



**Buffalo and Erie County Industrial Land Development Corporation
Joint Annual Board of Directors & Membership Meeting**

June 28, 2017

@ 8:45 a.m.

95 Perry Street

4th Floor – Vista Room

Buffalo, New York 14203

1.0 Call to Order

2.0 Approval of Minutes

2.1 Approval of the May 24, 2017 Meeting of the Membership (Pages 2-3)

3.0 Reports / Action Items / Information Items:

3.1 Financial Report (Pages 4-7)

3.2 Annual Report of the Directors (Page 8)

3.3 Status of LIDC Approvals (Page 9)

3.4 Nominating Committee Update

a) Election of Officers/Committee Appointments (Pages 10-13)

4.0 Adjournment - Next Meeting July 26, 2017 at 8:45 a.m.

**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

Industrial Land Development Corp.
Financial Statements
As of May 31, 2017

INDUSTRIAL LAND DEVELOPMENT CORPORATION ("ILDC")

Balance Sheet

May 31, 2017

	May 2017	April 2017	December 2016
ASSETS:			
Restricted Cash *	\$ 208,571	\$ 228,091	\$ 215,046
Loans Receivable, net	31,525	32,301	17,586
Loan Interest Receivable	25	25	25
Total Loan Assets	<u>31,550</u>	<u>32,326</u>	<u>17,611</u>
Total Assets	<u>\$ 240,120</u>	<u>\$ 260,417</u>	<u>\$ 232,657</u>
LIABILITIES & NET ASSETS:			
Accounts Payable	\$ 22,905	\$ 16,138	\$ 3,860
Due to/(from) ECIDA	208	167	1,039
Interest Payable - HUD	6	3	31
Other Liabilities	-	-	-
Total Liabilities	<u>23,120</u>	<u>16,308</u>	<u>4,930</u>
Restricted Fund Balance	217,001	244,109	227,727
Total Liabilities & Net Assets	<u>\$ 240,120</u>	<u>\$ 260,417</u>	<u>\$ 232,657</u>

	May 2017	April 2017	December 2016
* Loan Portfolio Summary:			
# of Loans	<u>2</u>	<u>2</u>	<u>2</u>

* Cash is invested in interest bearing accounts at KeyBank.
The maximum FDIC insured amount is \$250,000 with the remainder collateralized with government obligations by the financial institution.

INDUSTRIAL LAND DEVELOPMENT CORPORATION ("ILDC")**Income Statement**

Month of May 2017

	Actual vs. Budget		
	Actual	Budget	Variance
REVENUES:			
Interest Income - Loans	\$ 54	\$ 3	\$ 51
Interest Income - Cash & Inv.	-	-	-
Administrative Fees	-	-	-
Other Income	447	-	447
Total Revenues	501	3	499
EXPENSES:			
Management Fee - ECIDA	\$ 42	\$ 42	0
Provision for Loan Losses	-	-	-
Professional Services	27,568	25	27,543
Rent & Facilities Expenses	-	-	-
General Office Expenses	-	-	-
Travel & Meeting Expenses	-	-	-
Other Expenses	-	50	(50)
Total Expenses	27,610	117	27,493
NET INCOME/(LOSS):	\$ (27,108)	\$ (114)	\$ (26,994)

INDUSTRIAL LAND DEVELOPMENT CORPORATION ("ILDC")
Income Statement
Year to Date: May 31, 2017

	Actual vs. Budget			Actual vs. Prior Year		
	Actual	Budget	Variance	Actual	Prior Year	Variance
REVENUES:						
Interest Income - Loans	\$ 248	\$ 13	\$ 236	\$ 248	\$ 80	\$ 168
Other Income	1,754	-	1,754	1,754	1,322	432
Total Revenues	2,002	13	1,990	2,002	1,402	600
EXPENSES:						
Management Fee - ECIDA	\$ 208	\$ 208	0	\$ 208	\$ 208	\$ 0
Provision for Loan Losses	-	-	-	-	(1,359)	1,359
Professional Services	61,563	125	61,438	61,563	88	61,475
Other Expenses	957	250	707	957	644	313
Total Expenses	62,729	583	62,145	62,729	(419)	63,148
SPECIAL PROJECT GRANTS:						
ECIDA Bethlehem Industrial Park Grant	50,000	-	50,000	-	-	50,000
NET INCOME/(LOSS):	\$ (10,726)	\$ (571)	\$ (10,155)	\$ (60,726)	\$ 1,821	\$ (12,547)



MEMORANDUM

TO: Buffalo & Erie County Industrial Land Development Corporation Members
FROM: Mollie Profic, Controller
SUBJECT: Annual Report of Directors
DATE: June 28, 2017

Under Section 519 of the New York State Not-for-profit Corporation Law, ILDC is required to present an annual report at its annual member meeting. The annual report is to include 1) information on the assets and liabilities of ILDC as of the end of the prior fiscal year, 2) the principal changes in assets and liabilities during the prior fiscal year, 3) the revenue or receipts of ILDC during the prior fiscal year, 4) the expenses or disbursements of ILDC during the prior fiscal year and 5) The number of members of ILDC as of the date of the report, together with a statement of increase or decrease in the number of members during the prior fiscal year and a statement of the place where the names and places of residence of the current members may be found.

The audited financial statements were previously approved by ILDC's Board of Directors at their March 22, 2017 meeting and were presented to the ILDC members in order to satisfy the first four requirements noted above. A copy of the audited financial statements can be located at <http://www.ecidany.com/about-us-corporate-reports>.

In satisfaction of the final requirement of the NYS Not-for-profit Corporation Law, ILDC has 1 membership position at May 24, 2017 which is the same as reported at the prior year's annual meeting. The name of the member of ILDC may be found at: <http://www.ecidany.com/about-us-board-of-directors> while the places of residence of current board members may be found at the ILDC offices at 95 Perry Street, Suite 403, Buffalo, New York 14203.

ILDC - Tax Exempt Bonds 2016/2017

Project Name	Inducement Date	Inducement Amount	Closing Date	Closing Amount	Project Status
854 Ellicott Street, LLC (ILDC)	6/22/2016	\$ 53,500,000	9/9/2016	\$ 44,328,500	Active
Charter School for Applied Technologies (ILDC)	4/26/2017	\$ 2,781,727			Pending
Tapestry Charter School (ILDC)	5/24/2017	\$ 35,000,000			Pending
Total		\$ 91,281,727			

2017-2018 ECIDA/RDC/ILDC Board Committees & Officers – DRAFT VERSION

Executive Committee ECIDA/RDC	Current Committee Members	Proposed Committee Members
7 Board members, President & CEO, as specified in By-Laws	Chair * - McDuffie (Chair)	Chair * - McDuffie (Chair)
	Vice Chair * - Lipsitz	Vice Chair * - Lipsitz
	County Executive * - Poloncarz	County Executive * - Poloncarz
	Mayor Buffalo * - Brown	Mayor Buffalo * - Brown
	Emminger*	Emminger* (Chair, RDC Laon Committee)
	(Vacant) – Chair of Finance & Audit)	Glenn Nellis (Representing the Finance & Audit Committee)
	Pridgen* (Chair, Loan Write-Off)	Pridgen* (Chair, Loan Write-Off)
	President & CEO - Steve Weathers [non-voting]	President & CEO - Steve Weathers [non-voting]

Policy Committee ECIDA/RDC	Current Committee Members	Proposed Committee Members
At least 3 Board members specified in By-Laws 12- Meetings a year	Lipsitz* (Chair)	Lipsitz* (Chair)
	Blue	Blue
	Brown	Brown
	Coleman	Coleman
	DiPirro	DiPirro
	(Vacant)	Lorigo
	McDuffie	McDuffie
	Mudie	Mudie
	Nellis	Nellis
	Smith (BNP)	Smith (BNP)
	State	State
	Szymanski (Association of Town Governments)	Szymanski (Association of Town Governments)
	Vukelic	Vukelic
	Whyte	Whyte
	(Vacant)	

Governance Committee ECIDA/RDC/ILDC	Current Committee Members	Proposed Committee Members
At least 3 Board members specified in By-Laws. Not less than 3 independent members per PAL. 1-2 Meetings a Year	McDuffie*(Chair)	McDuffie*(Chair)
	Benczkowski*	Benczkowski*
	Lowrey*	Tyra Johnson-Hux
	State	State
	Whyte	Whyte

*=Board members who fill seats required by By-laws
Nominating Committee Approved Date- 06/20/2017
Board Approved Date-
Revised Date –

2017-2018 ECIDA/RDC/ILDC Board Committees & Officers – DRAFT VERSION

Finance & Audit Committee ECIDA/RDC/ILDC	<u>Current Committee Members</u>	<u>Proposed Committee Members</u>
At least 3 Board members specified in By-Laws. Not less than 3 independent members per PAL. 2-3 Meeting a Year	Beckwith, Penny	Beckwith, Penny
	Doherty*	Doherty*
	Emminger	Emminger
	Nellis*	Nellis*
	Roche	Roche
	Szukala, Michael	Szukala, Michael (Chair)
	Witzleben, William (M&T)	Witzleben, William (M&T)

Loan Committee ECIDA/RDC	<u>Current Committee Members</u>	<u>Proposed Committee Members</u>
By-Laws specify no more than 5 members of the Policy Committee plus 2 City members and 1 County member 3-12 Meetings a Year	[Other] Emminger (Chair)	Other] Emminger (Chair)
	[Policy] Mudie	Roche
	[City 1] Tom Grys (Wells Fargo Bank)	[City 1] Tom Grys (Wells Fargo Bank)
	[City 2] Rebecca Gandour	[City 2] Rebecca Gandour
	[County 1] David McKinley (Community Bank N.A.)	[County 1] David McKinley (Community Bank N.A.)
	[Other] Nancy LaTulip	[Other] Nancy LaTulip
	[Other] Michael Taylor (NYBDC)	[Other] Michael Taylor (NYBDC)

Staff Loan Committee RDC	<u>Current Committee Members</u>	<u>Proposed Committee Members</u>
No by-law requirement 12-15 Meetings a Year Per the Loan Administration Plan (LAP), the Board may also establish or appoint other Loan Committee members to approve strategic loans and other designated loan programs	President & CEO - Steve Weathers (Chair)	President & CEO - Steve Weathers (Chair)
	Exec. V.P. -John Cappellino	Exec. V.P. -John Cappellino
	Treasurer – Mollie Profic	Treasurer – Mollie Profic
	Assistant Treasurer – Karen Fiala	Assistant Treasurer – Karen Fiala
	David Stebbins - BUDC	David Stebbins - BUDC

Loan Write-off Committee ECIDA/RDC/ILDC	<u>Current Committee Members</u>	<u>Proposed Committee Members</u>
At least 3 Board members specified in By-Laws 1 Meeting a Year	Pridgen* (Chair)	Pridgen* (Chair)
	Beckwith, Penny	Beckwith, Penny
	Doherty*	Doherty*
	(Vacant)*	(Vacant)*
	Witzleben, William (M&T)	Witzleben, William (M&T)

*=Board members who fill seats required by By-laws
 Nominating Committee Approved Date- 06/20/2017
 Board Approved Date-
 Revised Date –

2017-2018 ECIDA/RDC/ILDC Board Committees & Officers – DRAFT VERSION

Investment Review Committee ECIDA/RDC	<u>Current Committee Members</u>	<u>Proposed Committee Members</u>
No by-law requirement	Poloncarz, Mark (Chair)	Poloncarz, Mark (Chair)
4-6- Meetings a Year	Alpert, Alan	Alpert, Alan
	Bell, Clifford	Bell, Clifford
	Gallagher-Cohen, Dottie	Gallagher-Cohen, Dottie
		Johnson-Hux, Tyra
	Lowrey, David	Lowrey, David
	McMahon, Diane	McMahon, Diane
	Panzica, Louis	Panzica, Louis

Nominating Committee ECIDA/RDC/ILDC	<u>Current Committee Members</u>	<u>Proposed Committee Members</u>
Number of members not specified in By-Laws	Poloncarz (Chair)	Poloncarz (Chair)
1 Meeting a Year	(Vacant)	Rev. Blue
	Gallagher-Cohen	Gallagher
	Lipsitz	Lipsitz
	Roche	Roche

Compensation Committee ECIDA	<u>Current Committee Members</u>	<u>Proposed Committee Members</u>
No by-law requirement	Poloncarz (Chair)	Poloncarz (Chair)
1-2 Meetings a Year	Doherty	Doherty
	Gallagher-Cohen	Gallagher-Cohen
	Lowrey	Lowrey
	Weinstein	Lipsitz

*=Board members who fill seats required by By-laws
 Nominating Committee Approved Date- 06/20/2017
 Board Approved Date-
 Revised Date –

2017-2018 ECIDA/RDC/ILDC Board Committees & Officers – DRAFT VERSION

OFFICERS	Officers		
	ECIDA	RDC	ILDC
Chair	Brenda McDuffie		Hon. Mark Poloncarz
Vice Chair	Richard Lipsitz		
President & CEO	Steve Weathers		
Executive Vice President	John Cappellino		
Treasurer	Mollie Profic		
Assistant Treasurers	Michael Alexander, Bradley Bach, Karen Fiala, Jerry Manhard		
Secretary	Robert Murray		
Assistant Secretary	Pietra Lettieri-Zaffram		

OTHER DESIGNATED POSITIONS	DESIGNATED POSITIONS
Controller	Mollie Profic
Chief Lending Officer	Jerry Manhard
Contracting Officer (required in Property Disposition Policy)	Mollie Profic
Electronic Records Retention Officer	Brian Krygier
Ethics Officer (required in Conflict of Interest Policy)	John Cappellino
FOIL Officer	Karen Fiala
Human Resources Officers	Mollie Profic Pat Smith
Non-electronic Records Retention Officer	Dawn Boudreau

*=Board members who fill seats required by By-laws
 Nominating Committee Approved Date- 06/20/2017
 Board Approved Date-
 Revised Date –