

**Wayne Economic Development Corporation**  
**Board Meeting – May 25, 2022**  
**MINUTES**

A regular meeting of the Wayne Economic Development Corporation (WEDC) was called to order by Chairman Scott Johnson, at 9:05 a.m. at 9 Pearl Street, Lyons, Second Floor Conference Room. The meeting was held in person at 9 Pearl St. Lyons, NY and also via Zoom, as allowed by Executive Order until June 14, 2022.

Members present in-person were Chairman Scott Johnson, new Vice-Chairman Phil Eygnor and member Treasurer Julie DiLella. Joining via Zoom were Kaye Stone-Gansz – Secretary, Robert DeBadts and Pamela Heald. Member absent was Jeannie Brockmyre. Also present were staff members Brian Pincelli, CEO; Jamie Corteville, CFO; Ariel Cardiel, Economic Development Specialist, and Deb Hall, Assistant Secretary. Katie Bronson, COO, John Morrell, agency counsel and loan applicants Jake Lagoner and Erik Graff (9:20 a.m.) were also in attendance via Zoom.

Mr. Johnson welcomed Mr. Eygnor to his first meeting. Minutes from the April 27, 2022 board meeting were presented for approval as a motion by Ms. Stone-Gansz with a second by Ms. DiLella. Minutes were accepted with unanimous approval.

Minutes from the April 14, 2022 special meeting were presented for approval as a motion by Mr. DeBadts with a second by Ms. DiLella. Minutes were accepted.

Ms. Bronson introduced the GAIN! loan applicant Jake Lagoner from Ten Decade/Lagoner Farms. Mr. Lagoner gave the Board a brief history of the business expansions at Lagoner, thus necessitating the purchase of new equipment. The loan amount of \$122,987.50 is being requested to purchase a used mobile canning line and associated equipment. Mr. Lagoner noted that a new canning line was quoted at over \$200,000 with a one-year wait time. Ms. Heald asked if this equipment would allow for Ten Decade to also can for other producers. Mr. Lagoner stated that it is possible for future revenue but the main goal is to can their own production first and see if there is time allowed for other canning requests. Ms. Stone-Gansz asked if building expansions were being contemplated with this growth, and Mr. Lagoner said possibly in a year or so. Ms. Stone-Gansz made a motion to accept the Resolution Authorizing GAIN! RLF to Ten Decade Enterprises, LLC with a second from Ms. Heald. Resolution was unanimously approved.

Ms. Bronson presented a change to the Microenterprise Loan previously approved for Kidtopia Ontario, LLC and Erik Graff. The original loan of \$142,000 was secured by property owned by Mr. Graff but that property has been sold. Mr. Graff has requested a lower loan amount of \$73,000 for leasehold improvements, working capital, furniture and fixtures secured by \$40,000 cash from proceeds of the sale. Ms. Stone-Gansz clarified that \$33,000 would be unsecured. Ms. DiLella also clarified the obvious need for clean, safe daycares in Wayne County and mentioned the possible use of CD funding with necessary signatories of both Erik Graff and Brian Pincelli to use as a collateral security. Ms. Bronson stated that NYS has designated Wayne County as a daycare desert, and Kidtopia is in the location of the former Tot Spot, a daycare that closed in 2021. Mr. Graff stated that 25 jobs would be created with the opening of more rooms, which is the purpose of the loan. He has been open since March 2022 and has a waitlist for new students. Mr. Johnson asked if he is profitable at this point. He stated that he is at a break even now and needs more rooms to be profitable. Ms. Stone-Gansz asked about his current debt load. Mr. Graff said he has a \$60,000 line of credit with CNB secured by SBA. Mr. Pincelli stated that even though the loan is uncollateralized by property but that the loan is only for 5 years by which such time the loan amount should be equal

to the cash security. Ms. Cardiel stated that Mr. Graff intends to pay down his debt load with proceeds of the sale of his commercial property. A Motion to Authorize the Micro Loan Fund for Kidtopia Ontario was made by Ms. Heald with a second from Ms. Stone-Gansz. Resolution was unanimously approved.

Ms. Hall reviewed a new procedure for videoconference attendance at meetings. A public hearing was conducted at 9:00 a.m. as required by law prior to proposing a Resolution Authorizing the Expanded Use of Videoconferencing for Meetings of the Board. Ms. Hall pointed out the limited definitions of “extraordinary circumstances” that would be allowable for a member to participate via videoconference from a private location and that the member would have to notify her as soon as possible but no less than 24 hours prior to the meeting in order to exercise this option. A quorum of members would still have to be present in person or in a public location in order to convene a meeting. Private videoconferencing members are not counted toward the quorum. Ms. Heald made a motion to accept the Resolution and procedures as presented with a second from Mr. DeBadts. Resolution was unanimously approved.

Ms. Bronson reviewed the new Conflict of Interest Policy which was established to protect the WEDC’s interest when members of the board are contemplating entering into a transaction or arrangement that might benefit the private interest of a member, officer or staff of the WEDC. The policy indicates situations that might be seen as conflicts of interest and establishes reporting to the Governance Committee when a potential conflict arises. Ms. DiLella noted who the Governance Committee members were as Ms. Stone-Gansz, Ms. Brockmyre and Mr. Van Fleet. Ms. Stone-Gansz made a motion to accept the Resolution to approve the Conflict of Interest Policy with a second from Mr. Eygnor. Resolution was unanimously approved.

Mr. Pincelli presented a short history of funding from the County which the WEDC manages in cooperation with grants and other programs such as the \$600,000 Brownfield Assessment fund that was used in cooperation with the Land Bank. A Resolution was then presented to Authorize WEDC to Enter into a Contract with Wayne County to open a bank account for the purpose of managing a \$1 million award from EPA for a new Brownfield Revolving Loan Fund. WEDC had previously committed \$200,000 in an Economic Opportunity bank account for this purpose which will now be used for the Brownfield RLF account with new signatories. Ms. Heald asked if these loans would be approved by the Board and Ms. Bronson stated that yes, they would be a bit more complex due to the environmental issues associated with them but would be reviewed by the loan committee and the board. Ms. Heald made a motion to accept this Resolution with a second from Mr. Eygnor. Resolution was unanimously approved.

Ms. Corteville presented a Resolution Authorizing Signatories for WEDC Bank Accounts due to change in board membership. The Resolution names the five (5) signatories as Mr. Pincelli, Ms. Bronson, and Mr. Johnson plus two new signatories, Ms. DiLella and Mr. Eygnor. A motion was made to accept the Resolution by Ms. Stone-Gansz with a second from Ms. Heald. Resolution was unanimously approved.

Mr. Pincelli then presented a Resolution to Transfer all WEDC SOAR Funding to the Village of Clyde and to Close existing SOAR bank account. The WEDC has been managing the fund since 2017 and now the Village of Clyde is prepared to establish new funding and manage the entire funding portfolio for SOAR. A motion was made to accept this Resolution by Ms. DiLella with a second from Mr. DeBadts. Resolution was unanimously approved.

Ms. Corteville presented the fiscal officer's report showing account balances and stating that the amounts will be updated to reflect the recently approved loan and new EPA account. She presented the loan aging report and stated that the two remaining SOAR loans will be removed for the June report. Ms. Bronson told the board that one loan for Parable Yoga was paid in full at the end April. Ms. Corteville reviewed the IRS 990 form and presented it to the board. Ms. DiLella asked to review at a later date in the Audit and Finance Committees when expenditures are labeled as Miscellaneous noting one such expense in the report.

Ms. Bronson updated the board on an existing loan with TJJK in the amount of \$140,000 wherein WEDC approved the loan based on a second lien position. However, TJJK is consolidating debt and asked if WEDC would take a lesser position. WEDC denied this request and is working with their new creditor at Community Bank on an intercreditor agreement that shares position 1/1 with another creditor in the event of default. Mr. Morrell commented that this was an acceptable compromise and a slightly better position than previously held. The balance of the loan is still under a 10-yr term.

Ms. Bronson updated the board on the Adult Pitch Competition to be announced next month. She has secured partnership with SCORE to present in-person and online classes for prospective applicants. Ms. Hall updated the board on the Student Pitch Competition which has begun promotion in the school districts of Wayne County. Billboard campaign will highlight the competitions starting in June and a flyer was created for public promotion which will be shared with the board.

Mr. Pincelli updated the board on new CFA grant applications due in July. The County currently has been awarded funding for a business park study. More small business programs could be applied for this year.

Mr. Johnson applauded the agency's effort to recognize small businesses during Small Business Week in May. He heard great feedback while delivering some certificates and hopes it will be implemented next year. Ms. Heald also agreed in that the event sought public input from our residents and highlighted our local small businesses. Ms. Hall reported that since next year is the bicentennial, the recognition might focus on businesses who have been around for a long time.

No other business was brought before the Board. The next WEDC Board Meeting was set for June 22, 2022 at 9:00 a.m. A motion to adjourn at was made by Ms. DiLella with a second from Mr. Eygnor at 10:09 a.m.

Respectfully submitted,

  
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Deborah Hall, Assistant Secretary