

WYOMING COUNTY
BUSINESS CENTER
ANNUAL BOARD MEETING MINUTES

The WCBC Board of Directors met on March 06, 2024 at 3:00 p.m. (immediately following the Governance and Finance/Audit Committees) at the Agriculture and Business Center 36 Center Street Warsaw, New York.

Chairman Gullo called the meeting to order at 3:32 p.m.

Roll call

In attendance were: Present were: James Pierce, President/CEO; Sam Gullo, Chairman; Brianna Stone, Secretary; Jim Brick, Treasurer; Robin Marschilok, Jennifer Tyczka and Scott Gardner, Wyoming County IDA; and Kevin Zanner, Agency Counsel.

Absent: Dan Leuer, Vice-Chair; Rick Fish Jr., Director

Guest: Mark George, Underwriter and Brian Lawrence, From this Valley, LLC joined the meeting at 3:45 p.m.

1. Administrative

A. Review and approve minutes from December 18, 2023

December 18, 2023 Board meeting minutes were reviewed. A motion was made to accept the minutes by B. Stone and seconded by J. Brick. The motion was unanimously carried.

B. Review/approve financial reports for December 2023 and January -February 2024

The financial reports from December 2023 and January-February 2023 were reviewed. The financial reports were accepted on a motion made by B. Stone, seconded by J. Brick. The motion was unanimously carried.

C. Review/Approve WCBC Mission Statement

Pierce asked the Board to review the Mission Statement and Measurement Report included in the packet, adding that yearly review and approval is required for the PARIS report to the State. The Mission Statement and Measurement Report for 2023 was approved on a motion made by B. Stone. The motion was seconded by J. Brick and unanimously carried.

2. Act of Governance Committee Recommendations

A. Approve Governance Committee Member Appointments

Chairman Gullo asked for a motion to approve the Governance Committee's recommendation to appoint all members of the WCBC Board to the Governance Committee. J. Brick made a motion to accept the Governance Committee recommendations. The motion was seconded by R. Fish and unanimously carried.

B. Approve Finance and Audit Committee Member Appointments

Chairman Gullo asked for a motion to approve the Governance Committee's recommendation to appoint all members of the WCBC Board to the Finance and Audit Committee. J. Brick made a motion to accept the Governance Committee recommendations. The motion was seconded by B. Stone and unanimously carried.

C. Approve Recommended Appointments of Board Officers

Chairman Gullo asked for a motion to approve the Governance Committee's recommendation of appointment of WCBC Board Officers. J. Brick made a motion to accept the Governance Committee recommendations for the slate of officers as: Sam Gullo, Chairman; Dan Leuer, Vice-Chair; Brianna Stone, Secretary; Jim Brick, Treasurer; Rick Fish Jr., Director. The motion was seconded by B. Stone and unanimously carried.

D. Approve, Adopt and re-adopt Policies

The Chairman then asked the Board for a motion to accept the Governance Committee's recommendation to approve, adopt and re-adopt policies. J. Brick moved to re-adopt the Procurement Policy, Disposition of Real Property Guidelines, The Real Property Acquisition Policy and the Conflict-of-Interest Policy as recommended by the Governance Committee. The motion was seconded by B. Stone and unanimously carried.

3. Act on Finance/Audit Committee Recommendations

A. Approve the 2023 Audit Report

On a recommendation made by the Finance and Audit committee the Board approved the completed Financial Audit as presented on a motion made by J. Brick. The motion was seconded by B. Stone and unanimously carried.

B. Approve/ Re-adopt Policies as Recommended

Chairman Gullo asked for a motion to accept the Finance and Audit Committee's recommendation to adopt and readopt policies. J. Brick made a motion to accept the Finance and Audit Committee's recommendation to Re-adopt the Policies. B. Stone seconded the motion and it was unanimously carried.

C. Approve WCBC Investment Report

On a recommendation made by the Finance and Audit committee the Board approved the Investment Report for 2023 on a motion made by J. Brick. The motion was seconded by B. Stone and unanimously carried

4. Action Items

- a. **Micro Loan Request “From This Valley, LLC”. Brian Lawrence, owner of a mushroom farm from Couriers will present his renovation project and the need for financing. Following Mr. Lawrence’s departure from the meeting, our underwriter Mark George will provide his presentation.**

J. Pierce introduced Brian Lawrence, owner of From this Valley, LLC, a mushroom growing business. Mr. Lawrence is a graduate from our Fast Track Program, and was awarded a \$20,000 grant from the Micro-enterprise Assistance Program (MAP). Lawrence thanked the Board for the opportunity. He explained his request for a \$50,000 loan in order to complete the renovations to a building on his property which will allow for the needed expansion of grow space and a functioning lab for his mushroom growing operation. The planned renovations to the existing pole barn include installing spray foam insulation, a heating and cooling system, concrete floors and drainage to allow for a consistent temperature and humidity level needed to produce mushrooms. Lawrence noted that since he started his business in May of 2023 it has quadrupled in size and this additional space will allow him to grow enough mushrooms to keep up with demand. The Board asked Lawrence questions regarding the process of growing mushrooms and where he currently sells his product. After his review Lawrence left the meeting at 3:56 p.m.

Pierce then asked Mark George to provide a review of his underwriting analysis for the loan request. George reported that the request is for a \$50,000 loan amortized over 10 years, with a 2% APR. The loan would be used to fund the renovations Lawrence described. George reviewed his analysis and reported that Lawrence has 12 major recurring clients and with the additional space he will be able to grow his business. Projections for the business show sales will nearly double for each of the next two years. Lawrence has very good credit, no credit card debt and is a conservative spender. George concluded with a recommendation for the approval of the loan request with a 2nd mortgage security lien on Lawrence’s residence, which has substantial equity, UCC filing on all assets, and a personal guarantee from Brian. The Board thanked George for his work on the analysis. After the review, B. Stone moved to approve the loan request, with the terms outlined by George, collateral to be a personal guarantee from Lawrence, and 2nd Mortgage on the residential home; if the private mortgage does not allow for a 2nd mortgage to be placed the Board would request an additional personal guarantee from Brian’s wife, Rachel Lawrence. The motion seconded by J. Brick and unanimously carried.

- b. **Micro Loan Request from Railway Station, LLC (Doug Tillotson) for a new pizza/shop restaurant to be located at 243 Main Street in Attica. The loan request is contingent upon the satisfaction of an existing WCBC loan by Mr. Tillotson made by Silver Lake Ventures, LLC, dba Shenanigan’s on Rt. 19 in Warsaw. Our underwriter Mark George will provide his presentation.**

Pierce asked George to present his analysis for the microloan request from Doug Tillotson for his new location in Attica. George began his report stating the request is for \$42,000, amortized over 7-years at a 2% APR. The funds would be used to

complete upgrades and improvements to the existing building, and new equipment for a pizzeria/ice cream shop. George reviewed Tillotson's history stating that he has had several businesses, currently owns Titan Enterprises, a custom crop entity; owns the Wyoming Gaslight Market /restaurant /pizzeria building with two apartment rentals; and leased a building and started Shenanigan's Restaurant in Warsaw. Currently Shenanigan's is being sold with the intentions of the new owner assuming the existing WCBC note with a \$30,000 balance, for the equipment and inventory at the location. George reported that Tillotson has reasonable expectations for the projected sales and profit of the new location, substantial resources to provide assurance of repayment, and a clean credit history with all loans paid as agreed on time. George concluded stating that he recommends the approval of the request, the existing note should be paid off, a UCC filing on all assets and a personal guarantee of Tillotson. The Board thanked George again, and he then left the meeting at 4:32 p.m.

The Board then moved to go into Executive Session to consider the financials of the Corporation on a motion made by J. Brick. The motion was seconded by B. Stone and unanimously carried.

The Board moved to come out of executive session at 4:59 p.m., on a motion made by B. Stone. The motion was seconded by J. Brick and unanimously carried.

Once back in regular session the Board moved to approve the loan as requested with the terms noted by George, contingent on the borrower satisfying the current note with Silver Lake Ventures, clarification of the name of the applicant for the note, a personal guarantee of Tillotson and a UCC filing on all equipment, on a motion made by B. Stone. The motion was seconded by J. Brick and unanimously carried.

5. Review 2023 Annual Report

Pierce presented the 2023 Annual Report to the WCBC Board. Pierce updated on the FastTrac program, Business Accelerator and Mentorship programs designed to help businesses with operational and technical assistance, stating that the WCBC is continuing the Business Accelerator Program and the Mentorship Program with much success and are currently preparing for the fifth session to start. The FastTrac program wrapped up its 13th year and continues to have great participation. Pierce reported on the Microloan program and the Rapid Start Loan Program (previously the Restart Wyoming Loan Program), noting they continue to have a strong portfolio. The WCBC continues to stay involved with business attraction marketing, workforce development initiatives and environmentally challenged sites. Pierce sits on the Board of Invest Buffalo Niagara (IBN) and the GLOW Workforce Development Board. Pierce also stays active with the Greater Rochester Enterprise, which provides leads for projects looking for sites. The WCBC North, LLC continues the clean-up of the abandoned Emkay site in Arcade. The WCBC North received notice in May 2022 of an award from EPA Brownfield Clean-up Grant of \$500,000. The funds will allow for the demolition and removal of the existing deteriorated buildings. Once the demolition phase is complete the property will be transferred to a designated developer, who has agreed to apply for a NYS Brownfield certification in order to help with the costs of

further remediation and redeveloping the site. The Board accepted and approved the Annual Report on a motion made by B. Stone. The motion was seconded by J. Brick and unanimously carried.

6. Program Updates

A. Micro Loan Program

Jim P. reviewed the Micro Loan portfolio included in the packet and pointed out, at long last, the note with Canaan's was satisfied.

B. Fast Track Program

Jennifer Tyczka reported that we are preparing for the Spring class that begins on March 26th and runs to May 28th. The class is full. In addition, we have an awardee of the Wyoming County Business Center, Inc. Entrepreneur Scholarship attending the spring class. She is a college student exploring the concept of establishing a Mexican grocery store that will also serve as a platform for cultural awareness and understanding offering workshops and cooking classes.

C. Business Accelerator Program

Jennifer also reported the we applied for a KeyBank Foundation charitable sponsorship mid-February. They review requests for consideration on an ongoing basis. We should receive a response within 90 days. We will be applying for a grant from the Wyoming Foundation. The application is available April 1st and notifications are mid-June. The spring offering for the academy is scheduled for April 3rd through 24th. The class is full.

D. Business Mentorship Program

Four businesses are currently active in the program with mentors.

Currently capturing footage for the website blog.

7. Other Business – There was none.

8. Next Meeting TBD

9. Adjournment

There being no further business to discuss the meeting was adjourned at 5:29 p.m. on a motion made by B. Stone seconded by J. Brick and unanimously carried.

Minutes prepared by R. Marschilok