

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

DATE AND PLACE: April 23, 2025, at the Erie County Industrial Development Agency, 95 Perry Street, 4th Floor Conference Room, Buffalo, New York 14203

PRESENT: Dr. LaVonne Ansari; Rev. Mark Blue; Patrick Boyle; Tyra Johnson; Hon. Brian Kulpa; Richard Lipsitz, Jr.; Hon. Glenn Nellis; Hon. Brian Nowak; Hon. Mark Poloncarz; Kenneth Schoetz and Hon. Taisha St. Jean Tard

EXCUSED: Denise Abbott; Thomas Emmerling; Hon. Joseph H. Emminger; Dottie Gallagher; Brenda McDuffie and Hon. Christopher P. Scanlon

OTHERS PRESENT: Mollie Profic, Chief Financial Officer; Beth O’Keefe, Vice President of Operations; Brian Krygier, Director of Information Technology; Grant Lesswing, Director of Business Development; Carrie Hocieniec, Operations Assistant/ Assistant Secretary; Soma Hawramee, Compliance Portfolio Manager; Michelle Moore, Compliance Associate; Robbie Ann McPherson, Director of Marketing & Communications; Atiqa Abidi, Accounting Manager; Andy Federick, Property and Business Development Officer and Andrew Pawenski, Esq., General Counsel/Harris Beach Murtha Cullina PLLC

GUESTS: Zaque Evans on behalf of Erie County; Daniel Castle on behalf of Erie County; David Bojanowski and Yessica Vasquez on behalf of the City of Buffalo; Ryan McGinnis, Greg Bala and Kurt Wolfanger on behalf of Big Heart Pet Brands; Sue Vriesen behalf of Eaton Mission Systems; Anthony Garofalo on behalf of Montante Development; Marco Riccioni on behalf of IMA Life; Quinn McMahon on behalf of NYSDOL; Jonathan Epstein on behalf of the Buffalo News; Jim Fink on behalf of BTM and Kurt Vogt on behalf of Spectrum News

There being a quorum present at 12:07 p.m., the meeting of the members of the Erie County Industrial Development Agency (the “ECIDA” or “Agency”), was called to order by Vice Chair, Mr. Lipsitz, who presided over the meeting in the absence of Chair McDuffie.

MINUTES

The minutes of the March 26, 2025, meeting of the members were presented. Mr. Kulpa moved, and Rev. Blue seconded to approve of the minutes. Mr. Lipsitz called for the vote and the minutes were unanimously approved.

Policy Committee Update. Mr. Lipsitz updated members on the most recent Policy Committee meeting in which the Committee recommended to the Board the approval of the projects before the Board as well as a Sumitomo recapture determination for its consideration at today's meeting.

AMENDATORY INDUCEMENT RESOLUTION

IMA Life North America Amendment. Ms. O'Keefe reminded members that IMA Life-Phase I was approved for a sales and use tax and real property tax abatement benefit in September of 2023. The company has informed the Agency that project costs have increased over those as originally anticipated and as such, is asking the Agency to approve of an amendment to increase the amount of sales and use tax exemption benefit that can be provided to the project. In particular, Ms. O'Keefe noted that the company is asking the Agency to increase the sales and use tax benefit from \$824,819 to \$1,230,698 and to approve of an overall project cost increase from \$27,556,179 to \$33,681,290.

General discussion ensued. Mr. Poloncarz expressed support of the project.

Mr. Poloncarz moved and Mr. Nellis seconded to approve of the increase in Agency financial assistance. Mr. Lipsitz called for the vote and the following resolution was unanimously approved:

INDUCEMENT RESOLUTIONS

IMA Life North America, 700 Colvin Woods, Tonawanda, New York. Ms. O'Keefe reviewed this proposed sales and use tax and real property tax abatement benefits involving the 36,500 square-foot expansion of its existing 80,000 square-foot manufacturing facility. The expansion will allow IMA Life to expand its production space.

General discussion ensued. The Project's cost benefit ratio was reviewed, and the costs of incentives so applied for, the anticipated new tax revenues to be generated by the Project, as well as the Project's contemplated community benefits were discussed and considered.

Mr. Poloncarz expressed support of the project, including discussion of job creation related thereto. Ms. St. Jean Tard expressed support for the company's MWBE goals.

As a condition precedent of receiving Financial Assistance, and as a material term or condition as approved by the Agency in connection with the Project, the Company covenants and agrees and understands that it 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 \$10,625,000 (which represents the product of 85% multiplied by \$12,500,000, being the total project cost as stated in the Company's application for Financial Assistance).
- (ii) Employment Commitment – that there are at least 34 existing full time equivalent (“FTE”) employees located at, or to be located at, the Facility as stated in the Company's application for Financial Assistance (the “Baseline FTE”); and
 - the number of current FTE employees in the then current year at the Facility; and
 - that within two (2) years of Project completion, the Company has maintained and created FTE employment at the Facility equal to 34 FTE employees [being the product of 85% multiplied by 40 (being the 40 new FTE employee positions proposed to be created by the Company as stated in its Application)]. To confirm and verify the Company's employment numbers, the Agency requires that, at a minimum, the Company provide employment data to the Agency on a quarterly basis, 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. Poloncarz moved and Mr. Kulpa seconded to approve the Project as proposed. Mr. 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 IMA LIFE NORTH AMERICA INC., 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, AND (B) 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

Big Heart Pet Brands, 243 Urban Street, Buffalo, New York. Ms. O’Keefe reviewed this proposed sales and use tax benefit project involving the expansion of its Soft n’ Chewy production with additional capacity and to convert the current Soft n’ Chewy oven and dryer to produce biscuit volume and add additional biscuit capacity and also includes a freezer expansion.

General discussion ensued. The Project’s cost benefit ratio was reviewed, and the costs of incentives so applied for, the anticipated new tax revenues to be generated by the Project, as well as the Project’s contemplated community benefits were discussed and considered.

Mr. Poloncarz and Mr. Lipsitz both expressed support for the project including discussion of job creation related thereto.

As a condition precedent of receiving Financial Assistance, and as a material term or condition as approved by the Agency in connection with the Project, the Company covenants and agrees and understands that it 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, through the conclusion of the later of two (2) years following either (x) the construction completion date, or (y) the termination of the Agent 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 \$44,761,000 (which represents the product of 85% multiplied by \$52,660,000, being the total project cost as stated in the Company’s application for Financial Assistance).
- (ii) Employment Commitment – that there are at least 283 existing full time equivalent (“FTE”) employees located at, or to be located at, the Facility as stated in the Company’s application for Financial Assistance (the “Baseline FTE”); and
 - the number of current FTE employees in the then current year at the Facility; and
 - that within two (2) years of Project completion, the Company has maintained and created FTE employment at the Facility equal to 292 FTE employees

[representing the sum of (x) 283 Baseline FTE and (y) 9 FTE employees, being the product of 85% multiplied by 17 (being the 17 new FTE employee positions proposed to be created by the Company as stated in its Application)]. In an effort to confirm and verify the Company's employment numbers, the Agency requires that, at a minimum, the Company provide employment data to the Agency on a quarterly basis, 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.

Rev. Blue moved and Ms. St. Jean Tard seconded to approve the Project as proposed. Mr. 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 BIG HEART PET BRANDS, INC., 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) APPOINTING THE COMPANY, OR ITS DESIGNEE, AS ITS AGENT TO UNDERTAKE THE PROJECT; (iii) AUTHORIZING THE UNDERTAKING OF THE PROJECT TO PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF A SALES TAX EXEMPTION BENEFIT FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT; AND (iv) AUTHORIZING THE NEGOTIATION AND EXECUTION OF AN AGENT AND FINANCIAL ASSISTANCE PROJECT AGREEMENT, AND RELATED DOCUMENTS

Eaton Mission Systems Orchard Park, 10 Cobham Drive, Orchard Park, New York. Ms. O'Keefe reviewed this proposed sales and use tax and real property tax abatement benefits involving the 50,000 square feet of additional manufacturing space to the facility to accommodate growth to existing and new product lines

General discussion ensued. The Project's cost benefit ratio was reviewed, and the costs of incentives so applied for, the anticipated new tax revenues to be generated by the Project, as well as the Project's contemplated community benefits were discussed and considered.

Mr. Poloncarz queried on the status of the project if inducement was approved. Ms. Vriesen, on behalf of the company, confirmed the project would proceed.

As a condition precedent of receiving Financial Assistance, and as a material term or condition as approved by the Agency in connection with the Project, the Company covenants and agrees and understands that it 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:

- (vi) Investment Commitment- the total investment actually made with respect to the Project at the time of Project completion equals or exceeds \$18,360,000 (which represents the product of 85% multiplied by \$21,600,000, being the total project cost as stated in the Company's application for Financial Assistance).
- (vii) Employment Commitment – that there are at least 453 existing full time equivalent (“FTE”) employees located at, or to be located at, the Facility as stated in the Company's application for Financial Assistance (the “Baseline FTE”); and
 - the number of current FTE employees in the then current year at the Facility; and
 - that within two (2) years of Project completion, the Company has maintained and created FTE employment at the Facility equal to 518 FTE employees [representing the sum of (x) 453 Baseline FTE and (y) 65 FTE employees, being the product of 85% multiplied by 77 (being the 77 new FTE employee positions proposed to be created by the Company as stated in its Application)]. To confirm and verify the Company's employment numbers, the Agency requires that, at a minimum, the Company provide employment data to the Agency on a quarterly basis, said information to be provided on the Agency's “Quarterly Employment Survey” form to be made available to the Company by the Agency.
- (viii) 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.
- (ix) Equal Pay Commitment – that the Company adheres to and complies with the Agency's Pay Equity Policy.
- (x) Unpaid Real Property Tax Policy Commitment – that the Company is compliant with the Agency's Unpaid Real Property Tax Policy.

Mr. Schoetz moved and Rev. Blue seconded to approve the Project as proposed. Mr. 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 EATON MISSION SYSTEMS ORCHARD PARK INC., 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 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

REPORTS / ACTION ITEMS / INFORMATION ITEMS

Financial Report. Ms. Profic presented the March financial reports. The balance sheet shows that the IDA finished the month with total assets of \$37.1M and net assets of \$19.7M. Overall assets increased \$358,000 from February due to increases in restricted cash and amounts due from affiliates. Liabilities increased \$525,000 due mainly to a \$480,000 increase in funds held on behalf of others. The monthly income statement shows a net loss of \$148,000 in March. Operating revenue of \$77,000 was below the monthly budget by \$148,000, due to no project administrative fees received in March. Operating expenses of \$268,000 were \$9,000 under budget, with most of that variance in salaries and benefits. After net non-operating revenue of \$43,000, there was a net loss of \$147,907 for the month. The year-to-date income statement shows operating revenues of \$355,000, including administrative fee revenue of \$139,000. We are 8% of our annual budget after the first quarter. Operating expenses of \$749,000 are \$63,000 below budget. Net special project grant income is \$34,000, and strategic initiatives year-to-date total \$100,000. After net non-operating revenue of \$121,000, there is currently a net loss of \$339,402 for the year. Mr. Lipsitz directed that the report be received and filed.

2025 Tax Incentives Induced/Closing Schedule. Ms. O'Keefe provided this report to Board members. Mr. Lipsitz directed that the report be received and filed.

Nominating Committee Update. Mr. Poloncarz presented to the Board the slate of officers and committee appointments recommended by the Nominating Committee.

Upon motion made by Mr. Poloncarz and seconded by Mr. Nowak to approve the entire slate of officers and committee appointments. Mr. Lipsitz called for the vote, and the motion was unanimously approved.

COMPLIANCE

Sumitomo Recapture Discussion. Mr. Lipsitz presented to the Board the proposed Sumitomo recapture actions recommended by the Policy Committee, and provided a preliminary discussion relative thereto. Ms. O’Keefe thereafter presented information with respect to the proposed recapture determination as described in the Board Memorandum contained in the Board package, which in relevant part described the Policy Committee’s recommendations to (i) make a recapture determination with respect to real property tax incentives for the 2024 fiscal year, being the applicable year of default, and (ii) in lieu of making a recapture determination with respect to the sale tax incentives, acknowledge the voluntary payment to be made by Sumitomo to the affected taxing jurisdictions, being the Town of Tonawanda and the Kenmore-Town of Tonawanda Union Free School District. Mr. Poloncarz discussed the impact of the proposed action item, thanked various stakeholders for their work in obtaining a favorable result for the affected parties, and discussed the impact and importance of having a sound recapture policy. Mr. Evans further noted and expanded on the recapture determination and the total amount of funds, including the voluntary payments, to be received from Sumitomo. Mr. Pawenski advised the Board that the action being proposed in the resolution would be to (i) recapture the real property tax incentives for the 2024 year, and (ii) clarified that a recapture determination was not being made with respect to the sale tax incentives in lieu of the voluntary payment being made by Sumitomo, and discussed the Policy Committee’s recommendation to reconsider reopening recapture proceedings if the voluntary payment is not made.

Mr. Poloncarz moved and Rev. Blue seconded to approve the recapture actions as proposed. Mr. Lipsitz then called for the vote and the following resolution was unanimously approved:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE RECAPTURE OF FINANCIAL ASSISTANCE CLAIMED BY SUMITOMO RUBBER USA, LLC

There being no further business to discuss, Mr. Lipsitz adjourned the meeting of the Agency at 12:51 p.m.

Dated: April 23, 2025


Elizabeth A. O’Keefe, Secretary