

Cayuga County Development Corporation

FY 2018 BOARD MINUTES

Introduction

The Cayuga County Development Corporation – “CCDC”, has a policy of convening Board Meetings on an as-needed basis and therefore, there are a limited number of meetings per year. In 2018, the Board held a total of seven (7) Board Meetings, including the required annual meeting to address corporate business.

CCDC Board Meetings were held on the following dates in 2018:

- 1. March 21, 2018*
- 2. April 26, 2018*
- 3. May 10, 2018*
- 4. June 27, 2018*
- 5. August 10, 2018*
- 6. October 12, 2018*
- 7. October 12, 2018*

The record of the meeting minutes are attached hereto.

Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Wednesday March 21, 2018 4:00 p.m.

CCDC Chairman John Latanyshyn called the Cayuga County Development Corporation (CCDC) meeting to order at 4:00 p.m.

ROLL CALL:

Present: John Latanyshyn, Eric Ridley (Telephone Conference), William Ryan

Excused: Vacancies

Others Present: Steve Lynch, Executive Director, Suzanne Gauthier, Acting Secretary/Treasurer,
Cayuga County Department of Planning and Economic Development.
Mary Beth Leeson, Cuddy and Ward, LLP

NEW BUSINESS

a. CCDC FY 2017 Audit Review and Adoption

Mary Beth Leeson reviewed with the board the distributed CCDC Draft Audited Financial Statements for the Year Ending December 31, 2017. Ms. Leeson reviewed the management and internal control letters stating Cuddy and Ward tests that all control processes are in place and that the board is in compliance with New York State regulations. The letter stated no issues, no difficulties with management providing information and no unjust audit differences. Ms. Leeson reviewed the financial statements with the board and reviewed the differences between 2017 and the prior year.

Motioned by John Latanyshyn to approve the 2017 Audited Financial Statements as presented, and to authorize the board to review and approve the 990 and CHAR reports electronically and further approve the Chairman to sign the necessary forms and to authorize Cuddy and Ward to e-file the tax forms, seconded by Eric Ridley. The motion passed with the following roll call vote:

John Latanyshyn	Yes
Eric Ridley	Yes
William Ryan	Yes

b. Board Execution of Conflict of Interest Forms

The Conflict of Interest and Disclosure Policy and Acknowledgement forms had been were forwarded to the board for review. Members signed and returned the forms. Form will be mailed out to Eric Ridley.

MINUTES:

Eric Ridley motioned to approve the minutes of October 30, 2017, seconded by William Ryan.

All members present voted in favor; motion passed.

NEW BOARD MEMBER

Steve Lynch advised the board that Grant Kyle, a former County Legislator and small business owner has been appointed to the board. The board briefly discussed Kyle's family relationship to a current loan project. If in the future any discussion is necessary regarding the North Brook Plastics loan, Mr. Kyle would need to recuse himself and also acknowledge such relationship on the CCDC Disclosure Form.

c. Treasurer's Report

Suzanne reviewed the 2017 End of Year report and gave a brief update of the year's expenses and revenues.

Bill Ryan motion to accept treasurer's report, 2nd by Eric Ridley.

The motion passed with the following roll call vote:

John Latanyshyn	Yes
Eric Ridley	Yes
William Ryan	Yes

**Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Wednesday March 21, 2018 4:00 p.m.**

OTHER BUSINESS

Chair Latanyshyn inquired whether any potential projects are foreseen in the near future. Steve explained a project may come forward with Wells College and a possible project with Auburn Memorial Hospital and the closed Cayuga County Nursing Home facility.

NEXT CCDC BOARD MEETING – Will be announced as needed.

ADJOURNMENT

William Ryan motioned to adjourn the meeting at 4:18 p.m. 2nd by Eric Ridley.
All members present voted in favor, passed.

Respectfully submitted,
Suzanne Gauthier, Acting Secretary/Treasurer

William Ryan motioned to approve the minutes of March 21, 2018, seconded by Grant Kyle. All members present voted in favor; motion passed. – April 26, 2018.

**Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Wednesday April 26, 2018 4:00 p.m.**

CCDC Chairman John Latanyshyn called the Cayuga County Development Corporation (CCDC) meeting to order at 4:00 p.m.

ROLL CALL:

Present: John Latanyshyn, William Ryan, Grant Kyle
Excused: Eric Ridley
Others Present: Steve Lynch, Executive Director, Suzanne Gauthier, Acting Secretary/Treasurer,
Cayuga County Department of Planning and Economic Development.
J. Justin Woods, County Administrator
Fred Westphal, County Attorney

MINUTES:

William Ryan motioned to approve the minutes of March 21, 2018, seconded by Grant Kyle.
All members present voted in favor; motion passed.

NEW DIRECTOR INTRODUCTIONS

New board member Grant Kyle was introduced to the board.

i. CCDC Overview and Programs

Steve Lynch presented an overview of the CCDC programs and authorities. As a 501c3, the primary focus of the board is Economic Development and as an On Behalf Issuer of Civic Facilities. CCDC can support hospitals, dormitories, nursing homes projects and also assist with Tax Exempt Bond financing. The current CCDC Loan Pool original funds were distributed from the US Rural Development. The loan pool currently has an approximate balance of \$40,000 which can be loaned out. Loan guidelines have been adopted and all board members are on the loan committee.

ii. CCDC and PAAA – Fiduciary Duty Forms and Training

As a Local Development Corporation, rules fall under the same NYS Public Authority Budget Office as IDA's. All required 2017 reports have been filed. Staff distributed the Acknowledgment of Fiduciary Duties and Responsibilities Forms for review and signatures. The ABO Online Training webinar information for new members was provided.

NEW BUSINESS

a. REVIEW AND APPROVAL OF SUB-RECIPIENT GRANT AGREEMENT WITH COUNTY TO ESTABLISH EXPANDED CCDC ECONOMIC DEVELOPMENT FUND

Steve Lynch reviewed a possible water filtration project. Wells College owns and operates the water filtration system for the Village of Aurora. Harmful Algal Blooms (HABs) recently have been detected around the filtration plant. Ultimately the sixty-year old plant will need to be replaced; a replacement project would take five plus years to complete, along with a price tag estimate of \$5 M to \$7 M. The board discussed the economic and tourist impact on the Village, College and the County, if the water filtration would need to be shut down due to HABs. A preliminary engineering has been under way to place an activated charcoal system on the current plant with the initial estimates of approximate \$550,000. HABs tend to show up late summer/early fall; therefore a filtration addition would need to in place by the end of July. The board discussed whether the activated charcoal filter would be compatible to new system in future years. That possibility has not been determined as this time.

Through discussions with the County Administrator, County Attorney, CCDC legal representative and Planning, it has been determined the water filtration project can be supported as an economic development assistance project. This supported project would benefit the community through employee retention and prevent possible negative economic impact factors due to a potential loss of water. Staff had reviewed the present County CDBG

**Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Wednesday April 26, 2018 4:00 p.m.**

Loan program and whether those funds would be eligible for assistance. A decision was made to transfer the County loan pool and set up a parallel economic development pool for assistance through the CCDC. The funds would be granted from the County to the CCDC. The County had approved the transfer with Resolution #148-18 on April 9, 2018. The balance of the two outstanding loans would be transferred to CCDC pool.

RESOLUTION: Resolution Authorizing Execution of Agreement, Acceptance of Funds and Assumption of County Loan Portfolio

RESOLUTION OF THE CAYUGA COUNTY DEVELOPMENT CORPORATION (THE "CORPORATION") AUTHORIZING (i) THE ACCEPTANCE OF GRANT FUNDING (THE "GRANT", AS MORE PARTICULARLY DESCRIBED HEREIN) FROM CAYUGA COUNTY (THE "COUNTY") ALONG WITH THE ASSIGNMENT AND ASSUMPTION OF CERTAIN LOANS PREVIOUSLY MADE BY THE COUNTY, AS LENDER (THE "LOANS", AS MORE PARTICULARLY DESCRIBED HEREIN) IN CONNECTION WITH THE ESTABLISHMENT OF A NEW ECONOMIC DEVELOPMENT FUND (THE "FUND", AS DESCRIBED HEREIN); (ii) THE EXECUTION AND DELIVERY OF A GRANT AND SUB-RECIPIENT AGREEMENT WITH THE COUNTY; AND (iii) PRELIMINARY ACTIONS TO ESTABLISH THE FUND

Steve reviewed the elements within the proposed resolution: Background and overview of County CCDC Sub-Recipient Grant Agreement-which is currently being drafted by Harris Beach, authorizing the execution of the agreement, acceptance of funds, the assumption of County Loan Portfolio, and authorization to establish fund accounts. Steve presented the next steps to prepare proposed economic development fund policies and guidelines, an updated form of application, and project pipeline and loan committee schedule.

The board reviewed the elements. Member Ryan inquired whether the board is able to accept a fee for work on the transactions. The board reviewed the allowable administrative fees along with costs which can be applied as project delivery fees depending how the project grant/loans are structured and program guidelines are set up. One typo correction in the resolution referencing the dollar amount in the pool needs to be amended.

Grant Kyle motioned to approve the resolution with the one correction to the loan pool dollar amount, seconded by William Ryan.

The motion passed with the following roll call vote.

John Latanyshyn	Yes
Eric Ridley	Absent
William Ryan	Yes
Grant Kyle	Yes

CCDC AND LOAN POOL ACCOUNTS

Suzanne Gauthier presented an overview of the funds available and the process to transfer funds, when approved. The intention will be to keep to funds in separate accounts depending on their original source of funding. The board authorized staff to further research and present to the board the banking options available.

AURORA WATER FILTRATION PROJECT - Continued

Justin Woods presented an overview on a proposed process to provide funds to Wells College for the cost to install the active charcoal filtration system on the water plant. The board discussed how the project will be structured: grant, grant/loan combination, pledging of any other awarded matching funds back to CCDC, loan terms, repayment structure and proposed collateral.

Steve reviewed a draft CCDC application for Economic Development Financial Assistance. Board suggested terms to include in the project application: long loan term, low interest rate and with an initial grace period,

**Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Wednesday April 26, 2018 4:00 p.m.**

collateralize equipment and pledges of any revenues received for the project. Board will meet when the documents are finalized.

b. E. JOHN GAVRAS CENTER PROPERTY TRANSITION

Steve updated the board on a possible CCDC project as mechanism to transfer real property owned by the County to a third party through the CCDC. CCDC would act as a conduit for the transfer. Currently the property is leased from the County.

c. REQUEST FOR SUBORDINATION OF A CURRENT LOAN

Details will be provided at the next meeting.

NEXT CCDC BOARD MEETING

Thursday May 10, 2018 at 8:00 a.m., 5th Floor Conference Room, Cayuga County Office Building

ADJOURNMENT

William Ryan motioned to adjourn the meeting at 5:32 p.m. 2nd by Grant Kyle.
All members present voted in favor, passed.

Respectfully submitted,
Suzanne Gauthier, Acting Secretary/Treasurer

Grant Kyle motioned to approve the minutes of April 26, 2018, seconded by William Ryan. All members present voted in favor; motion passed. – May 10, 2018.

**Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Thursday May 10, 2018 8:00 a.m.**

CCDC Chairman John Latanyshyn called the Cayuga County Development Corporation (CCDC) meeting to order at 8:10 a.m.

ROLL CALL:

Present: John Latanyshyn, William Ryan, Grant Kyle
Excused: Eric Ridley
Others Present: Steve Lynch, Executive Director, Suzanne Gauthier, Acting Secretary/Treasurer,
Cayuga County Department of Planning and Economic Development.
Rick Galbato, County Loan Pool Attorney

MINUTES:

Grant Kyle motioned to approve the minutes of April 26, 2018, seconded by William Ryan.
All members present voted in favor; motion passed.

NEW BUSINESS

a. S&B LATTIMORE LLC SMALL BUSINESS LOAN: REQUEST FOR SUBORDINATION AGREEMENT

S& B Lattimore/Springside Inn is one of the County CDBG loans being transferred to CCDC from last month's resolution. S& B Lattimore currently is in the process of refinancing the Point property with Savannah Bank. The County presently is listed as first security on the Point property with County's loan. Savannah Bank is requesting the County to take second position on the Point with the new refinance. The board discussed the company's financial history and future plans. Also discussed whether any fees would need to be charged to finalize the Subordination Agreement.

Grant Kyle motioned to approve the Subordination Agreement with Savannah Bank for the S & B Lattimore LLC project with a \$100.00 processing fee, board authorization for Executive Director, Stephen Lynch to sign the approved Subordination Agreement and file the signed documents with the County Clerk, 2nd by William Ryan.

The motion passed with the following roll call vote.

John Latanyshyn	Yes
Eric Ridley	Absent
William Ryan	Yes
Grant Kyle	Yes

The board reviewed the terms of the agreement and Sean Lattimore explained recent sales, forecasts and prospects with the new planned extended stay hotel.

b. REVIEW AND APPROVAL OF SUB-RECIPIENT GRANT AGREEMENT WITH COUNTY TO ESTABLISH EXPANDED CCDC ECONOMIC DEVELOPMENT FUND

- Board Review of Draft County-CCDC Sub-Recipient Grant Agreement

Copies of the Sub Recipient agreement had been previously circulated for review by the board. The board had authorized the execution of agreement on April 26th, and the County Legislature has passed a resolution to accomplish the same. The agreement was reviewed by County Attorney, County Administrator and CCDC Attorney Justin Miller. The agreement was signed by the CCDC Chairman, John Latanyshyn and signed by the County Chairman. The loan assignments were distributed for review for the County Chairman to sign. The board briefly discussed the current banking accounts along with the accounts to be set up for the new funds.

**Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Thursday May 10, 2018 8:00 a.m.**

- Board review of Updated Form of Application for ED Assistance

A draft CCDC Application for Economic Development Financial Assistance was circulated to the board for the new funds. The application will comply with the CDBG guidelines. The current CCDC loan pool's funds originated from USDA, which the guidelines were set up with guidance from USDA staff. The new application will comply with CDBG economic development regulations for projects. The application will need further editing in the designing of guidelines. The CCDC loan committee By-Laws state the Loan Committee is a Committee of the Whole.

- c. Wells College Water Filtration System Infrastructure Project – Job Retention and Economic Development Financial Assistance

The board continued the discussion from the last meeting on a possible project application from Wells College for a water filtration system. The project is of a time sensitive nature as this project will need to be complete by the beginning of July prior to possible Harmful Algal Blooms (HABs) involvement in the lake. The board reviewed the different elements and terms of a proposed grant/loan. The project made be designed as a bridge loan with the CCDC board looking for the pledge of future revenues from raised water rates, reimbursements when funds from NYS and any other pledged funds for the project are receiving. The primary goal is to accomplish the installation of the filtration system as quickly as possible. Discussion continued on the proper and most efficient mechanism to design the loan and the repayment terms to benefit the project completion. The board is not comfortable with designing the assistance as a grant and will negotiate with the best loan terms for the parties. The board requested further discussion and negotiation with the College representatives, the County Administrator and the parties' attorneys to design an appropriate project assistance plan.

- d. John Gavras Center Property Transition

Steve updated the board on a possible CCDC project as a mechanism to transfer real property owned by the County to a third party through the CCDC. County leases the property to the Gavras Center. Gavras has maintained and improved the property during the lease. Gavras Center is looking to perform a major renovation and is looking to structure a plan to transfer ownership. Discussions have also taken place with the County Administrator and the Seneca Cayuga NYSARC representatives, which owns an adjacent property and also leases some of the Gavras Center property. A public hearing is scheduled for May 22nd. No board action was taken at this time. After the public hearing, a resolution from Cayuga County will come forward with the proposed guidelines on a possible transfer.

NEXT CCDC BOARD MEETING - Will be announced as needed.

ADJOURNMENT

William Ryan motioned to adjourn the meeting at 9:15 a.m. 2nd by Grant Kyle.
All members present voted in favor, passed.

Respectfully submitted,
Suzanne Gauthier, Acting Secretary/Treasurer

Grant Kyle motioned to approve the minutes of May 10, 2018, seconded by Eric Ridley. All members present voted in favor; motion passed. – August 10, 2018.

Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Thursday June 27, 2018 8:00 a.m.

CCDC Chairman John Latanyshyn called the Cayuga County Development Corporation (CCDC) meeting to order at 8:00 a.m.

ROLL CALL:

Present: John Latanyshyn, Grant Kyle, Eric Ridley
Excused: William Ryan
Others Present: Steve Lynch, Executive Director, Suzanne Gauthier, Acting Secretary/Treasurer,
Cayuga County Department of Planning and Economic Development.
J. Justin Woods, Cayuga County Administrator
Justin Miller, Harris Beach, CCDC Attorney (Phone-In)
Tracy Verrier, Cayuga Economic Development Agency
Robert Cree, Wells College
Jonathan Gibraltar, Wells College
Mark Grimaldi, Aurora Ale and Lager
Joseph Shelton, Aurora Ale and Lager
John Evans, Aurora Ale and Lager

OLD BUSINESS

- a) Wells College Water Filtration System Infrastructure Project - Job Retention and Economic Development Financial Assistance

Steve Lynch explained the application had been circulated. New York State has awarded an Environmental Facilities Grant to the Village of Aurora and those funds will be transferred upon receipt to Wells College for the project. Wells College is moving forward with the design and the equipment has been ordered to facilitate completion this summer. Justin Miller stated Wells College and the Village of Aurora have been developing a Sub Recipient Agreement to construct and install the improvements and to be able to receive the grant funds from the Village. The engineering estimates are totaling \$500,000, with the College's request of \$550,000 to cover any unexpected costs. The CCDC loan would be a bridge loan with a one year grace period with no payments; along with the grant funds being used for repaying the loans. The project will be set up on a drawdown basis as the project moves along. Within the proposed agreements, if the State funds do not come forward, the CCDC board is looking for the pledge of future revenues from raised water rates, or other reimbursements. The board discussed the possibility of any costs overruns as well as other grant funds which may be available. Staff will continue the development of a proposed term sheet.

Eric Ridley motioned to approve the establishment of an agreed upon term sheet with Wells College for the establishment of a bridge loan up to \$550,000 for capital expenditure at the Wells College/Village of Aurora Water Filtration plant, 2nd by Grant Kyle.

The motion passed with the following roll call vote.

John Latanyshyn	Yes
Eric Ridley	Yes
William Ryan	Absent
Grant Kyle	Yes

- b) John Gavras Center Property Transition

Justin Woods updated the board on the proposed property transfer from the County to John Gavras Center. An agreement has been received from Seneca Cayuga NYSARC having no objections to the proposed transfer; yet has asked for a segregated parking section be established on site for the ARC. After the Legislature approves the transfer, the Legislature will notify the State of the pending transfer to the CCDC with subsequent transfer to the John Gavras Center.

Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Thursday June 27, 2018 8:00 a.m.

NEW BUSINESS

a) Aurora Ale and Lager, LLC

The business plan including pertinent business and owners' financials have been previously submitted to the board for review. The Aurora Ale and Lager representatives reviewed their respective backgrounds and described the establishment of the brewery as well as the future plans for expansion. Mark Grimaldi further explained the brewery process for the production and distribution of their products. The new equipment will assist in the quality and quantity of their product production. John Evans summarized the Aurora Ale's future projected wholesale and retail sales plan. A recently hired tasting room staffer/ events marketing manager will assist in the expansion of the retail tasting room sales. The board asked for further clarification of elements within the financials and business plan. Ownership structure was discussed whereas a lease will need to be structured to allow access to the property for the length of the loan. Conversation continued on the total request to the CCDC loan pool.

The board reviewed the aspects of the request and determined the conditions of the loan and the additional items which will need to be provided to the board for final approval:

- Updated YTD pro-forma through June 2018 and updated/revised pro-forma projections for the following year.
- Copy of the agreement(s) for the \$60K in Notes identified in the loan application.
- Copy of the 2017 Tax returns for Mark Grimaldi, Joe Shelton and Aurora Ale and Lager.
- 2018 Taxes to be provided before any further drawdowns in 2019.
- Provision of an executed lease for the property that permits and authorizes the ongoing conduct of the Aurora Ale and Lager business at the site and includes a clause that allows CCDC or its agents to enter the property for the term of the loan.
- Personal Guarantees as requested by the board.

Loan Conditions:

- 5 years at 5% interest with 6 months interest only.
- Distribution of funds as needed in application: \$49,664 in working capital, \$10,650 in small equipment, at closing, \$51,686 in large equipment to be paid directly to the vendors, \$18,000 to be disbursed in 2019 for the second fermenter.

Grant Kyle motioned to approve loan request with conditional approval pending receipt of stated items, 2nd by Eric Ridley.

The motion passed with the following roll call vote.

John Latanyshyn	Yes
Eric Ridley	Yes
William Ryan	Absent
Grant Kyle	Yes

CCDC will provided an updated term sheet for the approval by Aurora Ale and Alger Company. Upon receiving signed term sheet and requested documents, a final approval meeting will be scheduled.

NEXT CCDC BOARD MEETING - Will be announced as needed.

ADJOURNMENT

Grant Kyle motioned to adjourn the meeting at 10:25 a.m. 2nd by Eric Ridley. All members present voted in favor, passed.

Respectfully submitted,
Suzanne Gauthier,
Acting Secretary/Treasurer

Grant Kyle motioned to approve the minutes of June 27, 2018, seconded by Eric Ridley. All members present voted in favor; motion passed. – August 10, 2018.

**Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Friday August 10, 2018 8:00 a.m.**

CCDC Chairman John Latanyshyn called the Cayuga County Development Corporation (CCDC) meeting to order at 8:00 a.m.

ROLL CALL:

Present: John Latanyshyn, Grant Kyle, Eric Ridley
Excused: William Ryan
Others Present: Steve Lynch, Executive Director, Suzanne Gauthier, Acting Secretary/Treasurer,
Cayuga County Department of Planning and Economic Development.
Tracy Verrier, Cayuga Economic Development Agency
Mark Grimaldi, John Evans- Aurora Ale & Lager

TREASURER'S REPORT

Suzanne Gauthier distributed a copy of the current Treasurer's Report. The report listed the distribution of the various funds.

MINUTES:

Grant Kyle motioned to approve the minutes of May 10 and June 27, 2018, seconded by Eric Ridley. All members present voted in favor; motion passed.

OLD BUSINESS

a) Wells College Water Filtration System Infrastructure Project

Steve Lynch presented and reviewed the closing documents for the Wells College project, prepared by Harris Beach, LLC. A grant agreement between New York State and the Village of Aurora has been established for \$500,000. A Sub-Recipient Agreement between the College and the Village of Aurora is in place for the Village to pay the college when funds become available from the State. The loan would be a bridge loan with a one year grace period with no payments; along with the grant funds being used for repaying the loan. At the discretion of the board, one additional six month extension made be if requested from the College while waiting for State funds to arrive.

**AUTHORIZING RESOLUTION (\$550,000 Loan to Wells College)
RESOLUTION OF THE CAYUGA COUNTY DEVELOPMENT CORPORATION
(THE "CORPORATION") AUTHORIZING THE PROVISION OF A \$550,000 LOAN (THE LOAN", AS MORE PARTICULARLY DESCRIBED HEREIN) TO WELLS COLLEGE (THE "BORROWER") IN CONNECTION WITH A CERTAIN WATER SYSTEM UPGRADE PROJECT (THE "PROJECT"), AS DESCRIBED HEREIN); AND (ii) THE EXECUTION AND DELIVERY OF VARIOUS LOAN DOCUMENTS**

Grant Kyle motioned to approve the Wells College Authorizing Resolution, seconded by Eric Ridley. The motion passed with the following roll call vote.

John Latanyshyn	Yes
Eric Ridley	Yes
William Ryan	Absent
Grant Kyle	Yes

b) Finalizing Loan Approval for Aurora Ale & Lager Company- CCDC Small Business Loan
(Conditional Approval authorized June 27, 2018)

The board reviewed the additional requested documents and discussed with the Aurora Ale representatives the final elements on the term sheet, checks to be written at closing for equipment, working capital and legal costs.

**Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Friday August 10, 2018 8:00 a.m.**

**AUTHORIZING RESOLUTION \$130,000 ECONOMIC DEVELOPMENT FUND LOAN TO
CHAOTIC ALES, INC. dba AURORA ALE & LAGER COMPANY**

Eric Ridley motioned to approve the Aurora Ale & Lager Authorizing Resolution, seconded by Grant Kyle.
The motion passed with the following roll call vote.

John Latanyshyn	Yes
Eric Ridley	Yes
William Ryan	Absent
Grant Kyle	Yes

c) Auburn Community Hospital (ACH)

Steve Lynch stated ACH is looking to settle out the outstanding bonds with the County. ACH is reviewing their long range plans for their various facilities within the community.

d) John Gavras Center Property Transition Update

Steve Lynch updated the board on a proposed Gavras Center project. The principals of the ARC and Gavras have been discussing the elements of the project. John Latanyshyn explained the John Gavras Center may be interested in applying for a loan to move forward with their build out/renovation expansion project. The Gavras Center currently has an ongoing fund raising program. The board discussed whether this project would be appropriate for the CCDC loan pool. Steve Lynch explained Civic Facilities projects would be within the scope of projects which CCDC can assist. The board further discussed how this Economic Development fund should be deployed. Job creation and retention will be a part of the project. Due to other community day care centers closing, the Center may also be taking on additional day care elements for the community. Steve Lynch and John Latanyshyn will discuss the project with John Gavras Center principals to determine whether a project application will be submitted.

NEW BUSINESS

Economic Development Loan Pool

The board discussed the administrative details regarding specifics for determining loan fees. Staff will review other lending institutions and research the rates in the communities.

NEXT CCDC BOARD MEETING - Will be announced as needed.

ADJOURNMENT

Eric Gridley motioned to adjourn the meeting at 9:02 a.m. 2nd by Grant Kyle.
All members present voted in favor, passed.

Respectfully submitted,
Suzanne Gauthier,
Acting Secretary/Treasurer

Grant Kyle motioned to approve the minutes of August 10, 2018, seconded by Eric Ridley. All members present voted in favor; motion passed. – October 17, 2018.

**Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Friday October 12, 2018 9:00 a.m.**

CCDC Chairman John Latanyshyn called the Cayuga County Development Corporation (CCDC) meeting to order at 8:45 a.m.

ROLL CALL:

Present: John Latanyshyn, Grant Kyle, Eric Ridley

Excused: Eric Ridley

Others Present: Steve Lynch, Executive Director, Suzanne Gauthier, Acting Secretary/Treasurer,
Cayuga County Department of Planning and Economic Development.

Danielle Wright, E. John Gavras Center

Michael Barrigar, E. John Gavras Center

David Sperduti, E. John Gavras Center

E. John Gavras Center proposed CCDC loan.

The E. John Gavras Center representatives presented an overview of the Center's construction expansion project. The Center described the construction schedule, the Center's assets and the capital plan funding plan.

John Latanyshyn discussed the proposed CCDC finance terms for the project. A Control Agreement will need to be established with the Foundation's financial institution for \$650,000 to be used as the collateral for the loan. Loan term would be for five years at 4 %. Steve Lynch explained CCDC will draft an offering letter with terms to be presented to the Center's officials; when signed, the documents will be drafted for the loan. The Center further explained the new programs being implemented along with the construction schedule.

The board will call for another meeting to approve the terms of loan, present an offering letter, documents prepared and schedule closing.

NEXT CCDC BOARD MEETING

Tentative dates for next meeting: Oct 17th, Oct 31st, and Nov 2nd at 8:45 a.m.

Transfer of the Property

Steve stated the general conditions and process for the transfer. A Public Hearing will be held by the County Legislature, the County will prepare an Authorizing Resolution, then CCDC will prepare their Authorizing Resolution to authorize the transfer, inform NYS Public Authority with a 90 day notice, and authorize to prepare a land disposition agreement. During the 90 days, the final details area finalized and will proceed to transfer/recording at the end of the 90 day notice.

CCDC budget to be prepared and submitted to board for review.

ADJOURNMENT

Meeting ended at 9:40 a.m.

Respectfully submitted,
Suzanne Gauthier,
Acting Secretary/Treasurer

Grant Kyle motioned to approve the amended minutes of October 12, 2018, seconded by John Latanyshyn. All members present voted in favor; motion passed. February 4, 2019

Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Wednesday October 17, 2018 8:45 a.m.

CCDC Chairman John Latanyshyn called the Cayuga County Development Corporation (CCDC) meeting to order at 8:45 a.m.

ROLL CALL:

Present: John Latanyshyn, Grant Kyle, Eric Ridley (a full quorum for business)
Others Present: Steve Lynch, Executive Director, Suzanne Gauthier, Acting Secretary/Treasurer,
Cayuga County Department of Planning and Economic Development.
Rick Galbato, CCDC Corporation Counsel

MINUTES:

Grant Kyle motioned to approve the minutes of August 10, 2018, seconded by Eric Ridley.
All members present voted in favor; motion passed.

TREASURER'S REPORT

Suzanne Gauthier distributed a copy of the current Treasurer's Report and two outstanding invoices. The board reviewed the current accounts and recommended to stagger the different CD and savings accounts amongst the different banks in three to six months increments.

Grant Kyle motioned to pay the Harris Beach, PLLC Invoice Number 2273041 in the amount of \$7,004.04 for General Corporate Matters, and UPS Invoice 000F03R19378 in the amount of \$38.20 for mailing of documents in support of the Aurora Ale project, 2nd by Eric Ridley. All members present voted in favor, passed.

Grant Kyle motioned to accept the October Treasurer's report, 2nd by Eric Ridley. All members present voted in favor, passed.

OLD BUSINESS

Gavras Center Capital Improvement & Expansion

John Latanyshyn presented an overview of the Gavras Center project. This project expansion will be used to serve the Child Daycare elements needed within the community in support of working families, and provide additional programs for special needs children in the Cayuga County community. The project anticipates 27 new employees in addition to the construction jobs. The Center has completed a capital campaign and currently their construction schedule is outpacing their capital campaign financing. The requested funds are needed to complete the construction. The board briefly discussed the project noting a primary concerns of whether the approval of the loan may impact funding available for other future loans and the considerations of providing a bridge loan-only scenario. The Board id note that this capital project also includes a job creation component. The board continued the discussion on the structuring of the proposed collateral and a method to determine the interest rate for this project and future proposals. In discussing appropriate collateral for the requested \$500,000 loan, the Board determined that the E. John Gavras Center's affiliated Foundation would be requested to place a lien on their liquid investments via a Control Agreement in the amount of \$650,000, to allow for any downside in the financial markets.

Grant Kyle motioned to approve the \$500,000 loan to the E. John Gavras Center at 4 % for a period of 5 years, authorizing staff to provide an offer letter to the Gavras Center representatives outlining the terms discussed above and when accepted, to work with Attorney Rick Galbato to prepare and execute the documents necessary for closing. 2nd by Eric Ridley.

The motion passed with the following roll call vote:

John Latanyshyn	Yes
Eric Ridley	Yes
Grant Kyle	Yes

**Cayuga County Development Corporation Meeting
County Office Building, 5th Floor Conference Room, Auburn, NY
Wednesday October 17, 2018 8:45 a.m.**

NEW BUSINESS

CCDC FY2019 BUDGET DISCUSSION

Executive Director Lynch reviewed the proposed FY 2019 CCDC Budget. The budget has proposed to capture the administration fees from the 2018 projects to be moved into CCDC operating fund accounts. Also, with the increase in the number of projects from the Economic Development Fund loan pool, the budget proposes an increase of CCDC's contribution to the County for staff time to provide administrative and staffing services from \$15,000 to \$30,000 in 2018 (thereby amending the current 2018 CCDC-County Administrative Services Agreement) and to include a \$40,000 Administrative Services Contract within the CCDC FY19 budget. The CCDC Board discussed the budget and subsequently proposed an amendment to the FY2018 CCDC-Cayuga County Administrative Services Agreement from \$15,000 to \$30,000 and authorization/direction to prepare a FY2019 Administrative Services Agreement at \$40,000. The Board requested that the FY19 Agreement include an explanation of the rationale supporting the increase in services fees (noting the expansion of administrative services associated with an anticipated increase in the number of loans as well as the size and scope of projects).

Grant Kyle motioned to approve the presented FY2019 with the amendments discussed above and to include any revisions associated with the approved loan/interest rate for the Gavras Center project; 2nd by Eric Ridley.

The motion passed with the following roll call vote:

John Latanyshyn	Yes
Eric Ridley	Yes
Grant Kyle	Yes

The board briefly discussed and agreed to have a further discussion on additional program guidelines and operation of the CCDC Economic Development Fund, including but not limited to the CCDC Loan Program.

RFP FOR INDEPENDENT FINANCIAL AUDIT SERVICES

CCDC's current independent auditor, Cuddy and Ward CPAs, will no longer be providing auditing services in the community. The Board requested that CCDC Executive Director Steve Lynch distribute the draft RFP shared with the Board to accounting firms within the area, requesting fee schedules for a one year and a three year cost proposals. The Board will review the proposals submitted and select a new independent auditor at the next meeting.

NEW APPOINTMENTS

Steve Lynch reviewed with the CCDC Board the term dates of the current board members. Two new appointments will need to be presented to the County Legislature for the open vacancies. Steve Lynch shared with the Board that the CCDC traditionally reviewed and considered board candidates and then made a recommendation to the County Legislature via the County's Planning & ED Committee, before proceeding to the full vote of the Legislature. Individual potential candidates were discussed with and among the Board. Staff was asked to follow through with outreach to candidates and to present proposed appointments to the County Legislature in the November of December legislative cycle.

NEXT CCDC BOARD MEETING - Will be announced as needed.

ADJOURNMENT

Eric Gridley motioned to adjourn the meeting at 9:50 a.m. 2nd by Grant Kyle.
All members present voted in favor, passed.

Respectfully submitted, Suzanne Gauthier, Acting Secretary/Treasurer

Grant Kyle motioned to approve the minutes of October 17, 2018, seconded by Eric Ridley.
All members present voted in favor; motion passed.