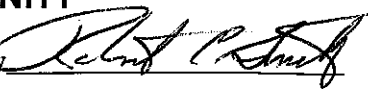


LIVINGSTON COUNTY DEVELOPMENT

ECONOMIC • INDUSTRIAL • COMMUNITY

Approved by



MINUTES
LIVINGSTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
ANNUAL MEETING
Friday, March 11, 2016
Livingston County Government Center, Room 205
Geneseo, NY

Members Attending: W. Bacon, S. Boscoe, E. Gott, G. Moore, R. Smith and P. Yendell

Members Excused: P. Brooks

Staff Attending: M. Wheeler, L. Wadsworth and T. Connell

Guests Attending: E. Russell, Esq., T. Donegan, B. Paris from Dairy Farmers of America, K. Beach and A. Della Sala from EFPR Group, G. Marcus & M. Marcus from Marucs Real Estate, and A. Kosa from Clark Patterson Lee

A motion was made by Mr. Moore, to appoint Mr. Smith to preside over the meeting until such time that the Vice Chairman returns. Seconded by Mr. Gott. All in favor. Carried.

Mr. Smith welcomed members and guests and called the meeting to order at 9 AM.

New Business

Authorizing Resolution – Western New York Enterprise, LLC

Ms. Wheeler explained that this project is a phase II of Craigs Station Creamery which was incentivized by the Agency two years ago. She then introduced Mr. Paris from Dairy Farmers of America who provided an overview of the project. Mr. Russell presented the closing resolution for the WNY Enterprise project.

RESOLUTION OF THE LIVINGSTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY TO BE LEASED TO WESTERN NEW YORK ENTERPRISE, LLC A DELAWARE LIMITED LIABILITY CORPORATION MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE 2016 FACILITY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 132 of the Laws of 1973 of the State of New York, as may be amended from time to time (collectively, the "Act"), the Livingston County Industrial Development Agency (the "Agency"), was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and



Livingston County Industrial Development Agency
6 Court Street, Room 306, Geneseo, New York 14454
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WHEREAS, Western New York Enterprise, a Delaware limited liability company, on behalf of itself and/or the principals of Western New York Enterprise, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company"), has applied to the Livingston County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in (a) the acquisition of a leasehold interest in an approximately 15.99 acre parcel of land located at 1840 Craig Road in the Town of York, Livingston County, New York (further described as Tax Map No. 49-1-2-12) (the "Land") and the construction the equipping and of an approximately 30,500 square foot building (the "Improvements") to be used by the Company for the manufacture of cheese and cheese products (the Land and Improvements collectively referred to hereinafter as the "2016 Facility"), including the following as they relate to the appointment of the Company as agent of the Agency pursuant to Section 3 hereof with respect to the acquisition, construction and equipping of such 2016 Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such 2016 Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, construction and equipping of the 2016 Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, construction and equipping of the 2016 Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under such 2016 Facility; and

WHEREAS, the Agency previously acquired a leasehold in the Land and a certain facility (the "2013 Facility") pursuant to a certain Agency Lease Agreement between the Agency and the Company dated as of December 1, 2013 (the "2013 Agency Lease"); and

WHEREAS, the Agency and the Company previously entered into a Payment in Lieu of Taxes Agreement dated as of December 1, 2013 in connection with the 2013 Facility (the "2013 PILOT Agreement"); and

WHEREAS, the Company previously entered into an Environmental Indemnification and Compliance Agreement dated as of December 1, 2013 whereby the Company agreed to indemnify and hold harmless the Agency from certain environmental risks (the "2013 Environmental Indemnification Agreement"); and

-I-

WHEREAS, the Company previously entered into a certain Recapture Agreement dated as of December 1, 2013 whereby the Company agreed to repay certain benefits to the Agency in the event that the Company failed to perform certain obligations arising under the 2013 Agency Lease and related documents;

WHEREAS, the Agency will acquire a leasehold interest in the 2016 Facility and the Company will lease the 2016 Facility to the Agency pursuant to a certain Amended Company Lease Agreement, dated as of the date of closing or such other date as the Chairman or Director of the Agency and counsel to the Agency shall agree (the "Amended Company Lease"), by and between the Company and the Agency; and

WHEREAS, the Agency will acquire a leasehold interest in the 2016 Facility and will leaseback the 2016 Facility to the Company, pursuant to the terms of a lease agreement (the "Amended Agency Lease Agreement"). The Company will operate and manage the 2016 Facility during the term of the Amended Agency Lease Agreement. At the end of the term of the Amended Agency Lease Agreement, the Agency will transfer its leasehold interest in the 2016 Facility to the Company.

WHEREAS, the Agency will acquire title to the equipment installed at the 2016 Facility (the "Equipment") pursuant to a certain Bill of Sale, dated the Closing Date (the "Bill of Sale"), from the Company to the Agency; and

WHEREAS, the Agency will lease the Equipment to the Company pursuant to a certain the Agency Lease Agreement; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company consistent with the policies of the Agency, in the form of (i) exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property in an estimated amount of \$560,000, and (ii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency; and



WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the 2016 Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, a public hearing (the "Hearing") was held on January 5, 2016, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the 2016 Facility, could be heard; and

WHEREAS, notices of the Hearings were given on December 17, 2015, and such notices (together with proof of publication), were substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the report of the Hearing is annexed hereto as Exhibit B; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed Facility is either an inducement to the

Company to maintain and expand the 2016 Facility in Livingston County or is necessary to maintain the competitive position of the Company in their respective industries; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the "SEQR Act" or "SEQR"), the Agency constitutes a "State Agency"; and

WHEREAS, to aid the Agency in determining whether the 2016 Facility may have a significant effect upon the environment, the Company prepared and submitted to the Agency an Environmental Assessment Form ("EAF") and related documents (the "Questionnaire") with respect to the 2016 Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, on or before March 8, 2016 in connection with a final site plan approval granted to the Company the Town of York Planning Board (the "Lead Agency") issued a Negative Declaration under SEQR; and

WHEREAS, the Agency constitutes an "Involved Agency" (as defined in SEQR); and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of title to or a leasehold interest in the 2016 Facility to the Agency and the lease or sublease of the 2016 Facility to the Company; and

NOW, THEREFORE, BE IT RESOLVED by the Livingston County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. Based upon the Questionnaire completed by the Company and reviewed by the Agency and other representations and information furnished by the Company, the Lead Agency, following a coordinated review, determined that, based upon its review of the EAF, as well as the appropriate criteria for determination of significance, and such other and further information which the Lead Agency felt necessary to review, the 2016 Facility would not have a "significant effect" on the environment. That determination constitutes a negative declaration for purposes of SEQR, which is binding on the Agency.

Section 2. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, construction and equipping of the 2016 Facility in the form of (i) exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property in an amount collectively not to exceed \$560,000, and (ii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency.

Section 3. Subject to the provisions of this resolution and the Agency Lease Agreement the Company is herewith and hereby appointed the agent of the Agency to acquire, construct, equip and complete the 2016 Facility. The Company is hereby empowered to



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delegate their status as agents of the Agency to their respective agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may each individually choose in order to acquire, construct, equip and complete the 2016 Facility. The Agency hereby appoints the respective agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the

Company as agents of the Agency solely for purposes of making sales or leases of goods, services and supplies to the 2016 Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company and/or the Sublessee, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the 2016 Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agents of the Agency, but only with respect to their respective agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers. The aforesaid appointment of the Company as agents of the Agency to acquire, construct and equip the 2016 Facility shall commence upon the execution and delivery of the Agency Lease Agreement and the Equipment Lease Agreement and expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company have received exemptions from sales and use taxes in an amount collectively not to exceed \$560,000, in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

Section 4. The Agency hereby finds and determines:

- (a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and
- (b) The 2016 Facility constitutes a "project," as such term is defined in the Act; and
- (c) The acquisition, construction and equipping of the 2016 Facility and the leasing of the 2016 Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Livingston County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- (d) The acquisition, construction and equipping of the 2016 Facility is reasonably necessary to induce the Company to maintain and expand their business operations in the State of New York and is reasonably necessary for the Company to maintain their competitive position in their respective industries; and
- (e) Based upon representations of the Company and counsel to the Company, the 2016 Facility conforms with the local zoning laws and planning regulations of Livingston County and all regional and local land use plans for the area in which the 2016 Facility is located; and
- (f) The 2016 Facility and the operations conducted therein do not have a significant effect on the environment, as determined in the accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and
- (g) It is desirable and in the public interest for the Agency to lease the 2016 Facility to the Company; and
- (h) The Amended Company Lease will be an effective instrument whereby the Company will lease Facility to the Agency; and
- (i) The Amended Agency Lease Agreement will be an effective instrument whereby the Agency will sublease the 2016 Facility to the Company; and



G) The Amended PILOT Agreement, dated as of such date as the Chairman or Director of the Agency and Counsel to the Agency shall agree (the "Amended PILOT Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payments in lieu of real property taxes for the duration of the Lease Term (as such term is defined in the Amended Agency Lease Agreement); and

(k) The Recapture Agreement, dated as of as of such date as the Chairman or Director of the Agency and Counsel to the Agency shall agree (the "2016 Recapture Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency and the Company agree to provide for the recapture of certain benefits provided to the Company under the Transaction Documents (as defined in the Agency Lease Agreement) and describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company; and

(l) The Amended Environmental Compliance and Indemnification Agreement, dated as of such date as the Chairman or Director of the Agency and Counsel to the Agency shall agree (the "Amended Environmental Compliance and Indemnification Agreement"), by and between the Agency and the Company, will be an effective instrument whereby the Company covenant that the acquisition, construction, renovation, equipping and operation of the 2016 Facility will be in compliance with all laws and regulations, and the Company will indemnify and hold the Agency harmless from any violation of the environmental laws and regulations with respect to the 2016 Facility; and

Section 5. In consequence of the foregoing, the Agency hereby determines to: (i) lease Facility from the Company pursuant to the Amended Company Lease, (ii) execute, deliver and perform the Amended Company Lease, (iii) sublease the 2016 Facility to the Company pursuant to the Amended Agency Lease Agreement, (iv) execute, deliver and perform the Amended Agency Lease Agreement, (v) execute, deliver and perform the Amended PILOT Agreement, (vi) execute, deliver and perform the Recapture Agreement, (vii) execute and deliver the 2016 Environmental Compliance and Indemnification Agreement.

Section 6. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B. respectively, to the Agency Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 7. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agents of the Agency pursuant to this Resolution is subject to

termination and recapture of benefits pursuant to Section 875 of the Act and the Recapture Agreement.

Section 8. Pursuant to and in furtherance of the Agency's purposes under the Act, including advancing the job opportunities, health, general prosperity and economic welfare of the people of the State of New York and the County of Livingston, the Agency hereby strongly encourages the Company to utilize local labor in connection with the construction and operation of the 2016 Facility.

Section 9. The form and substance of the Amended Company Lease, the Amended Agency Lease Agreement, the Amended PILOT Agreement, the 2016 Recapture Agreement and the Amended Environmental Compliance and Indemnification Agreement (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 10.

(a) The Chairman, Director, or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Amended Company Lease, the Amended Agency Lease Agreement, the Amended PILOT Agreement, the 2016 Recapture Agreement and the Amended Environmental Compliance and Indemnification Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Director, or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman, Director and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Agency Documents"). The execution thereof by the Chairman, Director, or any member of the Agency shall constitute conclusive evidence of



such approval.

(b) The Chairman, Director, or any member of the Agency is further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

Section 11. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 12. This resolution shall take effect immediately.

A motion was made by Mr. Smith, seconded by Mr. Gott to adopt the foregoing resolution. The question of the adoption of the foregoing Resolution was duly put to a vote on roll call which resulted as follows:

	<u>YEA</u>	<u>NEA</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Philip S. Brooks	[]	[]	[]	[X]
William Bacon	[X]	[]	[]	[]
Eric Gott	[X]	[]	[]	[]
J. Peter Yendell	[X]	[]	[]	[]
Steve Boscoe	[X]	[]	[]	[]
Robert Smith	[X]	[]	[]	[]
Gary Moore	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

Audit & Finance Committee

Mr. Smith called the Audit & Finance Committee meeting to order as a Committee of the Whole.

Ms. Beach and Ms. Wood presented the review of the 2015 Financial Statements. Ms. Beach reviewed the required communication letters, income statement and balance sheet.

The Management Letter is a report on internal controls and states that there are no material weaknesses or significant deficiencies. There were no difficulties encountered when performing audit and there were no disagreements with management during audit.

There are still open items related to PARIS reporting. All will be completed by the March 31, 2016 reporting deadline.

EFPR Group will be issuing unmodified (clean) opinion which is the highest opinion that can be given. Ms. Beach stated that the IDA is a well-run organization operating the way that it should in a highly regulated environment. The control systems in place are good. Ms. Beach stated that the internal team does a great job and that the information presented to board is accurate enabling the board to make accurate financial decisions.

A motion was made by Mr. Moore, seconded by Mr. Smith to accept the Audit Report and recommend approval



of the Report. All in favor. Carried.

Members reviewed the Compensation, Reimbursement, and Attendance Policy; Investment and Deposit Policy; Procurement Policy; Property Disposition Policy.

A motion was made by Mr. Moore, to adopt the policies with no changes, seconded by Mr. Smith. All in favor. Carried.

Members reviewed the Assessment of the Effectiveness of Internal Controls for the Agency.

A motion was made by Mr. Yendell to accept the document with no changes. Seconded by Mr. Gott. All in favor. Carried.

Mr. Bacon arrived at 9:27am.

Governance Committee

Mr. Bacon called the Governance Committee meeting to order as a Committee of the Whole.

Members reviewed the Anti-Nepotism Policy; By-Laws; Codes of Conduct; Code of Ethics; Defense and Indemnification Policy; Diversity Policy; Fee Policy; Supervision and Performance Evaluation Policy; Travel Policy; Uniform Tax Exemption Policy; and the Whistleblower Policy.

A motion was made by Mr. Boscoe, to adopt policies with no changes, seconded by Mr. Yendell. All in favor. Carried.

Members reviewed the Public Authority Mission Statement and Measurements report and completed the Governance Certification.

A motion was made by Mr. Gott to accept the report with no changes. Seconded by Mr. Smith. All in favor. Carried.

Members reviewed the Authority Self-Evaluation of Prior Year Performance.

A motion was made by Mr. Gott to accept the report with no changes. Seconded by Mr. Boscoe. All in favor. Carried.

Annual Meeting

A list of current officers and designations of the Agency was reviewed.

2016 PROPOSED ROSTER

Livingston County Industrial Development Agency

Chairman

Phillip Brooks

Vice Chairman

Members

Eric Gott
Gary Moore
J. Peter Yendell

Treasurer

Steven Boscoe

Secretary



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William Bacon

Robert Smith



Governance

Robert Smith
Philip Brooks
Eric Gott
Gary Moore

Audit & Finance

William Bacon
Terrance Donegan
Steven Boscoe
J.Peter Yendell



Public Information Officer

Vacant

Independent Auditor

EFP Rotenberg, LLP

Procurement Officer

Vacant

Official Newspapers

Genesee Country Express
Livingston County News



Executive Director

Vacant

Deputy Executive Director

Maureen Wheeler

Chief Financial Officer

Terrence Donegan



Counsel

James Coniglio, ESQ
Underberg & Kessler, LLP

Alternate Counsel

William F. Weir, ESQ
Nixon Peabody



Community Bank N.A.

Five Star Bank

Steuben Trust Company

A motion was made by Mr. Gott, to adopt the foregoing officers and designations. Seconded by Mr. Yendell. All in Favor. Adopted.



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A list of the 2016 meeting dates was reviewed by the Agency.

2016 PROPOSED MEETING DATES

Livingston County Industrial Development Agency

January 8, 2016 – Government Center, Room 205

February 5, 2016 – Government Center, Room 205

March 11, 2016 – Government Center, Room 205

April 1, 2016 – Government Center, Room 205

May 6, 2016 – Government Center, Room 205

June 3, 2016 – Government Center, Room 205

July 8, 2016 – Government Center, Room 205

August 5, 2016 – Government Center, Room 205

September 9, 2016 – Government Center, Room 205

October 7, 2016 – Government Center, Room 205

November 4, 2016 – Government Center, Room 205

December 2, 2016 – Government Center, Room 205

A motion was made by Mr. Moore to accept the list of 2016 regular meeting dates. Seconded by Mr. Gott. All in favor. Carried.

Ms. Wheeler reviewed the summary of results for the confidential evaluation of Board Performance survey. *A motion was made by Mr. Gott to accept and send the results to the Authorities Budget Office. Seconded by Mr. Yendell. All in favor. Carried.*

Ms. Wheeler advised that PARIS reports are currently being worked on and will be sent to Board Members for approval prior to March 31st submittal.

APPROVAL OF MINUTES

A motion was made by Mr. Gott to approve the February 5, 2016 Meeting Minutes, seconded by Mr. Smith. All in favor. Carried.

TREASURER'S REPORT

Ms. Wheeler reviewed the financial statements for the period ending February 29, 2016 for the Agency. *A motion was made by Mr. Gott to accept the Treasurer's Report for the period ending February 28, 2015, seconded by Mr. Boscoe. All in favor. Carried.*



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COMMUNICATIONS & CORRESPONDENCE

The job fair Committee has requested that the IDA sponsor the 2016 Job Fair.

A motion was made by Mr. Yendell, to provide a \$500 sponsorship for the 2016 Livingston County Job Fair, seconded by Mr. Moore. All in favor. Carried.

Ms. Wheeler reported that the New York State Economic Development Council 2016 Annual Meeting will take place May 25 – 27, 2016 in Cooperstown. Members that are interested in attending should let Ms. Wheeler know.

NEW BUSINESS

Review of Marcus Real Estate request for IDA assistance

Ms. Wheeler reports that this project would be looked at as a tourist attraction and is also located in a distressed census tract. Mr. Bacon introduced Mr. and Ms. Marcus. Mr. Marcus explained that the two main goals of this expansion project are to move products inside so that they can be displayed year round and therefore increase sales, and to entice a new brand contingent on gaining more square footage. Ms. Wheeler then reviewed the cost benefit analysis.

Mr. Russell reviewed the inducement resolution.

A motion was made by Mr. Yendell seconded by Mr. Moore to adopt the foregoing resolution. The question of the adoption of the foregoing Resolution was duly put to a vote on roll call which resulted as follows:

	<u>YEA</u>	<u>NEA</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Philip S. Brooks	[]	[]	[]	[x]
William Bacon	[X]	[]	[]	[]
Eric Gott	[X]	[]	[]	[]
J. Peter Yendell	[X]	[]	[]	[]
Steve Boscoe	[X]	[]	[]	[]
Robert Smith	[X]	[]	[]	[]
Gary Moore	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

A motion was made by Mr. Yendell to set the public hearing date for Marcus Real Estate on March 30th, 2016 at 9:15 am at the Dansville Town Hall. Seconded by Mr. Gott. All in favor. Carried.

OLD BUSINESS

Industrial Park Updates

Mr. Russell reports that there are two properties in Mt. Morris Industrial Park that are in the process of closing, one of which will be closing on Monday. The second property will be closed on near the months end once the insurance title issue is resolved, leaving the Agency dissolved of Mt. Morris Industrial Park.

A motion was made by Mr. Moore to enter into executive session under Public Officers Law; article 7 Open



Meeting Law to discuss a legal matter at 10:05 AM, seconded by Mr. Smith. All in favor. Carried. Members, staff and counsel remained.

REPORT OF EXECUTIVE SESSION

The Livingston County Industrial Development Agency having met in executive session hereby reports as follows: the board took no action.

Livonia Gateway Park – Funding

Ms. Wheeler reported that the Agency is in the processing of wrapping up the feasibility study that was done by Clark Patterson Lee. There is a Community Development Block Grant in place that will be closed out once the feasibility study is complete. Mr. Kosa explained that the addition of the bridge will add a significant cost to this project. Ms. Wheeler reported that the agency’s next step in implementing this plan is attempting to gain funding for the entire project rather than having to stage it out into three phases. The estimated amount is 9 million dollars. Ms. Wheeler suggests applying for Transportation Investment Generating Economic Recovery (TIGER) funding, as well as submitting an application to the Upstate Revitalization Initiative (URI). Clark Patterson Lee put together an estimate for the cost of preparing a TIGER application, seeing that the benefit is roughly 3.7 million dollars.

A motion was made by Mr. Moore to submit an application for TIGER funding. Seconded by Mr. Boscoe. All in favor. Carried.

Grain Center Study Update

Ms. Wheeler advised that Phase II of the study is development of a business plan and operator identification. The agency has applied to Agriculture & Markets for the \$75,000 and will find out on March 23 if the money will be awarded.

NEW BUSINESS

Review of R&M Crown Holdings, LLC, request for IDA Assistance

Mr. Bacon explained that the company is seeking a 30,000 sq. ft. expansion, adding an additional 8 employees for its tenant, McCarthy Tire. This addition will allow the tenant to increase their size of their tire re-tread business to meet market demands. The space as is does not allow them to meet demands and does not allow them to achieve customer service and industry standard goals.

Mr. Russell reviewed the inducement resolution. Ms. Wheeler reviewed the cost-benefit analysis.

A motion was made by Mr. Smith seconded by Mr. Gott to adopt the foregoing resolution. The question of the adoption of the foregoing Resolution was duly put to a vote on roll call which resulted as follows:

	<u>YEA</u>	<u>NEA</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Philip S. Brooks	[]	[]	[]	[x]
William Bacon	[X]	[]	[x]	[]
Eric Gott	[X]	[]	[]	[]
J. Peter Yendell	[X]	[]	[]	[]
Steve Boscoe	[X]	[]	[]	[]
Robert Smith	[X]	[]	[]	[]



Gary Moore

[X] [] [] [] []

The Resolution was thereupon duly adopted.

A motion was made by Mr. Gott to set the public hearing date for R&M Crown Holdings on March 30th, 2016 at 8:30 am at the Dansville Town Hall. Seconded by Mr. Moore. All in favor. Carried.

Authorizing Resolution- Dansville Properties

Mr. Russell presented the Dansville Properties final authorizing resolution.

RESOLUTION OF THE LIVINGSTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE FORM, SUBSTANCE AND EXECUTION OF ONE OR MORE MORTGAGES AND RELATED DOCUMENTS ALL IN CONNECTION WITH THE REFINANCING OF CERTAIN INDEBTEDNESS INCURRED IN CONNECTION WITH THE FINANCING OF THE DANSVILLE PROPERTIES LLC/LMC MECHANICAL CONTRACTORS 2015 FACILITY

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 132 of the Laws of 1973 of the State of New York (collectively, the "Act"), the Livingston County Industrial Development Agency (the "Agency") was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Dansville Properties LLC, a New York limited liability (the "Company") has requested that the Agency assist in the refinancing of certain indebtedness of the Company incurred in 2015 in connection with the construction and equipping of a 54,000 square foot expansion of existing facilities (the "2015 Facility") which covered 5 parcels of land each separately consisting of 56 acres, 2.00 acres and 10 acres, respectively, all located at 9431 Foster Wheeler Drive in the Town of North Dansville, Livingston County, New York (further described as Tax Map Nos. 189-1-6; 189-1-7.1; 189.17-1-39; 189.17-1-40; and 189.17-1-41; and

WHEREAS, the Agency acquired a lease hold interest in the 2015 Facility pursuant to a Company Lease, dated as of April 27, 2015, by and between the Company and the Agency (the "Company Lease"); and

WHEREAS, the Agency leased the 2015 Facility to the Company pursuant to a certain Amendment and Modification Agreement, dated as of April 27, 2015 (the "Amendment and Modification Agreement"), by and between the Agency and the Company (the "Amendment and Modification Agreement"); and

WHEREAS, pursuant to certain financing commitments, the Company will enter into certain borrowings (the "Refinancing Debt") with one or more lenders (the "Lenders") under certain secured instruments to refinance and repay in full the Refinanced Debt (together with associated expenses), which will represent an outstanding aggregate indebtedness in an amount not to exceed \$10,000,000; and

WHEREAS, as security for the Refinancing Debt, it will be necessary for the Agency and the Company to execute and deliver to the Lenders one or more mortgages and related documents including consolidations, modifications and the like (collectively, the "Mortgages"), each dated as of a date to be determined.

NOW, THEREFORE, BE IT RESOLVED by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines that the Mortgages will be an effective instrument whereby the Agency and the Company grant mortgage liens on and security interests in the Facility to the Lenders to secure the Refinancing Debt.

Section 2. The form and substance of the Mortgages and certain related documents will be subject to approval by Agency Counsel.

Section 3. The Chairman, Vice Chairman, Director, Deputy Director or any member of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Mortgages, any other documents to which the Agency is a party in connection with the Refinancing Debt, each in substantially the form presented to this meeting, with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Director, Deputy Director or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions



Livingston County Industrial Development Agency
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contemplated in this resolution (hereinafter collectively referred to as the "Agency Documents"). The execution thereof by the Chairman, Vice Chairman, Director, Deputy Director or any member of the Agency shall constitute conclusive evidence of such approval.

Section 4. The officers, employees, directors, members and agents of the Agency are hereby authorized and directed, for and in the name and on behalf of the Agency, to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee, director, member or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 5. This resolution shall take effect immediately.

A motion was made by Mr. Smith, seconded by Mr. Moore to adopt the foregoing resolution. The question of the adoption of the foregoing Resolution was duly put to a vote on roll call which resulted as follows:

	<u>YEA</u>	<u>NEA</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Philip S. Brooks	[]	[]	[]	[X]
William Bacon	[]	[]	[X]	[]
Eric Gott	[X]	[]	[]	[]
J. Peter Yendell	[X]	[]	[]	[]
Steve Boscoe	[X]	[]	[]	[]
Robert Smith	[X]	[]	[]	[]
Gary Moore	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

Authorizing Resolution- Evening Star Coffee Roasters

Mr. Russell presented the Evening Star Coffee Roaster Authorizing Resolution.

RESOLUTION OF THE LIVINGSTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY TO BE LEASED TO EVENSTAR COFFEE ROASTERS, A NEW YORK LIMITED LIABILITY COMPANY, MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 132 of the Laws of 1973 of the State of New York, as may be amended from time to time (collectively, the "Act"), the Livingston County Industrial Development Agency (the "Agency"), was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS Evening Star Coffee Roasters, L.L.C., a New York limited liability company (the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition of an approximately 2.92 acre parcel of land known as Lot 20 in the Avon Crossroads Park in the Town of Avon, Livingston County, New York (further described as Tax Map No. 35-1-13.527) (the "Land") and the equipping and construction of an approximately 4200 to 4800 square foot building (the "Improvements") to be located on the Land, which is to be leased to the Agency by the Company, and leased back by the Agency to the Company, and used by the Company for its for its headquarters and production facility for its coffee manufacturing business (the Improvements together with the Land, collectively known



as the "Facility") ,including the following as they relate to the appointment of the Company as agent of the Agency pursuant to Section 3 hereof with respect to the acquisition, construction and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, construction and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, construction and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under such Facility; and

WHEREAS, the Agency will acquire a leasehold interest in the Facility and the Company will lease the Facility to the Agency pursuant to a certain Company Lease Agreement, dated as of the date of closing or such other date as the Chairman, Director or Deputy Director of the Agency and counsel to the Agency shall agree (the "Company Lease"), by and between the Company and the Agency; and

WHEREAS, the Agency will acquire title to the Equipment pursuant to a certain Bill of Sale, dated the Closing Date (the "Bill of Sale"), from the Company to the Agency; and

WHEREAS, the Agency will lease the Equipment and sublease the Facility to the Company pursuant to a certain Agency Lease Agreement, dated as of the date of closing or such other date as Chairman, Director or Deputy Director of the Agency and counsel to the Agency shall agree (the "Agency Lease Agreement"), by and between the Agency and the Company; and

WHEREAS, The Agency contemplates that it will provide financial assistance to the Company in the form of (i) exemptions from mortgage taxes in the amount of \$1,000, (ii) estimated sales and use taxes in the amount of \$5,352 and (iii) abatement of real property taxes on the increased assessment resulting from the Improvements, consistent with the policies of the Agency; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, a public hearing (the "Hearing") was held on September 11, 2015 so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility, could be heard; and

WHEREAS, notices of the Hearings were given on August 27, 2015 and such notice (together with proof of publication), were substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the report of the Hearing is annexed hereto as Exhibit B; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed Facility is either an inducement to the Company to maintain and expand the Facility in Livingston County or is necessary to maintain the competitive position of the Company in their respective industries; and

WHEREAS, contemporaneously or subsequent to the closing of the straight-lease transaction contemplated pursuant to this Resolution and as security for the Loan (as such term is defined in the Agency Lease Agreement), the Agency and the Company will execute and deliver to one or more lenders to be determined (collectively, the "Lender"), one or more



mortgages, each to be dated a date not yet determined, in an aggregate of \$100,000 (collectively, the "Mortgage"), and such other loan documents satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably required by the Lender in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping of the Facility (collectively, the "Loan Documents"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the "SEQR Act" or "SEQR"), the Agency constitutes a "State Agency"; and

WHEREAS, to aid the Agency in determining whether the Facility may have a significant effect upon the environment, the Company prepared and submitted to the Agency an Environmental Assessment Form ("EAF") and related documents (the "Questionnaire") with respect to the Facility, a copy of which is on file at the office of the Agency; and

WHEREAS, on or before January 5, 2016 in connection with a final site plan approval granted to the Company the Town of Avon Planning Board (the "Lead Agency") issued a Negative Declaration under SEQR; and

WHEREAS, the Agency constitutes an "Involved Agency" (as defined in SEQR); and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of title to or a leasehold interest in the Facility to the Agency and the lease or sublease of the Facility to the Company; and

NOW, THEREFORE, BE IT RESOLVED by the Livingston County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. Based upon the Questionnaire completed by the Company and reviewed by the Agency and other representations and information furnished by the Company, the Lead Agency, following a coordinated review, determined that, based upon its review of the EAF, as well as the appropriate criteria for determination of significance, and such other and further information which the Lead Agency felt necessary to review, the 2016 Facility would not have a "significant effect" on the environment. That determination constitutes a negative declaration for purposes of SEQR, which is binding on the Agency.

Section 2. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, construction and equipping of the Facility in the form of (i) exemptions from mortgage recording taxes in an amount presently estimated to be \$1,000 for one or more mortgages in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping of the Facility, (ii) exemptions from sales and use taxes in connection with the purchase or lease of equipment, building materials, services or other personal property in an amount collectively not to exceed \$5,352, and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C hereof), consistent with the policies of the Agency.

Section 3. Subject to the provisions of this resolution and the Agency Lease Agreement the Company is herewith and hereby appointed the agent of the Agency to acquire, construct, equip and complete the Facility. The Company is hereby empowered to delegate their status as agents of the Agency to their respective agents, subagents, contractors,



subcontractors, materialmen, suppliers, vendors and such other parties as the Company may each individually choose in order to acquire, construct, equip and complete the Facility. The Agency hereby appoints the respective agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases

of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company and/or the Sublessee, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agents of the Agency, but only with respect to their respective agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers. The aforesaid appointment of the Company as agents of the Agency to acquire, construct and equip the Facility shall commence upon the execution and delivery of the Agency Lease Agreement and the Equipment Lease Agreement and expire at the earlier of (a) the completion of such activities and improvements,

(b) a date which the Agency designates, or (c) the date on which the Company have received exemptions from sales and use taxes in an amount collectively not to exceed \$5,352 in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

Section 4. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project," as such term is defined in the Act; and

(c) The acquisition, construction and equipping of the Facility and the leasing of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Livingston County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The acquisition, construction and equipping of the Facility is reasonably necessary to induce the Company to maintain and expand their business operations in the State of New York and is reasonably necessary for the Company to maintain their competitive position in their respective industries; and

(e) Based upon representations of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations of Livingston County and all regional and local land use plans for the area in which the Facility is located; and

(f) The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in the accordance with Article 8 of the

Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and



- (g) It is desirable and in the public interest for the Agency to lease the Facility to the Company; and
- (h) The Company Lease will be an effective instrument whereby the Company will lease Facility to the Agency; and
- (i) The Agency Lease Agreement will be an effective instrument whereby the Agency will sublease the Facility to the Company; and

G) The PILOT Agreement, dated as of such date as the Chairman or Director of the Agency and Counsel to the Agency shall agree (the "PILOT Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payments in lieu of real property taxes for the duration of the Lease Term (as such term is defined in the Agency Lease Agreement); and

(k) The Recapture Agreement, dated as of as of such date as the Chairman or Director of the Agency and Counsel to the Agency shall agree (the "Recapture Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency and the Company agree to provide for the recapture of certain benefits provided to the Company under the Transaction Documents (as defined in the Agency Lease Agreement) and describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company; and

(l) The Environmental Compliance and Indemnification Agreement, dated as of such date as the Chairman or Director of the Agency and Counsel to the Agency shall agree (the "Environmental Compliance and Indemnification Agreement"), by and between the Agency and the Company, will be an effective instrument whereby the Company covenant that the acquisition, construction, renovation, equipping and operation of the Facility will be in compliance with all laws and regulations, and the Company will indemnify and hold the Agency harmless from any violation of the environmental laws and regulations with respect to the Facility; and

(m) The Loan Documents to which the Agency is a party will be effective instruments whereby the Agency and the Company agree to secure the Loan made to the Company by the Lender.

Section 5. In consequence of the foregoing, the Agency hereby determines to:

- (i) lease Facility from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) sublease the Facility to the Company pursuant to the Agency Lease Agreement, (iv) execute, deliver and perform the Agency Lease Agreement, (v) execute, deliver and perform the PILOT Agreement, (vi) execute, deliver and perform the Recapture Agreement, (vii) execute and deliver the Environmental Compliance and Indemnification Agreement, (viii) grant a mortgage on and security interests in and to the Facility pursuant to the Loan Documents, and (ix) execute, deliver and perform the Loan Documents to which the

Agency is a party, in connection with the financing of the costs of acquiring, constructing and equipping the Facility and any future Loan Documents in connection with any future refinancing or permanent financing of such costs of acquiring the Facility, without the need for any further or future approvals of the Agency.

Section 6. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to the Agency Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.



Section 7. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agents of the Agency pursuant to this Resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the Recapture Agreement.

Section 8. Pursuant to and in furtherance of the Agency's purposes under the Act, including advancing the job opportunities, health, general prosperity and economic welfare of the people of the State of New York and the County of Livingston, the Agency hereby strongly encourages the Company to utilize local labor in connection with the construction and operation of the Facility.

Section 9. The form and substance of the Company Lease, the Agency Lease Agreement, the PILOT Agreement, the Recapture Agreement, the Environmental Compliance and Indemnification Agreement and the Loan Documents to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 10.

(a) The Chairman, Director, or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, the Agency Lease Agreement, the PILOT Agreement, the Recapture Agreement, the Environmental Compliance and Indemnification Agreement and the Loan Documents, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Director, or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman, Director and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Agency Documents"). The execution thereof by the Chairman, Director, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Director, or any member of the Agency is further hereby authorized, on behalf of the Agency, to designate any additional authorized representatives of the Agency.

Section 11. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or

provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 12. This resolution shall take effect immediately.

A motion was made by Mr. Smith, seconded by Mr. Gott to adopt the foregoing resolution. The question of the adoption of the foregoing Resolution was duly put to a vote on roll call which resulted as follows:

	<u>YEA</u>	<u>NEA</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Philip S. Brooks	[]	[]	[]	[X]
William Bacon	[X]	[]	[]	[]
Eric Gott	[X]	[]	[]	[]



J. Peter Yendell	[X]	[]	[]	[]
Steve Boscoe	[X]	[]	[]	[]
Robert Smith	[X]	[]	[]	[]
Gary Moore	[X]	[]	[]	[]

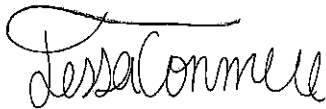
The Resolution was thereupon duly adopted.

ADJOURNMENT

With no further business to discuss, a motion was made by Mr. Gott, to adjourn the meeting at 11:00 AM, seconded by Mr. Boscoe. All in favor. Carried.

Respectfully submitted,

Tessa Connell



Senior Account Clerk/Typist

