

WYOMING COUNTY IDA ANNUAL BOARD MEETING MINUTES

The WCIDA Board of Directors met on September 21, 2023 at 12:00 p.m. (immediately following the Governance and Finance/Audit Committees) at Dream Lake Campground 4391 Old Buffalo Rd Warsaw, New York 14569

Chairman Dadd called the meeting to order at 12:35 p.m.

1. Roll call:

In attendance were: Mark Dadd, Chairman; A. D. Berwanger, Vice-Chairman; Rebecca Ryan, Treasurer; E. Joseph Gozelski, Director; Niccole Hastings, Director; James Pierce, Executive Director; Robin Marschilok, Director of Operations; Jennifer Tyczka, Program Manager; Scott Gardner Economic Development Specialist and Kevin Zanner, Agency Counsel.

Absent: Thomas McCormick, Secretary; James Rutowski, Director

2. Administrative

A. Minutes of the July 13, 2023 Board meeting were reviewed. A motion was made to accept the minutes by D. Berwanger and seconded by R. Ryan. The motion was unanimously carried.

B. The financial reports from July and August 2023 were reviewed. The financial reports were accepted on a motion made by D. Berwanger and seconded by R. Ryan. The motion was unanimously carried.

3. Act of Governance Committee Recommendations

A. Approve Governance Committee Member Appointments

Chairman Dadd asked for a motion to approve the Governance Committee's recommendation to appoint all members of the WCIDA Board to the Governance Committee. J. Gozelski made a motion to accept the Governance Committee recommendations. The motion was seconded by R. Ryan and unanimously carried.

B. Approve Finance and Audit Committee Member Appointments

Chairman Dadd asked for a motion to approve the Governance Committee's recommendation to appoint all members of the WCIDA Board to the Finance and Audit Committee. J. Gozelski made a motion to accept the Governance Committee recommendations. The motion was seconded by R. Ryan and unanimously carried.

C. Approve Recommended Appointments of Board Officers

Chairman Dadd asked for a motion to approve the Governance Committee's recommendation of appointment of WCIDA Board Officers. J. Gozelski made a motion to accept the Governance Committee recommendations for the slate of officers as: Mark Dadd, Chairman; A. D. Berwanger, Vice-Chair; T. McCormick, Secretary; and Rebecca Ryan, Treasurer. The motion was seconded by R. Ryan and unanimously carried.

D. Approve, Adopt and re-adopt Policies and Charter

The Chairman then asked the Board for a motion to accept the Governance Committee's recommendation to approve, adopt and re-adopt policies and charter. J. Gozelski motioned to re-adopt the Procurement Policy, Disposition of Real Property Guidelines, The Real Property Acquisition Policy and the Policy for Receipts of Accounting, Internal Controls and Auditing Complaints; the Conflict-of-Interest Policy and the Governance Committee Charter as recommended by the Governance Committee. The motion was seconded by R. Ryan and unanimously carried.

4. Act on Finance/Audit Committee Recommendations

A. Approve, Adopt and Re-adopt Policies and Charter as Recommended

Chairman Dadd asked for a motion to accept the Finance and Audit Committee's recommendation to adopt and re-adopt policies and charter. R. Ryan made a motion to accept the Finance and Audit Committee's recommendations to re-adopt the Investment Policy, the Finance and Audit Committee Charter. D. Berwanger seconded the motion and it was unanimously carried.

B. Approve/Adopt Preliminary Budget for 2024

The Chairman asked for a motion to adopt the budget as recommended by the Finance and Audit Committee. R. Ryan made a motion to adopt the budget for 2024 as recommended by the Finance and Audit Committee. The motion was seconded by D. Berwanger and unanimously carried.

5. Action Item

A. Authorization to amend the IDA project agreement and inducements approved for Farm Craft Brewery, LLC necessitated by a new corporation formed for the project "Dirt Rich, LLC" and the increase in project cost since approved by the IDA Board a year ago. There is also a request to extend the sales tax exemption until September 30, 2024.

Pierce reviewed with the Board the status of the Farm Craft Brewery Project and stated that the project inducements are not being changed. The Owner has informed the IDA that Farmcraft has conveyed its interest in the property, in which the project will be constructed, to Dirt Rich, LLC, an affiliated entity. Pierce is asking for the Board to Authorize an update to the Project Resolution to include Dirt Rich, LLC as a party under the lease, mortgage and PILOT agreements. The Owner is also requesting an extension to its sales tax exemption for a period of 1 year, expiring on September 30, 2024. The Board Authorized both requests and passed an Amendatory Resolution relating to the Farm Craft Brewery, LLC Project, on a motion made by D. Berwanger. The motion was seconded by J. Gozelski and unanimously carried.

B. Authorization to amend the IDA project agreement and inducements approved for the 20 MW SunEast High View Solar Project in Castile because of increased project costs since this project was approved by the IDA Board in August of 2021.

The SunEast Highview Solar Project in Castile is under the new ownership of Cordelio Power however, the scope of the project will stay the same and SunEast will continue the management of the Project. The Company came to the IDA to ask for an amendment to the incentives which were originally approved for the Project in 2021. The Project costs have risen from \$20M+ up to \$44M+ due to supply chain issues, higher inflation and workforce challenges. The Company is asking for an amendment

to the incentives to reflect an increased costs eligible for sales tax exemption and the increase in Mortgage which will realize a mortgage tax exemption. The increase in IDA incentives proposed was more than \$100,000 therefore a public hearing was held on September 13th at 3 pm at the Castile Town Office. A copy of the transcript from the public hearing was included in the meeting packet. There were no attendees at the public hearing other than Jim and Robin. Included in the packet was a resolution prepared by Counsel, explaining the changes requested and asking for the Board's approval. The Board approved the request from SunEast Highview for an amendment to the incentives for the solar project and passed the resolution on a motion made by D. Berwanger. The Motion was seconded by J. Gozelski and unanimously approved. Pierce added that the attorney's preliminary fee, and an additional fee for 20% of IDA admin of the increased amount will be due when the Project Agreement is signed and before the additional sales tax allowance will be prepared.

C. Request by Invenergy to extend the sales tax exemption for the Alle-Catt Project until September 30, 2024.

Pierce presented a request from Invenergy for the extension of sales tax exemption on the Alle-Catt Wind Project for another year. A previous request for an extension, from Alle-Catt, had been tabled by the Board until an invoice for attorney fees had been paid. The Agency's Counsel confirmed that the invoice had been paid subsequent to the Board tabling the previous request. The Board then agreed to extend the sales tax exemption allowance for the Alle-Catt Project through September 30, 2024 on a motion made by D. Berwanger. The motion was seconded by R. Ryan and unanimously carried.

6. Review 2023 Annual Report

Pierce presented the 2023 Annual Report. Pierce's Executive Director's message brought to light the many economic development activities that the IDA does, other than project financial inducements and PILOTs. The IDA administers the Wyoming County Business Assistance Corporation, (WCBAC) and the Wyoming County Business Center,(WCBC) Pierce reported that with the economic challenge of higher inflation, supply chain issues and lack of people wanting to work, many businesses were forced to put expansion projects on hold. Pierce highlighted the projects assisted by the WCIDA and the administrative tasks accomplished by the WCIDA. Pierce continued with the Annual Report on activities and accomplishments of the WCBAC. The Board approved the Annual Report as presented on a motion made by J. Gozelski. The motion was seconded by R. Ryan and unanimously approved.

7. Other Business – There was none.

8. Next Meeting - The next regularly scheduled meeting will be October 12, 2023 at 2:30 p.m. at the Wyoming County Agriculture and Business Center, Warsaw, N.Y.

9. Adjournment

There being no further business to discuss the meeting was adjourned at 1:00 p.m. on a motion made by D. Berwanger, seconded by R. Ryan and unanimously approved.

Minutes prepared by R. Marschilok