

ANNUAL NCIDA/NCDC/NADC BOARD MEETING MINUTES

Wednesday, March 8, 2017 – 9:00 a.m.

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

1.0 Meeting Called to Order

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

2.0 Roll Call

Stephen F. Brady, Chairman	Present
Mark A. Onesi, Second Vice Chairman	Present
Kevin McCabe, Secretary	Excused
Jerald I. Wolfgang, Assistant Secretary	Present
Michael W. McNally, Member	Present
Joan G. Aul, Member	Present
Willie C. Dunn, Member	Excused
William L. Ross, Member	Present
Arthur G. Pappas, Member	Present

3.0 Chairman Brady led the Pledge of Allegiance.

4.0 Introductions

Guests Present:

Amanda Amendola	Gabriele & Berrigan, PC
John Schiavone	Lumsden & McCormick
Seth Hennard	Lumsden & McCormick
Cynthia Potts	Summit Outlet
James Manguso	Summit Outlet
Neal T. Turvey	Niagara International Sports

Staff Present:

Susan C. Langdon, Director of Projects & Finance
Andrea Klyczek, Director of Regional & International Marketing
Michael S. Dudley, Finance Manager
Mark J. Gabriele, Agency Counsel
Barbara A. Gill, Administrative Coordinator/Recording Secretary

5.0 Approval of NCIDA Meeting Minutes

5.1 Meeting Minutes of February 8, 11, 2017

Assistant Secretary Wolfgang stated that he had reviewed the meeting minutes and found them to be in order.

Mr. Ross made a motion to approve the meeting minutes; Mayor Pappas seconded the motion. The motion passed.

6.0 NCIDA/NCDC/NADC Committee Reports

6.1 Finance & Audit Committee

6.1.1 Final Audit Report

Representatives from Lumsden & McCormick, Seth Hennard and John Schiavone, attended the Audit Committee Meeting this morning to give an overview and summarization of the 2016 Annual Audit.

Mr. Schiavone summarized the audits and stated that all were clean and with no findings nor material weaknesses. He went through each audit, the NCIDA, NCDC, NADC, NEDF and lastly the NIIA and discussed the various compliance reports, special purpose statements, partnership returns, independent auditors' opinions, etc.

Mr. Hennard then briefly touched on fees, program income, rental and occupancy income, administrative fees, grants, and gave a brief discussion of the Governmental Auditing Standards Board (GASB 77).

Mr. Onesi motioned to approve the audit as presented by the Auditors; Mr. McNally seconded the motion. The motion passed.

6.1.2 Agency Payables

Mr. Onesi stated that he had reviewed the Payables and found them to be in order.

Mayor Pappas made a motion to approve the payables; Chairman Brady seconded the motion. The motion passed.

6.1.3 Budget Variance Report

Mr. Onesi stated that he had reviewed the Budget Variance Report and found the report to be in order.

Mayor Pappas made a motion to approve the report; Chairman Brady seconded the motion. The motion passed.

6.0 Committee Reports Continued

6.2 Governance Committee

6.2.1 Annual Board Meeting Evaluations

Mr. Gabriele explained that under the Public Authorities Accountability Act (PAAA) the Board of Directors of the Agency is required to complete a self-evaluation each year. The Board Evaluations are filled out anonymously and returned to the Agency to be summarized. This year, for the first time, only seven (7) responses were received out of nine (9).

Mr. Gabriele handed out a Summary of the Evaluations for the Board Members' reviews. He stated that ninety percent (90%) of the Board had positive responses. A copy of the summary is attached to, and made part of, these minutes.

This item is for informational purposes only and no action was necessary.

7.0 Annual Meeting of the NCIDA, NCDC, and NADC

7.1 Election of Chairperson

At this time, the current Chairperson turned the meeting over to Mark Gabriele, Agency Counsel. Mr. Gabriele stated that he would accept nominations for Chairperson of the NCIDA, NCDC and NADC. Hearing none, Mr. Gabriele closed the nominations.

Mr. Gabriele then requested that the Assistant Secretary cast one vote for Mr. Brady as Chairperson.

Mr. Wolfgang motioned to approve the reappointment of Chairman Brady; Mr. Onesi seconded the motion. The motion passed.

Mr. Brady will continue in the position of NCIDA Chairperson, and he thanked the Board Members for their continued and on-going support.

7.2 Election of Officers

At this time, Chairman Brady set forth a proposed slate of officers for the NCIDA, NCDC and NADC as below:

7.2.1 First Vice Chairperson	Mr. Onesi
7.2.2 Second Vice Chairperson	Ms. Aul
7.2.3 Secretary	Mr. McCabe
7.2.4 Assistant Secretary	Mr. Wolfgang
7.2.5 Treasurer	Mr. Ferraro

Mr. Wolfgang motioned to approve the election of officers; Mr. McNally seconded the motion. The motion passed unanimously.

7.0 Annual Meetings Continued

7.3 Appointment of Committee Members and Committee Chairpersons

Chairperson Brady stated that he has chosen to keep the Chairpersons and Committees for the NCIDA, NCDC and NADC as below but with him temporarily being an RLF Committee Member:

7.3.1 Audit & Finance Committee

Chairperson Onesi, Members Michael McNally and Kevin McCabe

7.3.2 Governance Committee

Chairman Jerald I. Wolfgang, Members Joan G. Aul and William L. Ross

7.3.3 Revolving Loan Fund Committee

Stephen Brady, Mark A. Onesi, and Deanna Brennen

7.3.4 Microenterprise Assistance Program Committee

Wm. Keith McNall and Anthony J. Nemi (Niagara County Legislators)

Mr. Wolfgang made a motion to approve the appointment of Committee Members and Chairpersons; Mr. Ross seconded the motion. The motion passed.

7.4 Ratify Board Meeting Dates/Time

Chairman Brady referred to the Board Meeting Schedule of 2017 and asked for a motion for them to continue being held on the 2nd Wednesday of the month at 9 a.m.

Mayor Pappas made a motion to continue to hold the monthly Board Meetings on the second (2nd) Wednesday of the month at 9 a.m.; Mr. Onesi seconded the motion. The motion passed unanimously.

7.5 Reaffirm Committee Charters

7.5.1 Finance & Audit Committee Charter

Mr. Gabriele stated that the Charter has not been revised or amended, and that the Charter is required to be reaffirmed at the Annual Board Meeting each year.

Mayor Pappas motioned to approve the Audit Committee Charter; Ms. Aul seconded the motion. The motion passed unanimously.

7.5.2 Governance Committee Charter

Mr. Gabriele stated that the Charter has not been revised or amended, and that the Charter is required to be reaffirmed at the Annual Board Meeting each year.

Mr. Wolfgang motioned to approve the Governance Committee Charter; Mr. Onesi seconded the motion. The motion passed unanimously.

7.0 Annual Meetings Continued

**7.6 Reaffirm Mission Statement and Measurement Reports
NCIDA, NCDC, and NADC**

Mr. Gabriele stated that the Agency's Mission Statement and Measurement Reports are required to be reaffirmed at the Annual Board Meeting.

Ms. Aul made a motion to reaffirm the Mission Statement and Measurement Reports of the NCIDA, NCDC, and NADC; Mr. McNally seconded the motion. The motion passed unanimously.

7.7 Reaffirm Administrative Policies for 2017

Mr. Gabriele stated that the Administrative Policies were sent out under separate cover and that they are required to be reaffirmed at the Annual Board Meeting each year.

Mr. Ross motioned to reaffirm all existing policies for 2017; Mr. Onesi seconded the motion. The motion passed unanimously.

7.8 Reaffirm Uniform Tax Exempt Policy

Mr. Gabriele stated that the UTE Policy has not been revised or amended, and that the Policy is required to be reaffirmed at the Annual Board Meeting each year.

Mr. Wolfgang motioned to reaffirm the UTE Polity; Mr. McNally seconded the motion. The motion passed unanimously.

7.9 Niagara Industrial Incubator Associates ("NIIA")

Mr. Gabriele stated that Susan Langdon's appointment as an Agency representative on the NIIA needs approval on an annual basis.

7.9.1 Appointment of Susan Langdon

Mayor Pappas motioned to approve the appointment of Ms. Langdon; Ms. Aul seconded the motion. The motion passed.

7.10 Niagara Industrial Incubator Company ("NIIC")

Mr. Gabriele stated that Susan Langdon's appointment as an Agency representative on the NIIC Committee requires approval on an annual basis.

7.10.1 Appointment of Susan Langdon

Mr. Ross motioned to approve the appointment of Ms. Langdon; Mr. Onesi seconded the motion. The motion passed.

7.0 Annual Meetings Continued

7.11 Niagara Economic Development Fund (“NEDF”)

Mr. Gabriele stated that Samuel Ferraro’s appointment as the Agency’s representative on the NEDF Board requires approval on an annual basis.

7.11.1 Appointment of Samuel Ferraro

Mayor Pappas motioned to approve the appointment of Mr. Ferraro; Mr. McNally seconded the motion. The motion passed.

8.0 Unfinished Business

There was no unfinished business at this time.

9.0 New Business

9.1 Summit Outlet, LP

Ms. Langdon stated that the mall was purchased by Zoran Cocov who did extensive research on how to re-purpose the structure by phasing in projects over the next 5-10 years. The first (1st) phase will include the erection of two 96,000 square foot sports domes for soccer, baseball, volleyball, and basketball on the east side of the existing mall in the rear parking area. These domes will also be used during the off season for trade shows and conventions to continue to bring traffic into the area.

The project will also include renovating and repurposing some of the existing area inside the mall, and will be built out for supporting programs to the domes, including locker rooms, pool area, health club, personal training and fitness, batting cages/pitching mound. Access will require entering into the mall at the original main entrance off of Williams Road and passing through the food court into the sports area.

Neal Turvey, a representative of the company, described the project and stated that the first “bubble” (dome) will be in place by October of this year. He stated that the project will be a one-stop entertainment center, and the Town of Wheatfield has already approved the project.

The company is requesting a ten (10) year property tax abatement and sales tax abatement. There are currently 2 existing jobs with 42 new jobs to be created.

9.0 New Business Continued

9.1 Summit Outlet, LP Continued

9.1.1 Preliminary Resolution

RESOLUTION OF THE NIAGARA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING THE APPLICATION OF SUMMIT OUTLET, LP WITH RESPECT TO A CERTAIN PROJECT (AS MORE FULLY DEFINED BELOW) TO BE UNDERTAKEN BY THE AGENCY FOR THE BENEFIT OF SUMMIT OUTLET, LP 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. Ross motioned to approve the Preliminary Resolution; Mr. Onesi seconded the motion. The motion passed.

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

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Chairman Brady	[X]	[]	[]	[]
Mark A. Onesi	[X]	[]	[]	[]
Michael W. McNally	[X]	[]	[]	[]
Kevin McCabe	[]	[]	[]	[X]
Jerald I. Wolfgang	[X]	[]	[]	[]
Joan G. Aul	[X]	[]	[]	[]
Willie C. Dunn	[]	[]	[]	[X]
William L. Ross	[X]	[]	[]	[]
Arthur G. Pappas	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

9.1.2 Authorize Public Hearing

Mayor Pappas motioned to authorize the Public Hearing; Mr. McNally seconded the motion. The motion passed unanimously.

10.0 Agency Counsel

There were no items at this time.

11.0 Any Other NCIDA Matters the Board Wishes to Discuss

There were no other matters to discuss.

12.0 Next Regular NCIDA/NCDC/NADC Board Meeting:

DATE: April 12, 2017

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

PLACE: Niagara County Center for Economic Development

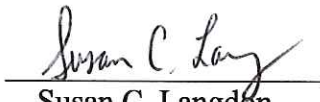
13.0 Adjournment

Mr. Onesi motioned to adjourn; Ms. Aul seconded the motion. The meeting adjourned at 9:35 a.m.

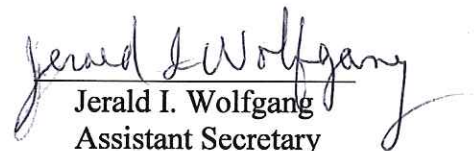
Respectfully Submitted,



Barbara A. Gill
Recording Secretary



Susan C. Langdon
Director of Projects & Finance



Jerald I. Wolfgang
Assistant Secretary