



Auburn Industrial  
Development Authority

**MEETING MINUTES**  
**AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY**  
**Monday, February 3, 2014 @ 5:00 PM**  
**First Floor Caucus Room**  
**Memorial City Hall**

**Board Present:** Mike Quill (Council Member), Terry Cuddy (Council Member); Tricia Ottley (Member At Large) Sue Chandler, (Member at Large); Frank DeRosa (Member At Large); Amanda Grover (School Board Member); William André (Member of Labor); James Dacey (Chair & Member of Business)

**Excused:** Michael Kane (Member of Industry)

**Staff:** Jennifer Haines, AIDA Executive Director; Alicia McKeen, Secretary

**Counsel:** Michael Arcuri, Hancock and Estabrook

**Guests:** Tracey Verrier, CEDA; Chuck Mason, City Clerk; Jocelyn Bos, Calamar

Jim Dacey calls the meeting to order.

Jenny Haines: Introduces Jocelyn Bos of Calamar. They are bringing in MK Holding LLC as a new partner with 70% ownership. References e-mail and letter. This needs to be approved by the lender also. Has asked for and received financial from MK which we will review in Executive Session due to a confidentiality disclosure agreement.

Jocelyn Bos: MK approached Calamar last July. This will enhance ownership in regards to equity. Has contact information if members request it. No changes made except owner percentage. Calamar still maintains the property.

Jim Dacey: Progress on construction?

Jocelyn Bos: About 3 ½ months behind due to rain. Target date moved to October. December billing at 35%. Accepting reservations at this time and we have about 52 right now. We have hired a local site manager. We keep reservists apprised of our progress.

Frank DeRosa: Has MK bought into Calamar?

**James A. Dacey**  
Chairman

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Jocelyn Bos: Not yet, the closing is in two weeks. The bank is handling it.

Jenny Haines: There is a letter from Northwest. Attached.

Jocelyn Bos: Calamar Realty will own 30%, MK will own 70%. The new holding company will be Senior Housing Holdings, LLC.

Frank DeRosa: Asks about any fears for reputation as Calamar will be the minority holding company.

Jocelyn Bos: They appear strong. They are hands on day to day. I have spoken with other partners.

Frank DeRosa: Asks if she feels comfortable with the plan.

Jocelyn Bos: Yes, they don't buy and then run down the property. They buy into successes then enhance them. They enter into development team meetings to learn the process. Their actions exhibit interest in continued quality product.

Jenny Haines: The financial info to be discussed has a confidentiality clause attached by MK. There is to be no disclosure beyond what is discussed in Executive Session.

Jim Dacey: Asks for a motion to move to Executive Session. So moved by Amanda Grover, seconded by Frank DeRosa. Motion carried unanimously

Jim Dacey: Asks for a motion to end Executive Session. So moved by Mike Quill, seconded by Sue Chandler. Motion carried unanimously.

Jenny Haines: Questions the wording of the motion. Is it to improve the joint venture as outlined in the request?

Jim Dacey: Joint venture per e-mail. The entity retains all responsibility as set forth in the original agreements AIDA.

Jenny Haines reviewed the conditions of the motion to approve the joint venture:

- The bank must approve the joint venture document.
- A legal review of the bank and joint venture documents after execution of the LLC agreement.
- Joint entity as outlined in the agreement.
- Entity assumes all obligations and responsibilities as outlined in the original agreement.

Mike Arcuri: With respect to the confidentiality agreement signed by Jennifer Haines, Executive Director, financials will be turned over to Hancock and Estabrook, and Mike Arcuri, Counsel, is bound by Section 2 of the agreement. AIDA directs Hancock and

Estabrook to return the financials intact and undisclosed to Bradley Walker, return receipt requested.

Jim Dacey: Asks for a motion to approve. So moved by Mike Quill, seconded by Amanda Grover. Motion carried.

### **Discussion of CEDA taking over administrative functions of AIDA.**

Jenny Haines: Recognizes Tracy Verrier of CEDA. Had initial discussions in July 2013 and had sent out documentation. CEDA has executed an Agreement with CCIDA to provide administrative services.

Tracy Verrier: CEDA staff duties with CCIDA; Andrew Fish is the Executive Director, Tracy Verrier is the Treasurer and CFO. Duties include PILOTs, monthly budget reports and other financial duties. Audrey Iwanicki is the secretary and duties include minutes, agenda and other administrative duties. We cover day to day operations and report to the board monthly. Cover all non-resolution, non-decision making duties.

Jenny Haines: Any questions? We are not asking for any action at this time. We will continue as is and look to a transfer in April if the board desires.

Jim Dacey: Not outlined in Andy's cover letter is that AIDA has not been able to do any marketing which CEDA will be able to do. This should be covered in the outline.

Tracy Verrier: There are two new positions that will be hired dedicated to marketing; Economic Development Specialist dealing with existing businesses retention and expansion and a Business Development Specialist dealing with attraction of new businesses to the area through supply chain attraction.

Frank DeRosa: Questions site relocation consultation.

Tracy Verrier: It is tied in with the two new positions. We have been reacting to requests at this time.

Terry Cuddy: Asks Jenny if the transfer has her support? Would be able to get actual OPED work done.

Jenny Haines: Would give office staff some breathing room in being able to deliver current programming in Planning, Community Development and Capital Projects and Grants. City is now charging AIDA for staff services.

Jim Dacey: Questions role of the board in the future if staffed by CEDA.

Tracy Verrier: Not decided yet. Once under the same roof we will see what the best roles will be.



Jim Dacey: Will the board still be needed?

Tracy Verrier: Yes, they have assets, agreements, etc.

Mike Quill: What are the downsides?

Jenny Haines: AIDA may become dormant if CCIDA take on projects. AIDA would still have cash and assets and PILOTs to manage. It would be difficult and time consuming to dissolve AIDA. The idea of one IDA is worth discussing. Also for discussion is where the City would get its voice on the board.

Jim Dacey: We have a different charter than the county, they are an agency, we are an authority.

Jenny Haines: Along with the one-stop concept we are discussing the possibility of CEDA contracting with ALDC also.

Jim Dacey: These agencies all rolled in due to the one-stop premise.

Mike Quill: The concept is sound but if it is too large it makes no sense.

Jim Dacey: IDAs and LDCs remain until CEDA has proven success.

Jenny Haines: One-stop has an array of services available at hand that will be beneficial in packaging deals.

Tricia Ottley: Questions cost.

Jim Dacey: CCIDA agreement would be a template for AIDA.

Tracy Verrier: Cost would be \$20,000 plus expenses divided quarterly. We would discuss this with Andrew.

Tricia Ottley: Would this include travel, representation, etc.?

Tracy Verrier: Expenses are extra.

Jenny Haines: Next step is a conversation with Andy Fish.

Jim Dacey: Would like Andy to address the board again.

Jenny Haines: CEDA also entered into a joint venture agreement with the Cayuga County Chamber of Commerce under an umbrella organization named Cayuga Strategic Solutions.

Mike Quill: If we decide to go with the proposal the decision is actually by AIDA?

Jenny Haines: Yes. Will discuss with Andrew. Will have to decide in the contract what you want to see.

Jim Dacey: We are an autonomous group to the City. This is the decision of the board, not the City.

Mike Arcuri: Agreed. The authority is State created.

Jim Dacey: We need to make a decision on how future PILOTs will be written. Need Andy in the discussion.

Jenny Haines: Andrew states that things will be done in a manner best for the business. Wants to eliminate competition between the City and County. All entities under one roof to take care of new development.

Jim Dacey: Any other business? Motion to adjourn? So moved by Mike Quill, seconded by Amanda Grover.

Meeting adjourned.

Recorded by Alicia McKeen

