

**MINUTES OF THE MEETING
OF THE
MEMBERSHIP OF THE
ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
(ECIDA or AGENCY)**

- DATE AND PLACE:** August 26, 2020, held via telephone conference. Governor Cuomo's Executive Order 202.1, as amended from time to time, issued in response to the Coronavirus (COVID-19) crisis, suspended Article 7 of the Public Officers Law to the extent necessary to permit any public body to take actions without permitting in public in-person access to such meetings and authorized such meetings to be held remotely by conference call or other similar service, provided the public has the ability to view or listen to such proceedings and that the meeting is recorded and transcribed.
- LIVE STREAMED:** This meeting is being live-streamed and made accessible on the ECIDA's website at www.ecidany.com.
- PRESENT:** Hon. Diane Benczkowski, Rev. Mark E. Blue, Dottie Gallagher, Tyra Johnson, Hon. Brian J. Kulpa, Richard Lipsitz, Jr., Brenda W. McDuffie, Hon. Glenn R. Nellis, Hon. Mark C. Poloncarz, Sister Denise Roche, Kenneth A. Schoetz and Art Wingerter
- EXCUSED:** Denise Abbott, Hon. Bryon W. Brown, James Doherty, Hon. Joseph Emminger, Hon. Howard Johnson, Hon. Darius G. Pridgen and Renee Wilson
- OTHERS PRESENT:** John Cappellino, President & CEO; Mollie Profic, Chief Financial Officer; Atiqah Abidi, Assistant Treasurer; Karen M. Fiala, Assistant Treasurer/Secretary; Gerald Manhard, Chief Lending Officer; Dawn Boudreau, Director of Compliance; Beth O'Keefe, Business Development Officer; Grant Lesswing, Business Development Officer; Brian Krygier, Systems Analyst; Carrie Hocieniec, Administrative Assistant, Robbie Ann McPherson, Pat Smith and Robert G. Murray, Esq., General Counsel/Harris Beach PLLC
- GUESTS:** Hon. April Baskin, Chair of the Legislator; Deputy County Executive Maria Whyte; Andrew Federick, Erie County Senior Economic Development Specialist; Lawrence Quinn on behalf of Great Point; Kate Shaughnessy, and Michael Szukala, Chair of the Joint Finance & Audit Committee

There being a quorum present at 12:05 p.m., the meeting of the Members of the ECIDA was called to order its Chair, Ms. McDuffie.

MINUTES

The minutes of the July 22, 2020 meeting of the members were presented. Mr. Nellis moved and Sister Denise seconded, to approve of the minutes. Ms. McDuffie called for the vote and the minutes were unanimously approved.

At this point in time, Ms. Benczkowski joined the meeting.

REPORTS/ACTION ITEMS/INFORMATION ITEMS

Financial Report. Ms. Profic presented the July 2020 financial report, noting that the balance sheet shows that the Agency finished the month with total assets of \$27.2 million, which includes \$7 million of unrestricted cash available for Agency operations. Net assets at the end of July were \$20.8 million. The monthly income statement shows a net loss from operations of \$115,000. Operating revenue was below monthly budget by \$143,000, due to administrative fee receipts of \$25,000 in July. Operating expenses were under budget by \$27,000. After strategic initiatives and depreciation, there was a net loss of \$170,000 for the month. The year-to-date income statement shows revenue of approximately \$1 million, being \$574,000 below budget for the year, and expenses of \$1.6 million, being \$128,000 below budget. After special project grants, the operational side/top half of the income statement shows a net loss of \$533,000 through July. After factoring in strategic initiatives and depreciation, there is currently a net loss of \$1.8 million for the year. Ms. McDuffie directed that the report be received and filed.

Finance and Audit Committee Update. Mr. Szukala, Chair of the Finance & Audit Committee, gave a report to the members on the most recent meeting of the committee. He advised that the Finance and Audit Committee will meet again in September to review and recommend the draft budget. The draft will be presented at the next ECIDA board meeting on September 23. Two virtual Q&A sessions for Board members will be scheduled in early October. If there are significant adjustments to the 2021 budget based on Board feedback, the Committee would then meet again and make an updated recommendation to the Board. The final budget will be presented to the ECIDA at its October 28 meeting for approval, and it must then be submitted to the ABO by November 1st. Ms. Profic reviewed the 2021 budget, timetable and processes. Ms. McDuffie directed that the report be received and filed.

2020 Tax Incentive Induced/Closing Schedule/Estimated Real Property Tax Impact. Ms. Fiala presented this report. Ms. McDuffie directed that the report be received and filed.

Approval of Resolution re CARES Act Supplemental U.S. Department of Commerce Economic Development Administration (EDA) Award for Revolving Loan Fund Grant Sub-Recipient. Mr. Manhard described the new EDA grant financing. Mr. Kulpa moved, and Mr. Wingerter seconded, to approve of the resolution. Ms. McDuffie called for the vote and the following resolution was then unanimously approved:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING THE AGENCY TO ENTER INTO A CERTAIN FINANCIAL ASSISTANCE AWARD AGREEMENT WITH THE U.S. DEPARTMENT OF COMMERCE ECONOMIC

DEVELOPMENT ADMINISTRATION (THE “EDA”) TO FUND A NEW REVOLVING LOAN FUND TO HELP THE REGION SERVED BY THE AGENCY RESPOND TO THE COVID-19 PANDEMIC.

Approval of Resolution to Appoint Vice President. Mr. Cappellino reviewed the resolution appointing Karen M. Fiala and Mollie Profic as Vice Presidents of the Agency. Mr. Poloncarz moved, and Mr. Blue seconded to approve of the resolution. Ms. McDuffie called for the vote and the following resolution was then unanimously approved:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) APPOINTING KAREN M. FIALA AND MOLLIE PROFIC EACH AS VICE PRESIDENT OF THE AGENCY.

Approval of Funding for Website Development for Erie County Business Task Force. Ms. Profic provided members with background on the Task Force. The Task Force was formed in April 2020 to coordinate assistance for businesses struggling to recover economically from the COVID-19 shutdown. The Task Force has identified a need for a branded, stand-alone website to be an information concierge for small businesses. The estimated cost over the next 3-5 years to develop and host the website is approximately \$15,000. Task Force member organizations have been asked for financial support of the website efforts, with the Agency being asked to support the website design and development with a one-time funding of \$7,500. The Amherst Chamber of Commerce/Small Business Services of WNY has begun an RFQ process, with four local companies identified as potential respondents, two of which are minority-owned. Mr. Nellis moved and Sister Denise seconded to recommend approval of funding in the amount of \$7,500 for the website development of the Erie County Business Task Force. Ms. McDuffie called for the vote and the funding was the following resolution was then unanimously approved.

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) AUTHORIZING THE AGENCY TO PROVIDE FUNDS OF UP TO \$7,500 FOR THE DEVELOPMENT OF THE ERIE COUNTY BUSINESS TASK FORCE (THE “TASK FORCE”) WEBSITE, SUBJECT TO THE SELECTION OF A SUITABLE WEB DESIGN FIRM THROUGH THE REQUEST FOR QUALIFICATION PROCESS ISSUED BY THE TASK FORCE.

Policy Committee Update. Mr. Lipsitz provided an update on the recent Policy Committee meeting and noted that the Great Point project was recommended for approval. He also noted that a MWBE report will be provided to the Policy Committee at an upcoming special meeting.

INDUCEMENT RESOLUTION

Great Point Opportunity Fund B QOZB, LLC, Buffalo, New York

Ms. Fiala reviewed the proposed project involving the construction of television/film sound stages and studios with associated production and office facilities. Approximately 20,800 sq. ft. will be devoted to office space and the remaining 35,140 sq. ft. to production area. It is

expected that the facility will produce multiple television and film productions each year. Operations will consist of shooting shows and films, recording sound for film and television, planning, designing and constructing film sets, lighting for film shoots, special effects preparation, costuming, hair and make-up, art direction and design, story boarding, production planning, film editing, food delivery casting, personnel management, financial planning and film direction.

Ms. Gallagher spoke in favor of the project. Ms. Baskin, Policy Committee member, spoke in favor of the project. General discussion ensued.

As a condition precedent of receiving financial assistance, and as a material term or condition established by the Agency in connection with its approval of the Project, Ms. Fiala noted that the Company must, subject to potential modification, termination and/or recapture of financial assistance for failure to meet and maintain the commitments and thresholds as described below, submit, on an annual basis or as otherwise indicated below through the termination of the PILOT Agreement, a certification, as so required by the Agency, confirming:

- (i) Investment Commitment- the total investment actually made with respect to the Project at the time of Project completion equals or exceeds \$13,587,080 (which represents the product of 85% multiplied by \$15,984,800, being the total project cost as stated in the Company's application for Financial Assistance).
- (ii) Employment Commitment – the number of current FTE employees in the then current year at the Facility; and
 - that the Company has maintained and created FTE employment at the Facility equal to 10 FTE employees [representing the product of 85% multiplied by 12 (being the total number of new FTE employee positions as proposed to be created by the Company as stated in the Company's application for Financial Assistance)]. In an effort to confirm and verify the Company's employment numbers, the Agency requires that, at a minimum, the Company provide employment data on a quarterly basis to the Agency, said information to be provided on the Agency's "Quarterly Employment Survey" form to be made available to the Company by the Agency.
- (iii) Local Labor Commitment - that the Company adheres to and complies with the Agency's Local Labor Workforce Certification Policy on a quarterly basis during the construction period.
- (iv) Equal Pay Commitment – that the Company adheres to and complies with the Agency's Pay Equity Policy.
- (v) Unpaid Real Property Tax Policy Commitment – that the Company is compliant with the Agency's Unpaid Real Property Tax Policy.

Mr. Blue moved and Mr. Lipsitz seconded to approve the Project. Ms. Lipsitz then called for the vote and the following resolution was unanimously approved:

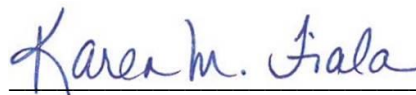
RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY: (i) ACCEPTING THE APPLICATION OF GREAT POINT OPPORTUNITY FUND B QOZB LLC, AND/OR INDIVIDUAL(S) OR AFFILIATE(S), SUBSIDIARY(IES), OR ENTITY(IES) FORMED OR TO BE FORMED ON ITS BEHALF (INDIVIDUALLY, AND/OR COLLECTIVELY, THE "COMPANY") IN CONNECTION WITH A CERTAIN PROJECT DESCRIBED BELOW; (ii) RATIFYING THE SCHEDULING, NOTICING, AND CONDUCTING OF A PUBLIC HEARING IN CONNECTION WITH THE PROJECT; (iii) MAKING A DETERMINATION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT; (iv) APPOINTING THE COMPANY, OR ITS DESIGNEE, AS ITS AGENT TO UNDERTAKE THE PROJECT; (v) AUTHORIZING THE UNDERTAKING OF THE PROJECT TO PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES TAX EXEMPTION BENEFIT FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT, (B) A MORTGAGE RECORDING TAX EXEMPTION BENEFIT FOR FINANCING RELATED TO THE PROJECT, AND (C) A PARTIAL ABATEMENT FROM REAL PROPERTY TAXES BENEFIT THROUGH THE PILOT AGREEMENT; AND (vi) AUTHORIZING THE NEGOTIATION AND EXECUTION OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, A PAYMENT-IN-LIEU-OF-TAX AGREEMENT, AN AGENT AND FINANCIAL ASSISTANCE PROJECT AGREEMENT, AND RELATED DOCUMENTS

MANAGEMENT TEAM REPORTS

COVID-19 Response Update. Mr. Cappellino updated members on the status of the re-opening of the Agency's office.

There being no further business to discuss, Ms. McDuffie adjourned the meeting of the Agency at 12:45 p.m.

Dated: August 26, 2020



Karen M. Fiala, Secretary