

**Geneva Industrial Development Agency Board Meeting
via Zoom via The City of Geneva's YouTube Page
Geneva, New York,
February 4th, 2022 at 8:30am**

In Attendance:

Anne Nenneau
Lowell Dewey
Irene Rodriguez
Ben Vasquez
RJ Passalacqua

Others present:

Tracy Verrier, MRB Group
Matt Horn, MRB Group
Erica Collins, City of Geneva
Mayor Stephen Valentino, City of Geneva
Mark McGroarty, Trinity Church Project

Meeting Call to Order:

Chair Anne Nenneau called meeting to order.

Administrative Reports:

Motion to approve meeting minutes:

- Motion to approve the minutes from December 3 & 10, 2021 and January 7, 2022 meetings by Ben Vasquez, second by Lowell Dewey. Motion Carried.

Financial Report:

- October through January IDA profit and loss includes just over \$13,000 in auditing fees, otherwise little activity.
- Industrial Park profit and loss shows no activity in January and American Tower revenue for the YTD.
- Motion to approve financial report moved by RJ Passalacqua, second by Ben Vasquez. Motion Carried.

Updates:

Geneva City School District:

- No report.

GEDC:

- No report, Tracy Verrier will follow up for written report.

City Council Report:

- Mayor Valentino reported on City business.
- The City appointed John Salone to the council's sixth ward seat.
- They are actively searching for a new City Manager and hired a search agent. Six applications currently received, applications will be accepted until February 15.

Community committee will be involved in applicant review, including Lowell Dewey.

- LDC is seeking feedback from the City on how they can help with economic development in the City.

IDA Projects:

- Gateway, American Tower, and potential GEDC projects will be discussed in executive session.
- Nardozzi will require a lease extension, a resolution is later on the agenda.

Nominating Committee:

- RJ Passalacqua noted that the nominating committee is recommending appointment of Jason Fulton and provided some background.
- Motion to approve nomination of Jason Fulton to the IDA board by RJ Passalacqua, second by Lowell Dewey. Motion Carried.
- The nomination will now be sent to City Council for approval and appointment at their March meeting.

New Business:

Trinity Church Presentation

- This is an informational presentation, no action to be taken.
- Mark McGroarty, project developer, presented the background of the project.
- The Trinity Church, a historic building, has fallen into disrepair. The project would be adaptive reuse, transitioning the church to an inn and event center. This will require a large investment, including \$1.8m in preservation costs.
- This project has been in the works since 2017 and has been through multiple legal challenges, but is now approved by zoning and planning and ready to move forward.
- Mr. McGroarty reviewed the current state of the building, as well as the renovation plans.
- An application will be submitted for initial consideration at the March meeting.

Executive Session:

- To discuss the proposed acquisition, sale or lease of real property, but only when publicly would substantially affect the value thereof.
- Motion to enter Executive Session at 9:17am moved by RJ Passalacqua, second by Irene Rodriguez. Motion to exit Executive Session at 9:30am moved by Ben Vasquez, second by RJ Passalacqua.

Unfinished Business:

Nardozzi Lease Extension

- Nardozzi is in the process of doing due diligence ahead of closing on the property that is under contract.

- The interim lease expired on December 31, 2021. The proposed resolution would extend the lease to December 31, 2022, which should be more than enough time to get to closing.
- Motion to approve the resolution approving and ratifying the extension of the lease with Nardozzi Paving & Construction by Irene Rodriguez, second by Ben Vasquez. The resolution will be updated to reflect the current board list. Roll call vote was taken with the following result. Motion Carried.

	Yea	Nay	Absent	Abstain
Irene Rodriguez	[x]	[]	[]	[]
Anne Nenneau	[x]	[]	[]	[]
R.J. Passalacqua	[x]	[]	[]	[]
Rick Bley	[]	[]	[x]	[]
Lowell Dewey	[x]	[]	[]	[]
Benjamin Vasquez	[x]	[]	[]	[]

Adjournment

- Motion to adjourn at 9:35am by RJ Passalacqua, second by Lowell Dewey. Motion Carried.

RESOLUTION

(Approving and Ratifying Extension of Lease- Second Amendment)

A regular meeting of The City of Geneva Industrial Development Agency was convened on Friday, February 4, 2022.

The following resolution was duly offered and seconded, to wit:

Resolution No. 2/2022-1

RESOLUTION OF THE CITY OF GENEVA INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) APPROVING AND RATIFYING AN EXTENSION OF LEASE WITH NARDOZZI PAVING & CONSTRUCTION, LLC ("THE COMPANY") WITH RESPECT TO THE LEASE OF CERTAIN PARCELS OF LAND WITHIN THE GENEVA INDUSTRIAL PARK (AS MORE PARTICULARLY DESCRIBED BELOW) AND (ii) APPROVING THE NEGOTIATION, EXECUTION AND DELIVERY OF A SECOND AMENDMENT TO THE LEASE.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "State"), as amended, and Chapter 552 of the Laws of 1981 of the State of New York, as amended (hereinafter collectively called the "Act"), **THE CITY OF GENEVA INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, the Agency owns two vacant tracts of land along the west and south sides of Forge Avenue in the Geneva Industrial Park consisting of four tax map parcels identified as follows: Tract 1 (i) 90.16-3-11.110 containing approximately 5.89 acres and Tract 2 (i) 91.13-1-2.110 containing approximately 2.464 acres, (ii) 91.13-1-1.111 containing approximately 8.761 acres and (iii) 91.13-1-5.100 containing approximately 0.234 acres (the "Land"); and

WHEREAS, pursuant to a resolution dated April 9, 2021, the Agency approved the sale of the Company; and

WHEREAS, pursuant to a resolution dated March 17, 2021, the Agency authorized the Executive Director to execute a lease agreement between the Agency and Company whereby the Agency would lease the Land to the Company for a period of three months for the sum of one dollar pending closing on the sale; and

WHEREAS, the Agency and Company entered into a lease agreement dated April 20, 2021 for the lease of the Land for a period of three months for the sum of one dollar (the "Lease"); and

WHEREAS, pursuant to a resolution dated September 3, 2021, the Agency approved and ratified an amendment to the Lease to extend the term through December 31, 2021 (the "First Amendment to Lease"); and

WHEREAS, Lease has expired and the closing on the sale Land remains pending;

WHEREAS, the Agency desires to ratify the continuation of the Lease past its expiration and approve and authorize the execution and delivery of a second amendment to the Lease to extend the term to the earlier of December 31, 2022 or closing on the sale of the Land (the "Second Amendment to the Lease").

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE CITY OF GENEVA INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. That the Agency hereby approves and ratifies the continuation of the Lease heretofore.

Section 2. That the Agency hereby approves extending the Lease term to the earlier of December 31, 2022 or the closing on the sale of the Land.

Section 3. The Executive Director, Chair and/or Vice Chair of the Agency are hereby authorized, on behalf of the Agency, to negotiate, execute and deliver a Second Amendment to the Lease with the Company and to perform thereunder.

Section 3. 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 and to execute and deliver all such 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 or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Irene Rodriguez	[x]	[]	[]	[]
Anne Nenneau	[x]	[]	[]	[]
R.J. Passalacqua	[x]	[]	[]	[]
Rick Bley	[]	[]	[x]	[]
Lowell Dewey	[x]	[]	[]	[]
Benjamin Vasquez	[x]	[]	[]	[]

The Resolutions were thereupon duly adopted.

SECRETARY'S CERTIFICATION
(Approving and Ratifying Extension of Lease)

STATE OF NEW YORK)
COUNTY OF ONTARIO) SS.:

I, the undersigned Secretary of The City of Geneva Industrial Development Agency, DO
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of The City of Geneva Industrial Development Agency (the "Agency"), including the resolution contained therein, held on February 4, 2022, with the original thereof on file in the Agency's office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand this 8 day of February 2022.


Secretary