



## METING NOTICE & MESSAGE FROM THE BOARD CHAIR

TO: AIDA Board Members  
FROM: Gwen Webber-McLeod, Board Chair  
DATE: May 8, 2024

Greetings AIDA Board Members,

I look forward to our meeting scheduled for May 15<sup>th</sup> from 5:00-6:30pm in City Council Chambers at Memorial City Hall (24 South Street, Auburn, NY). I want to take this time to welcome Tracy Verrier, Deputy Director Economic Development for MRB Group onboard. Tracy is engaged to provide administrative and related support to AIDA during this time of economic development transition in our community. Here are highlights of what will be covered during the May meeting.

### Standing Agenda Items and Related Matters

Tracy and I will establish a regular meeting to develop agendas for AIDA Board meetings. As part of this process, I asked Tracy, starting with this meeting to look at our standing agenda items and provide current information related to the status of each item. The goal is to ensure we didn't miss important topics or issues during CEDA's transition period and to get us on track.

### Unfinished Business and New Business

Last month we familiarized ourselves with the AIDA Bylaws with emphasis on officers and committees. This month we will review a committee roster inclusive of brief descriptions for each committee. The desired outcome is to ensure each committee has members and can become active.

Tracy is reviewing the "To Do List" created by Karen Walter to identify unfinished or new items to attend to at future meetings.

### Board Education- Camoin Report Discussion

CEDA engaged Camoin Associates to complete a comprehensive study of CEDA's role as it relates to providing "one stop" economic development services to county businesses. The report was completed and presented to the Cayuga County Legislature on April 23<sup>rd</sup>. The report contains very interesting observations and recommendations for us all to consider. You are receiving the report for review. We will discuss it as the Board Education topic in May. I asked Tracy to identify specific areas that may be of direct interest the AIDA Board of Directors.

Thanks for your dedication to the work of AIDA. I look forward to seeing you at the May meeting. Don't hesitate to be in touch if you have questions or need additional information.

*CC: Auburn Citizen, Rob Poyer, Jennifer Haines, Chuck Mason*

#### Mission Statement

"To advance the job opportunities, general prosperity, sustainability and economic welfare of the people of Auburn, NY."

#### Strategic Priorities

- Market the benefits of doing business in Auburn and the incentives available through AIDA to eligible projects that will generate jobs and revenue for the community.
- Assist at least two (2) projects per year with AIDA benefits and/or guidance on other benefits available in the community.
- Market parcels owned by AIDA.
- Diversify deal flow.



2 State Street, Auburn, NY 13021  
www.takerootinauburn.org  
Where possibility takes root.



24 South Street, Auburn, NY  
 Wednesday May 15, 2024 5:00 pm – 6:30 pm

The public can view the meeting livestreamed online at  
[https://www.youtube.com/channel/UComWGbZGdalil\\_KTC2\\_Iaw](https://www.youtube.com/channel/UComWGbZGdalil_KTC2_Iaw)

Item	Time	Presenter	Outcomes
Welcome/Roll Call	5:00 – 5:05	Gwen Webber-McLeod, Board Chair	Attendance/Greet members/ Establish Quorum
Minutes for Review and Approval	5:05 – 5:10	Gwen Webber-McLeod	Vote on items as a package
Bills	5:10 – 5:20	Tracy Verrier, MRB Group	Vote on bills & Accept Treasurers Report
Treasurers Report		Tessa Crawford, Board Treasurer	
New Business: RJC ST-60 Extension Request	5:20 – 5:30	Tracy Verrier, MRB Group	Vote on resolution to extend RJC's ST-60
Unfinished Business: Committee Appointments	5:30- 5:45	Gwen Webber-McLeod	Vote on committee appointments (as appropriate) and staffing contract
Updated Staffing Contract*		Tracy Verrier	
Board Education: Camoin Report & Recommendations re: CEDA Reorganization	5:45 - 6:15	Gwen Webber-McLeod Cynthia Aikman, CEDA Vice-Chair	For board information only, no action needed
Board Updates	6:25- 6:30	Board of Directors	Opportunity for Board to share information and ideas relevant to the work of AIDA
Adjournment			Vote to adjourn meeting

\*Updated staffing contract forthcoming

Upcoming meetings, events, and trainings:

- Next AIDA Board Meeting: June 19 @ 5pm
- New Market Tax Credit 101 Session (ESD): May 21 @ 9am, Syracuse
- Leadership Cayuga Graduation: May 30 @ 11:30am, Prison City North
- Basic Economic Development Course (NYS EDC): June 10-June 13, Albany
- County Planning & Public Works Committee: June 12 @ 4pm, County Building
- 2024 CFA Workshops: June 20 @ 1pm (OCC), June 27 @ 12pm (virtual), more to come
- Spring IDA Academy (NYS EDC): TBD



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**Regular Meeting Minutes  
Auburn Industrial Development Authority  
Wednesday, April 17, 2024 @ 5:00pm  
Remote and board attendance  
2 State St., Auburn, NY**

- Board Present:** Gwen Webber-McLeod (Chair)  
Terry Cuddy (Secretary & Council Member)  
Tessa Crawford (Treasurer & Member at Large)  
William Andre (Vice-Chair & Member of Labor)  
Katie MacIntyre  
Dan Lovell (Representative of Auburn School District)  
Karen Walter
- Excused:** Jimmy Giannettino (Council Member)  
Stephanie Leone
- Staff & Guests:** Rob Poyer, AIDA Counsel  
Katie Moran, Bookkeeper/Office Manager

Roll call was taken. A quorum was present and Ms. Webber-McLeod called the meeting to order at 5:00pm.

**MEETING MINUTES:**

The minutes of the March meeting were reviewed, with one amendment to include “Treasurer” after Tessa Crawford’s name in the board list.

A motion was made by Ms. MacIntyre to approve the minutes with the amendment, seconded by Ms. Walter. All present voted in favor, motion carried.

**BILLS AND COMMUNICATION:**

Ms. Moran reported that there were two bills, one from Dannible & McKee for the 2023 audit and one for Ms. Walter’s registration for the NYSEDC IDA Academy. Ms. Moran also requested permission to order new, printable checks. Ms. Webber-McLeod noted that the IDA Academy was postponed and a new date has not been announced yet. Ms. MacIntyre noted that she would be interested in attending depending on the new date. Ms. Moran suggested holding off on paying the registration until the new date is announced and it is determined whether any additional board members will attend.

Mr. Cuddy made a motion to pay the Dannible & McKee bill, second by Ms. MacIntyre. All present voted in favor, motion carried.

The board members noted that the amount billed for the audit was quite high. Mr. Cuddy suggested there may have been additional work given the circumstances, and Ms. Webber-McLeod offered that the audit can be RFP-ed next year.

**TREASURER REPORT:**

Ms. Crawford explained that she had met with Ms. Webber-McLeod and Ms. MacIntyre regarding a corrective action plan and response to the auditor. One item they wanted to get a better handle on was the PILOT billing, so Ms. Crawford met with Maureen Riester and Peter King of CEDA and Tracy Verrier of

MRB Group to review the PILOT billing information. Ms. Verrier had reviewed the PILOT billing and assisted in updating the PILOT tracking spreadsheet, which will be shared with the Board. The auditors had also recommended creating a second bank account for just PILOT receipts and disbursements. Ms. Moran noted that she will need to coordinate with Bob Gauthier, City Treasurer, to get that account set up. The Board questioned why Bob Gauthier is the only person to sign checks, and Mr. Poyer agreed to look into it.

Motion to send the corrective action plan to the auditor by Mr. Lovell, second by Ms. MacIntyre. All present voted in favor, motion carried.

Mr. Poyer presented a set of resolutions, along with letters and waivers, to be sent to the taxing jurisdictions requesting that they forgive penalties and interest related to the delayed disbursement of PILOT funds. If the board approves, the letters, waivers, and resolutions will be sent to the jurisdictions, and the jurisdictions will bring the resolutions to their governing bodies.

Motion to approve the form of the letters and resolutions requesting the forgiveness of penalties and interest related to PILOT disbursements by Mr. Cuddy, second by Mr. Lovell. The board discussed adding the year that Tracy Verrier resigned, filling in the blanks in the resolutions with the amounts of forgiveness requested, and updating the last sentence of the letter to reflect AIDA's mission. Mr. Cuddy and Mr. Lovell accepted these as friendly amendments. All present voted in favor of approving the forms as amended. Motion carried.

#### **BOARD EDUCATION: Organizing the board and committees**

Ms. Webber-McLeod reviewed aspects of the bylaws and provided a board roster. Some items of note included:

- There are not currently acting officers, but there have been in the past.
- The website needs to be updated on the website, including the board list.
- An audit committee needs to be appointed and implemented.
- Ms. Crawford has agreed to chair the finance committee, Mr. Cuddy would like to stay on the governance committee.
- Mr. Poyer and Ms. Walter discovered that the enabling statute dictates that the City Treasurer be in charge of the monies of the authority. However, the bylaws indicate that other board officers could sign checks. Mr. Poyer will look at whether a bylaw amendment is needed for clarity and alignment.
- Ms. Webber-McLeod recommended creating a marketing, branding, and positioning committee to consider and make recommendations regarding what types of marketing and outreach AIDA should be doing. Could also do outreach to businesses that have been supported by AIDA, monitor the website, and find ways to stay connected to the business community. Ms. MacIntyre agreed to lead up this effort.
- No executive director right now, but contractual relationship with CEDA is in place through April 30. The board discussed whether to pass a resolution regarding extending relationship with CEDA to stay in compliance. With CEDA's organizational report coming out soon, it was decided to have a special meeting if necessary to make a decision.
- Currently no vice-chair.

Motion to appoint Mr. Andre as vice-chair by Ms. Walter, seconded by Mr. Cuddy. All present voted in favor, motion carried.

Ms. Webber-McLeod reviewed a To Do list summary that was created by Ms. Walter about items that have been mentioned at board meetings but never acted on. The board discussed whether a new RFP for auditing services needs to go out. Ms. Moran will look into when the last RFP was done, it is usually done every three years. Ms. Walter also asked whether AIDA is up to date on NYSEDC dues.

Mr. Poyer will look through the bylaws and do some additional research regarding the question about check signing. There is a need to clarify that section of the bylaws.

Motion to approve ordering printable checks by Ms. MacIntyre, seconded by Mr. Cuddy. All present voted in favor, motion carried.

### **CLOSING**

The meeting adjourned at 6:22pm.



**Special Meeting Minutes**  
**Auburn Industrial Development Authority**  
**Tuesday, April 30, 2024 @ 4:30pm**  
**Remote and board attendance**  
**Melody's, 128 Genesee St., Auburn, NY**

**Board Present:** Gwen Webber-McLeod (Chair)  
Terry Cuddy (Secretary & Council Member)  
Tessa Crawford (Treasurer & Member at Large)  
William Andre (Vice-Chair & Member of Labor)  
Stephanie Leone  
Katie MacIntyre  
Dan Lovell (Representative of Auburn School District)  
Karen Walter

**Excused:** Jimmy Giannettino (Council Member)

**Staff & Guests:** Rob Poyer, AIDA Counsel (remote)  
Jennifer Haines, City of Auburn  
Tracy Verrier, MRB Group

Ms. Webber-McLeod called the meeting to order at 4:40pm.

**CEDA ORGANIZATIONAL PLAN:**

Ms. Webber-McLeod serves as an ex officio member of the CEDA board. The Organizational Plan development by Camoin was released and presented to the County Legislature on April 23. That Plan recommended a reorganization and relaunch of CEDA. The Plan also noted that Cayuga County is trailing behind surrounding counties in economic development infrastructure (e.g. underfunded, less qualified staff, etc.). The Plan also recommended reorganizing the board and updating the bylaws. At this time, the County needs to decide if it will fund CEDA given the changes it is making. In the meantime, AIDA needs to continue doing business.

The Camoin report had three main points:

- 1) Cayuga County economic development is operating with a 20<sup>th</sup> century mindset, other communities have moved on to a 21<sup>st</sup> century mindset.
- 2) The one stop model is valuable and common. The goal should be to get back to a place where economic development services are managed and coordinated in one place.
- 3) The CEDA board needs to be restructured.

Without staff, CEDA cannot currently provide services to AIDA.

**ADMINISTRATIVE SUPPORT CONTRACTING**

Ms. Webber-McLeod presented a proposal from MRB Group to provide management and administrative services to AIDA on an interim basis. She introduced Tracy Verrier of MRB Group. Ms. Verrier provided an overview of MRB Group and the services proposed, noting that MRB would not be able to handle any cash equivalents. Mr. Lovell asked if these services need to go out to bid, or if they are exempt? Mr. Poyer noted that there aren't any obvious other options for these services to be provided by a single

vendor and there is arguably a need for this specific expertise given ongoing compliance concerns, so it is legally justifiable for the board to approve these services without an RFP. Suggested approval subject to a definitive agreement so that he could review the proposal and address any issues or gaps. It was discussed that AIDA would like to engage these services either through this proposal or on an hourly basis while the proposal is being reviewed and negotiated. Ms. Leone asked about the terms of the agreement given the interim nature of the services and ultimate goal to get back into a one stop model. Ms. Verrier noted that the proposal allows for termination upon 7 days notice to accommodate the expected transition. Mr. Lovell asked if AIDA has the money available to pay MRB Group. Ms. Verrier noted that the 2023 audit showed unrestricted assets of about \$158,000 at year end, although she was not sure of the current cash position.

Motion to accept the MRB Group proposal subject to definitive agreement negotiated by Mr. Poyer, or hourly services in the meantime, by Mr. Lovell, seconded by Ms. Webber-McLeod. All present voted in favor, motion carried.

The board continued conversation about the CEDA Organizational Plan, noting that the missions of CEDA and AIDA are still relevant. AIDA must stay focused and sustain itself while this reorganization happens. All of the stakeholders need time and space to review and get comfortable with a path forward. The board discussed moving forward with the corrective action plan and continue to educate the board and stakeholders about various topics related to IDA operations and economic development. When it comes time for a community-wide economic development summit/conversation, AIDA should have a point of view and be in a good place to deliver that view. Ms. Webber-McLeod will distribute the full Camoin report to the board.

## **CLOSING**

Motion to adjourn by Mr. Lovell, seconded by Mr. Andre. All present voted in favor, meeting adjourned at 6:00pm.

## Bills & Invoices May 2024

As of May 15, 2024, the following bills and invoices are unpaid (also attached for review):

Vendor	Invoice #	Date	Amount	Description
Divine Coverings	0107	4/30/24	\$150	Rental of Melody's for board meeting
Dannible & McKee	148763	2/28/24	\$4,000	FY 2023 Audit Prep (interim)
Dannible & McKee	149634	3/29/24	\$3,700	FY 2023 Audit (final)
Dannible & McKee	149924	3/29/24	\$2,250	Additional support related to correcting 2023 financials

Further, the following PILOT payments have been received and require disbursement:

N/A

Requesting approval for the following disbursements:

Payee	Covered Invoices/PILOTs	Total Amount
Divine Coverings	0107	\$150.00
Dannible & McKee	148763, 149634, 149924	\$9,950.00

A motion to make the above disbursements was made, seconded, and approved by the AIDA board of directors.

Certified: \_\_\_\_\_

Tessa Crawford (Board Treasurer)





# Invoice



Date: April 30, 2024

To:

Auburn Industrial Development Authority  
2 State Street  
Auburn, NY 13021

Invoice #0107  
Due: Upon receipt

DESCRIPTION	PRICE	TOTAL
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Services:

Office Rental in Melody's Co-working Space  
AIDA Board Meeting booked for 4/30/2024  
4:30 pm - 6:00 pm

\$150.00

TOTAL		\$150.00
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Payable to:

Divine Coverings, LLC

128 Genesee Street, Suite 100

Auburn, NY 13021

Thank you!

Private & Confidential

Auburn Industrial Development Authority  
2 State Street  
Auburn, NY 13021

ID:	6112000
Invoice:	148763
Date:	02/28/2024

FEDERAL I.D. #33-0996661

Progress billing for services rendered in connection with issuance of audit report on financial statements for the year ended December 31, 2023

\$ 4,000.00

Invoice Total

\$ 4,000.00

Please return this portion with payment.

ID: 6112000  
Auburn Industrial Development Authority

We accept payments on our website  
ACH | Credit Card | Payment Plan  
To pay online please go to: [www.dmcPAS.com/payment](http://www.dmcPAS.com/payment)

Invoice:	148763
Date:	02/28/2024
Amount Due:	\$4,000.00
Amount Enclosed:	\$ _____

TERMS - PAYABLE IN FULL UPON RECEIPT. A FINANCE CHARGE WILL BE DUE AT THE PERIODIC MONTHLY RATE OF 1 1/2% (18% ANNUALLY) ON ALL PAST DUE PAYMENTS.

Private & Confidential

Auburn Industrial Development Authority  
2 State Street  
Auburn, NY 13021

ID:	6112000
Invoice:	149634
Date:	03/29/2024

FEDERAL I.D. #33-0996661

Final billing for services rendered in connection with issuance of audit report on financial statements for the year ended December 31, 2023

\$ 3,700.00

Invoice Total

\$ 3,700.00

Please return this portion with payment.

ID: 6112000
Auburn Industrial Development Authority

We accept payments on our website
ACH   Credit Card   Payment Plan
To pay online please go to: <a href="http://www.dmcps.com/payment">www.dmcps.com/payment</a>

Invoice:	149634
Date:	03/29/2024
Amount Due:	\$3,700.00
Amount Enclosed:	\$ _____

TERMS - PAYABLE IN FULL UPON RECEIPT. A FINANCE CHARGE WILL BE DUE AT THE PERIODIC MONTHLY RATE OF 1 1/2% (18% ANNUALLY) ON ALL PAST DUE PAYMENTS.

Private & Confidential

Auburn Industrial Development Authority  
2 State Street  
Auburn, NY 13021

ID:	6112000
Invoice:	149924
Date:	03/29/2024

FEDERAL I.D. #33-0996661

Special billing associated with assistance provided in correcting the December 31, 2023 year-end trial balance, including additional work on PILOT schedule and calculation of penalties and interest

\$ 2,250.00

Invoice Total

\$ 2,250.00

Please return this portion with payment.

ID: 6112000  
Auburn Industrial Development Authority

We accept payments on our website  
ACH | Credit Card | Payment Plan  
To pay online please go to: [www.dmcps.com/payment](http://www.dmcps.com/payment)

Invoice:	149924
Date:	03/29/2024
Amount Due:	\$2,250.00
Amount Enclosed:	\$ _____

TERMS - PAYABLE IN FULL UPON RECEIPT. A FINANCE CHARGE WILL BE DUE AT THE PERIODIC MONTHLY RATE OF 1 1/2% (18% ANNUALLY) ON ALL PAST DUE PAYMENTS.

**RESOLUTION**  
*(RJC Development Inc. Project)*

A regular meeting of Auburn Industrial Development Authority was convened at Memorial City Hall, 24 South Street, in the City of Auburn, on May 15, 2024 at 5:00 p.m.

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

**RESOLUTION APPROVING THE GRANT OF FINANCIAL ASSISTANCE THROUGH THE EXTENSION OF AN EXEMPTION FROM ALL STATE AND LOCAL SALES AND USE TAXES WITH RESPECT TO THE RJC DEVELOPMENT INC.**

**WHEREAS**, the Auburn Industrial Development Authority (the "**Authority**") is authorized and empowered by the provisions of the Auburn Industrial Development Authority Act, Chapter 915 of the 1969 Laws of New York constituting Title 15 of Article 8 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of New York, as amended (the "**Act**"), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities, and facilities for use by a federal agency or medical facility, among others, and thereby to advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn and improve their medical care and standard of living; and

**WHEREAS**, RJC Development Inc. (the "**Company**") previously requested the Authority's assistance with a certain project (the "**Project**") consisting of: (i) the acquisition of two (2) undeveloped parcels of land located on John Walsh Boulevard in the City of Auburn, New York identified as Tax Map Nos. 109.56-1-1.111 and 109.55-1-1.121 (the "**Land**"), and (ii) the construction thereon of an approximately 17,300 square foot building (the "**Building**"), and (iii) the installation therein of equipment for use as an office, retail, and truck repair facility (the "**Equipment**" and, together with the Land and the Building, the "**Facility**"); and

**WHEREAS**, the Authority, pursuant to a resolution dated May 18, 2022, approved financial assistance for the Project, which included an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the Project Facility or used in the acquisition, construction, renovation and equipping of the Project Facility (the "**Sales Tax Exemption**"); and

**WHEREAS**, the Sales Tax Exemption expired as of May 1, 2024; and

**WHEREAS**, the Company submitted a letter dated May 2, 2024 which letter is attached hereto as Exhibit "A" (the "**Letter Request**"), pursuant to which the Company requested an extension of the Sales Tax Exemption through May 1, 2025 due to inclement weather, which affected completion of the Facility; and

**WHEREAS**, the Authority's Uniform Tax Exemption Policy allows for an exemption from sales and use tax related to construction, renovation or equipping of a project for up to three (3) years measured from commencement of construction, renovation or equipping of a project; and

**WHEREAS**, the Authority desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn, New York by undertaking the Project in the City of Auburn, New York; and

**WHEREAS**, pursuant to Section 2307 of the Act, the Authority is not required to hold a public hearing with respect to the Project; and

**WHEREAS**, the Authority previously appointed the Company as its true and lawful agent to undertake and complete the Project pursuant to the terms of an Agent and Financial Assistance and Project Agreement dated as of August 1, 2022 (the "**Agent Agreement**") by and between the Authority and the Company; and

**WHEREAS**, the Authority previously determined that the Project constitutes an "Unlisted Action" within the meaning of the New York State Environmental Quality Review Act and issued a Negative Declaration with respect to the Project; and

**WHEREAS**, the execution of the extension of the Agent Agreement and related documents, and the granting of financial assistance to the Company will help to improve the Project and enhance opportunities for the citizens of the City of Auburn.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:**

Section 1. Based upon the representations made by the Company to the Authority in the Letter Request, the Authority hereby finds and determines that (A) the Company has shown good cause to extend the Sales Tax Exemption through and including May 1, 2025; and (B) the Authority has previously determined that the Project constituted a "Unlisted Action" within the meaning of the New York State Environmental Quality Review Act and that no further action is necessary thereunder.

Section 2. The Authority hereby approves financial assistance for the Project in the form of an extension of the Sales Tax Exemption through and including May 1, 2025.

Section 3. The Authority may, pursuant to Section 2326-a of the Act, recover or recapture from the Company, its agents, subagents, contractors, subcontractors, or any other party authorized to make purchases for the benefit of the Project (each a "**Company Party**" and, collectively, the "**Company Parties**"), any sales and use tax exemption benefits obtained or purported to be obtained by the Company Parties if it is determined that: (A) any Company Party is not entitled to sales and use tax exemption benefits; (B) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by any Company Party; (C) the sales and use tax exemption benefits are for property or services not authorized by the Authority as part of the Project; (D) the Company has made a material false statement in its application for financial assistance; and/or (E) the sales and use tax exemption benefits are taken in cases where a Company Party fails to comply with a material term or condition to use property or services in the manner approved by the Authority in connection with the Project (each a "**Recapture Event**").

As a condition precedent to receiving the financial assistance set forth in Section 2, above, the Company must, upon the Authority's determination that a Recapture Event has occurred, (A) cooperate with the Authority in its efforts to recapture any sales and use tax benefits; and (B) pay over to the Authority, on demand, any amounts required to be recaptured.

Section 4. The Chair, Vice Chair or any other officer of the Authority is and are hereby authorized, on behalf of the Authority, to execute and deliver an amendment to the Agent Agreement, and related documents, if any, (collectively, the "**Authority Documents**") in the form and with such changes as shall be approved by either or both of the Chair and Vice Chair upon execution.

Section 6. The Chair, Vice Chair or any other officer of the Authority is and are hereby authorized, on behalf of the Authority, to execute and deliver the Authority Documents and any such other documents and agreements as may be necessary to carry out the intent of these resolutions; and, where appropriate, the Secretary or Assistant Secretary of the Authority is hereby authorized to affix the seal of the Authority to the Authority Documents and to attest the same, all with such changes, variations, omissions and insertions as either or both of the Chair and Vice Chair of the Authority may approve, the execution thereof by either or both of the Chair and Vice Chair of the Authority to constitute conclusive evidence of such approval; provided in all events recourse against the Authority is limited to the Authority's interest in the Project.

Section 7. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority 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 Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 8. These Resolutions shall take effect immediately.

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>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Gwendolyn Webber-McLeod, Chair				
William Andre, Vice Chair				
Terry Cuddy, Secretary				
James Giannettino				
Katie McIntyre				
Daniel Lovell				
Tessa Crawford				
Stephanie Leone				
Karen Walter				

This Resolution was thereupon duly adopted.

STATE OF NEW YORK )

COUNTY OF CAYUGA ) SS:

I, the undersigned Secretary of the Auburn Industrial Development Authority, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Auburn Industrial Development Authority (the "**Authority**"), including the resolution contained therein, held on May 15, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Authority 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 Authority 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 Authority 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 and affixed the seal of said Authority this \_\_\_\_ day of May 2024.

---

(Assistant) Secretary



**EXHIBIT "A"**  
**LETTER REQUEST**



May 2, 2024

To: Auburn Industrial Development Authority

From: CEO/Owner- RYCOE Enterprises, Inc.

Attn: Gwen Webber-Mcleod

Name: Ryan Coe

Phone: (315)975-0000

Email: [ryan@rycoe.com](mailto:ryan@rycoe.com)

Subject: Request for ST-60 Extension

Dear Ms. Webber-McLeod,

We sincerely appreciate the incentives AIDA has given us toward our newly built facility located at 63 John Walsh Blvd. The building has come along nicely, but we still have a few things to get done before it's completed. We still need to have the parking area paved, signage, and a few other projects to complete before it's completely finished. We were hoping to have this completed, but unfortunately due to weather and contractor delays we need a bit more time. Our ST-60 expired on 05/01/24. We would like to request an extension to 05/01/25 to give us more than enough time to make sure everything is completed.

Thank you for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "Ryan Coe", is written over a horizontal line.

Ryan Coe  
President/CEO  
RYCOE Enterprises, Inc.

## AIDA Committees & Rosters

AIDA currently has three committees that need to be populated, plus a fourth that the board is considering creating for marketing purposes. This document outlines some background information about committees generally, as well as the purpose, activities, and structure of each committee.

**Board members should consider which of these committees they would like to sit on.** Board members can join more than one committee if desired. At the May 15, 2024 board meeting, we would like to appoint at least the Finance Committee, if not all of the statutory committees.

### Background Information:

**Open Meetings Law:** Committees are subject to Open Meetings Law, and as such must follow all of the same notification, record keeping, and conduct rules as regular board meetings (e.g. accessibility to space, notice to press, posting to website, minutes, meeting recording, executive session standards, etc.).

**Quorum:** A majority of the committee members constitutes a quorum of the committee.

### Types of Committees

- **Statutory:** Required and regulated by statute. Governance, Finance and Audit.
- **Standing:** Optional committees created by the board consisting of at least 3 board members.
- **Special:** Optional committees created by the board that may include non-board members.

### Committees:

#### Governance – Statutory

<p>Statutory Purpose: Keeping the Authority Board informed of current best practices in corporate governance; Reviewing corporate governance trends for their applicability to the Authority; Updating the Authority’s corporate governance principles and governance practices; and Advising those responsible for appointing directors to the Authority Board on the skills, qualities and professional or educational experiences necessary to be effective Authority Board members.</p>	
<p>Activities: Review and recommend updates to current governance policies; identify and recommend new governance policies/practices; review board annual self-evaluation responses; share information from other boards or organizations that are best practices for governance.</p>	
Meeting Frequency: minimum 2x per year	Number of Members: minimum 3
Members:	Terry Cuddy Vacant Vacant



**Finance - Statutory**

Statutory Purpose: Oversee the Authority's debt and debt practices and to recommend policies concerning the Authority's issuance and management of debt.	
Activities: Review and recommend updates to current investment and financing policies; review and recommend annual budget; identify and recommend new financial policies/practices. Right now, the Finance Committee will also help to monitor AIDA's financial situation.	
Meeting Frequency: minimum 2x per year	Number of Members: minimum 3, at least one of which being someone who is not on the audit committee
Members:	Tessa Crawford, Committee Chair Gwen Webber-McLeod Karen Walter

**Audit - Statutory**

Statutory Purpose: (1) assure that the Authority's Board fulfills its responsibilities for the Authority's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (2) provide an avenue of communication between management, the independent auditors, the internal auditors, and the Board of Directors.	
Activities: Recommendation regarding engagement of an external audit firm; review annual audit; review internal control process; review and recommend updates to current financial and procurement policies; identify and recommend new internal control policies/practices.	
Meeting Frequency: minimum 2 per year	Number of Members: minimum 3, cannot include Board Chair
Members:	Vacant Vacant Vacant

**Marketing, Branding & Positioning – Standing or Special?**

Description:	
Meeting Frequency: TBD	Number of Members: TBD
Members:	TBD



## Camoin Report Introduction

As discussed previously, CEDA engaged Camoin to conduct an organizational assessment and provide recommendations for the future of CEDA and economic development in Cayuga County. This report was presented to the County Legislature in April. Cynthia Aikman, Vice-Chair of the CEDA board, will attend the AIDA Board Meeting on May 15 to discuss the report. Please take some time to review, prioritizing the following sections:

- Executive Summary (pages 4-6)
- Stakeholder Input: Partnership Evaluation (page 23)
- Economic Development Perspective (pages 26-28)
- Path Forward: Action Plan (page 55)
- Path Forward: Investing in the Future #5.3 (page 57)
  - Note: this is listed in the blueprint as an item to occur within 60 days

