



MEETING NOTICE & MESSAGE FROM THE BOARD CHAIR

TO: AIDA Board Members
FROM: Gwen Webber-McLeod, Board Chair
DATE: December 11, 2024

Greetings AIDA Board Members,

I look forward to our meeting scheduled for December 18, 2024 from 5 to 6:30 p.m. in the 3rd-floor conference room at City Hall. The agenda and related handouts for the meeting are attached. Here are highlights of what will happen during our meeting.

Board Education- 2025 Strategic Framework

Following up on our discussion at the November board meeting, we will be reviewing a draft of a 2025 Strategic Framework that outlines strategies and actions to go along with our Strategic Priorities. Once finalized, the actions will be further defined based on timeline, responsible party, etc.

January Board Education

Attached to the meeting packet is also the list of project evaluation considerations developed by the board in 2020. In January, we will review and potentially update these. Then we can start using this document again in the project evaluation process. Please take the time to review and consider over the next month.

Continued thanks for your dedication to the work of AIDA.

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.

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



2 State Street, Auburn, NY 13021
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**Auburn Industrial Development Authority
Regular Board Meeting
24 South Street, 3rd floor Training Room, Auburn, NY
Wednesday December 18, 2024 at 5:00pm**

The public can view the meeting online at
<https://us02web.zoom.us/j/89282855609?pwd=fj1jldS9Fr1GUKaYnFrCGrV3bZVzkf.1>

Item	Time	Presenter	Outcomes
Welcome, Roll Call, and Minutes	5:00 - 5:05	Gwen Webber-McLeod, Board Chair	Establish Quorum Review & Approval of Minutes
New Business: • Annual Audit Process • State Comptroller’s Audit & Conflict Forms • Annual Board Evaluations • 2025 Administrative Contract	5:05 - 5:20	Tracy Verrier	For board information only, no action needed
Board Education: Draft Strategic Framework	5:20 - 5:50	Gwen Webber-McLeod	For board information only, no action needed
Bills Treasurers Report	5:50 - 6:00	Tracy Verrier Tessa Crawford, Board Treasurer	Vote to pay bills & accept Treasurers Report
Unfinished Business: • Residential Property • Board Vacancy	6:00 – 6:10	Tracy Verrier	Vote on next step for residential properties
• Executive Session	6:10 – 6:20	Tracy Verrier	If needed
Board Updates Adjournment	6:20 - 6:30	Board of Directors	Opportunity for Board to share information and ideas relevant to the work of AIDA Vote to adjourn meeting

Upcoming meetings, events, and trainings:

- Next AIDA Board Meeting: January 15 @ 5pm (Annual Meeting)
- CDBG Public Hearing: December 19 @ 10am, City Hall
- Restaurant Week: January 24-February 1 – see Chamber website for details
- [NYSEDC Economic Development Conference](#): February 11-12, Albany (member rate \$295, hotel \$116-139/night)
- [ABO Board Member Training Webinars](#): January 15 & 19, 9:30-11am

Also attached:

- Board Priorities for Project Evaluation (2020) to be discussed in January



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**Regular Meeting Minutes
Auburn Industrial Development Authority
Wednesday, November 20, 2024
24 South Street, Auburn, NY**

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

Excused: Stephanie Leone

Staff & Guests: Rob Poyer, Hancock Estabrook
Tracy Verrier, MRB Group

REGULAR MEETING

Ms. Webber-McLeod called the meeting to order at 5:03pm and a roll call was taken.

BOARD EDUCATION:

Ms. Webber-McLeod noted she reordered the agenda to allow for the most critical topics first. She explained that they will discuss developing a 2025 workplan to guide work through next year while the county is further building out economic development.

Ms. Webber-McLeod read the current strategic priorities and asked board members what they believe the organization must focus on over the next 3-5 years in order for AIDA to effectively act on its mission.

Mr. Giannettino would like AIDA to get more involved in advocacy. He noted that they hear from existing and new businesses that there are power shortages, plus the long timelines and high costs required to get adequate power. The City can advocate, but it would be good to have additional support. He would like to consider how AIDA can get involved.

Ms. Webber-McLeod asked if advocacy should become a strategic priority. Mr. Giannettino said yes. AIDA is an advocate for new and existing businesses.

Mr. Cuddy would like to consider how they can enhance their relationship with the City of Auburn, noting that there is a lot of experience at City Hall and in Auburn. They can leverage those assets and expertise. This would have immediate value.

Ms. Walter explained that she has witnessed the board for many years in different capacities. Back in the 1980s and 90s, Au-Steel was still setting up and Bombardier was still there. The school superintendent was on the board and acted as a sort of ambassador because he traveled frequently and spoke about Auburn on his travels. She noted that there are questions about what they want to be targeting: the types or sizes of business? She also explained that it's important to

know what infrastructure they have before they can determine who they'd like to target. As it relates to the first strategic priority, Ms. Walter asked who markets the benefits of doing business in Auburn. Is it the board, is it existing businesses? They should think about who is traveling a lot and could act as an ambassador.

Mr. Cuddy asked if there is a conference or convention that site selectors go to. Ms. Verrier responded that there are, and they are typically organized by industry.

Mr. Andre noted that he can name three or four projects that AIDA shouldn't have gotten involved in, including the John Street, Hilton, and Health Central projects. These don't have anything to do with industrial development. He doesn't want to see PILOTs for projects that only pay \$15/hr. Rather, he wants to see AIDA set some thresholds and priorities for what they require from projects.

Ms. Webber-McLeod summarized that they should clarify what "industrial" means and also look at what other criteria they might want to consider when making decisions.

Ms. Crawford explained that when she first joined the board, there were no projects. She likes the priority of having two projects a year, but is curious about how to make sure that happens.

Ms. Walter said they can think about how they can reach out to businesses directly. Mr. Giannettino noted he has done about 15 business visitations this year. Mr. Giannettino will try to connect businesses to each other, as well as to AIDA and resources.

Mr. Giannettino also noted they also need to think about industrial more broadly than manufacturing. Other industries bring quality of life and services.

Ms. Webber-McLeod asked Ms. Crawford if her point was about being more proactive. Ms. Crawford confirmed it was. She explained they could follow-up with PILOT recipients to bring up concerns from board and also see what else they need.

Ms. Webber-McLeod said that the Marketing Committee has started to talk about how to build those relationships more.

Mr. Giannettino explained that the economic development process is a lot different than it used to be. For example, ESD calls City Hall regularly to inquire about what property is available for projects. There's also a lot available online. He asked how all of those components fit into the proactive strategy.

Mr. Lovell said that the strategic priorities as written are good. They are broad enough to give them flexibility, but to a point. He agreed that they could be doing advocacy, as well as educating the public.

Mr. Andre also agreed that industrial doesn't need to be manufacturing. AIDA can do other work, but he wants them to be cognizant of the true benefits of a project and need for the incentives.

Ms. Walter explained that when she first joined the board she looked at the Oswego and Syracuse IDA missions. In Oswego, they are really focused on the harbor, proximity to Micron, and transportation. They've got a goal and clear targets. If AIDA doesn't have a target, they won't know what they are trying to reach. She asked if that is a part of this plan.

Mr. Lovell noted that the Marketing Committee has started talking about messaging in that way.

Ms. Webber-McLeod explained that AIDA is not in a position to create a goal for the county, but they could create one for themselves. The workplan would be implementation for the first year of

that goal. They can also put in the plan what other IDAs are doing in terms of regional collaboration.

Ms. Verrier will start working on a strategic framework to make sure she is hitting the right points, and will then build out from there. She noted they can also bring back the application criteria that was created about five years ago.

MEETING MINUTES:

The minutes of the September meetings for the marketing and governance committees, as well as the October regular meeting and finance committee meeting were reviewed. Mr. Giannettino motioned to approve the minutes, seconded by Mr. Lovell. All present voted in favor. Motion carried.

BILLS AND COMMUNICATION:

Ms. Verrier explained that they only need to approve disbursement for the Central Building PILOT. She noted that two PILOTs that had been approved last month have in fact been disbursed.

TREASURERS REPORT:

Ms. Crawford noted they have billed Bo-Mer for the project administration fee. She reviewed the bills from October. She noted that on balance sheet they want to see total equity going upward, which is not currently happening. The strategic plan may help to address this. Ms. Crawford explained that she is able to reconcile bank statements online, so that helps with the separation of duties.

Motion to approve the bills and treasurers report by Mr. Lovell, seconded by Mr. Andre. All present voted in favor, motion carried.

NEW BUSINESS:

Board Vacancy

Mr. Giannettino explained that Ms. MacIntyre has resigned and was a member at large. He noted that he strongly feels her replacement should be a woman, and ideally a woman of color. He asked for ideas from the board.

Mr. Andre explained that he is struggling with his concussion and is very busy traveling with work. He would like to step down from being co-chair.

IDA Academy Report

Ms. Verrier provided a brief overview of the DEC regulation changes for wetlands.

BOARD UPDATES

There were no board updates.

CLOSING

Motion to adjourn the meeting by Mr. Cuddy, seconded by Ms. Walter. All present voted in favor, motion carried.

The meeting adjourned at 6:09pm.



**Audit Committee Meeting Minutes
Auburn Industrial Development Authority
Tuesday, December 3rd, 2024 @ 4:30pm
Memorial City Hall, 24 South Street, Auburn, NY**

Board Present: Stephanie Leone, Committee Chair
James Giannettino
Excused: Vacant seat
Staff & Guests: Tracy Verrier, MRB Group
Gwen Webber-McLeod, Board Chair*

*attended virtually

Ms. Leone called the meeting to order at 4:38pm noting that a quorum was present.

COMMITTEE CHARTER

Ms. Verrier reviewed the Committee Charter and noted that she did not feel there is anything requiring updating other than the letterhead. Ms. Leone and Mr. Giannettino agreed that nothing needed to change. Ms. Leone asked what the minimum number of members for the committee is, and Ms. Verrier explained that it is three. The audit committee currently has a vacancy that will need to be filled when committees are reviewed in January. Motion to recommend charter as written with updated letterhead by Ms. Leone, seconded by Mr. Giannettino. All in favor, motion carried.

INTERNAL CONTROLS

Ms. Verrier reviewed the internal controls procedures that were submitted to audit firm D&M. Ms. Verrier updated the materials based on the current operations for AIDA. She explained it outlines AIDA's procedures and highlighted that they have a good separation of duties now. Ms. Verrier noted that changes could be made if anything appeared incorrect. The committee did not feel any changes were needed.

CORRECTIVE ACTION PLAN

The committee reviewed the corrective action plan and noted the changes that have been put into place to implement that plan. That includes:

1. A more active finance committee. They met every month from May through October, and they review several financial reports each month.
2. The board treasurer does the reconciliations, and there are good separations of duties.
3. There is a dedicated checking account for the PILOTs. There is a base deposit of \$500, so once all PILOTs are disbursed the account balance should be \$500. If not, we'll know there was a mistake along the way.
4. The PILOT invoice and disbursement report is being reviewed by the finance committee and is included in the monthly board packet. Payments are not marked as disbursed until they are in the mail or hand delivered.

Ms. Verrier noted that Quickbooks is in a much better place than last year. She reviewed the PILOT disbursement process. Ms. Leone asked how many people review the PILOT tracking reports and wondered if it would be worth having the audit committee help keep track. Ms. Verrier explained that the report goes to the whole board for monthly meetings, and there is not much activity between. The disbursements go out after the board approves them at meetings. Ms. Verrier also explained that she has

shared the invoice and disbursement report with D&M. Ms. Verrier explained that if everyone gets their PILOT payments in on time, they will be done with this process by the end of January.

Ms. Verrier also explained that the assessed value of Mack Studios' new building is changing. The assessment was originally based on an incorrect square footage. Ms. Verrier has been working with the City to correct the 2024 invoice, and noted that there will likely be a small refund to them for 2023.

AUDIT PREP PACKAGE

Ms. Verrier went over the list of information requested by D&M for the annual audit, noting that the documents requested by December 1st have been submitted already. She provided an overview of the processes that the auditors use, including sampling transactions, fraud interviews, and a year over year comparison of the general ledger.

The audit committee will meet again in late February or early March to review the draft audit before it goes to the board. Ideally, the board will approve the audit at the March meeting so it can be submitted in PARIS by the end of March.

Ms. Verrier also provided the list of information requested by the State Comptroller's Audit, which will be conducted in 2025. Ms. Leone noted that the audit will cover 2023 and 2024. Ms. Verrier explained that there will be a kickoff meeting this week with Ms. Webber-McLeod and Ms. Crawford, as requested by the Comptroller's auditor.

OTHER UPDATES & DISCUSSION

No other discussion.

CLOSING

Motion to adjourn the meeting by Ms. Leone, seconded by Mr. Giannettino. All present voted in favor, motion carried.

The meeting adjourned at 5:24pm.

October 28, 2024

Private & Confidential

Tracy Verrier
Auburn Industrial Development Authority
2 State Street
Auburn, NY 13021

Dear Tracy:

Please find enclosed the client assistance package for the audit of the financial statements of Auburn Industrial Development Authority for the year ended December 31, 2024.

If you have any questions on the client assistance package, please do not hesitate to contact me. I would be more than happy to clarify any of the items requested.

Sincerely,

Taylor Green
Senior Auditor
Dannible & McKee, LLP

AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY

CLIENT ASSISTANCE PACKAGE

DECEMBER 31, 2024

Information Needed by December 1st

1. Backup of QuickBooks file
2. Board minutes from January 2024 through October 2024
3. Listing of all new capital asset additions, as well as invoices or supporting documentation, if any.
4. Attached is a copy of the prior year's procedure memos. Please review and update if there are any changes to the processes.
5. Please provide the contact information of the Board Treasurer.

Information Needed by Audit Date (February 17th)

1. Final copy of your QuickBooks backup
2. Board meeting minutes from November 2024 through February 2025 (draft minutes once available)
3. Board of director listing, with officer titles as of December 31, 2024
4. Bank reconciliations as of December 31, 2024
5. All operating bank statements in 2024 and January 2025
6. Pilot Schedule as of December 31, 2024
7. Copy of any new pilot agreements entered into during the year.
8. Report showing balance of bond as of December 31, 2024

Attachment A

Initial Request for Records and Information

We appreciate your cooperation in providing us with as much of this information electronically as possible. If sending personal, private, or sensitive information (PPSI) please arrange to utilize one of our secure file transfer formats.

- ◆ List of Board members (2023 and 2024).
- ◆ Outside business interests of board members, management and key personnel involved in financial operations, and any business interests their spouses may have.
- ◆ Organizational chart for 2023 and 2024.
- ◆ Board Minutes (January 1, 2023 to present)
- ◆ Annual Financial Reports for 2023.
- ◆ Trial balances for December 31, 2023 and October 31, 2024.
- ◆ Any audit reports and management letters received in 2023 and 2024.
- ◆ Any written policies concerning business practices (cash receipts and disbursements, purchasing, credit card use, cell phone use, reimbursement for travel), conflicts of interest and code of ethics.
- ◆ List of all bank accounts.
- ◆ Access to bank statements for January 1, 2023 to Present.
- ◆ Access to daily cash sheets, cash receipts records, deposit slips, purchase requisitions, purchase orders, vouchers, warrants, cancelled and voided checks for January 1, 2023 to Present.
- ◆ Listing of all active projects for 2023 and 2024.
- ◆ Access to project files including but not limited to: applications, job data, cost benefit analysis, and related PILOT agreements.
- ◆ Listing of all bonds and/or notes for 2023 and 2024.
- ◆ PILOT schedule for 2023 and 2024.
- ◆ Access to payrolls, timesheets, leave accrual records, retirement reports for January 1, 2023 to Present.
- ◆ Employee manual or handbook.
- ◆ Collective bargaining agreements and key personnel employment contracts.

Conflict of Interest Disclosure Statement

This disclosure statement is being requested solely to provide information requested by the State Comptroller's Office in relation to the routine audit to be conducted in 2025. This does not replace the standard conflict of interest disclosure that is requested by the City of Auburn annually.

Name:

Date:

Disclose here, to the best of your knowledge:

1. any entity in which you participate (as a director, officer, employee, owner, or member):

2. outside business interest you or your spouse have that are not listed above:

3. any transaction in which the Authority is a participant as to which you might have a conflicting interest; and

4. any other situation which may pose a conflict of interest.

Confidential Evaluation of Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Authority.				
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.				
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.				
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.				
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.				
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.				
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.				
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.				
Board members demonstrate leadership and vision and work respectfully with each other.				
Board members understand and are comfortable with the application process for new projects.				

Name of Authority: Auburn Industrial Development Authority

Comments:

Performance Goals

Below are AIDA's performance goals as stated along with the Mission Statement. Do you believe AIDA has met these goals in 2024? If not, why?

(Mission statement attached for Board review)

	Yes	No	Comments
Market the benefits available through AIDA to eligible projects that will generate jobs and revenue to the community.			
Assist at least (2) projects per year with AIDA benefits and/or guidance on other benefits available in the community.			
Market parcels owned by AIDA.			

December 11, 2024

Gwen Webber-McLeod, Chair
Auburn Industrial Development Authority
2 State Street
Auburn, New York 13021

**RE: PROPOSAL FOR PROFESSIONAL SERVICES
AIDA MANAGEMENT SERVICES 2025**

Dear Ms. Webber-McLeod:

Below is our understanding of your needs, our scope, and proposed fee structure. Please sign where indicated and return to me, at which time we can begin work.

I. Project Overview

The Auburn Industrial Development Authority (AIDA) is seeking continued interim management and administrative services, which services will encompass the role of "Interim Executive Director" described in AIDA's bylaws and the New York Public Authorities Law (PAL). This engagement would entail responsibilities such as advancing economic development projects seeking AIDA assistance, meeting preparation and facilitation, record keeping, compliance support, and basic bookkeeping and financial tracking.

Subject to the limitations set forth in Section IV, below, a representative of Swiftwater may be designated as "Interim Executive Director" of AIDA during the duration of its engagement if provided by a duly adopted resolution of AIDA. Swiftwater will designate its representative, who may be replaced on 10 days' advance written notice to AIDA with another representative of Swiftwater reasonably acceptable to AIDA. The parties acknowledge that, although a specific individual may be designated as "Interim Executive Director" Swiftwater staff will collectively be performing the majority of the services described in this proposal.

II. Scope of Services and Compensation

Task 1: Management Services

Swiftwater staff will fulfill the following tasks as related to AIDA's management needs:

- A. **Project Support:** We will work with AIDA's legal team to support existing and prospective AIDA projects through the incentive application, evaluation, execution, and reporting process. This will include a basic cost benefit analysis that meets at least minimum NYS standards. As needed, our team will direct projects and prospects to our colleague, Kris Phillips, who is also providing interim economic development advisement services for CEDA. We will continue to support and implement existing AIDA programming.
- B. **Regulatory Compliance:** Swiftwater will ensure that all required reporting, transparency, notification, policy, and other regulatory matters are completed and addressed in order to maintain a positive relationship with the State of New York. This includes PARIS reporting and facilitation of the annual budget and audit process should we still be engaged at those times.
- C. **Meeting Facilitation Support & Economic Development Advisement:** A member of the Swiftwater staff will attend each AIDA monthly board meeting, as well as any committee or special meetings, in person or via Zoom. S/he will offer assistance as needed in facilitating conversation about operational, strategic, and project-related agenda items. We anticipate that there will be no more than 3 meetings per month. In addition, Swiftwater will provide expertise and insights on local, regional, and state economic development trends, programs, and incentives as requested and appropriate.

Task 2: Administrative Services

Swiftwater staff will fulfill the following tasks as related to AIDA's administrative needs:

- A. **Meeting Coordination & Communication:** Compiling meeting packets as directed by AIDA's Board Chair, sending packets to board/committee members in advance of meetings, tracking responses from board/committee members to ensure a quorum will be present at the meeting, distributing and posting meeting notices to the press and appropriate community calendar, and posting meeting materials to the AIDA website. As needed, Swiftwater staff will assist in coordinating the timing of committee and special meetings that are not regularly scheduled, and will attend these meetings either in person or virtually.

- B. Meeting Minutes: Swiftwater staff will attend meetings virtually and/or utilize recordings posted to the AIDA YouTube channel to draft meeting minutes. We anticipate that there will be no more than 3 meetings per month. Draft minutes will be sent to the Board Secretary for review no later than 7 business days after each meeting. Swiftwater staff will make any edits or adjustments to the minutes as directed. After approval by the board, Swiftwater staff will post meeting minutes to the AIDA website.

- C. Financial Tracking: Swiftwater staff will enter any invoices, payments, and deposits in AIDA's Quickbooks, as well as prepare disbursement paperwork for each invoice to be paid (disbursement request form and check set up to print in Quickbooks). Swiftwater will conduct monthly reconciliations, upon receipt of documentation, which will be emailed to the board Treasurer for review and approval. Swiftwater will also calculate payment amounts and generate invoices for PILOT payments, to be reviewed and approved by the board Treasurer prior to distribution. Monthly financial reports will be generated and included within the meeting packets. The Swiftwater staff member in attendance at the AIDA monthly board meetings (see Task 1C) will report on invoices that are due and/or provide a written report listing the invoices.

- D. Recordkeeping: Swiftwater staff will ensure that all project and organizational documents resulting from board meeting activities are appropriately filed within AIDA's electronic systems, and will post such documents to the website as necessary.

Task 1 & 2 Compensation..... \$52,000

*The cost figures shown above represent our **hourly not to exceed (NTE)** amount for the term of the contract. Swiftwater will not perform work once the NTE amount is reached, unless the NTE amount is increased by AIDA. Any additional work beyond this fee and outside the scope of this proposal would be reviewed with the Client.*

Task 3: General Economic Development Services

AIDA, from time to time, may desire on-call assistance from Swiftwater. If so directed by AIDA, Swiftwater will provide such on-call assistance including, but not limited to, any of the following: expanded cost benefit or test of reasonableness analysis, grant writing, or additional marketing support.

If directed by AIDA to complete on-call work, Swiftwater will provide such services on a time-and-expenses basis charged as follows:

- For Director time: \$275/hour
- For Deputy Director/Senior Analyst time: \$198/hour
- For Analyst time: \$157/hour
- Mileage at the then-current federal rate
- All other expenses, if any, charged at cost

Swiftwater shall submit monthly statements for services rendered during each invoicing period based on the efforts performed during that period. Swiftwater Standard Rates are subject to annual adjustment.

III. Commencement of Work

Work under this contract will begin January 1, 2025 and continue until December 31, 2025 unless otherwise terminated earlier. We understand that these services will only be needed on an interim basis, and as such will provide these services until written notice of at least 7 days is provided by AIDA to terminate the agreement. Upon notice of termination, the Swiftwater team will work to transfer all relevant materials and information to the contact of AIDA's choosing.

IV. Representations and Warranties.

Swiftwater represents and warrants as follows:

Neither Swiftwater nor any of affiliates, employees, or permitted contractors have been disqualified from contracting with a public authority pursuant to Section 2876 of the New York Public Authorities or any other applicable law, rule, or regulation.

By signing this agreement, Swiftwater certifies that, under penalties of perjury, that it is not on the list created pursuant to paragraph (b) of subdivision 3 of Section 165-a of the New York State Finance Law.

Swiftwater acknowledges that if (x) Swiftwater or its representatives either (a) refuse to testify before a public investigation concerning a public transaction or contract, or (b) refuses to sign a waiver of immunity from criminal prosecution or to answer any relevant question concerning such transaction; then (y) this agreement will be cancelled and Swiftwater will, for a period of five (5) years following such refusal, be disqualified from submitting public bids, receiving awards of public contracts, and entering public contracts. Swiftwater will, however, be entitled to payment for any fees prior to cancellation of this agreement pursuant to this paragraph.

V. Exclusions

By way of this agreement, Swiftwater intends to support AIDA as advisors and execution partners. Any financial and/or fiduciary responsibility rests solely with the Board of Directors, and cannot be allocated to or assumed by Swiftwater.

As such, our team members will prepare reports, advance purchasing procedures, and conduct other business on behalf of the AIDA Board of Directors. However, we are unable to execute documents on your behalf, and cannot maintain responsibility for cash, cash equivalents, or other financial instruments on behalf of AIDA. However, we will support the Board and its designees via preparation of necessary documentation, to be executed by those designated representatives.

VI. Standard Terms and Conditions

Attached hereto and made part of this Agreement are Swiftwater Strategies *Standard Terms and Conditions*.

If this proposal is acceptable to you, please sign where indicated and return one copy to our office. Thank you for your consideration of our firm. We look forward to working with you on this project.

Sincerely,



R. Michael N'dolo
Director of Economic Development



James J. Oberst, P.E., LEED AP
Vice President

https://mrbgroup365.sharepoint.com/sites/Proposals/Shared Documents/New York/Auburn Industrial Development Authority/0-24-0887 2025 Management Services/Swiftwater Letter Proposal_AIDA Management Services 2025.docx

PROPOSAL ACCEPTED FOR THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY BY:

Signature

Title

Date

**SWIFTWATER STRATEGIES, LLC
AGREEMENT FOR PROFESSIONAL SERVICES
STANDARD TERMS AND CONDITIONS
ECONOMIC DEVELOPMENT SERVICES**

A. TERMINATION

Either party may terminate this Agreement with seven days' written notice if the other party fails to materially perform in accordance with the terms hereof through no fault of the terminating party. If this Agreement is so terminated, the client shall promptly pay to Swiftwater Strategies ("Swiftwater") for (a) services performed prior to the date of such termination, based on Swiftwater's reasonable estimate for the portion of work completed, plus (b) all reasonable costs incurred by Swiftwater in connection with such termination. If, prior to termination of this Agreement, the client directs Swiftwater to suspend or abandon any work, the client shall promptly pay Swiftwater for services performed prior to receipt of such notice from the client.

B. INSURANCE

Swiftwater agrees to procure and maintain, at its sole expense, such insurance policies as are customary in the industry. Swiftwater will name AIDA as additional insured on all policies, which must be on a primary, non-contributing basis.

C. INDEPENDENT CONTRACTOR

The parties agree that Swiftwater is an independent contractor, and will conduct itself with such status, that it will neither hold itself out as nor claim to be an officer or employee of the client, by reason hereof, and that it will not by reason hereof make any claim, demand or application to or for any right or privilege applicable to an officer or employee of the client, including, but not limited to, Workmen's Compensation coverage, unemployment insurance benefits or Social Security coverage.

D. SUCCESSORS AND ASSIGNS

Neither party may assign or otherwise transfer any of its rights or obligations under this Agreement without the prior written consent of the other party and any purported assignment absent such consent shall be void. This Agreement shall be binding on each party's successors, executors, administrators and assigns.

E. INVOICES AND PAYMENT

The client will pay Swiftwater for services in accordance with the fee structure and work estimate set forth in the proposal. Invoices will be submitted on a periodic basis, or upon completion of Services, as indicated in the proposal or contract. All payments are due within 30 days after receipt of the applicable invoice. Any invoice remaining unpaid after 30 days will bear interest from such date at 1.5 percent per month or at the maximum lawful interest rate, if such lawful rate is less than 1.5 percent per month. If the client fails to pay any invoice when due, Swiftwater may, at any time, and without waiving any other rights or claims against the client and without thereby incurring any liability to the client, elect to terminate performance hereunder upon ten (10) days prior written notice to the client. Notwithstanding any termination of Services by Swiftwater for non-payment of Invoices, the client shall pay Swiftwater in full for all Services rendered by Swiftwater to the date of termination of Services plus all interest and termination costs and expenses incurred by Swiftwater that are related to such termination. The client shall be liable to reimburse Swiftwater for all costs and expenses of collection, including reasonable attorney's fees.

F. INDEMNITY

The client will require any contractor and subcontractors performing the work to hold the client and Swiftwater harmless and indemnify and defend the client and Swiftwater and their respective officers, employees and agents from all claims arising from client's use of the services, except to the extent arising from Swiftwater's negligence or willful misconduct.

G. LIMITATION OF LIABILITY

EXCEPT FOR MATTERS COVERED BY INSURANCE, IN NO EVENT WILL SWIFTWATER BE LIABLE FOR ANY INDIRECT, PUNITIVE, SPECIAL, EXEMPLARY, CONSEQUENTIAL OR INCIDENTAL LOSSES OR DAMAGES (INCLUDING, BUT NOT LIMITED TO, LOST PROFITS, LOSS OF GOODWILL, BUSINESS INTERRUPTION, LOSS OF BUSINESS OPPORTUNITY, OR ANY OTHER PECUNIARY LOSS), REGARDLESS OF WHETHER OR NOT THE POSSIBILITY OF SUCH DAMAGES HAS BEEN DISCLOSED OR COULD HAVE BEEN REASONABLY FORESEEN BY Swiftwater, AND REGARDLESS OF THE LEGAL OR EQUITABLE THEORY (CONTRACT, TORT OR OTHERWISE) UPON WHICH THE CLAIM IS BASED. SWIFTWATER'S LIABILITY HEREUNDER SHALL NOT EXCEED THE FEES PAID TO Swiftwater BY CLIENT DURING THE TWELVE (12) MONTHS PRECEDING THE EVENTS GIVING RISE TO SUCH LIABILITY.

H. MISCELLANEOUS

The Agreement may be amended or modified only with the written consent of both parties. The rights and remedies set forth herein shall be in addition to all other rights and remedies available at law or equity. The Agreement embodies the entire agreement and understanding between the parties pertaining to the subject matter hereof, and supersedes all prior agreements, understandings, negotiations, representations and discussions, whether verbal or written, of the parties, pertaining to that subject matter. This Agreement shall be governed by the laws of the State of New York without regard to its principles of conflicts of law. Any litigation arising out of or in connection with this Agreement shall be brought and maintained exclusively in the federal courts or the courts of the State of New York, with a venue in Cayuga County, New York, and the parties hereby irrevocably waive all jurisdictional defenses and irrevocably consents to the personal jurisdiction of such courts.

Auburn Industrial Development Authority
2025 Strategic Framework
Draft date 12/10/2024

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

Strategic Priorities	Strategies	Actions
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.	Develop Ambassadors (board members, community leaders, business owners, city staff, influential former residents)	Create consistent talking points
		Updated one-pager/palm card
		Identify non-board members who interact with businesses, site selectors, community leaders from other places, etc. and invite them to be ambassadors.
	Website updates	Remove links to CEDA website and replace content where needed
		Update facts and figures where needed
		Reinstate auburnida.org and auburnida.com URLs
	Host and/or participate in informational and networking events and meetings	Invite past incentive recipients to board meetings, or host meetings at their business location.
		Send a representative of AIDA to meetings, events, and/or conferences (city council, school board, rotary, REDC, chamber, etc.) to share AIDA's mission, activities, and strategy.
		Develop and share case studies or project highlights for past projects supported by AIDA.

Strategic Priorities

Strategies

Actions

Assist at least two (2) projects per year with AIDA benefits and/or guidance on other benefits available in the community.	Consistently maintain and update a list of pipeline projects and leads	Track projects and leads, including contacts, information about the proposed projects, last contact, etc.
		Follow up with active leads if communication ceases for 1 month without explanation.
		Engage board members, City staff, and/or other economic development partners as needed to accommodate the needs of potential clients.
	Collaborate with City, County, and regional economic development partners to understand possible new deal flow	Director to continue attending bi-weekly economic development check-ins with reps from City, CCIDA, and SBDC.
		Maintain an updated understanding of CNY REDC priorities and activities.
	Outreach to businesses in Auburn	Conduct annual monitoring visits per monitoring policy.
		Conduct visitations with businesses that are not currently receiving benefits. Aim for 6 in 2025.
		Collaborate with the Chamber, Citizen, and other partners with communication networks (particularly with businesses) to share information about AIDA. Aim for 3 communications in 2025.

Strategic Priorities

Strategies

Actions

Market parcels owned by AIDA.	Continue to list and promote parcels	Identify and update all online listings (e.g. LoopNet) to ensure that contact information is correct
		Send residential listings to regional homebuilder associations and continue to work with S. Baier
	Identify maintenance activities that could improve appeal	Ensure information about parcels is up to date on AIDA's website
		Consider listing commercial parcels with a broker
Re-evaluate shovel-readiness	Explore how new DEC wetland regulations may impact development on available parcels, and how potential challenges can be mitigated	
	Continue to pursue power upgrades	
Diversify deal flow.	Advocate for more power capacity to expand the development opportunities/types throughout the City	
	Focus some business visitation and outreach activities	Identify and define targeted industries that have not traditionally been served by AIDA, or that are thought to be underserved.
		Target at least 2 visitations to businesses in targeted industries.
		Target at least 1 outreach through partner networks to businesses in a targeted industry.

Bills & Invoices

As of **December 18, 2024**, the following bills and invoices are unpaid (also attached for review):

Vendor	Invoice #	Date	Amount	Description
MRB Group	64254	11/20/2024	\$5,234.24	Staff services 10.20-11.16.2024
NYS EDC	15627	1/1/2025	\$1,000.00	2025 Membership dues
Cayuga County Chamber of Commerce	93711	11/25/2024	\$346.73	Basic membership dues & processing fee

PILOT Disbursements:

Project	Total	City	School	County
JBJ	\$131,155.00	\$43,808.82	\$61,047.75	\$26,298.43

Requesting approval for the following disbursements:

Payee	Covered Invoices/PILOTs	Total Amount
MRB Group	64254	\$5,234.24
NYS EDC	15627	\$1,000.00
Cayuga County Chamber of Commerce	93711	\$346.73
City of Auburn	JBJ	\$43,808.82
Auburn School District	JBJ	\$61,047.75
Cayuga County	JBJ	\$26,298.43

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

Approved: _____

Tessa Crawford (Board Treasurer)



Outline of AIDA Board Priorities for Project Evaluation

[Last reviewed August 2020]

These factors outline priorities of the board, not scoring criteria. This is intended to guide thinking and conversation around a project, but additional factors could be taken into account on a project by project basis.

Industries of interest and/supported previously:

- Manufacturing
- Warehousing & Distribution
- Agribusiness/Food processing
- Hospitality
- Healthcare
- Retail (*special restrictions already apply here based on State law*)
- Residential
 - Mixed use redevelopment (*how to evaluate/consider jobs is a unique challenge here*)
 - Senior residential
- Construction
- Information Technology
 - NOTE: Under state law, any business that services/sells to customers on site for more than 33.33% of their business is considered “retail” and must meet specific criteria to even be eligible for IDA benefits. This also applies to hotels, healthcare, retail, etc.

Metrics to consider:

- # of jobs created & retained
 - For retained, are the jobs at risk?
- % of incentive compared to investment
- Target \$ of incentive per job created/retained
- Wages of jobs to be created/retained vs. Cayuga County median (either overall or for particular industry)
- Local labor % for construction jobs

Community Values:

- Desire to support locally owned businesses in particular, with higher expectations of businesses that are part of a national chain or franchise (or businesses with a greater amount of assets in general)
- Wealth generation
 - Manufacturing
 - Exporting
 - Attraction of visitors/shoppers from outside of the County/region
- Providing a living wage

- If not paying a living wage, other forms of workforce support (car buying program, training to advance to higher level positions, etc.)
- Recruitment strategies that intentionally aim to provide employment opportunities to underserved and low income populations
- Alignment with local planning efforts and community environment
- Environmentally sustainable construction/operation practices (LEED, renewable energy, waste reduction, etc.)
- Remediation and reuse of brownfields and/or underutilized properties
- Corporate social responsibility/community engagement
- Support of local educational and workforce development systems
- Prioritizing local procurement within the company's operation to the extent possible
- Collaboration with/support of other businesses in the community
- Filling a market gap - providing greater access to a service or product that is not currently available within the community (for businesses or residents)