

TOWN OF CLARENCE, ERIE COUNTY  
INDUSTRIAL DEVELOPMENT AGENCY

MINUTES

August 15, 2024 Meeting

In Chairman Chris Kempton's absence, Clayt Ertel chaired the meeting and called the meeting to order at 8:16 a.m. Present were Peter DiBiase, Robert Dixon, Elaine Wolfe, Mary Powell, Clayt Ertel, and Paul Leone. Lauren Fix was out of town. Also present were, Steve Bengart, Jennifer Strong, Kimberly Ignatowski, and Jennifer D'Andrea.

**Minutes of July 18, 2024.**

Two drafts of Minutes for the July 18, 2024 meeting were emailed out to board members; Draft One: Sent Friday August 9<sup>th</sup>. Draft Two: Sent Tuesday August 13<sup>th</sup>, per the request of Chairman Chris Kempton. There was a motion to accept Draft One of the minutes of the July 18, 2024 meeting by Clayt Ertel with a second by Elaine Wolfe.

**On the question**, this proposed change outlined in Draft Two includes detailed text copied and pasted directly to "New Business" Section, which Jennifer D'Andrea also read aloud for the record. The purpose of this inclusion is to "clear the air" should the CIDA be criticized for its processes as the board continues to consider amending / implementing policy to place restrictions on multi-unit housing. Further discussion was centered around the various towns zoning laws, codes and masterplan. CLAYT ERTEL AMMENDED HIS MOTION to approve Draft Two ... ELAINE seconded ... unanimous ...

Vote: Ayes: DiBiase, Dixon, Wolfe, Ertel, Powell. Noes: None  
Recuse: None Absent: Fix, Kempton Motion carried.

**Treasurer's Report.**

Peter DiBiase & Kim Ignatowski presented the Treasurers Report. As of August 15, 2024 expenses are in the amount of \$40,303.60. Fees received to date are in the amount of \$4,375.00. Other income is Interest and Earnings in the amount of \$17,968.85 to date. There is a net income to date in the amount of -17,959.75. There being no further discussion, Clayt Ertel asked for a motion to accept the financials. There was a motion to accept the financial statements by Robert Dixon with a second by Elaine Wolfe... There was nothing further on the question. There being nothing further, the vote is as follows:

Vote: Ayes: DiBiase, Dixon, Wolfe, Ertel, Powell. Noes: None  
Recuse: None Absent: Fix, Kempton Motion carried

**Proposed Budget for 2025**

Peter DiBiase and Kim Ignatowski presented a Tentative Budget for 2025 along with the Adopted Budget for 2024 and Year To Date as of August 15, 2024 for comparison purposes. Kim discussed the 3% increase to some of the Administrative Costs, while other costs remained the same or decreased. Interest rates for CD's and Money Markets were also discussed, along with budgeting conservatively. Kim will revise tentative budget prior to the September 19<sup>th</sup> meeting at which time will be voted on.

**Correspondence**

Email update from Jonathan Bleur regarding Vision Sheridan. There was no update for the August 15th CIDA meeting, however, he expects they will need to be on the agenda for the September 19th meeting.

**New Business.**

Steve Bengart drafted a Resolution and prefaced it with discussion regarding Apex Acquisition Associates, Inc. and a Subordination / Lease Back Agreement they are asking CIDA to provide. Apex is in the midst of refinancing and applying for additional funding, and the leaseback agreement is required by the SBA as part of the application process. Apex and CIDA originally entered into a PILOT Agreement in 2020, whereas, Apex is in good standing. Steve and Jennifer Strong discussed additional details and introduced Michael Curran, President of Apex Acquisition Associates, Inc., a medical dental implant laboratory, which he answered questions asked by various board members. Clayt Ertel read Steve’s drafted Resolution (SEE ATTACHED) at which point he Clayt Ertel asked for a motion to authorize Steven Bengart to execute the Subordination Agreement.

**On the question,** Mary asks if the agreement doesn’t change who is the subordinate and what happens if they default? Steve indicates that all CIDA’s rights remain the same. CLAYT ERTEL makes a motion to authorize Steven Bengart to execute the Subordination Agreement ... ROBERT DIXON seconded ... UNANIMOUS ... There being nothing further, the vote is as follows:

Vote: Ayes: DiBiase, Dixon, Wolfe, Ertel, Powell. Noes: None  
Recuse: None Absent: Fix, Kempton Motion carried

After the vote, Michael Curran of Apex provided Kim Ignatowski with a \$500.00 check which is the required Agency Fee.

Paul Leone added there are several new projects on the horizon, however, no new completed applications or official notices have been submitted. There is no new business at this time.

**Old Business**

N/A

**Public Comments**

N/A

**Items Not on The Agenda**

**Executive Session** - CLAYT ERTEL makes a motion to go into Executive Session ... PETER DIBIASE seconded ... UNANIMOUS ... There being nothing further, the vote is as follows:

Vote: Ayes: DiBiase, Dixon, Wolfe, Ertel, Powell. Noes: None  
Recuse: None Absent: Fix, Kempton Motion carried

Executive Session beginning at 8:51 a.m., whereas Steve Bengart, Jennifer Strong, Kim Ignatowski and Jennifer D'Andrea were asked to temporarily leave the meeting room and would be notified when to return. The recording device was turned off for the Executive Session.

Executive Session ended at 9:32 with a motion made by MARY POWELL ... PETER DIBIASE seconded ... UNANIMOUS ... whereas afterward the four above-mentioned individuals were asked to return to the meeting. Brief mention the Executive Session was to discuss Legal Services and the relationship between CIDA and the attorneys. RFP's to bid out attorney positions would be discussed during at a future Executive Session, to be announced.

Motion to adjourn the meeting, meeting adjourned at 9:34 a.m.

Respectfully submitted by Jennifer O. D'Andrea

**RESOLUTION**

**WHEREAS**, the Town of Clarence, Erie County, Industrial Development Agency (hereinafter "CIDA") entered into a PILOT Agreement and various other Agreements and documents- including a Leaseback Agreement with Apex Acquisition Associates, Inc (hereinafter "Apex") on or about May 1, 2020, and

**WHEREAS**, Apex has remained in good standing and has abided by all the terms and conditions of the Agreements entered into with the CIDA and has abided by all the laws of the State of New York, and

**WHEREAS**, Apex is now applying for additional funding through the Small Business Administration (hereinafter "SBA") which funding requires that the CIDA subordinate its Leaseback Agreement to the SBA Mortgage securing the Apex Property, and

**WHEREAS**, Apex is in need of this Subordination Agreement to be executed on or before the CIDA's next Board meeting in September 2024, and

**WHEREAS**, the CIDA has agreed to place this matter before the Board for its consideration without having placed the matter on its published agenda.

**NOW THEREFORE** \_\_\_\_\_ (*name*) does hereby move to authorize Steven B. Bengart, as assistant secretary and counsel to the CIDA to execute an SBA Lease Subordination Agreement on behalf of the CIDA subject to the following conditions:

1. Apex paying an application fee in the amount of \$500.00 to the CIDA on or before August 19, 2024.
2. The review and Approval of the form and content of the SBA Subordination Agreement by the CIDA Assistant Secretary/Legal Counsel as well as the CIDA Bond Counsel.
3. Apex paying the legal fees for the CIDA Assistant Secretary/Legal Counsel and CIDA Bond counsel at the time of or prior to the execution of the Subordination Agreement.

**Seconded by:** \_\_\_\_\_ (*name*)

**On the Question:** \_\_\_\_\_

**Votes in Favor:** \_\_\_\_\_

**Votes Against:** \_\_\_\_\_

**Abstentions:** \_\_\_\_\_

**Recusals:** \_\_\_\_\_