

LIVINGSTON COUNTY DEVELOPMENT

ECONOMIC • INDUSTRIAL • COMMUNITY

Approved by 

MINUTES LIVINGSTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY Friday, September 9, 2016

Livingston County Government Center, Room 205
Geneseo, NY 14454

Members Attending: P. Brooks; G. Moore; R. Smith; S. Boscoe; P. Yendell; E. Gott

Staff Attending: W. Bacon; M. Wheeler; L. Wadsworth

Guests Attending: E. Russell, Esq.; A. Kosa, Clark Patterson Lee; R. Baker, Coast Professional Properties, LLC; J. Elliott, Coast Professional Properties, LLC; Ken Perelli, PEMM, LLC

Chairman Brooks welcomed members and guests and called the meeting to order at 9:00 AM

APPROVAL OF MEETING MINUTES

A motion was made by Mr. Yendell to approve the August 5, 2016 Meeting Minutes, seconded by Mr. Moore. All in favor. Carried.

NEW BUSINESS

Authorizing Resolution – Coast Professional Properties, LLC

Mr. Bacon introduced Roxanne Baker and Jennifer Elliott from Coast Professional Properties, LLC. Ms. Baker provided an overview of the Coast Professional Properties, LLC expansion project. Once complete, the company expects to employ approximately 250 people at their Geneseo location. This project was originally introduced in 2014 and has faced delays. The project is now ready to move forward and a new authorizing resolution is necessary to amend the originally adopted resolution. Mr. Russell reviewed the authorizing resolution.

RESOLUTION OF THE LIVINGSTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, CONSTRUCTION, RENOVATION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT EXPANSION FOR COAST PROFESSIONAL PROPERTIES, LLC AND COAST PROFESSIONAL, INC. AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE EXPANSION

WHEREAS, Coast Professional Properties, LLC, A New York Limited Liability Company (the "Company") and Coast Professional, Inc. a Nevada corporation (the "Sublessee"), have applied to the Livingston County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the equipping and construction of an approximately 15,000 square foot addition (the "2016 Addition") to an existing 12,467 square foot industrial development facility, on



Livingston County Industrial Development Agency
6 Court Street, Room 306, Geneseo, New York 14454
585-243-7124 | info@LivingstonCountyDevelopment.com

approximately 8.0 acres of land located at 4273 Volunteer Road in the Town of Geneseo, Livingston County, New York, (consisting of Tax Map No. 81-1-2.82 as well as a 4 acre portion of unimproved land subdivided from Tax Map Parcel No. 81-1-2.81 acquired by the Company for construction of the 2016 Addition), to be leased by the Agency from the Company, and leased by the Agency to the Company, and subleased by the Company to, and used by the Sublessee for office space for its collection business, and including the following as they relate to the appointment of the Company and the Sublessee as agents of the Agency pursuant to Section 5 hereof with respect to the 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 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 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, pursuant to a certain Company Lease Agreement, dated as of September 1, 2008 (the "2008 Company Lease Agreement") the Agency previously acquired a leasehold interest to an approximately 4.0 acre parcel of land located at 4273 Volunteer Road in the Town of Geneseo, Livingston County, New York (further described as Tax Map No. 81 -1-2.82) and an approximately 6,900 square foot manufacturing facility located thereon (the "2008 Facility"), which was leased by the Agency to the Company pursuant to a Lease Agreement dated as of September 1, 2008 (the "2008 Agency Lease") and subleased by the Company to the Sublessee pursuant to a Sublease dated as of September 1, 2008 (the "2008 Sublease Agreement"), and used by the Sublessee for office facilities in connection with its collection business; and

WHEREAS, the Agency, the Company and Sublessee entered into a Payment in Lieu of Tax Agreement dated as of September 1, 2008 (the "2008 PILOT Agreement") whereby, in consideration for the assistance granted by the Agency to the Company and Sublessee, the Company and Sublessee agreed to make certain payments in lieu of real property taxes; and

WHEREAS, pursuant to an Amendment and Modification Agreement dated July 1, 2013 (the "2013 Amendment"), the Agency and the Company modified the 2008 Agency Lease to include a 4000 square foot addition to the Facility (the "2013 Addition"); and

WHEREAS, in connection with the 2013 Addition the Agency and the Company entered into an Amended and Restated Payment in Lieu of Taxes Agreement dated as of August 1, 2013 (the "2013 Amended PILOT Agreement");

WHEREAS, the Agency approved the 2016 Addition (then identified as the 2015 Addition) as a Project by an Authorizing Resolution adopted by the Agency on February 6, 2015 (the "2015 Authorizing Resolution") which also approved a Second Amendment and Modification Agreement (then referred to as the "2015 Amendment"), an Amended and Restated PILOT Agreement (then referred to as the "2015 Amended and Restated PILOT"), a Recapture Agreement (then referred to as the "2015 Recapture Agreement") and an Amended Environmental Compliance and Indemnification Agreement (then referred to as the "2015 Environmental Agreement"), (the 2015 Amendment the 2015 Amended and Restated PILOT, the 2015 Recapture Agreement and the 2015 Environmental Agreement hereinafter the "2015 Transaction Documents"); and

WHEREAS, the 2015 Authorizing Resolution also approved the following economic benefits which were to be granted to the Company in connection with the acquisition, renovation and equipping of the Facility in the form of equipping of the Facility, (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 not to exceed \$262,400, and (ii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C to the 2015 Authorizing Resolution), consistent with the policies of the Agency; and

WHEREAS, it has become necessary to amend the 2015 Authorizing Resolution to reflect current project costs and the financing thereof so that the economic benefits to be granted to the Company in connection with the acquisition, renovation and equipping of the Facility in the form of equipping of the Facility will be (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 not to exceed \$211,396.28, (ii) exemptions from mortgage recording tax in an amount not to exceed \$35,000 and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C to the 2015 Authorizing Resolution), consistent with the policies of the Agency; and

WHEREAS, it has also become necessary to amend the references to the 2015 Transaction Documents to reflect a 2016 closing;

WHEREAS, pursuant to a Resolution adopted by the Agency on April 13, 2016, the Agency approved amending the reference to the year 2015 in the 2015 Transaction Documents to the year 2016.

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

Section 1. Section 2 of the 2015 Authorizing Resolution is amended to provide as follows "The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the acquisition, renovation and equipping of the Facility in the form of equipping of the Facility, (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 not to exceed \$211,396.28, (ii) exemptions from mortgage recording tax in an amount not to exceed \$35,000 and (iii) abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit C to the 2015 Authorizing Resolution), consistent with the policies of the Agency.

Section 2. The 2015 Transaction Documents shall hereafter be referred to as the “2016 Amendment”, the “2016 Amended and Restated PILOT” the 2016 Recapture Agreement” and the “2016 Environmental Agreement” respectively.

Section 3. All other findings, determinations and authorizations of the 2015 Authorizing Resolution not specifically amended or modified hereby shall remain in full force and effect.

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]	[]	[]	[]
Laura Lane	[]	[]	[]	[X]
Eric Gott	[X]	[]	[]	[]
J. Peter Yendell	[X]	[]	[]	[]
Steve Boscoe	[X]	[]	[]	[]
Robert Smith	[X]	[]	[]	[]
Gary Moore	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

Ms. Baker and Ms. Elliott departed at 9:15 AM

Inducement Resolution – PEMM, LLC

Mr. Bacon introduced Ken Perelli from PEMM, LLC. Mr. Perelli provided an overview of the Quicklee’s project in Avon. The company plans to build a 24 hour travel center to include a fuel station, car wash, convenience store, food court with two franchise food offerings, overnight tractor trailer parking, shower and laundry facilities. The current facility will be taken down and the project will be new construction. The project is awaiting final site plan approval from MRB, Engineers to the town of Avon. Mr. Bacon discussed the fact that this is a retail project which falls within our adaptive reuse policy as the site is contiguous to a distressed census tract. Mr. Russell reviewed the inducement resolution and public hearing notice.

RESOLUTION OF THE LIVINGSTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD ACCEPTING THE APPLICATION OF PEMM, LLC A NEW YORK LIMITED LIABILITY COMPANY, AUTHORIZING THE SCHEDULING AND CONDUCTING OF A PUBLIC HEARING, AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, PEMM, LLC, a New York limited liability company (the "Company") on behalf of itself and/or the principals of PEMM, LLC has applied to the Livingston County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the acquisition of an approximately 1.47 acre parcel of land located at 2781 Lakeville Road in the Town of Avon, Livingston County, New York (further described as Tax Map No. 55-1-1.11 (the "Land"), and the construction and equipping of a 16,500 square foot building and related structures 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 for its convenience store, gas station and travel center business (the "Improvements" together with the Land, are hereinafter described as the "Facility" or "Project") and including the following with respect to the 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 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 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 lease the Facility from the Company and will lease the Facility back to the Company, pursuant to 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 the same may be amended from time to time (collectively, the "Act"); 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 exemptions from sales and use taxes and abatement of real property taxes on the increased assessment resulting from improvements to the Facility, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; 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, as proposed the Facility constitutes a "Project" as defined by Section 854 (4) of the General Municipal Law; and

WHEREAS, prior to the final approval of the Facility as a Project, a public hearing (the "Hearing") will be held 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 can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of the transaction described herein, and such notice (together with proof of publication) will be substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed transaction is either an inducement to the Company to locate the Facility in Livingston County or is necessary to maintain the competitive position of the Company in its industry; and

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

Section 1. The construction and equipping of the Facility by the Agency, the leasing thereof by the Agency to the Company and the provision of financial assistance pursuant to the Act will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of Livingston County and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act, and the same is, therefore, approved.

Section 2. The final approval of the Facility as a Project is subject to the Agency conducting a public hearing following public notice thereof as required by the Act and the adoption by the Agency of an Authorizing resolution after such public hearing has been held and minutes thereof have been made available to the members of the Agency to aid in their deliberations.

Section 3. The Scheduling of a public hearing is hereby authorized.

Section 4. The appointment as requested by the Company is further subject to compliance by the Company with all requirements of the Act as well as all other applicable provisions of State and Local Law as well as the compliance with the standards and policies of the Agency.

Section 5. Underberg & Kessler LLP as Transaction Counsel is authorized to prepare, for submission to the Agency, all documents necessary to complete all actions contemplated by the foregoing resolution.

Section 6. The Chairman, Director, Counsel to the Agency and all members of the Agency are hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 7. This resolution shall take effect immediately.

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Title 1 of Article 18-A of the New York State General Municipal Law will be held by the Livingston County Industrial Development Agency (the "Agency") on September 27, 2016, at 8:30 a.m., in the Avon Town Hall, located at 23 Genesee Street, Avon, New York, in connection with the following matter:

PEMM, LLC a New York limited liability company (the "Company") and has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition of an approximately 1.47 acre parcel of land on 2781 Lakeville Road in the Town of Avon, Livingston County, New York (further described as Tax Map No. 55.-1-1.11) (the "Land"), and equipping and construction of an approximately 16,500 square foot building and related structures to be located at the Land, which is to be leased to the Agency by the Company, and leased back by the Agency to the, and used by the Company for its for its convenience store, gas station and travel center business (the "Improvements" and, together with the Land, collectively known as the "Facility").

The Agency will acquire a leasehold interest in the Facility and will lease Facility back to the Company, and the Company



will sublease the Facility to the Company, pursuant to the terms of an Agency Lease Agreement (the "Agency Lease"). The Company will operate and manage the Facility during the term of the Agency Lease. At the end of the term of the Agreement, the Agency will transfer title to or its leasehold interest in the Facility to the Agency Lease. The Agency contemplates that it will provide financial assistance to the Company the form of exemptions from mortgage taxes in the estimated amount of \$63,000, estimated sales and use taxes in the amount of \$219,200 and abatement of real property taxes on the increased assessment resulting from the Improvements, consistent with the policies of the Agency.

A representative of the Agency will, at the above-stated time and place, provide a reasonable opportunity to all interested persons to present their views, either orally or in writing, on the location and nature of the Facility and the proposed tax benefits to be afforded the Company in connection with the Facility.

This public hearing is being conducted in accordance with subdivision 2 of Section 859-a of the New York General Municipal Law.

DATED: September 9, 2016
 LIVINGSTON COUNTY INDUSTRIAL
 DEVELOPMENT AGENCY
 By: William E. Bacon
 Title: Director

A motion was made by Mr. Yendell, seconded by Mr. Gott to adopt the foregoing resolution and set the public hearing. 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]	[]	[]	[]
Laura Lane	[]	[]	[]	[X]
Eric Gott	[X]	[]	[]	[]
J. Peter Yendell	[X]	[]	[]	[]
Steve Boscoe	[X]	[]	[]	[]
Robert Smith	[X]	[]	[]	[]
Gary Moore	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

Mr. Perelli departed at 9:25 AM

TREASURER'S REPORT

Mr. Bacon reviewed the financial statements for period ending August 31, 2016.

A motion was made by Mr. Gott to approve the treasurer's report for the period ending August 31, 2016, seconded by Mr. Boscoe. All in favor. Carried.

COMMUNICATIONS & CORRESPONDENCE

Mr. Bacon presented a thank you letter which was received from the LCEA Golf Tournament for the Agency's sponsorship of a hole.

OTHER BUSINESS

Monthly Status Report

The Agency has responded to two GRE project searches for over 100 contiguous acres of land each. While in the past we have only submitted land that is owned by the Agency, we have been building our portfolio of available land and working with other property owners to coordinate proposals for these site searches.



Additionally, we have shown the Dansville Industrial Park and Livingston Industrial Complex to two potential attraction projects.

OLD BUSINESS

Executive Session

Mr. Bacon requested an executive session to discuss the proposed sale of real property

A motion was made by Mr. Yendell to enter into executive session under Public Officers Law; article 7 Open Meeting Law at 9:40 AM, seconded by Mr. Moore. All in favor. Carried. Members, staff, and guests remained.

A motion was made by Mr. Moore to come out of executive session under Public Officers Law; article 7 Open Meeting Law at 10:56 AM, seconded by Mr. Boscoe. All in favor. Carried.

Report of Executive Session

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

ADJOURNMENT

With no further business to discuss, a motion was made by Mr. Boscoe, to adjourn the meeting at 10:14 AM, seconded by Mr. Yendell. Carried.

Respectfully submitted,



Maureen E. Wheeler
Deputy Director

