dollars, except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph:
  - (3) any real property disposed of by lease, if the estimated annual rent over the term of the lease is in excess of \$15,000; or
  - (4) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.
- (B) Each such statement shall be transmitted to the persons entitled to receive copies of the report required under all applicable law not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Agency making such disposal.
- (v) Disposal of Property for less than Fair Market Value ("FMV").
- (a) No assets owned, leased or otherwise in the control of the Agency may be sold, leased, or otherwise alienated for less than its FMV except if:
    - (1) Transferee is a government or public entity and terms of transfer require ownership and use to remain with the government or public entity; or

- (2) Purpose of transfer is within purpose, mission or statute of the Agency; or
  - (3) Written notification to Governor, Speaker, and Temporary President. Such notification is subject to denial. Denial by Governor is in the form of a certification. Denial by legislature is in the form of a resolution. Denial must be made within 60 days of receiving notification during January through June. Provided no denial then Agency may effectuate transfer. If legislature receives the notification in July through December, then legislature may take 60 days from January 1 of the following year. However, the Agency may obtain local approval from the chief executive and legislature of the political subdivision in lieu of the notification to the Governor, Speaker and Temporary President provided the Agency's enabling legislation provides for such approval and the property was obtained by the Agency from the political subdivision.
- (b) If below FMV transfer is proposed, the following information is required to be provided to the authority's board and the public:
- (1) Description of Asset:
  - (2) Appraisal of the FMV of the asset:
  - (3) Description of purpose of transfer, the kind and amount of the benefit to the public resulting from the transfer such as jobs and wages created or preserved:
  - (4) Value received compared to FMV:
  - (5) Names of private parties to the transaction and value received:
  - (6) Names of private parties that have made an offer, the value of offer, and purpose for which the asset would have been used.
- (c) Board must make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.

The Guidelines are subject to modification and amendment at the discretion of the Agency board and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Agency is Mark A. Masse.

This policy is hereby adopted and shall be effective immediately as approved and adopted ~~XXXX~~  
~~XX XXXX~~.