



Meeting Agenda – Audit and Finance Committee
 Genesee County Economic Development Center
 Tuesday, October 25, 2022 – 8:30 a.m.
 Location: 99 MedTech Drive, Innovation Zone

Page #	Topic	Discussion Leader	Desired Outcome
	1. Call To Order – Enter Public Session	M. Gray	
2-5	2. Chairman's Report & Activities 2a. Agenda Additions / Other Business 2b. Minutes: October 4, 2022	M. Gray	Vote
6-9	3. Discussions / Official Recommendations to the Board: 3a. September 2022 Financial Statements	L. Farrell	Disc / Vote
10-22	3b. Batavia Home Fund Agreement	M. Masse	Disc / Vote
23-24	3c. Greater Rochester Enterprise - Additional Support	L. Farrell	Disc. / Vote
	4. Adjournment	M. Gray	Vote



GCEDC Audit & Finance Committee Meeting
Tuesday, October 4, 2022
Location: 99 MedTech Drive, Innovation Zone
4:00 p.m.

MINUTES

ATTENDANCE

Committee Members: P. Zelif, P. Battaglia, M. Gray
Staff: L. Farrell, L. Casey, K. Galdun, M. Masse
Guests: D. Cunningham (GGLDC Board Member), T. Felton (GGLDC Board Member)
Absent: T. Bender

1. CALL TO ORDER / ENTER PUBLIC SESSION

M. Gray called the meeting to order at 5:05 p.m. in the Innovation Zone.

2. Chairman's Report & Activities

2a. Agenda Additions / Other Business – Nothing at this time.

2b. Minutes: August 30, 2022

P. Battaglia made a motion to approve the August 30, 2022 minutes; the motion was seconded by P. Zelif. Roll call resulted as follows:

P. Battaglia - Yes
M. Gray - Yes
T. Bender - Absent
P. Zelif - Yes

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS OF THE COMMITTEE:

3a. August 2022 Financial Statements- L. Farrell reviewed with the Committee the significant items of the August 2022 long form financial statements.

- On the balance sheet, restricted cash in the \$8M Imprest Account increased. We received \$1.8M from Empire State Development (ESD). This was the final tranche of funds related to the \$8M grant award.
- We received the project origination fee from the OATKA Project that closed in August.
- Other than the above-mentioned items, there is normal monthly activity on the income statements for all funds. The line items that are over budget will balance out by the end of the year.

P. Battaglia made a motion to recommend to the full Board the approval of the August 2022 Financial Statements as presented; the motion was seconded by P. Zelif. Roll call resulted as follows:

P. Battaglia - Yes
M. Gray - Yes
T. Bender - Absent
P. Zelif - Yes

The item was approved as presented.

3b. GCEDC 1+3 Budget – L. Farrell presented the 1+3 budget to the Committee for review. The 2023 Budget was approved at the last Board meeting. The budget was then extended another 3 years. The 1+3 Budget must be entered into the NYS Public Authorities Reporting Information System (PARIS) online. It was noted that most line items show a 3% increase year over year. The line items with an asterisk are those that could be estimated more accurately as more information was available or schedules were utilized. L. Farrell noted that the asterisk for Line 23 should be removed.

The Committee noted that given current market conditions, an estimated 3% increase year over year may not be sufficient. L. Farrell stated that this is simply a forecast and not a formal approval of the budgets for years 2024-2026.

P. Battaglia made a motion to recommend to the full Board the approval of the GCEDC 1+3 Budget with the change noted above; the motion was seconded by P. Zelif. Roll call resulted as follows:

P. Battaglia - Yes
M. Gray - Yes
T. Bender - Absent
P. Zelif - Yes

The item was approved as presented.

3c. Auditor Selection – The same discussion that took place during the GGLDC Audit and Finance Committee meeting applies to the GCEDC Auditor Selection discussion. It is required that the audit partner on the engagement is changed every five years. The auditing firm does not need to change, only the audit partner in charge. There is another partner at Mostert, Manzenaro & Scott, LLC that could complete the audit; however, the GCEDC previously decided it would go out to bid for auditing services after David Brownell from Mostert, Manzenaro & Scott, LLC completed five years as engagement partner in charge. Therefore, L. Farrell will be submitting a Request for Proposal for auditing services.

3d. Insurance Renewal – The same discussion that took place during the GGLDC Audit and Finance Committee meeting applies to the GCEDC Insurance Renewal. At the end of 2020, the GCEDC did an RFQ for insurance brokers. Tompkins Insurance remained the GCEDC's broker for General Liability. Lawley remained the GCEDC's broker for D&O Insurance and was also selected as the broker for Cyber Insurance. The Committee requested that staff contact J. Teresi at Tompkins Insurance to request quotes from multiple insurance companies for the January 1, 2023 insurance renewal.

3e. 2023 General Cleaning Services – During 2022, staff reached out to four cleaning companies to obtain quotes for 2023 cleaning services. Commercial Cleaning Services of WNY, Inc., the current company being used, has been offering a competitive price and we are satisfied with the services.

Fund Commitment: Up to \$6,000 plus reimbursement for supplies; included in the 2023 GCEDC Budget.

P. Zeliff made a motion to recommend the full Board the approval of 2023 Commercial Cleaning Services not to exceed \$6,000, plus reimbursement for supplies as presented; the motion was seconded by P. Battaglia. Roll call resulted as follows:

- P. Battaglia - Yes
- M. Gray - Yes
- T. Bender - Absent
- P. Zeliff - Yes

The item was approved as presented.

3f. Land Lease Rates – M. Masse presented the proposed schedule for the land lease rates that were included with the meeting materials. M. Masse commented that C. Yunker stated that the rates were a little low but in line with the national average.

Fund commitment: None.

Location	Term	Rate/Acre
Apple Tree Acres	One year	\$ 70.00
Oatka Hills	One year	\$ 70.00
LeRoy	One year	\$ 70.00

STAMP	One year	\$70.00
STAMP	One year	\$70.00
STAMP	One year	\$75.00
STAMP	One year	\$3.98
STAMP	One year	\$3.35

P. Zeliff made a motion to recommend to the full Board the approval of the Land Lease Rates for 2023 as presented; the motion was seconded by P. Battaglia. Roll call resulted as follows:

- P. Battaglia - Yes
- M. Gray - Yes
- T. Bender - Absent
- P. Zeliff - Yes

The item was approved as presented.

4. ADJOURNMENT

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As there was no further business, P. Battaglia made a motion to adjourn at 5:09 p.m., seconded by P. Zelif and passed unanimously.

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**Genesee County Economic Development Center
September 2022 Dashboard
Balance Sheet - Accrual Basis**

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	<u>9/30/22</u>	<u>8/31/22</u>	[Per Audit] <u>12/31/21</u>
ASSETS:			
Cash - Unrestricted	\$ 6,850,917	\$ 7,228,687	\$ 7,339,508
Cash - Restricted (A)(1)	9,659,149	9,619,579	11,674,315
Cash - Reserved (B)	793,962	793,788	792,739
Cash - Subtotal	17,304,028	17,642,054	19,806,562
Grants Receivable (2)	59,968	59,468	65,327
Accounts Receivable (3)	97,190	64,962	337,456
Deposits	2,832	2,832	2,832
Prepaid Expense(s) (4)	24,393	16,317	42,651
Loans Receivable - Current	56,758	55,739	52,489
Total Current Assets	17,545,169	17,841,372	20,307,317
Land Held for Dev. & Resale (5)	21,542,006	21,291,950	19,467,282
Furniture, Fixtures & Equipment	71,257	71,257	71,257
Total Property, Plant & Equip.	21,613,263	21,363,207	19,538,539
Less Accumulated Depreciation	(69,020)	(68,965)	(68,528)
Net Property, Plant & Equip.	21,544,243	21,294,242	19,470,011
Loans Receivable- Non-current (Net of \$47,429 Allow. for Bad Debt)	152,581	157,408	195,885
Other Assets	152,581	157,408	195,885
TOTAL ASSETS	39,241,993	39,293,022	39,973,213
DEFERRED OUTFLOWS OF RESOURCES			
Deferred Pension Outflows (10)	597,836	597,836	597,836
Deferred Outflows of Resources	597,836	597,836	597,836
LIABILITIES:			
Accounts Payable (6)	4,416	4,240	548,813
Loan Payable - Genesee County - Current (7)	305,000	305,000	295,000
Accrued Expenses	62,564	50,366	29,545
Unearned Revenue (8)	9,450,169	9,400,208	10,993,355
Total Current Liabilities	9,822,149	9,759,814	11,866,713
Loans Payable - ESD (9)	5,196,487	5,196,487	5,196,487
Loan Payable - Genesee County - Noncurrent (7)	2,825,000	2,825,000	3,130,000
Aggregate Net Pension Liability (10)	2,612	2,612	2,612
Total Noncurrent Liabilities	8,024,099	8,024,099	8,329,099
TOTAL LIABILITIES	17,846,248	17,783,913	20,195,812
DEFERRED INFLOWS OF RESOURCES			
Deferred Pension Inflows (10)	791,742	791,742	791,742
Deferred Inflows of Resources	791,742	791,742	791,742
NET ASSETS	\$ 21,201,839	\$ 21,315,203	\$ 19,583,495

Significant Events:

1. Restricted Cash - Includes cash deposited by ESD into imprest accounts related to the \$8M and \$33M STAMP grants. Expenditures out of these accounts are pre-authorized by ESD. Also included are funds received from the County per a Water Supply Agreement, to be put towards water improvements located in the Town of Alabama and the Town of Pembroke and other Phase II improvements as identified by the County. These funds are being used to pay for qualifying expenditures.

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2. Grants Receivable - National Grid grants support marketing and development activities for STAMP and the LeRoy Food & Tech Park.
3. Accounts Receivable - Econ. Dev. Program Support Grant, MedTech Centre Property Management, etc.
4. Prepaid Expense(s) - General Liability, Cyber, D&O, Life, long-term and short-term disability insurance, property insurance, health insurance and rent.
5. Land Held for Dev. & Resale - Additions are related to STAMP development costs.
6. Accounts Payable - e3communications expenses, dental insurance and interest earned on imprest accounts that will be remitted to ESD.
7. Loan Payable - Genesee County (Current & Noncurrent) - Per a Water Supply Agreement with Genesee County, the County remitted \$4M to the GCEDC to put towards water improvements located in the Town of Alabama and the Town of Pembroke and other Phase II improvements as identified by the County. GCEDC started making annual payments to the County of \$448,500 beginning in January 2020.
8. Unearned Revenue - Interest received in advance; Genesee County contribution received in advance; Funds received from municipalities to support park development; Funds received to support workforce development; ESD Grant funds to support STAMP development, not actually earned until eligible expenditures are incurred.
9. Loans Payable - ESD - Loans from ESD to support STAMP land acquisition and related soft costs.
10. Deferred Pension Outflows / Aggregate Net Pension Liability / Deferred Pension Inflows - Accounts related to implementation of GASB 68.

(A) Restricted Cash = GAIN! Loan Funds, Municipal Funds, Grant Funds Received in Advance.

(B) Reserved Cash = RLF #1 Funds (defederalized).

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Genesee County Economic Development Center
 September 2022 Dashboard
 Profit & Loss - Accrual Basis

	Month to Date		YTD		2022	2022
	9/30/22	9/30/21	2022	2021	Board Appr. Budget	YTD % of Budget
<u>Operating Revenues:</u>						
Genesee County	\$ 19,459	\$ 19,459	\$ 175,133	\$ 175,132	\$ 233,513	75%
Genesee County - WFD	2,083	-	18,749	-	-	N/A
Fees - Projects	500	46,875	382,093	470,875	411,500	93%
Fees - Services	7,099	6,961	63,892	62,650	85,192	75%
Interest Income on Loans	219	266	2,114	2,537	2,744	77%
Rent	-	3,900	16,393	16,806	21,071	78%
Common Area Fees - Parks	-	-	373	355	360	104%
Grants (1)	500	675,103	3,895,975	5,800,601	8,891,710	44%
GGLDC Grant- Econ. Dev. Program Support	25,000	25,000	225,000	225,000	300,000	75%
GCFC Grant - Econ. Dev. Program Support	-	-	328,388	-	-	N/A
Land Sale Proceeds	-	-	67,500	-	-	N/A
BP ² Revenue	-	-	8,597	701	27,454	31%
Other Revenue	128	252	1,390	2,159	5,000	28%
Total Operating Revenues	54,988	777,816	5,185,597	6,756,816	9,978,544	52%
<u>Operating Expenses</u>						
General & Admin	102,034	105,495	1,030,070	955,765	1,506,112	68%
Professional Services	4,578	1,500	54,304	29,619	108,500	50%
Site Maintenance/Repairs	447	1,252	4,024	4,406	39,500	10%
Property Taxes/Special District Fees	-	1,263	3,518	5,860	2,690	131%
PIF Expense	-	-	43,296	35,042	143,157	30%
Site Development Expense (2)	63,025	412,540	2,438,259	4,361,110	2,375,344	103%
Cost of Land Sales	-	-	5,775	-	-	N/A
Real Estate Development (3)	250,056	543,334	2,074,724	2,140,548	6,078,156	34%
Balance Sheet Absorption	(250,056)	(543,334)	(2,074,724)	(2,140,548)	-	N/A
Total Operating Expenses	170,084	522,050	3,579,246	5,391,802	10,253,459	35%
Operating Revenue (Expense)	(115,096)	255,766	1,606,351	1,365,014	(274,915)	
<u>Non-Operating Revenue</u>						
Other Interest Income	1,732	425	11,993	6,049	5,500	218%
Total Non-Operating Revenue	1,732	425	11,993	6,049	5,500	218%
Change in Net Assets	(113,364)	256,191	1,618,344	1,371,063	\$ (269,415)	
Net Assets - Beginning	21,315,203	12,990,627	19,583,495	11,875,755		
Net Assets - Ending	\$ 21,201,839	\$ 13,246,818	\$ 21,201,839	\$ 13,246,818		

Significant Events:

1. Grants - YTD includes \$448K Community Benefit Agreement payment dedicated to STAMP by sourcing debt service payments to the County; PIF from RJ Properties (Liberty Pumps) supports Apple Tree Acres Infrastructure improvements; PIF from Yancey's Fancy supports Infrastructure Fund Agreement with the Town of Pembroke; National Grid grant supports marketing and development activities for STAMP; ESD \$33M & \$8M Grants support STAMP engineering, environmental, legal, infrastructure, etc.
2. Site Development Expense - Installation of, or improvements to, infrastructure that is not owned by the GCEDC, or will be dedicated to a municipality in the foreseeable future, is recorded as site development expense when costs are incurred.
3. Real Estate Development Costs - Includes STAMP development costs.

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Genesee County Economic Development Center
September 2022 Dashboard
Statement of Cash Flows

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	September 2022	YTD
CASH FLOWS USED BY OPERATING ACTIVITIES:		
Genesee County	\$ 21,542	\$ 215,425
Fees - Projects	500	698,493
Fees - Services	-	42,595
Interest Income on Loans	180	1,893
Rent	-	18,802
Common Area Fees - Parks	-	373
Grants	50,000	2,356,326
BP ² Revenue	-	8,597
GGLDC Grant - Economic Development Program Support	-	150,000
GCFC Grant - Economic Development Program Support	-	328,388
Land Sale Proceeds - Net	-	61,725
Other Revenue	128	1,390
Repayment of Loans	3,808	39,035
General & Admin Expense	(97,986)	(998,077)
Professional Services	(4,578)	(65,121)
Site Maintenance/Repairs	(447)	(4,024)
Site Development	(63,025)	(2,577,184)
Property Taxes/Special District Fees	-	(3,518)
PIF Expense	-	(43,296)
Improv/Additions/Adj to Land Held for Development & Resale	(250,056)	(2,451,364)
Net Cash Used By Operating Activities	(339,934)	(2,219,542)
CASH FLOWS USED BY NONCAPITAL FINANCING ACTIVITIES:		
Principal Payments on Loan	-	(295,000)
Net Cash Used By Noncapital Financing Activities	-	(295,000)
CASH FLOWS PROVIDED BY INVESTING ACTIVITIES:		
Interest Income (Net of Remittance to ESD)	1,908	12,008
Net Change in Cash	(338,026)	(2,502,534)
Cash - Beginning of Period	17,642,054	19,806,562
Cash - End of Period	\$ 17,304,028	\$ 17,304,028
RECONCILIATION OF NET OPERATING REVENUE (EXPENSE) TO NET CASH USED BY OPERATING ACTIVITIES:		
Operating Revenue (Expense)	\$ (115,096)	\$ 1,606,351
Depreciation Expense	55	492
(Increase) Decrease in Operating Accounts/Grants Receivable	(32,728)	245,625
(Increase) Decrease in Prepaid Expenses	(8,076)	18,258
Decrease in Loans Receivable	3,808	39,035
Increase in Land Held for Development & Resale	(250,056)	(2,074,724)
Decrease in Operating Accounts Payable	-	(544,412)
Increase in Accrued Expenses	12,198	33,019
Increase (Decrease) in Unearned Revenue	49,961	(1,543,186)
Total Adjustments	(224,838)	(3,825,893)
Net Cash Used By Operating Activities	\$ (339,934)	\$ (2,219,542)

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GCEDC
Audit & Finance Committee Meeting Report
November, 2022

Batavia HOME Fund Agreement

Discussion: The Town and City of Batavia have approved the Batavia Home Fund Agreement. The agreement is that the GCEDC can utilize Host Benefit Agreements on housing projects (such as the one proposed at MedTech) to put money into the fund. The GCEDC would be the custodian of the funds, and any project would complete an application to request the money and there would be a three person committee (GCEDC, Town and City) that would review the applications and make approvals/disapprovals. The allowable uses of the funds are as follows:

- i. Extraordinary development costs related to hazardous material abatement, remediation, flood hazard areas, etc.
- ii. Demolition / rehabilitation of vacant residential structures that cause community and neighborhood blight.
- iii. Provide incentives to the conversion of rental properties to single family homes
- iv. Infrastructure modernization and improvements including all costs related to planning, design and constructing roadways, multi-modal, water, sewer, gas, electric, telecommunication enhancements, storm water management facilities and related green infrastructure including landscaping and streetscape improvements related to redevelopment projects.
- v. Expansion of sewer capacity at Waste Water Treatment Plant for Studies, Engineering, Construction and Expansion.
- vi. Matching funds to secure other grant resources to further capitalize redevelopment projects in the BOA area.
- vii. Land assemblage, property acquisition and due diligence for Agency Projects consistent with Section 2 of this Agreement.
- viii. Marketing expenses for existing programs such as 421-F, 485-R and Core Housing Owner Incentive Exemption (CHOICE).
- ix. Grants to support CHOICE program

Fund Commitment: None.

Committee Action Request: Recommend to the full Board to approve the Batavia Home Fund Agreement.

**BATAVIA HOME FUND (BHF)
AGREEMENT BY AND BETWEEN
THE CITY OF BATAVIA, NEW YORK, THE GENESEE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY, AND THE TOWN OF BATAVIA**

THIS AGREEMENT, made the _____ day of _____, 2022, by and between the CITY OF BATAVIA, a municipal corporation of the State of New York, having offices located at City Hall, One Batavia City Centre, Batavia, New York, (the “City”) and the TOWN OF BATAVIA, a municipal corporation of the State of New York, having offices at 3883 West Main Street Road, Batavia, New York and the GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY d/b/a GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER, a public benefit corporation duly existing under the laws of the State of New York, having offices located at 99 MedTech Drive, Suite 106, Batavia, New York (the “Agency”), (collectively, with the City, the Town, and the Agency, the “Parties”).

WITNESSETH:

WHEREAS, the Parties are willing to facilitate the remediation, rehabilitation and redevelopment of market rate housing and single family homes in the City, for residential use in order to promote and provide for new home construction and the rehabilitation and conversion of residential rental to single family homes, improved real estate conditions, expand the tax base, and improve neighborhood vitality; and

WHEREAS, in 2018 Genesee County hired LaBella Associates to complete a county wide housing study which identified the need for an additional 4,800 new housing units in the next 20 years; and

WHEREAS, new housing projects and the conversion of rental properties to single family homes are encouraged to dramatically improve the area including but not limited to the remediation and redevelopment of contaminated property, elimination of blighting influence on the City's housing area and desire to cause an increase in property values that will continue revitalization of downtown and support neighborhood stabilization; and

WHEREAS, the extraordinary expenses incurred for extension of infrastructure and increase to capacities pose an inhibiting threat to and prevent such housing projects from developing; therefore, public-private partnerships are necessary to motivate owners, investors and developers (hereafter referred to as "Project Investors") to begin new housing projects within the City that will improve conditions; and

WHEREAS, the Parties agree that focusing on redevelopment and new construction of the City's housing stock will result in elimination of blight, increase tax base, improve community conditions and cause overall positive economic benefit for the surrounding community; and

WHEREAS, through collective partnership and cooperation, the Parties are entering into this agreement to leverage Host Benefit Agreements (as hereinafter defined) from housing developers to capitalize a certain housing and infrastructure improvement fund to be utilized for the undertaking of Project related infrastructure improvements and housing program related expenditures. These expenditures may include extraordinary development costs related to hazardous material abatement, remediation, flood hazard areas, demolition/rehabilitation of vacant residential structures that cause community and neighborhood blight. It may also include infrastructure modernization and improvements including all costs related to plan, design and

construct streets, sidewalks, multi-modal, water, sewer, gas, electric, telecommunication enhancements, storm water management, and related green infrastructure including landscaping and streetscape improvements related to housing projects. Other eligible uses of funds could be for the expansion of sewer capacity at Waste Water Treatment Plant for Studies, Engineering, Construction and Expansion, matching funds to secure other grant resources to further capitalize redevelopment projects and home rehabilitation, land assemblage, property acquisition and due diligence for projects, marketing expenses for existing programs such as 421-F, 485-R and Core Housing Owner Incentive Exemption (CHOICE), Grants to support CHOICE program, (the “Infrastructure Improvements”); and

WHEREAS, In furtherance of the anticipated significant positive financial impacts within the City associated with a Project’s Infrastructure Improvements as related to the City’s Neighborhood Revitalization Strategy in: (i) creating new housing stock in the City, (ii) rehabilitating vacant and blighted buildings and properties, (iii) converting rental properties to single family homes within the City, and (iv) increasing property values and property tax revenue, and in recognition that City Housing Projects often have extraordinary expenses, the Host Benefit Agreements will be required to generate funds to be utilized by the Agency to pay for or reimburse costs incurred for Infrastructure Improvements, by and between the Agency and the proprietor of a Project, as described herein; and

WHEREAS, this is a local program in the City of Batavia to focus solely on new housing projects and the conversion of rental properties to single family homes; and

WHEREAS, nothing shall preclude the Town from entering into project mitigation financial Agreements with a Town developer that requires payments to the Town outside of and

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above and beyond those required by this Agreement.

NOW, THEREFORE, BE IT RESOLVED, in consideration of the mutual covenants and agreements contained herein the Parties hereby agree as follows:

1. Batavia Home Fund (BHF)

- a) The Parties agree to create the Batavia Home Fund (hereinafter referred to as “BHF”) to be capitalized by Host Benefit Agreements on all Agency induced housing Projects that utilize Agency benefits within the City and Town of Batavia.\
- b) Other Housing Projects (e.g. single family home development), that may not utilize Agency benefits, but could contribute to the fund by either the Town or City may do so on a case by case basis.
- c) The City may contribute funds from GCEDC induced housing projects and sale of property that meets the requirements of this agreement on a case by case basis.
- d) The Town may contribute funds from GCEDC induced housing projects and sale of property that meets the requirements of this agreement on a case by case basis.
- e) The BHF funds will be used for Infrastructure Improvements as described above and as further defined in Section 4, below, for future economic and brownfield redevelopment investments targeted within the City for new housing projects and the conversion of residential rental to single family homes.

2. Project Eligibility

- a) All Housing Projects within the City and Town that are on or after October 1, 2022 will enter into a Host Benefit Agreement with the Agency to be deposited into the BHF

Fund.

- b) The Parties agree that BHF Funds may only be utilized for a Housing Project that:
- i. Is located, in its entirety, within the City, or one project that is on City property that also carries over to Town property,
 - ii. Has obtained approval from the Housing Oversight Committee (“Committee”) that will have a representative from the Town of Batavia, the City of Batavia and the Agency.
 1. The City representative will be the City Manager or his or her designee.
 2. The Town representative will be a member of the Town of Batavia Board or an appointee as designated by the board.
 3. The Agency representative will be the Senior VP of Operations
- (c) Application. The Project Investor shall prepare an application to the Committee including such information to enable the Committee to determine if anticipated Project related infrastructure improvement expenditures are consistent with BHF Fund purposes.
- (d) Information with regard to Project Infrastructure Improvements as included within the BHF investment recommendation provided by the Committee to the Agency within the “Application” will be included, as determined necessary by the Agency.
- (e) As administrator of the BHF Fund account, the Agency will confirm that sufficient BHF funds are available to honor the proposed Project commitment, however, any such Project commitment shall be non-recourse to the Agency.

- (f) Upon BHF investment funding approval by the Committee made with respect to a Project, the amount of BHF funds committed to such a Project shall be referenced in and be made part of an appropriate agreement entered into by and between the Project Investor and the Agency which shall define the exact amount of funds committed to the project and for what purpose.
- (g) The Committee reserves the right and discretion to approve or disapprove any Agency led project requesting BHF funds.

3. Payment and Management of Funds

- a) The Host Benefit Agreement payments associated with Projects on or after October 1, 2022, within the existing boundaries of the City or Town, be remitted to the Agency and be deposited into the BHF Fund to be utilized by the Agency to pay for Infrastructure Improvements.
- b) BHF will be used for Project related Infrastructure Improvements within the City of Batavia as defined in Section 4 below.
- c) The Agency hereby agrees to accept all future Host Benefit Agreements as described herein and to deposit such payments into the BHF Fund account.
- d) The Agency agrees to maintain all BHF funds in accordance with Generally Accepted Accounted Principles (GAAP), Sections 10 and 11 of GML and Section 2925 of New York Public Authorities Law.

4. Use of Funds

- a) The Parties agree and acknowledge that Host Benefit Agreements submitted to the

Agency as described herein are to provide funds to capitalize the BHF Fund, said funds to only be utilized for Project related Infrastructure Improvements, within the City, including, but not limited to:

- i. Extraordinary development costs related to hazardous material abatement, remediation, flood hazard areas, etc.
- ii. Demolition / rehabilitation of vacant residential structures that cause community and neighborhood blight.
- iii. Infrastructure modernization and improvements including all costs related to planning, design and constructing roadways, multi-modal, water, sewer, gas, electric, telecommunication enhancements, storm water management facilities and related green infrastructure including landscaping and streetscape improvements related to redevelopment projects.
- iv. Expansion of sewer capacity at Waste Water Treatment Plant for Studies, Engineering, Construction and Expansion.
- v. Matching funds to secure other grant resources to further capitalize redevelopment projects in the BOA area.
- vi. Land assemblage, property acquisition and due diligence for Agency Projects consistent with Section 2 of this Agreement.
- vii. Marketing expenses for existing programs such as 421-F, 485-R and Core Housing Owner Incentive Exemption (CHOICE).

viii. Grants to support CHOICE program

5. Internal Controls

- a) Milestones and related reimbursement schedule shall be agreed upon by the Agency, Committee and Project Investor as outlined in the "Application" prior to Agency presentation and consideration of the project.
- b) For projects undertaken directly by the Agency, as opposed to a Project Investor, an "Application" shall also be required outlining project milestones and funding/reimbursement schedule.
- c) As part of the project application to the Committee by the Project Investor, the Agency will confirm that the BHF Fund is adequately capitalized to support the proposed project. A cash flow statement demonstrating the existing BHF funds and future cash flow, taking into consideration existing commitments as well as the proposed project, will be provided by the Agency as part of Committee approval process. At no time will a proposed project receive approval which overcommits the capitalization of the BHF Fund.
- d) No BHF Fund reimbursements are allowed for expenses incurred prior to project approval by the Committee.
- e) Reimbursement of project expenses from the BHF Fund shall be dispersed following the agreed upon reimbursement schedule and milestones as defined in the "Application" and any related agreement for such Project.

6. Consent

- a) The City, the Town, and the Agency hereby irrevocably (a) consent to the terms of this agreement, (b) direct and authorize payments made to the Agency pursuant to the terms of the Host Benefit Agreement as affected by this Agreement.

7. Annual Reporting

- a) The Agency will provide all parties to this Agreement with an annual report on the fiduciary condition and transactions of the BHF Fund for the prior year's fund performance no later than 120 days following the close of the Agency's fiscal year.
- b) The Agency will continue to comply with the Public Authorities Law requirements.

8. Indemnification

- a) Each party to this Agreement represents that this Agreement is an enforceable obligation of such party, and indemnifies and holds the other parties to this Agreement harmless against any loss, costs, expense (including reasonable attorney's fees and expenses) and any liability, claim, action or proceeding, arising from any assertion that this Agreement is not the enforceable obligation of such party. If said damage or injury is caused by or is due to the specific negligence attributable solely to the City, Town, and Agency, as the case may be, all other parties shall be held harmless.

9. Term of Agreement

- a) The term of this Agreement shall be October 1, 2022 through September 30, 2032.

10. Cancellation or Renewal of Agreement

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- a) Non-Renewal: Any party shall notify all others at least one hundred and twenty (120) days prior to the expiration of this agreement of its intention not to renew.
- b) Termination: Any party shall have the authority to terminate their participation in this agreement upon one hundred and twenty (120) days written notice to all other parties by providing reason for so doing with the effective date of the notifying parties termination of participation in this agreement being January 1st of the ensuing year providing notice requirements have been met.

IN WITNESS WHEREOF, the parties have executed this Agreement by their duly authorized officers the day and year first above-written.

CITY OF BATAVIA

(SEAL)

By: Eugene Jankowski, Jr.
Eugene Jankowski, Jr.
BATAVIA CITY COUNCIL PRESIDENT

TOWN OF BATAVIA

(SEAL)

By: Daniel G. Underhill
~~Gregory Post~~ Daniel G. Underhill
TOWN OF BATAVIA TOWN SUPERVISOR
Deputy

GENESEE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY d/b/a GENESEE
COUNTY ECONOMIC DEVELOPMENT
CENTER

(SEAL)

By: _____
Peter Zeliff
CHAIRMAN, GENESEE COUNTY
ECONOMIC DEVELOPMENT CENTER

STATE OF NEW YORK)
) ss:
COUNTY OF GENESEE)

On _____, 2022, before me personally came Eugene Jankowski, Jr. to me known, who being by me duly sworn did depose and say that he is the Batavia City Council President of the City of Batavia, New York, the municipal corporation described in foregoing, and acknowledged that he executed the same by order of such corporation.

Notary Public

STATE OF NEW YORK)
) ss:
COUNTY OF GENESEE)

On October 19, 2022, before me personally came Gregory Post to me known, who being by me duly sworn did depose and say that he is the Deputy Supervisor of the Town of Batavia, New York, the municipal corporation described in foregoing, and acknowledged that he executed the same by order of such corporation.

Daniel G. Underhill

Teressa M. Morasco

Notary Public

STATE OF NEW YORK)
) ss:
COUNTY OF GENESEE)

TERESSA M. MORASCO
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01MO6065614
Qualified in Genesee County
Commission Expires October 22, 2025

On _____, 2022, before me personally came Peter Zeliff to me known, who being by me duly sworn did depose and say that he is the Chairman of the Genesee County Industrial Development Agency in Batavia, New York, a public benefit corporation described in foregoing, and acknowledged that he executed the same by order of such corporation.

Notary Public

RECEIVED

10/12/22

October 12, 2022

Steve Hyde
Genesee County EDC
99 MedTech Drive, Suite 1
Batavia, NY 14020

Dear Steve,

Leah; This is a bit unusual but given the incredible level of support we have been receiving from GRE both in the political advocacy realm and the sales/business attraction realm - I recommend approval given the strong year we are having

Thank you for your support of Greater Rochester Enterprise work to support business growth in the Greater Rochester, NY area. Your investment is making a real difference throughout the entire nine-county region.

To date in 2022, GRE has announced 34 project wins representing more than \$433 million in new capital investments, the creation of 2,899 new jobs, and the retention of 1,345 jobs in the Greater Rochester, NY region. This success includes companies such as Corning Advanced Optics, Fast Tracking Solutions, Ionomr, La Fermière, Ocean Insights, Optimax, Owl Autonomous Imaging, and Tessy Plastics Corp.

GRE has occupied its current office space for almost 20 years due to generous support from Benderson Development and many other investors.

During the September 22, 2022, GRE Board of Directors meeting, the GRE Finance committee recommended an assessment to support much needed office upgrades. These upgrades include structural improvements to support a growing team, new video equipment, new carpet, paint, and boardroom furniture totally approximately \$108,000.

The GRE Board discussed the proposal and unanimously approved an assessment for each GRE level board investor to support the improvements equating to \$4,000 for your organization. This letter is attached to your organization's invoice for GRE office upgrades.

We greatly appreciate your support and will continue to be good stewards of your investment in GRE and the work we do to support business growth throughout the region.

Please feel free call me at 585.530.6208 with any questions.

Thank you,

Matt Hurlbutt
President and CEO

finally process this req for app with BCED Thanks Steve

3c

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RECEIVED



INVOICE

Greater Rochester Enterprise, Inc.
100 Chestnut Street
Suite 1910
Rochester, NY 14604

October 12, 2022
INVOICE # 202
Due Date: November 12, 2022

Steve Hyde
Genesee County EDC
99 MedTech Drive, Suite 1
Batavia, NY 14020
585-343-4866
Customer ID#: C0095

Description		Amount Due
Additional contribution to support GRE office upgrade expenses		\$4,000
Make all checks payable to Greater Rochester Enterprise, Inc.	Total	\$4,000

Greater Rochester Enterprise Foundation, Inc.
100 Chestnut Street
Suite 1910
Rochester, NY 14604

Contributor ID: C0095
Invoice #: 202

Total Due: \$4,000

Amount Enclosed:

Bill to:
Steve Hyde
Genesee County EDC
99 MedTech Drive, Suite 1
Batavia, NY 10420

Remit to:
Greater Rochester Enterprise, Inc.
100 Chestnut Street
Suite 1910
Rochester, NY 14604

October 12, 2022

Terms: NET 30

Due Date: November 12, 2022

3c

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