

**ALLEGANY COUNTY
INDUSTRIAL DEVELOPMENT AGENCY**

Crossroads Commerce Center

April 13 , 2023

10:00 a.m.

https://www.youtube.com/channel/UCXJ1KZ_F90Z77-JQxeHzDXQ?

AGENDA

Approval of Minutes

- Board Minutes March 9, 2023

Treasurer's Report

- Abstract Report – Expenses
- Banking & Financial Summary

Building Maintenance Report

Executive Session- discussion of contractual/legal issue

Action Items

- Approve 2022 Audit
- Public Hearing Resolution NSF Burns Site 1, LLC Project
- Public Hearing Resolution NSF Burns Site 2, LLC Project
- Public Hearing Resolution NSF Burns Site 3, LLC Project
- Public Hearing Resolution NSF Burns Site 4, LLC Project

Old Business

- CBDG Micro enterprise
- Small business grant CBDG CARES act program
- Crossroads Development - Allegany County – Gateway Center to the Western New York Wilds
- Clean energy updates

New Business

Good of the Order

Adjournment

Allegany County Industrial Development Agency

March 9, 2023

Crossroads Conference Center, Belmont, New York 14813

ACIDA.org

OPENING REMARKS

Chairman Richard Ewell called the Board meeting to order at 10:00 am. There were no conflicts of interest.

- Present: Richard Ewell, Judith Hopkins, John Ricci, Randy Shayler and Douglas Frank
- By Telephone: None
- Absent: None
- Guests: Mike Zimmerman of H. Sicherman/Harrison Studios, Dave DiTanna and Jacob Koehler of Buffamante, Whipple and Buttafaro accounting firm.
- Others present: Dr. Craig Clark, IDA Executive Director & Pam Common, recording secretary.

Live streaming on YouTube at: https://www.youtube.com/watch?v=5R3BDfI_Q18

PRESENTATION-Mike Zimmerman, H. Sicherman/Harrison Studios

Mr. Zimmerman introduced himself to the Board and commented on the two agenda items, the Microenterprise program and the Cares Small Business Support Fund. The Covid relief funding, through the office of New York State Community Renewal, is \$900,000.00, available to businesses, to make grants supporting businesses that were negatively impacted by Covid and are recovering. We opened it up and had an application deadline of February 17, 2023. We have received 16 applications, by that date and reviews have been completed and reviewed for those 16 applications. You can see the summary memo, on each of those reviews. We found 10 companies to be eligible, with another 3, potentially eligible but the applications are not complete, as we are waiting on more information. One applicant was not eligible because it is a not-for-profit organization. This is only eligible for for-profit companies. Two applications, we had some concerns about and we wanted to talk with you further before proceeding on those. I will start with the 10 we are recommending for funding approval and there are summary memos included in the packets, as well, for each of those companies. As you can see the 10 summarized there and if all were awarded, the total is \$566,178.00 of the \$900,000.00, which would leave \$333,822.00 remaining, to continue to offer, in the program. I don't know if there would be questions, one by one, or just questions on the slate.

R. Ewell states, we just received this today and we haven't had a chance to look through it. Many of these are familiar and we know most of those businesses. I think we should talk about the timeline and bump this approval until next month.

C. Clark states it is more urgent than that. So, I would like to get your take on that and what timeline you think will work.

M. Zimmerman states, the grant program, currently, has a contract end date in mid-July. This is a reimbursement program so, the companies need to expend all the funds up front, submit for reimbursement and get reimbursement through the State and the County and, meet the other requirements of the grant, primarily, the job creation requirement, prior to the deadline. It is a short turnaround. The Office of Community Renewal is pretty flexible and we expect, if we've got most of this funding committed, they will be open to an extension, as long as you are making good progress in the program.

C. Clark would like to clarify that, even though they have given us a year, it took 6 months to get approval to actually do it, due to the paperwork. They will probably give us an extension because it took a long time to get the approval process started.

D. Frank asked, are we going to give our approval via the memorandum of the application or by your recommendations?

M. Zimmerman states, that is the Board's decision on how much information you want to see.

R. Ewell states, the previous Microenterprise grant, we got the whole thing, right?

C. Clark states, yes but, they included a financial business plan. Basically, you can explain what you've reviewed but, it is not a business plan, in this case.

M. Zimmerman replied, yes. With this program, we ask for the applications, which collects information on their business's historical financials or other information that shows clearly how they were impacted by Covid and some narrative description and a budget, on what they're going to use the grant funds for, to help them recover from Covid. Based on that information, we determine eligibility and get a certain comfort level for this business's feasibility, moving forward. We are not asking for financial projections. We are not asking that level of a business plan, like you do in the Microenterprise program, which we will, also, discuss today.

R. Ewell asked, how long of an extension do you think we could receive? What have you seen from other communities, three months or six months?

M. Zimmerman replied, it would probably be 6 months, till the end of the year.

J. Ricci asked, is that for them to spend the money? When do they have to have it spent?

M. Zimmerman replied, yes, it would be for them to spend the money and complete the program.

R. Ewell asked, before we disperse the money, do they have to hire a person?

M. Zimmerman replied, yes.

C. Clark states, they have to perform before the money comes and can be reimbursed.

R. Ewell asked, do they have to sign an agreement?

M. Zimmerman states, they have to sign a grant agreement with the IDA. They have to submit all their cost documentation, for review and for employment and hiring. We get a form that is filled out, by the employee and we collect all the payroll statements from the company, that shows they are on the payroll.

R. Shayler asked, if we do the extension, is that extension of award because I know, one of these, specifically is a seasonal business. So, if we extend this for six months, they will have missed the season. Will they be awarded prior to that or what are we extending? Is it the deadline to spend or the award?

M. Zimmerman states, it would be a deadline to expend funds and complete the project. I would hope the award date would be, as soon as possible, it would just give them more time on the back end.

D. Frank asked, how did we get the word out on this?

C. Clark states, all the Legislators put the word out and it was put in the newspaper. We used other mechanisms, such as our website and we have had plenty of people calling and contacting me. I have gotten a lot of phone calls, as soon as this was put in two local papers. The word is out because, obviously, they didn't all see it in the paper, there was word of mouth. Once we get a number of awardees out, that will get many more people to apply. I think we will get a lot of new applications.

J. Hopkins states, after going through the memos, it is really quite general. She was hoping for more detailed information, like we did with the business plans and all that. I can see how this is a different situation but, everyone is saying the use of funds is for working capital, payroll, supplies and equipment. It is so general. I would like to know what they plan to use this money for. Is there a way to supply this information?

M. Zimmerman answered, sure, we can do that.

R. Ewell states, we are just trying to see if people qualify. If they qualify, I don't think this is a loan or grant underwriting function, on our point of view. It's our custodial duty to make sure they qualify for the purpose of the money. After what Judy said, I would like to see that too. I don't know if they will give a lot but, you have to give some details so they're comfortable this is right.

M. Zimmerman states, yes, I can certainly provide that because there has to be some connection between what you are going to use the grant money on and how that's going to help you recover from Covid. Their budget, provided in the application, doesn't just say I want working capital. It's got details so, I can provide that.

J. Hopkins states, I know it is because they suffered a loss from Covid and, again, that is pretty general, most of them saying 14.5 reduction, 24 percent reduction. So, it is hard to put your finger on some detail there but, I just like to feel like I have a better handle on it.

D. Frank states, I am on the other side. I think it is nice to have a summary, even if it's a different program rather than us, having 10 or 12 pages to go through, with each applicant. Sometimes, summaries are better than looking at it all.

R. Ewell states, we may need some detail for some applicants. This is well done.

J. Hopkins states, she is seeing some detail in the underwriting section and the financial feasibility. I am sorry I have not studied all of it in detail. Thank you.

J. Ricci states, the first one just says retention of two full time jobs. They didn't create a new one but, is that legal? Is that meeting your specs?

M. Zimmerman replies, it does. Retention, in this program with CBDG funding, is not just keeping their existing employees. They have to have suffered a significant enough financial loss, that we can make a case to the Office of Community Renewal, showing they were in danger of losing those employees. Maybe, they should have laid those employees off or they could be in danger of laying those employees off. Then, retention counts. A lot of companies apply, thinking, we are keeping our employees and that counts, right? But, it doesn't always work. In the case where we've recommended these for retention, they've met that threshold, that they suffered a significant enough loss and exceeded their payroll.

R. Ewell asked, what if they participated in the payroll protection?

M. Zimmerman answered, they still could be eligible. We do have to collect that data from them, because, with this funding, we can reimburse payroll or other cost, back to 2020. But, if they had previous funding from CBDG, they cannot double dip.

J. Ricci asked, what if they don't qualify?

M. Zimmerman states, there was only one that was not eligible. There are three that are, potentially, eligible but, we are missing information we are waiting on more. There are two I want to talk further with and I have emailed them.

R. Shayler asked, with the exclusion of the not-for-profit, everyone who applied, will be awarded, assuming they get their act together, with the paperwork? You are recommending that everyone who has applied will be awarded?

M. Zimmerman answered, yes. I believe they are all eligible, on the first page. There is one of the six not eligible and two we are not clear if they are eligible. There are two we have big questions on and I would like to gage the temperature of the Board, on their situation.

C. Clark states, he wants to clarify, once the Board approves them, there is a process through CBDG, reviewing what we forward.

M. Zimmerman replied, we submit a project set up form, which is similar to this summary information, a 2CR form, to set up in their system. They will flag any issues, if there are any. There's also checks and balances, in terms of the reimbursement program. We have to get all the cost and job documentation from the business and submit it to the State, before the State will cut the money to you and you give it to the business. By the time they get the money, it has been cleared, on a few different levels that it is eligible.

C. Clark states, he wants to make it clear, it is not just us approving. There is another process working with CBDG. They, also, will only reimburse, not only when they met the criteria but, they have actually completed what they said they would do.

EXECUTIVE SESSION

At 10:16 am, a motion was made by J. Hopkins, seconded by J. Ricci, to enter into Executive session, for contractual issues. All members were in favor, by a vote of 5-0, with no further discussion.

At 10:24 am, a motion was made by D. Frank, seconded by R. Ricci, to end the Executive session and resume the regular IDA meeting, by a vote of 5-0.

R. Ewell asked the Board, if they want to move forward for approvals or do we want to have a special meeting, in a week or so? I don't think we can wait. I think it is tough on the companies to move forward. Do we want to vote on these today or do we want to do a special meeting?

R. Shayler states, based on the comments and conversation, I don't see my vote changing in a week. I would be in favor of voting now.

R. Shayler made a motion to approve all ten of the applicants, as a group, for the CBDG program.
D. Frank seconded the motion. All members were in favor or approval, by a vote of 5-0, with no further discussion or comments.

R. Ewell thanked M. Zimmerman and commended him on a nice job done and how much the Board appreciates it.

C. Clarks states, now that we have approved those applications, we will have to set another deadline, to get out to the public, basically, doing a press release. I would say another month, from now.

M. Zimmerman states, yes, we would certainly want to advertise that there's still funding available and because of the timing, there will be another deadline.

C. Clarks states, he just needs to know the deadline and we will get it all out. It would be a month from now. We will get it in the newspapers and Facebook, as well.

M. Zimmerman states, the other item is the Microenterprise Assistance Program, that was awarded, in November, 2022. I know you recently ran a program and are all very familiar with it. In front of you, is a draft application form, draft of the guidelines and operating plan, that need to be adopted. We have updated them but, have not substantively changed anything in them, from the previous rounds. There is a draft of a scoring criteria for applications. It is one thing the State has pushed for, moving forward. It is at your discretion on how it is built and how it is run. We need something quantitative to score the applications, ranking them based on criteria. I have put together a criterion, that fits the program eligibility, including community impact, financial feasibility and scoring matrix. This was one additional piece and if you want to put 10 points on each of these, for whatever the criteria should be, so we have a scoring matrix. If there are any additions or edits the Board would like to see, we can to score rank the applications, as we are looking at their business plan. We can do that and when we are bring business plans to you, we will have a scoring method to talk through.

A motion was made by J. Hopkins, seconded by J. Ricci, to approve the policy guideline plans, application, operating plan and the scoring proposal. All members were in favor of approval, by a vote of 5-0, with no opposition.

R. Ewell asked if the Board was going to get a two-page summary for each one or, is it going to be a little more detailed?

M. Zimmerman replied, yes. It is more detailed including their financial plan. Should we set a timeline for this too?

C. Clark answered, yes. As soon as we make an announcement, we will get applications in. The time line on this grant is a couple of years, right?

M. Zimmerman states, this grant is two years so, we have until November 2024. With the application process, they have to have a business plan. It is more extensive. If we announce it now, I would give it, at least, two months.

R. Ewell replied, how about June 1st?

C. Clark replied, they understand, the earlier they get in, the better. I think June 1st makes sense.

R. Ewell asked, is that okay with everybody? Let's shoot for June 1st.

C. Clark states, it will give us time to make two announcements.

J. Hopkins asked, do you do any follow up on the Microenterprise group we did before?

C. Clark answered, we did follow up when we closed the grant but, have not done anything since then. But, we can.

J. Hopkins states, she would like to see a progress report on where those businesses are now, the ones we approved before.

C. Clark states, he has been in contact with four of them but, not all of them. He can follow up with all of them.

R. Ewell introduced Dave DiTanna and Jacob Koehler, to the Board, for the Audit, 2022 presentation

PRESENTATION-Dave DiTanna and Jacob Koehler-BWB Accounting Firm
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Dave Ditanna states, we are going to walk through your independent audit for 2022. He introduced Jake Koehler, a supervisor of the firm. Jake is going to walk us through the statements. Before we do that, I am pleased to be here in March. This is, probably, the earliest we have ever presented.

J. Koehler states, last year, we had a management comment about getting QuickBooks situated, helping with the bank recs. I want to give Craig and Pam credit, for the implementation of that. That is a big reason why we are here in March. I am going to start on the third page of the big packet, that outlines the opinion or the financial statement. In our opinion, the financial statements are, in all material facts, free of material errors in the statement, in accordance with generally accepted accounting principles. In our opinion, we have a clean opinion, which is the highest level of assurance you can provide. So, congratulation for that. I want to bring attention to our change in accounting principle paragraph. This year, we had to implement Gatsby 87, for leases because the IDA is a lessor of these leases. It did impact the financial statement, pretty significantly.

D. Ditanna states, it was a significant impact, to your reporting, which we will go over. It was really in effect for all entities, both for-profit and not-for-profit and governments. We knew it was here and we had a pretty good plan of implementation.

J. Koehler states, from a cash flow perspective, it doesn't impact the actual cash you are getting from the leases but, it impacts how it is reported. We have outlined the responsibilities of management and the auditor, using the same wording, as last year. Basically, management is responsible for the prep and care of the presentation and financial statements. The auditors are responsible to obtain resource assurance that they're free of those statements. The next few pages, pages three through seven, are the MDNA. Starting on page seven, just to go through the actual financial statements, which has outlined everything we established.

D. Ditanna states, when you get the opportunity, pages three through six, is a really nice, high level perspective and summary of this year vs last year. It is in layman's terms, to give you some good background. It is a nice section with good information on it.

J. Koehler states, starting on page seven, the statement of that position, or, as some of you may be more familiar with the term, the balance sheet. We have these highlighted lines which I can address now. We talked with C. Clark and Dan Spitzer, the attorney, about how to address the deficit in ACUC and the impact on these yellow highlighted lines. In essence, this year, ACUC operated at the \$79,229.00 deficit. So, ACUC has an accumulated loss of \$79,000.00, this year and the accumulated amount that ACUC owes the IDA is the amount of \$150,698.00.

D. Ditanna states, your current loss is, about, \$28,000.00. Last year it was \$50,000.00. As you remember, a year ago, we talked about needing to do something with this but, it was the first year of the organization's real operations. There was some thought, is this something that, maybe, the County would take over or what the situation would be with the organization? Rather than addressing it, we held off and will address this in 2022. It sounds like the County doesn't want to take over the AUCU. They want to keep it under the IDA's umbrella. Ultimately, the IDA has to be the one to take care of it. So, there's again, a negative \$79,000.00 (\$50,000.00- last year and \$23,000.00- this year). Based on 2022, that is a full year of operations. You are getting a full year of revenue and expenses, probably, that \$20,000.00, will be in that range.

C. Clarks answered yes, it will be in that range until we get a bigger user, like we're talking about getting the trailer park on, or the hotel. Once that happens, we will be positive.

D. Ditanna states, there is no avenue to whittle that away or get rid of it. We have to address it, otherwise, what we are reporting, in the IDA, as far as equity, you can argue, is overstated. Ultimately, ACUC has a deficit that can't be repaid. We provided Craig an example of a resolution, which would, ultimately, forgive a portion of these, due to and due from, not the whole amount. As you know, ACUC does have cash and receivables. If you were to take that cash and receivables, you would have the ability to pay some of the inner company loan but, not all of it. The \$79,000.00 would still be in motion.

C. Clark states, we are paying some of the expenses and some of them are being paid by ACUC. They are not all just by ACUC. It is not like when it started when we didn't have any cash. When we talk about that connection, with Dan Spitzer and Dave DiTanna, the goal of the IDA is, obviously, economic development. And, the goal of the waterline is economic development. The Travel Center is producing, well in excess of anything we thought of, as far as sales tax for the County. We don't benefit but, that's our role, to benefit the taxpayer and the County. It's a true and good goal for the IDA but, we can't continue to build up this debt. It's the fact, they owe us money.

D. Ditanna states, ACUC is a for-profit so, it files tax returns, every year. He has checked with the tax person, in his office and there is a loss carry forward, that would exceed, such as the forgiveness would be income, revenue. Ultimately, that loss carry forward is enough to cover any income that we'd report. So, there still would be no taxes in 2022. We provided a two-page handout that would show the impact, if we did a resolution. This is what it would look like on page seven and eight. It would show the due to and due from, lowered by \$79,000.00. The deficit accumulated, for ACUC, would go away and the IDA's equity would go down by \$79,000.00.

J. Hopkins asked, if the ACUC is for-profit and for tax purposes, it really wants to show a loss, correct?

D. DiTanna answered, yes, for tax purposes. It's, obviously, any income you have is going to be taxed.

J. Hopkins asked, so, ultimately, does ACUC really want to show a loss, each year, over the next 20 or 30 years?

D. DiTanna replied, I don't think so because you would have an accumulated loss carry forward.

R. Ewell replied, we have talked about this in the past and it's always made the Board nervous that we have been funding the ACUC. It sounds, to us, like it is okay to forgive this debt. Our attorney tells us, it's legal. We will need to talk about it. Would you be willing to give us some type of letter, stating that you recommend we consider this as one viable option?

D. Ditanna answered, I think, from an accounting standpoint, that is the only way you could do it. I believe it would be more of a legal opinion.

C Clark states, he can get that from Dan Spitzer. He has already given it when we discussed it. We have a resolution but, I didn't bring it forward because we haven't had a chance to talk about it.

D. DiTanna states, from a financial standpoint, you have a loan. The question is, is that loan able to be paid back? Currently, what that entity has, it doesn't have the ability to pay it back. So, do we have a receivable that is uncollectable?

J. Koehler states, next, on the balance sheet, is the next big item, the lease receivable and lease implementation standard implementation, is what we will talk about. We take all of your leases, that you are the lessor for and we assess whether the terms of the leases can be renewed. In coordination with Tradenham, three of them are in our calculations and will be renewed. The two longer leases, Park N Ride and PM Research, assuming, it is too far in the future, to reasonably decide if they would be renewed, at the conclusion. We take the present value of the minimum lease payments, for all of this term, which is the current term and any term of the renewal and that becomes your lease liability and your receivable. Over the course of receiving a payment of cash, that would reduce the receivable and liability. It is done at a different rate on each side, the viability is amortized straight line and the asset is reduced, at a percentage of the interest. Theoretically, you pay interest every month. The intent of the standard is, the IDA has this asset of these lease payments and trying to bring it to the balance sheet versus running into interest, basically.

D. Ditanna states, ultimately, this lease standard was really intended more from the lessee standpoint, saying we have an obligation here, we should show that obligation, not just run it through the income statement. If we entered into a ten-year contract and we have a right to use that asset, we should have an obligation that we owe ten years of leases. They put that in place but, also, had to deal with what's on the other side of the transaction. If there is an obligation, there is a receivable, for the lessor.

J. Koehler states, you will see, we have receivables for current and long-term portions, on page seven. In the current asset section, you have a current portion of 182, which is the balance of the payment you expect to receive, next year. Then, in the other assets, lease receivable, long term, for the \$1.5 million is the value of the future payments, further up on the balance sheet. Going further down the balance sheet, there is not much that sticks out. You have your normal debt, that you've had before and you have made payments, on that debt, during the year so, the balances are a little lower, as we'd expect.

D. Ditanna states, the only change is the deferred inflow of resources, that line is \$1,585,00.00 and last year it was zero. That is the other side. To implement this, we recorded the rent receivable and deferred inflow of resources. Basically, that means, you are going to get inflows and resources, over the next so many years and this will whittle down every time you get payment.

J. Koehler states, on page eight, is the statement of activities of the income statement. There are revenue lines and, for the most part, it is consistent. We have the fees line that are down a little bit. Last year, we had the Empire Cheese fees and solar fees, that didn't off set, from year to year. Other than these two things, we have been pretty consistent, on that line. The rental income, last year, was 247 versus this year, at 183, which is impacted by the lease standard. The 247 is the cash you are getting and the 183 is the

discounted portion of the cash flow, for this year, booked to rental income. The other side of this lease implementation is interest income, at \$89,855.00. That is the other side of the whole entry. You add the \$89,000.00 and the \$183,000.00 together, it's comparable to the rent, last year. The target is to eliminate option cheap financing for the leasee. There is another line, economic development services agreement, that you received in 2022, with a one-year gap. Looking down at the expenses, the big one that jumps out is the legal and professional line. We incurred a lot of expenses last year, related to Empire Cheese. Keep in mind, we do send a letter to the attorney, asking him if there are any outstanding bills that have been recorded. If we do receive a response from them, for any legal bills that may be out there, that can impact this line.

C. Clarks states, he will follow up with Dan Spitzer.

R. Ewell asked, if you take the \$417,000.00, in expenses and take out depreciation, we really need \$326,000.00 a year, to break even?

D. DiTanna replied, you have to look at the next page. The only other thing on PG is, you did receive a nice fee, for the bonds that were issued, from Houghton College, for the CRC. That's fees that you've earned, which went to equity. We had a discussion with Dan Spitzer on that. There are some liberties for what those funds have to be spent on but, there are some restrictions, as well. At the end of the discussion, we could put together a little plan, for the intention of those funds, going forward.

C. Clark states, they are more flexible than the typical IDA funds because the CRC did that project.

D. DiTanna states, page nine gives you a perspective on your cash flows and the lease plays a role here, as well. Ultimately, you had a \$158,000.00 decrease in cash, due to costs associated with the waterline, including building improvements and construction or just final payments on the waterline, in 2022.

C. Clark states, yes, we settled and this was the final payment to LaBella.

R. Ewell asked, without that, we would have been down \$80,000.00.

D. DiTanna replied, yes, a \$80,000.00 decrease.

R. Ewell asked, so we need \$326,000.00, in revenue every year, to cover our costs?

J. Koehler states, yes but it is just an estimate.

C. Clark states, that includes the bond payment, which is a big portion and we have the cash to pay that.

J. Koehler states, on page ten, are the notes to the financial statements. The first few pages are pretty generic and there's a few paragraphs talking about the lease receivable and the deferred inclusive resources. It sums up our thought processes of how we computed those numbers. Moving to page twelve, this is the schedule about your debt payments and what comes due, every year, a portion of which, is interest payments.

D. Frank states, on the mortgages payable, the first one doesn't have the interest rate but, the second one does have it.

D. DiTanna states, it may have been done on the previous page, eleven but, we can insert that, on page ten.

J. Koehler states, on page thirteen, note seven talks about the lease standard implementation. The teeth are at the bottom, giving you an idea of the total payments. The total payments column is the payments you are going to get. The rent receivable and interest columns are how they are going to be brought to offset the balance accounts, being reported to the income statement. Then, the deferred inflows and some liabilities side of the balance sheet. That tells the story of what is going to be occurring, as a result of the lease implementation, going forward.

R. Ewell states, we are going to be receiving \$1.7 million dollars in rent and receive \$490,000.00, in interest.

J. Koehler states, the \$2.1 million is what you're going to getting in cash. The deferred inflows are the liability side. Those are inflows of money you are going to receive in the future

D. DiTanna states, when you have a rent receivable payment, you're going to record cash and reduce the receivable. The way the revenue gets recognized is, you're going to lower the burden inflow and record rent revenue and interest. So, if every year stays as status quo, next year, you will record rent income of \$148,000.00, \$82,000.00 of interest and \$230,000.00 of net of total revenue. Prior to the standard, you would just reported property.

J. Koehler states, operationally, day to day or month to month, there is no change, unless the lease agreements change. Under note eleven, we outlined the prior period of adjustment because the leases began before this year and we had to adjust the beginning numbers, to agree with what they should have been. In essence, it increases net position by \$74,000.00, which is the difference between deferred inflow and the lease receivable, at the beginning of this year. Moving forward to page fifteen, the schedule of lease back projects. This is a page we need to put on, for future reference and make sure it is accurate. We have a report here on internal controls. We talk about internal control compliance and assess the internal controls, looking at susceptibility to fraud. We talk, later on, about our consideration of these internal controls and our findings. One page eighteen, schedule findings and questions. Our first finding has to do with adjusting journal entries and disclosures of the financial statements. This is a very common finding and consistent with prior years. Basically, through the course of the audit, we have to get the IDA's books, in accordance with what makes up these statements. That's not necessarily the same as how day to day operations are reported. Certain entries are required and we have all these financial statement disclosures that you've created and we are required to disclose that as a finding.

R. Ewell asked, would we be able to fix that, at all, with having our new system or not?

D. DiTanna states, it is a tough one but, yes, for the most part. You need to record things on a cash basis, throughout the year. Then, at year end for this process, you have to record leases and some accrual things, that you don't worry about, throughout the year. We play a role in that so, it's going to be tough one to remove.

R. Ewell asked, every year, you have to do journal entries? Does Pam do those or do you?

D. DiTanna replied, we provide them to her and she will record them.

J. Koehler states, that finding is very similar and is consistent with organizations of this size. It is not unique to the IDA. The next is, segregation of duties and, again, with a small staff, there is more susceptibility to fraud. Obviously, you have Craig and Pam and they check each other. There is a system of checks and balances. It is hard to have a perfect system with two people.

C. Clark states, the Treasurer also checks.

D. Frank states, under the agency's response, probably should be re-worded. On a monthly basis, Pam presents the financials and Craig and I review them. The entire Board does not do it. The last sentence says the Board, also, reviews bank statements and reconciliations. Craig and I do that.

D. DiTanna states, we can modify that.

J. Koehler states on page twenty, we talk about the findings for last year and what may have changed. The first two are the same, just as we talked about. The second two, started off this presentation, by talking about how you won't find those in this year's findings because we implemented QuickBooks and we have a better recording system. So, those have gone away. It was a really good move.

D. DiTanna states, you have CRC, ACUC and the IDA and the old systems was extremely cumbersome. It was difficult to identify which costs were related to which side. It made a big difference in organizing that. Pam has the ability to do bank recs, on the system, providing some efficiencies. Going forward, there is some reporting that, previously, was done off system can be driven by your system and provided to the Board. That was a great job moving forward.

J. Hopkins states, I think the Board would like to commend Pam, for the time and effort she put into becoming trained and you, all, being a part of that training system. Thank you.

R. Ewell asked, as far as the segregation of duties, do you have any small companies, like ours, that really solved this problem? Do you have an answer for us?

D. DiTanna states, no, not really. You are doing a great job.

J. Koehler replied, the answer is Board and Treasurer oversight. Lastly, we have some management letter comments which include suggestions. First is forecasting. You should consider a forecast, for the future, so you can better estimate revenue and expenses. We will change the year to reflect 2023, on the management comments.

D. DiTanna states, yes, we should update it. It is important with how much cash flow we need and help that process, to say we need this. Here is our forecast, with the random agreements we have. We have some CRC equity, which you can build that in there, as well. Forecasts are forecasted so, things can change but, it is not a bad thing to look forward. We can provide some assistance on that.

J. Koehler states, the next section is in-kind donations time study. There are in-kind donations for the payroll, for the related employees. Right now, we use an estimate provided by Craig and Pam. To be more accurate, you can do a time study to see how much each person's time is used for the IDA versus another organization. Also, potentially, other individuals, who aren't currently included in the calculations.

R. Ewell asked, how would you implement that time study?

D. DiTanna states, just a log sheet, some type of time sheet. We have seen some organizations that do that time study a couple times a year or a couple times each quarter. To do this, throughout the year is a burden but, they have to do it if they are not currently doing it. You can do it periodically and show this is, on average, what we are doing. Maybe this is more realistic. It would support the percentages we are using.

R. Ewell asked P. Common if her day is all over the place. You might do something for the county, then us, all day long or do you say, in the morning I will do IDA or all day?

P. Common states, it depends on the day. Sometimes, all I do is IDA, all day long and another day, it may be the County, all day. Most days, it is a little of both.

R. Ewell asked, if we asked you to take a calendar for one month, when you are leaving for the day, put in the time in hours for the County and IDA. That would be a time study for a month, would you do that?

P. Common answered, yes.

R. Ewell asked, would this document suffice. If we did this, can we get rid of it if we did it five times a year for two weeks?

D. DiTanna answered, yes, probably, for a couple of weeks, each quarter would be reasonable. You don't have to go into great detail.

J. Koehler states, we sit down, with Pam and say, what percentage of her salary is County or IDA. She makes an estimate and is up to management for interpretation.

R. Shayler asked, is there an answer we want to get? Is there a certain portion of time the County expects, to spend on County time and if she starts filling out these calendars, and comes up with the wrong answers, are we jeopardizing ourselves for the purpose of eliminating something?

C. Clark states, I think it would be good to know but, it depends on the ebb and flow of what we need. Obviously, right now, we are not doing any new PILOTS but, this time of year, it is busy because of the audit. There are sometimes it may go for quite a while with not much but, there is always work. It ebbs and flows and it depends on which two weeks you pick. Is it when we are doing a PILOT or when we are doing the audit because, then, she is doing a lot of things for us.

P. Common states, also, things related to the building.

D. DiTanna states, for the PILOT agreements, you really don't have a lot going on here. This was a carryover recommendation. When you do have them going on, it is important to have a good schedule, to show what is coming in and what is going out. What should be coming in and what should be coming out and have that all mapped out. Have a good system in place.

R. Ewell asked, is that something we are being paid for or goes through the County?

D. DiTanna states, you get a percentage.

C. Clark states, there is only one PILOT that goes through us.

R. Ewell asked, so we only report on one PILOT?

C. Clark states, there is only one that goes through our books, at all.

J. Koehler states, maximum collaterals show the cash in the bank was, a little over \$85,000.000 and that goes over insurance levels of \$250,000.00. So, we recommend the agency determine whether they can get collateral, for the amount that is over the limits insured level.

C. Clark states, we can look into this and we can, also, do a split.

R. Ewell states, it the First Citizens account for \$426,000.00.

D. DiTanna states, for-profit entities, this is an issue and they really don't worry about it. You have to consider the real cost to benefit, the risks but, for government, it is usually standard practice, to have coverage over \$250,000.00. You can go to the bank for additional coverage.

C. Clark states, it is easier to split the accounts we have, into two accounts. There is no reason not to.

R. Ewell asked P. Common to make the bank transfers and she agreed.

J. Koehler states, the final comment, is about Yasmin 96, which is the same thing as the lease standard, for any subscription based, information technology agreements. That won't impact.

D. DiTanna states, this would be software programs, that you have multiyear, like a lease you have committed to. It would be an asset and would have to reported as an asset liability. This would be for QuickBooks but, it is not a big enough number that would impact your report.

J. Koehler states, one of the changes we've talked about is, the cash and the legal letter. We won't finalize until you can respond.

C. Clark states, he will check with Dan Spitzer, because he has had the legal letter for a week. He thanked Dave DiTanna and Jake Koehler for the report.

MINUTES

➤ Approval of Minutes-February 9, 2023

A motion was made by R. Shayler, seconded by J. Ricci, to approve the February 9, 2023 minutes, by a vote of 5-0. There were no questions, comments or further discussion.

TREASURER'S REPORT

- **Abstract Report-** March 2023 expenses-A motion was made by J. Hopkins seconded by J. Ricci, to approve the March abstract report, by a vote of 5-0.

R. Ewell asked P. Common to add a description and print it sideways, on the Abstract Report.

P. Common replied, yes. This is all the information, like the Quicken report and how it reports on the QuickBooks.

R. Ewell states, under the memo section, instead of the invoice number, put in what it is for first.

P. Common states, she can print it in landscape and the descriptions/comments may pull out, on the report.

- **Banking & Financial Summary (Balance Sheet)**-March, 2023-A motion was made by J. Hopkins, seconded by J. Ricci, to approve the banking & financial summary, for March, 2023, by a vote of 5-0. There were not questions or further discussion.

BUILDING MAINTENANCE REPORT

C. Clark states, there is not a major issue but, we have two pumps on the system, in this building, one has gone down and one is failing. We have ordered new ones. It will be a big deal if the second one fails and the building will be cold

P. Common states, the only issue with that, is they have a long order lag time.

C. Clark states, we are looking at a secondary source and how we can get another one because you know, the whole supply chain thing.

R. Ewell states, so, we only need one pump. We should have two. We should have to get by with one, right? Who is our plumber?

C. Clark states, we need two.

P. Common states, right now, we are working with Rinker and Steve, our maintenance man. I looked up the pump information, to try to get something from another company. It is, either, not available, call us or the shipping is 4-6 weeks out. Rinker told us the shipping would cause a delay.

R. Ewell asked, do a lot of these things go down, within two years?

C. Clark states, no. We didn't get a 10-year system and if we only have one, then, we will have a spare. I just wanted to let you know we're buying replacements.

P. Common states, one is failing and the other one is leaking. Now, both of them have to be replaced.

EXECUTIVE SESSION

At 11:30 am, a motion was made by J. Ricci, seconded by R. Shayler, to go into Executive Session, for a discussion of contractual/legal issues. All members approved, by a vote of 5-0.

At 11:41 am, a motion was made by J. Ricci, seconded by R. Shayler, to return to the IDA Board meeting. All members approved, by a vote of 5-0.

ACTION ITEMS

- **Elect Officers**-A motion was made by R. Shayler, to continue the same officers the Board has at the present time. All members were in favor, by a vote of 5-0, to continue with the same officers of the IDA Board, in 2023.
 - **Richard Ewell- Chairman**
 - **Randy Shayler-Secretary**
 - Judith Hopkins-Vice Chairwoman**
 - Douglas Frank-Treasurer**
- **Review CBDG Cares Act applications – Mike Zimmerman**
- **Review Microenterprise process – Mike Zimmerman**
- **Review 2022 Audit – Dave DiTanna**

OLD BUSINESS

- **Microenterprise Grant Updates-See presentation by Mike Zimmerman.** A motion was made by J. Hopkins, seconded by D. Frank, to approve 10 CBDG Cares Act Grant applications. All members were in favor, by a vote of 5-0, with no further comments or questions.
- **Small Business grant-CBDG CARES Act Program-See presentation by Mike Zimmerman.**
- **Crossroads development update**-C. Clark states, the County is connected with Hunt Engineers, to do the road piece. You will see the road construction soon but, they still have to do a SEQRA, because we didn't have that extension of the road under our SEQRA information. They will have to do a small SEQRA on that one section, using our data. It shouldn't take long to do things. As for the electric and gas, they had a few load questions but they, hopefully, will have the power confirmation, at the next Board meeting.

J. Ricci asked, what directions will they be bringing the gas from?

C. Clark states, the original direction was down State Route 19, from the North, which would help us get access to gas. The lines out there are smaller lines and you can do it that way.

J. Hopkins asked, will we have confirmation of power, from RG& E, that includes a timetable, when that will be available?

C. Clark states, yes, if they have to do something but, I don't think they will have to. You have to remember, the issue with having the power, for Great Lakes Cheese, was they wanted more power than Wellsville. We are not asking for that but, I still know we have to confirm it. We need to have it in writing.

R. Shayler asks, is the Governor's clean energy initiative and no new gas, etc. Is that going to have an impact on our efforts?

C. Clark states, National Fuel has not mentioned that, at this stage but, I don't know. It is not legislated. That does not stop the hotel from not happening. It is not based on having a gas load. The restaurants will, probably, have a bigger load. It is on my radar.

- **Clean energy updates**-C. Clark states, the 5 MW Alfred solar project did close and paid \$91,000.00, at closing. They are going to start construction. The only outstanding one is Cuba. I am going to follow up, to see if they are going to close. The wind project has negotiated with the county for the road. I am sure they are talking about starting, this year. They will have to close with us, which will be a significant difference to our bottom line.

OLD BUSINESS-None

NEW BUSINESS-None

GOOD OF THE ORDER-None

CALENDAR

Next Meeting: April 13, 2023 @ 10:00 A.M.
The Crossroads Commerce Center, Belmont, NY

ADJOURNMENT

With no further business, at 11:47 am, a motion to adjourn was made by J. Ricci, seconded by D. Frank, to close the meeting. All members were in favor, by a vote of 5-0 and the meeting was adjourned.

Respectfully submitted,
Pamela Common, Recording Secretary

**PUBLIC HEARING RESOLUTION
NSF BURNS SITE 1, LLC PROJECT**

A regular meeting of Allegany County Industrial Development Agency (the "Agency") was convened in public session at the office of the Agency located at Crossroads Commerce & Conference Center located at 6087 State Route 19 North in the Town of Angelica, Allegany County, New York on April 13, 2023 at 10:00 o'clock a.m. local time.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Richard Ewell	Chairman
Judy Hopkins	Vice Chairperson
Randy Shayler	Secretary
Douglas Frank	Treasurer
John Ricci	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Craig R. Clark, P.E., Ph.D.	Executive Director
Pam Common	Chief Finance Officer
Daniel A. Spitzer, Esq.	Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0423-_____

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF ALLEGANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF NSF BURNS SITE 1, LLC.

WHEREAS, Allegany County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 99 of the 1973 Laws of New York, as amended, constituting Section 906-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, NSF Burns Site 1, LLC, a New York State limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in a portion of approximately 163.53 acres comprised of two parcels of land located on 1132 State Route 70 (tax map number 34.-1-14) and 00 County Road 13A (tax map number 34.-1-1.21) in the Town of Burns, Allegany County, New York (collectively, the “Land”), (2) the construction on the Land of a ground mounted photovoltaic 5-MW solar energy facility including panels, racking, inverters, electrical cables, battery storage, grid interconnection, site preparation, access roads and any other required improvements (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the “Equipment”), all of the foregoing to constitute a solar electric energy generating facility to be owned and operated by the Company (the Land, Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any “financial assistance” (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF ALLEGANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby authorizes the Executive Director of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project (the “Public Hearing”); (B) to cause the Public Hearing to be held in a city, town or village where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the “Report”) to be prepared; (F) to cause a copy of the Report to be made available to the members of the Agency; and **(G) to cause this resolution to be sent via certified mail, return receipt requested to the chief executive officer of the County and of each city, town, village and school district in which the Project Facility is to be located to comply with the requirements of Section 859-a of the Act.**

Section 2. The Chairman, Vice Chairperson and/or Executive Director of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Executive Director of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Richard Ewell	VOTING	_____
Judy Hopkins	VOTING	_____
Randy Shayler	VOTING	_____
Douglas Frank	VOTING	_____
John Ricci	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ALLEGANY)

I, the undersigned Secretary of Allegany County Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 13, 2023 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of April, 2023.

Secretary

(SEAL)

**PUBLIC HEARING RESOLUTION
NSF BURNS SITE 2, LLC PROJECT**

A regular meeting of Allegany County Industrial Development Agency (the "Agency") was convened in public session at the office of the Agency located at Crossroads Commerce & Conference Center located at 6087 State Route 19 North in the Town of Angelica, Allegany County, New York on April 13, 2023 at 10:00 o'clock a.m. local time.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Richard Ewell	Chairman
Judy Hopkins	Vice Chairperson
Randy Shayler	Secretary
Douglas Frank	Treasurer
John Ricci	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Craig R. Clark, P.E., Ph.D.	Executive Director
Pam Common	Chief Finance Officer
Daniel A. Spitzer, Esq.	Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0423-_____

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF ALLEGANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF NSF BURNS SITE 2, LLC.

WHEREAS, Allegany County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 99 of the 1973 Laws of New York, as amended, constituting Section 906-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, NSF Burns Site 2, LLC, a New York State limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in a portion of approximately 163.53 acres comprised of two parcels of land located on 1132 State Route 70 (tax map number 34.-1-14) and 00 County Road 13A (tax map number 34.-1-1.21) in the Town of Burns, Allegany County, New York (collectively, the “Land”), (2) the construction on the Land of a ground mounted photovoltaic 5-MW solar energy facility including panels, racking, inverters, electrical cables, battery storage, grid interconnection, site preparation, access roads and any other required improvements (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the “Equipment”), all of the foregoing to constitute a solar electric energy generating facility to be owned and operated by the Company (the Land, Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any “financial assistance” (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF ALLEGANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby authorizes the Executive Director of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project (the “Public Hearing”); (B) to cause the Public Hearing to be held in a city, town or village where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the “Report”) to be prepared; (F) to cause a copy of the Report to be made available to the members of the Agency; and **(G) to cause this resolution to be sent via certified mail, return receipt requested to the chief executive officer of the County and of each city, town, village and school district in which the Project Facility is to be located to comply with the requirements of Section 859-a of the Act.**

Section 2. The Chairman, Vice Chairperson and/or Executive Director of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Executive Director of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Richard Ewell	VOTING	_____
Judy Hopkins	VOTING	_____
Randy Shayler	VOTING	_____
Douglas Frank	VOTING	_____
John Ricci	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ALLEGANY)

I, the undersigned Secretary of Allegany County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 13, 2023 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this
day of April, 2023.

Secretary

(SEAL)

**PUBLIC HEARING RESOLUTION
NSF BURNS SITE 3, LLC PROJECT**

A regular meeting of Allegany County Industrial Development Agency (the "Agency") was convened in public session at the office of the Agency located at Crossroads Commerce & Conference Center located at 6087 State Route 19 North in the Town of Angelica, Allegany County, New York on April 13, 2023 at 10:00 o'clock a.m. local time.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Richard Ewell	Chairman
Judy Hopkins	Vice Chairperson
Randy Shayler	Secretary
Douglas Frank	Treasurer
John Ricci	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Craig R. Clark, P.E., Ph.D.	Executive Director
Pam Common	Chief Finance Officer
Daniel A. Spitzer, Esq.	Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0423-_____

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF ALLEGANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF NSF BURNS SITE 3, LLC.

WHEREAS, Allegany County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 99 of the 1973 Laws of New York, as amended, constituting Section 906-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, NSF Burns Site 3, LLC, a New York State limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in a portion of approximately 163.53 acres comprised of two parcels of land located on 1132 State Route 70 (tax map number 34.-1-14) and 00 County Road 13A (tax map number 34.-1-1.21) in the Town of Burns, Allegany County, New York (collectively, the “Land”), (2) the construction on the Land of a ground mounted photovoltaic 5-MW solar energy facility including panels, racking, inverters, electrical cables, battery storage, grid interconnection, site preparation, access roads and any other required improvements (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the “Equipment”), all of the foregoing to constitute a solar electric energy generating facility to be owned and operated by the Company (the Land, Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any “financial assistance” (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF ALLEGANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby authorizes the Executive Director of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project (the “Public Hearing”); (B) to cause the Public Hearing to be held in a city, town or village where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the “Report”) to be prepared; (F) to cause a copy of the Report to be made available to the members of the Agency; and **(G) to cause this resolution to be sent via certified mail, return receipt requested to the chief executive officer of the County and of each city, town, village and school district in which the Project Facility is to be located to comply with the requirements of Section 859-a of the Act.**

Section 2. The Chairman, Vice Chairperson and/or Executive Director of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Executive Director of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Richard Ewell	VOTING	_____
Judy Hopkins	VOTING	_____
Randy Shayler	VOTING	_____
Douglas Frank	VOTING	_____
John Ricci	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ALLEGANY)

I, the undersigned Secretary of Allegany County Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 13, 2023 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of April, 2023.

Secretary

(SEAL)

**PUBLIC HEARING RESOLUTION
NSF BURNS SITE 4, LLC PROJECT**

A regular meeting of Allegany County Industrial Development Agency (the "Agency") was convened in public session at the office of the Agency located at Crossroads Commerce & Conference Center located at 6087 State Route 19 North in the Town of Angelica, Allegany County, New York on April 13, 2023 at 10:00 o'clock a.m. local time.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Richard Ewell	Chairman
Judy Hopkins	Vice Chairperson
Randy Shayler	Secretary
Douglas Frank	Treasurer
John Ricci	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Craig R. Clark, P.E., Ph.D.	Executive Director
Pam Common	Chief Finance Officer
Daniel A. Spitzer, Esq.	Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0423-_____

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OF ALLEGANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF NSF BURNS SITE 4, LLC.

WHEREAS, Allegany County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 99 of the 1973 Laws of New York, as amended, constituting Section 906-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, NSF Burns Site 1, LLC, a New York State limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in a portion of approximately 163.53 acres comprised of two parcels of land located on 1132 State Route 70 (tax map number 34.-1-14) and 00 County Road 13A (tax map number 34.-1-1.21) in the Town of Burns, Allegany County, New York (collectively, the “Land”), (2) the construction on the Land of a ground mounted photovoltaic 3-MW solar energy facility including panels, racking, inverters, electrical cables, battery storage, grid interconnection, site preparation, access roads and any other required improvements (all said improvements being collectively referred to as the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the “Equipment”), all of the foregoing to constitute a solar electric energy generating facility to be owned and operated by the Company (the Land, Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any “financial assistance” (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF ALLEGANY COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Agency hereby authorizes the Executive Director of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project (the “Public Hearing”); (B) to cause the Public Hearing to be held in a city, town or village where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the “Report”) to be prepared; (F) to cause a copy of the Report to be made available to the members of the Agency; and **(G) to cause this resolution to be sent via certified mail, return receipt requested to the chief executive officer of the County and of each city, town, village and school district in which the Project Facility is to be located to comply with the requirements of Section 859-a of the Act.**

Section 2. The Chairman, Vice Chairperson and/or Executive Director of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Executive Director of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Richard Ewell	VOTING	_____
Judy Hopkins	VOTING	_____
Randy Shayler	VOTING	_____
Douglas Frank	VOTING	_____
John Ricci	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ALLEGANY)

I, the undersigned Secretary of Allegany County Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 13, 2023 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of April, 2023.

Secretary

(SEAL)