

## **REGULAR NCIDA/NCDC/NADC BOARD MEETING**

**DATE:** October 13, 2021  
**MEETING TIME:** 9:00 a.m.  
**MEETING PLACE:** Niagara County Industrial Development Agency  
Vantage Center, Suite One  
6311 Inducon Corporate Drive  
Sanborn, NY 14132

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### **1.0 Meeting Called to Order**

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

### **2.0 Roll Call**

Mark A. Onesi, Chairperson	Present
Jerald I. Wolfgang, 1 <sup>st</sup> Vice Chairperson	Present
Kevin McCabe, Vice Chairperson	Present (Via Telephone)
William L. Ross, Secretary	Present
Mary Lynn Candella, Assistant Secretary	Excused
Robert B. Cliffe, Member	Present
Clifford Scott, Member	Present
Scott Brydges, Member	Present
Jason Krempa, Member	Present

### **3.0 Introductions**

#### **Guests Present**

Lou Terragnoli, PEMM LLC  
Duane Duncan, Duncan's Heating & Cooling Corp. (Via Telephone)  
Jim Fink, Business First  
Jonathan Epstein, Buffalo News (Via Telephone)

#### **Staff Present**

Susan C. Langdon, Executive Director  
Andrea Klyczek, Assistant Director  
Michael S. Dudley, Finance Manager  
Caroline Caruso, Accounting Associate  
Susan Barone, Project Manager  
Julie Lamoreaux, Administrative Assistant  
Mark J. Gabriele, Agency Counsel

**4.0 Mr. Krempa led the Pledge of Allegiance**

**5.0 Approval of Meeting Minutes**

**5.1 Regular NCIDA/NCDC/NADC – September 8, 2021**

*Mr. Brydges motioned to approve the meeting minutes; Mr. Krempa seconded the motion. The motion passed.*

**5.2 Special NCIDA/NCDC/NADC Board Meeting – September 29, 2021**

*Mr. Brydges motioned to approve the meeting minutes; Mr. Krempa seconded the motion. The motion passed.*

**6.0 Finance & Audit Committee Reports**

**6.1 Agency Payables – September 30, 2021**

Mr. Ross stated that the monthly payables have been reviewed and found to be in order.

*Mr. Brydges made a motion to approve the monthly payables; Mr. McCabe seconded the motion. The motion passed.*

**6.2 Budget Variance Report – September 30, 2021**

Mr. Ross stated that the reports have been reviewed and found to be in order.

*Mr. Brydges made a motion to approve the Budget Variance Report; Mr. McCabe seconded the motion. The motion passed.*

**6.3 2022 Proposed Budgets**

Mr. Dudley stated that three Budgets were reviewed in the previous Audit and Finance Committee meeting with several of the Board members and the objective of the Board is to approve these budgets, then they will be sent to the Niagara County Clerk and Legislature for a mandatory 20-day review. The Board will then be asked to formally adopt the 2022 Budgets at the November 10, 2021 Regular Board Meeting.

*Mr. Brydges made a motion to approve the proposed budgets; Mr. McCabe seconded the motion. The motion passed.*

## **7.0 Unfinished Business**

### **7.1. Metropolis Properties Management, LLC**

#### **7.1.1 Unpaid PILOT Payments**

Mr. Gabriele stated that this project was undertaken by this Agency with a closing date in 2018. The project has not progressed since the date of closing and, the company has two years of unpaid Pilot payments. Mr. Gabriele asked for board authorization to start the process for termination of the Pilot based on the non-payment of Pilot payments. The Board unanimously agreed to start the termination of the Pilot.

## **8.0 New Business**

### **8.1 Duncan's Heating & Cooling Corporation**

Ms. Klyczek stated that Duncan's Heating & Cooling Corporation is seeking to construct a 4,500 sq. ft. addition to its present facility for additional manufacturing and fabrication space. As a result of this expansion, Duncan's Heating and Cooling will be able to hire at least nine additional individuals. All Employees undergo a lengthy training process that provide certifications in welding, and associated skills. Duncan's Heating and Cooling works closely with Niagara Worksouce One in the hiring and training of persons in Niagara County. They have partnered with Worksource on several successful on-the-job training programs and certificates, each new hire receives 160 hours of training.

Mr. Duncan stated that Duncan's Heating and Cooling started off as a small heating and cooling company. As of today, they build most of the medical machines for Pfizer worldwide. He is looking for his company to get more technical and advanced in parts manufacturing.

#### **8.1.1 Preliminary Resolution**

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

***Mr. Scott made a motion to approve the Preliminary Resolution; Mr. Wolfgang seconded the motion***

**8.1 Duncan’s Heating and Cooling Corporation (Continued)**

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Jerald I Wolfgang	X			
Kevin McCabe	X			
William L. Ross	X			
Mary Lynn Candella				X
Robert B. Cliffe	X			
Scott Brydges	X			
Clifford Scott	X			
Jason Krempa	X			
Mark A. Onesi	X			

The Resolution was thereupon duly adopted.

**8.1.2 Authorize Public Hearing Date**

***Mr. Krempa motioned to authorize the Public Hearing; Mr. Cliffe seconded the motion. The motion passed.***

**8.2 PEMM LLC**

Ms. Klyczek stated that PEMM LLC is proposing the building of a full-service travel center on three vacant parcels of land in the Town of Niagara. The 8-acre area will have food accommodations for travelers, and offer a service area for trucks which will provide minor maintenance and repairs. There will be a weigh station for trucks to meet interstate transfer requirements, and amenities available for those industry employees who require additional accommodations. The company will service the tourist busses and host tourism materials that will promote local attractions. Their primary consumer group is the tourism and distribution networks.

Mr. Terragnoli stated that PEMM LLC is a family-owned business that has 21 convenience stores, and two travel centers. He explained that their company will be catering mostly to truckers and busses. The Company expects that the project will mainly attract out of area truckers and tourism buses.

Mr. Scott asked Mr. Terragnoli to give the board some insight on this \$8,500,000.00 project in a COVID environment. Mr. Terragnoli responded by saying twenty percent of that number is land cost, and most of their profit will come from diesel and fuel sales in addition to sales for goods and services in the building.

**8.2 PEMM LLC (Continued)**

**8.2.1 Preliminary Resolution**

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

***Mr. Krempa made a motion to approve the Preliminary Resolution; Mr. Brydges seconded the motion***

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Jerald I Wolfgang	X			
Kevin McCabe	X			
William L. Ross	X			
Mary Lynn Candella				X
Robert B. Cliffe	X			
Scott Brydges	X			
Clifford Scott	X			
Jason Krempa	X			
Mark A. Onesi	X			

The Resolution was thereupon duly adopted.

**8.1.2 Authorize Public Hearing Date**

***Mr. Wolfgang motioned to authorize the Public Hearing; Mr. Brydges seconded the motion. The motion passed.***

**8.3 Covanta Holding Corporation**

Mr. Gabriele stated that the Agency had previously entered into a tax-exempt bond issuance with Covanta Holding Corporation. Covanta is now merging with another company. The language in the existing Bond Indenture triggers a bond balloon payment to the existing Bondholders. Covanta is asking the existing Bondholders and the NADC for the consent to keep the existing Bonds in place.

**8.3 Covanta Holding Corporation (Continued)**

**8.3.1 Amendment to the Indenture of Trust**

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF THE FIRST SUPPLEMENT TO THE INDENTURE OF TRUST RELATED TO THE NIAGARA AREA DEVELOPMENT CORPORATION’S SOLID WASTE DISPOSAL FACILITY REFUNDING REVENUE BONDS (COVANTA PROJECT), SERIES 2018A AND SERIES 2018B; AND AUTHORIZING THE TAKING OF ALL NECESSARY OR APPROPRIATE ACTION IN CONNECTION THEREWITH AND THE EXECUTION AND DELIVERY OF ALL DOCUMENTS AND INSTRUMENTS IN CONNECTION THEREWITH; ADDRESSING OTHER MATTERS AND RESCINDING ALL INCONSISTENT RESOLUTIONS.

**Mr. Krempa made a motion to approve the Amendment to the Indenture of Trust; Mr. Cliffe seconded the motion.**

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
<b>Jerald I Wolfgang</b>	X			
<b>Kevin McCabe</b>	X			
<b>William L. Ross</b>	X			
<b>Mary Lynn Candella</b>				X
<b>Robert B. Cliffe</b>	X			
<b>Scott Brydges</b>	X			
<b>Clifford Scott</b>	X			
<b>Jason Krempa</b>	X			
<b>Mark A. Onesi</b>	X			

The Resolution was thereupon duly adopted.

**8.4 CDBG Cares Grant**

**8.4.1 Authorization to Sign**

Ms. Klyczek stated that the Niagara County IDA Staff applied for Cares funding through the New York State Office of Community Renewal on behalf of Niagara County. NCIDA has an administrative services agreement between the County and the NCDC and, the NCDC administers the funding. The Agency received 1.7 million dollars in funding. One million dollars will be used for small business that were negatively impacted because of COVID. The other \$766,000.00 will be going towards the expansion of broadband throughout Niagara County. Staff is asking for the approval for Ms. Langdon to sign the Award Acceptance Agreement.

**Mr. Scott made a motion to approve the Authorization to Sign; Mr. Krempa seconded the motion.**

**8.4 CDBG Cares Grant (Continued)**

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Jerald I Wolfgang	X			
Kevin McCabe	X			
William L. Ross	X			
Mary Lynn Candella				X
Robert B. Cliffe	X			
Scott Brydges	X			
Clifford Scott	X			
Jason Krempa	X			
Mark A. Onesi	X			

The Resolution was thereupon duly adopted.

**8.5 Center for Kashmir Inc. – Cataract Fund**

**8.5.1 Extension of Grant**

Mr. Gabriele stated that The Center for Kashmir, Inc. is requesting that their completion date be extended to the end of August 2023. They had some difficulty moving forward with the project due to COVID.

**Mr. Ross made a motion to approve the Extension of Grant; Mr. Brydges seconded the motion.**

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Jerald I Wolfgang	X			
Kevin McCabe	X			
William L. Ross	X			
Mary Lynn Candella				X
Robert B. Cliffe	X			
Scott Brydges	X			
Clifford Scott	X			
Jason Krempa	X			
Mark A. Onesi	X			

The Resolution was thereupon duly adopted.

**8.6 Craft Coffee, LLC**  
**8.6.1 Grant Increase**

Ms. Klyczek stated that in our last allocation of Microenterprise Funding, there was one Grant where the project did not move forward. Because the project did not move forward, the Agency re-allocated some of the funding to administrative costs. There was an outstanding balance of \$3,610.00 that staff wishes to allocate to Craft Coffee, LLC. Craft Coffee LLC reached out to the Agency because they were doing another expansion. Staff is asking the Board to approve an increase of their initial grant.

**Mr. Wolfgang made a motion to approve the Grant increase; Mr. Scott seconded the motion.**

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Jerald I Wolfgang	X			
Kevin McCabe	X			
William L. Ross	X			
Mary Lynn Candella				X
Robert B. Cliffe	X			
Scott Brydges	X			
Clifford Scott	X			
Jason Krempa	X			
Mark A. Onesi	X			

The Resolution was thereupon duly adopted.

**8.7 D.R.C. Development**  
**8.7.1 Consent to Transfer of Ownership Units**

Mr. Gabriele stated that the D.R.C. Development project has been in operation for a number of years. The company owner is doing some estate planning, and would like to transfer his units to a Trust. Agency project documents require that if there is a change in ownership (50%) or more, they need the consent of the Agency. Mr. Gabriele stated that formal consent from the Board is needed.

**Mr. Wolfgang made a motion to approve the Consent to Transfer of Ownership Units; Mr. Krempa seconded the motion.**



**8.7 D.R.C. Development (Continued)**

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Jerald I Wolfgang	X			
Kevin McCabe	X			
William L. Ross	X			
Mary Lynn Candella				X
Robert B. Cliffe	X			
Scott Brydges	X			
Clifford Scott	X			
Jason Krempa	X			
Mark A. Onesi	X			

The Resolution was thereupon duly adopted.

**9.0 Agency Counsel**

There were no comments from Agency Counsel at this time.

**10.0 Information Items**

**10.1 Authorization to issue RFP's for Consultants**

**10.1.1 NCIDA – General Consulting Services**

For informational purposes, Ms. Klyczek informed the Board that the Agency is preparing an RFP for General Consulting Services. The Agency will be hiring a consultant to help with the underwriting of loans that we may issue, review, or accept.

**10.1.2 NCDC – OCR, Micro-enterprise, CARES Act**

For informational purposes, Ms. Klyczek informed the Board that the Agency will also be issuing an RFP for the NCDC. The NCDC mandates that we have an RFP when we are dealing with money coming from the NYS Office of Community Renewal.

**11.0 Any Other Matters the Board Wishes to Discuss**

There were no matters the Board wished to discuss.

**12.0 Next Regular NCIDA/NCDC/NADC Meeting:**

**DATE: November 10, 2021**

**TIME: \*\* 9:00 a.m. \*\***

**PLACE: Niagara County Center for Economic Development**

**13.0 Adjournment**

Mr. Onesi made a motion to adjourn; Mr. Wolfgang seconded the motion. The meeting adjourned at 9:40 a.m.

Respectfully submitted:

Reviewed by:

Approved by:

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Julie Lamoreaux  
Recording Secretary

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Susan C. Langdon  
Executive Director

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William L. Ross  
Secretary