

GENESEE COUNTY FUNDING CORPORATION
Wednesday, March 30, 2022
1:30 p.m. – Electronically

ATTENDANCE

Board Members: T. Turnbull, P. Zeliff, M. Gray, H. Upson, W. Lapple
Staff: L. Farrell, L. Casey, P. Kennett, J. Krencik, M. Masse, S. Hyde, C. Suozzi
Guests: R. Gaenzle (Harris Beach), M. Landers (County Manager)
Absent: M. Torrey

1. Call to Order

P. Zeliff called the meeting of the Genesee County Funding Corporation Board to order at 1:33 p.m.

Governor Kathy Hochul signed legislation (S.50001 / A.40001) on September 2, 2021 extending virtual access to public meetings under NYS's Open Meetings Law, which allows virtual participation in local government meetings during the COVID-19 pandemic. This meeting is being held electronically via conference call / video conference.

1a. Executive Session

T. Turnbull made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 1:35 p.m. for the following reasons:

1. The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

The motion was seconded by H. Upson and approved by all members present.

1b. Enter Public Session

H. Upson made a motion to enter back into public session at 2:00 p.m., seconded by M. Gray and approved by all members present.

2a. Additions / Deletions to the Agenda

None.

2b. Minutes: March 26, 2021

M. Gray made a motion to approve the March 26, 2021 meeting minutes as presented; the motion was seconded by T. Turnbull. Roll call resulted as follows:

P. Zeliff -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented.

3. GCFC 1+3 Budget

L. Farrell provided the 1+3 budget to the Board for review in the Board packet. The 1+3 Budget is required to be entered into the NYS Public Authorities Reporting Information System (PARIS) every year. L. Farrell noted that there is no revenue and a placeholder for professional services of \$3,500 to cover expenses related to the annual audit in years 2023 through 2025. We now know that there is likely to be revenue for the entity in 2022, but this was not known at the time the budget was required to be certified.

H. Upson made a motion to approve the GCFC 1+3 Budget; the motion was seconded by M. Gray. Roll call resulted as follows:

P. Zelif -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented.

4. 2021 Audited Financial Statements

L. Farrell presented the 2021 Audited Financial Statements to the Board. The management letter states that no material weaknesses in internal controls were identified during the audit. It is their opinion that the audited financial statements present fairly, in all material respects, the financial position of the GCFC as of December 31, 2021 in accordance with accounting principles generally accepted in the United States of America. L. Farrell also noted that the entity's net position was about \$16,000 at the end of 2021.

T. Turnbull made a motion to accept the 2021 Audited Financial Statements as presented; the motion was seconded by H. Upson. Roll call resulted as follows:

P. Zelif -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented.

5. Policy & Procedures (PAAA & PARIS)

There were no changes made to the policies listed below.

- a) Procurement Policy & Procedures
- b) Disposition of Property Guidelines
- c) Investment Policy
- d) Governance Committee Charter
- e) Audit and Finance Charter

L. Farrell asked the Board to reaffirm the Policies & Procedures.

M. Gray made a motion to approve the Policies & Procedures as presented; the motion was seconded by H. Upson. Roll call resulted as follows:

P. Zelif -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented.

6. Officer's Signers of Agreements & Contracts, Bank Account Signers, Bank Authorizations

L. Farrell presented the appointment/reappointment and authorization of the following:

Officers:

- GCEDC Chariman P. Zelif, Chairman
- GCEDC Vice Chairman M. Gray, Vice Chairman

- H. Upson, Treasurer
 - T. Turnbull, Secretary
- *The GCFC Chair and Vice Chair positions are to be held by the GCEDC Chair and Vice Chair, respectively.

Signors of agreements, contracts, deeds and other instruments as follows:

- Chairman
- Vice Chairman
- Secretary

Bank Account Authorized Signers:

Board Members

- P. Zelif
- M. Gray
- H. Upson
- T. Turnbull

* All GCFC checks must be signed by two authorized signers.

* GCFC Officers will be authorized bank signers

Authorized to request information regarding all bank accounts and to transfer funds between like named accounts for the GCFC:

- L. Farrell
- P. Kennett

T. Turnbull made a motion to approve the Officers, Signers of Agreements & Contracts, Bank Account Signers and Bank Authorizations as presented; the motion was seconded by H. Upson. Roll call resulted as follows:

P. Zelif -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented.

7. Audit / Finance Committee Appointments

L. Farrell reviewed the following with the Board:

Audit and Finance Committee Members:

- M. Gray (Committee Chair)
- T. Turnbull
- H. Upson

W. Lapple made a motion to approve the Audit / Finance Committee Appointments as presented; the motion was seconded by M. Gray. Roll call resulted as follows:

P. Zelif -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented.

8. Governance Committee Appointments

L. Farrell reviewed the following with the Board:

Governance Committee Members

- H. Upson (Committee Chair)
- M. Marshall
- P. Zelif

M. Gray made a motion to approve the Governance Committee Appointments as presented; the motion was seconded by T. Turnbull. Roll call resulted as follows:

P. Zelif -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented.

9. PARIS Reporting

L. Farrell asked the Board to authorize submission of the Investment Report, Procurement Report and Annual Report into the PARIS Reporting System.

- a) Investment Report** - The Investment Report summarizes bank balances, general ledger balances, and interest income at 12/31/21. The report will be submitted into PARIS.
- b) Procurement Report** - Public Authorities are required to report all procurement transactions active during the reporting period that have an actual or estimated value of \$5,000 or more. This report will be submitted into the PARIS system.
- c) Annual Report**

T. Turnbull made a motion to approve the Investment, Procurement and Annual Reports as presented; the motion was seconded by W. Lapple. Roll call resulted as follows:

P. Zelif -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented.

10. Assessment of the Effectiveness of Internal Controls

L. Farrell shared that this assessment is required to be done annually and that this report remains the same as previous years. The report references the GCEDC because the GCFC relies on the GCEDC's internal control structure.

T. Turnbull made a motion to approve the Assessment of the Effectiveness of Internal Controls as presented; the motion was seconded by M. Gray. Roll call resulted as follows:

P. Zelif -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented

11. Board Self-Evaluations Results

This evaluation is performed annually and submitted to the Authorities Budget Office. The Self-Evaluation is meant to be a tool for the Board to discuss any problems or concerns that may arise because of this evaluation. The results of the evaluation do not reflect any concerns or solicit discussion.

12. Rochester Regional Health (RRH) Tax-Exempt Bond Application and Changes to GCFC Corporate Documents

We have received an application from Rochester Regional Health (RRH) requesting GCFC to serve as the "issuer" of a multi-jurisdictional (multi-county) tax-exempt bond supporting:

- 1) A \$42M capital investment and \$37.8M in tax-exempt bonding supporting the development and construction of a 105,393 square foot new medical services facility in the Town of Batavia, Genesee County.

- 2) A \$71.8M capital investment and \$60M in tax-exempt bonding to support the development and construction of a 96,189 square foot hospital expansion at the Canton Potsdam hospital in St. Lawrence County.
- 3) A refunding-refinancing of existing tax-exempt bonds both in St. Lawrence County totaling \$37.6M and Monroe County and \$82.6M.

Total tax-exempt bond financing is expected to be \$218M of which \$97.8M is “new money” supporting the new construction projects whereas \$120.2M is “refunding-refinancing” supporting the retirement of debt previously issued. A request such as this from Rochester Regional Health is done to access capital markets supporting their capital investment activities to grow/improve/enhance operations and medical services, to minimize interest costs (tax-exempt financing) and to ensure the overall sustainability of their business and financial operations.

To support this multi-jurisdictional effort, the GCFC board must approve a limited expansion of our corporate powers by amending and restating GCFC’s Certificate of Incorporation (COI) and Mission Statement allowing our ability to issue bonds in multiple counties across the state providing the applicant has corporate or affiliate operations in those counties which are associated with those operating and located in Genesee County. The authorizing resolution along with the amended and restated Certificate of Incorporation and a modified GCFC Mission Statement were included with the Board materials.

Lastly, a resolution summarizing the RRH project and requesting GCFC’s participation as issuer of a tax-exempt bond supporting new construction of the Batavia medical services facility along with new construction and debt refunding-refinancing in St. Lawrence County and debt refunding-refinancing in Monroe County was also included with Board materials. This resolution accepts the application for GCFC board of director’s consideration and authorizes the scheduling of a public hearing. A final vote by the GCFC board is required following the public hearing. Ultimately, an authorization to issue the tax-exempt bond issuance is required from Genesee County.

a.) Amended-Restated Certificate of Incorporation & Mission Statement

Resolution No. 03/2022 - 01

RESOLUTION OF THE BOARD OF DIRECTORS OF GENESEE COUNTY FUNDING CORPORATION APPROVING THE AMENDMENT AND RESTATEMENT TO THE CERTIFICATE OF INCORPORATION AND THE AMENDMENT TO THE MISSION STATEMENT

H. Upson made a motion to approve the Amended-Restated Certificate of Incorporation & Mission Statement as presented; the motion was seconded by T. Turnbull. Roll call resulted as follows:

P. Zelif -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented

b.) Rochester Regional Health- Initial Resolution-

Resolution No. 03/2022 – 02

RESOLUTION OF THE GENESEE COUNTY FUNDING CORPORATION (THE "ISSUER") (i) TAKING OFFICIAL ACTION TOWARD THE ISSUANCE OF UP TO \$220,000,000 PRINCIPAL AMOUNT OF REVENUE BONDS FOR THE PURPOSE OF FINANCING A CERTAIN PROJECT FOR THE BENEFIT OF ROCHESTER REGIONAL HEALTH; (ii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE ISSUER WITH RESPECT TO SUCH PROJECT; AND (iii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO SUCH FINANCING AND THE UNDERTAKING OF SUCH PROJECT

H. Upson made a motion to approve Initial Resolution #03/2022-02, authorizing the acceptance of the application and scheduling of a public hearing; the motion was seconded by T. Turnbull. Roll call resulted as follows:

P. Zelif -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented

13. Pricing Policy

The Pricing and Fee Policy was included with Board materials. The fee is 1.25% of the total bond amount for sales projects with Genesee County only *and* projects that span multiple counties. Fees may have to be adjusted to match market rate but would be approved by the GCFC Board as part of the overall project. The applicant must pay NYS Bond Issuance cost plus legal fees.

M. Gray made a motion to approve the Pricing Policy as presented; the motion was seconded by T. Turnbull. Roll call resulted as follows:

P. Zelif -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented

14. Mission Statement and Measurement Report

L. Farrell shared that an authority's board must annually review the authority's mission statement and measurements to ensure that its mission is accurately presented and that the authority's performance goals continue to support its mission.

L. Farrell asked the Board to approve the modified Mission Statement (previously discussed as part of agenda item 12) & Measurement Report.

T. Turnbull made a motion to accept the Mission Statement & Measurement Report as presented; the motion was seconded by H. Upson. Roll call resulted as follows:

P. Zelif -	Yes	W. Lapple -	Yes
H. Upson -	Yes	T. Turnbull -	Yes
M. Torrey -	Absent	M. Gray -	Yes

The item was approved as presented.

15. Authority Self-Evaluation of Prior Year Performance

L. Farrell shared that Public Authorities are required to perform a self-evaluation of prior year's goals/measurements.

2021 Measurements:

1. Issue tax-exempt debt, as a conduit issuer, to meet the needs of non-profit and for-profit enterprises in Genesee County as required.

2021 Results:

1. During the year ended December 31, 2021, the GCFC did not issue any tax-exempt revenue bonds.

L. Farrell asked the Board to approve the Authority Self-Evaluation of Prior Year Performance.

W. Lapple made a motion to approve the Authority Self-Evaluation of the Prior Year Performance as presented; the motion was seconded by H. Upson. Roll call resulted as follows:

P. Zelif - Yes
H. Upson - Yes
M. Torrey - Absent

W. Lapple - Yes
T. Turnbull - Yes
M. Gray - Yes

The item was approved as presented.

16. Adjournment

There being no further business, a motion was made to adjourn the meeting at 2:20 p.m. by H. Upson, seconded by T. Turnbull and approved by all members.