

TOWN OF LOCKPORT INDUSTRIAL DEVELOPMENT AGENCY

BOARD OF DIRECTORS
Meeting Minutes December 10, 2015
8:00 AM – IDA Conference Room

1.0 General Business

Chairman Thomas Sy convened the regular meeting of the Town of Lockport Industrial Development Agency to order at 8:00 AM.

1.1 Roll Call

Present – Chairman – Thomas Sy, Vice Chairman – Eric Connor, Treasurer – Sallie Reed, Secretary – Marc Smith; Directors – Darlene DiCarlo, Robert Runk and Thomas Weeks, and Legal Counsel – Daniel Seaman and Brian Seaman; Administrative Director – David Kinyon; IDA Secretary Lynn Donovan; Town Supervisor-Elect Mark Crocker; and Tom Prohaska, Buffalo News and Kaley Lynch, Lockport Union-Sun & Journal.

Communications

Mr. Sy read a letter of resignation from Board member Thomas Weeks. Mr. Crocker advised the Board that he had also received letters of resignation from Board members Darlene DiCarlo and Marc Smith. Mr. Sy recognized Lynn Donovan on her appointment to a full time position in the Building Inspection/Assessment Department, which will necessitate her termination as IDA Staff Secretary.

1.2 Secretary's Report

On a motion by Mr. Smith seconded by Mr. Runk, the Board voted to approve the Minutes from the November 12, 2015 Board of Directors Meeting.

1.3 Treasurer's Report

Ms. Reed reviewed the financial reports for the period ending November 30, 2015. On a motion by Ms. DiCarlo seconded by Mr. Weeks, the Board voted to approve the Financial Statements as presented. On a motion by Ms. Reed seconded by Mr. Weeks, the Board voted to approve the invoices and bills as presented, including annual payment on the outstanding bonds and notes of the Agency.

2.0 Administrative Director's Report

Mr. Kinyon advised the Board of Directors that the announcement will take place December 10 regarding grants to be awarded through the Consolidated Funding Application process. Mr. Kinyon distributed a report based on the results of the Lockport Industrial Park Soils Investigation Report. In addition, he informed the Board that the Preliminary Jurisdictional Determination for the 90 acre site's wetland area had been submitted to the US Army Corps of Engineers. Ms. Donovan reviewed with the Board the annual IDA Report Card, noting significant changes compared to the 2014 report.

3.0 Old Business

Mr. Sy recapped the process of recommending a candidate to fill the IDA Administrative Director position being vacated by Mr. Kinyon, and the results of the Search Committee's recommendation. Marc R. Smith's appointment as Town of Lockport Economic Development Coordinator is expected to be formalized at the January 6 Town Board meeting. Mr. Sy and Mr. Smith will be meeting in the interim to review IDA organizational issues going forward.

4.0 New Business

4.1 Mr. Sy directed the attention of the Board to the Governance Committee report of December 1, 2015 and the resultant Summary Results of the Confidential Evaluation of Board Performance. On a motion by Ms. DiCarlo seconded by Mr. Weeks, the Board accepted the report.

4.2 Daniel Seaman presented the following resolution to increase the amount of the Gooding Company's mortgage from \$700,000 to \$1,225,000.

RESOLUTION OF THE TOWN OF LOCKPORT INDUSTRIAL DEVELOPMENT AGENCY (THE AGENCY) AMENDING A PRIOR RESOLUTION ADOPTED ON SEPTEMBER 10, 2015 AUTHORIZING GJH ACQUISITION, LLC (THE LESSEE) TO CONSTRUCT a 10,000 +/- SQUARE FOOT ADDITION TO ITS EXISTING BUILDING AT 5568 DAVISON ROAD, LOCKPORT, NEW YORK TO BE USED FOR EXPANDING AN EXISTING PRINTING BUSINESS AT THAT ADDRESS OPERATED BY GOODING INC., A RELATED BUSINESS TENANT, AND TO PURCHASE NECESSARY MACHINERY AND EQUIPMENT IN CONNECTION WITH THE SAME TO AUTHORIZE THE EQUIPMENT PURCHASES TO BE MADE BY GOODING CO., INC. PURSUANT TO AN INSTALLMENT SALE AGREEMENT AND INCREASING THE AUTHORIZED AMOUNT OF THE MORTGAGE FROM \$700,000 TO \$1,225,000.

WHEREAS, GJH Acquisition, LLC (the Lessee) previously entered into negotiations with the Town of Lockport Industrial Development Agency (the Agency) for assistance to construct a 10,000 +/--square foot addition to its existing building at 5568 Davison Road, Lockport, New York and to utilize said building addition for expansion of a printing business at that address contracted by Gooding, Inc., a related business tenant, by a lease transaction with financing, and for acquisition of equipment and machinery in connection therewith (the Project) with real property tax abatement, mortgage tax abatement and sales tax abatement; and

WHEREAS, by resolution adopted on September 10, 2015, the Agency authorized the Project with a Project Cost estimated at \$700,000 and a mortgage authorization of \$700,00, but the Agency has now been advised that although the Project Cost will remain the same, because the Lessee and Gooding Co., Inc. (the "Sublessee") are refinancing their existing credit facility with M & T Bank with Bank of America, N.A., it is necessary to authorize an increase in the amount of the mortgage from \$700,000 to \$1,225,000 to reflect the cost of the Project and the existing credit facility being replaced; and

WHEREAS, the Lessee has further advised the Agency that the purchases of machinery and equipment in connection with the Project will be made by Gooding Co., Inc. (the

"Sublessee") which is the operating company and will be the occupant of the Facility, so that it is necessary to amend the prior inducement resolution to allow the equipment to be purchased by the Sublessee, as agent for the Agency, for sale by the Agency to the Sublessee pursuant to an installment sale agreement

WHEREAS, the Agency has previously held a Public Hearing on the Project pursuant to Section 859-A of the General Municipal Law and because the amount of the additional benefits provided by the Agency will be less than \$100,000 an additional public hearing is not required

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN OF LOCKPORT INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency does hereby amend the prior Inducement Resolution adopted on September 10, 2015 to authorize an increase in the amount of the mortgage from \$700,000 to \$1,225,000.

Section 2. The Agency hereby authorizes the machinery and equipment to be purchased by the Sublessee, as agent for the Agency, for sale to the Sublessee pursuant to an Installment Sale Agreement and the Chairman, Treasurer, Administrative Director, Secretary, Assistant Secretary, and any other member or officer of the Agency is hereby authorized to execute an Installment Sale Agreement between the Agency and the Sublessee.

Section 3. The prior resolution adopted on September 10, 2015 with all of its terms and conditions shall continue in full force and effect except as specifically modified by this resolution and any actions taken in reliance on the prior resolution are hereby expressly ratified and confirmed and the time period of the prior resolution be extended.

Section 4. This resolution shall take effect immediately

On a motion by Mr. Smith seconded by Mr. Connor, the above resolution was approved on a roll call vote:

ERIC W. CONNOR	<u>AYE</u>
DARLENE S. DICARLO	<u>AYE</u>
SALLIE P. REED	<u>AYE</u>
ROBERT M. RUNK	<u>AYE</u>
MARC R. SMITH	<u>AYE</u>
THOMAS A. SY	<u>AYE</u>
R. THOMAS WEEKS	<u>AYE</u>

On a motion by Mr. Smith seconded by Mr. Weeks, the Board voted to enter Executive Session for the purpose of consultation with attorney. On a motion by Mr. Runk seconded by Mr. Smith, the Board voted to leave Executive Session.

4.3 On a motion by Mr. Weeks seconded by Ms. DiCarlo, the Board authorized Mr. Seaman to negotiate the sale of a small parcel of land recently acquired by the IDA from General Motors Component Holdings on which a natural gas metering station is located to Lockport Energy Associates.

5.0 Adjournment

Mr. Sy concluded the meeting by recognizing Mr. Kinyon on his retirement and for his seven years of service as IDA Administrative Director. On a motion by Mr. Smith seconded by Mr. Runk, the Board voted to adjourn at 8:57 AM.

Respectfully submitted,
Marc R. Smith, Secretary

STATE OF NEW YORK)
) SS:
COUNTY OF NIAGARA)
TOWN OF LOCKPORT)
INDUSTRIAL DEVELOPMENT)
AGENCY)


I, Daniel E. Seaman, Assistant Secretary of the Town of Lockport Industrial Development Agency, Niagara County, New York,

DO HEREBY CERTIFY:

THAT I have compared the foregoing with the original Resolution adopted by the Town of Lockport Industrial Development Agency, at a meeting of said Agency held on the 10th day of September, 2015, and the foregoing is a true and correct transcript of said original Resolution and of the whole thereof, and that said original Resolution is on file at the Town of Lockport Industrial Development Agency.

I DO FURTHER CERTIFY that each member of said Industrial Development Agency had due notice of said meeting and that Thomas Sy- Chairman, Eric Connor-Vice Chairman, Sallie Reed-Treasurer, Marc Smith-Secretary, Darlene DiCarlo - Director, Thomas Weeks – Director, Brian Seaman, Daniel Seaman and Nathan Neill - Legal Counsel and David Kinyon- Administrative Director were present at said meeting.

IN WITNESS WHEREOF, I have set my hand this 26th day of February, 2016.



Daniel E. Seaman, Assistant Secretary