

**MINUTES OF THE
BOARD OF DIRECTORS
OF THE
BUFFALO AND ERIE COUNTY
INDUSTRIAL LAND DEVELOPMENT CORPORATION
(ILDC)**

- DATE AND PLACE:** May 24, 2017, at the Erie County Industrial Development Agency, 95 Perry Street, 5th Floor ESD Conference Room, Buffalo, New York 14203
- PRESENT:** Richard Lipsitz, Jr., Hon. Joseph C. Lorigo, Hon. John Mills, and Hon. Mark C. Poloncarz
- EXCUSED:** Hon. Byron W. Brown, John Mudie and Maria Whyte
- OTHERS PRESENT:** Steve Weathers, Chief Executive Officer; Mollie Profic, Treasurer; Karen M. Fiala, Assistant Treasurer; and Robert G. Murray, Secretary
- GUESTS:** Andrew Federick, Erie County Senior Economic Development Specialist; Christopher Andreucci, Esq. on behalf of Harris Beach PLLC

At 8:47 a.m., the Chair of the ILDC, Mr. Poloncarz, called the meeting to order.

MINUTES

Upon motion made by Mr. Lorigo and seconded by Mr. Lipsitz, the April 26, 2017 minutes of the Board of Directors of the Buffalo and Erie County Industrial Land Development Corporation (“ILDC”) meeting were unanimously approved.

REPORTS / ACTION ITEMS / INFORMATION ITEMS

Financial Report. Ms. Profic presented the April 2017 financial report and noted that the ILDC finished the month with total assets of \$260,000 and net assets of approximately \$244,000. Ms. Profic mentioned the monthly income statement shows income of \$55 and expenses of \$16,000, plus \$50,000 of grant income from the ECIDA for net income of \$34,000 in April. Ms. Profic noted the money from the ECIDA is part of the Bethlehem Steel land purchase acquisition arrangements wherein the ECIDA pledged \$1 million dollars to cover ILDC soft costs related to the real estate acquisition and carrying costs of same. On a year to date basis, the income statement reflects operating revenues of \$1,500 and expenses of \$35,000 and combined with grant income of \$50,000, results in net income of \$16,000 so far in 2017. Mr. Poloncarz directed that the report be received and filed.

Tapestry Charter School Bond Action. Ms. Fiala presented this tax-exempt issuance project involving the ILDC's issuance of tax-exempt bonds in an amount not to exceed \$35,000,000, to refinance, for the benefit of Tapestry Charter School: (i) certain outstanding commercial loans in the aggregate principal amount of \$12,200,000, the proceeds of which, together with other funds of the borrower, were used to finance the acquisition and construction of the borrower's existing K-12 building located at 65 Great Arrow Avenue in Buffalo, New York; (ii) finance the cost of the demolition of an existing structure on a parcel of land that is contiguous to the existing facility and the subsequent construction of a new approximately 60,000 sq. ft. building and equipping and furnishing of the addition; (iii) funding a debt service reserve fund and capitalized interest for the series 2017 bonds; and (iv) paying certain costs related to the issuance of the 2017 bonds. Ms. Fiala noted that the Tapestry Charter School has agreed to the ILDC's local labor and public works requirements and also noted that the ILDC will be providing an approximate \$350,000 mortgage recording tax savings benefit. Ms. Fiala concluded by confirming that the bonds would not be an obligation of the ILDC or Erie County.

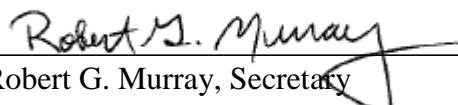
Mr. Mills moved and Mr. Lipsitz seconded to approve of the project. Mr. Poloncarz called for the vote and the following resolution was unanimously approved:

RESOLUTION AUTHORIZING THE ISSUANCE, EXECUTION, SALE AND DELIVERY OF THE BUFFALO AND ERIE COUNTY INDUSTRIAL LAND DEVELOPMENT CORPORATION TAX-EXEMPT REVENUE BONDS, (TAPESTRY CHARTER SCHOOL PROJECT) SERIES 2017A AND THE BUFFALO AND ERIE COUNTY INDUSTRIAL LAND DEVELOPMENT CORPORATION TAXABLE REVENUE BONDS, (TAPESTRY CHARTER SCHOOL PROJECT) SERIES 2017B, EACH IN ONE OR MORE SERIES AND IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$35,000,000 AND THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS

Mr. Poloncarz then requested staff to provide the ILDC with an update on all ILDC bond issuances since January 2016.

There being no further business to discuss, Mr. Lipsitz moved and Mr. Mills seconded and the Board unanimously resolved to adjourn the meeting. The meeting was then adjourned at 8:53 a.m.

Dated: May 24, 2017


Robert G. Murray, Secretary