

**MINUTES OF THE MEETING OF THE  
VILLAGE OF PORT CHESTER  
INDUSTRIAL DEVELOPMENT AGENCY**

**HELD: March 14, 2012**

**TIME AND PLACE: 6:30 P.M., Village Hall, Conference Room, 222 Grace Church Street, Port Chester, New York**

A regular meeting of the Village of Port Chester Industrial Development Agency was convened on Wednesday March 14, 2012 at 6:30 p.m. at 222 Grace Church Street, Port Chester, New York. 10573.

**Roll Call:**

The meeting was called to order by Chairman Neil Pagano with the following Board members being present: Vice Chairman Joseph Kenner, Mayor Dennis Pilla, Board members Richard Cuddy and James Taylor.

Also in attendance were Administrative Director Dwight Douglas, Treasurer Leonie Douglas, Board Counsel Justin Miller, Director of Planning Christopher Gomez and Board Secretary Constance Phillips, and a member of the public Billy Frenz (owner of the Showboat)

**Executive Session**

On the motion of Vice Chairman Joseph Kenner which was seconded by Board member Richard Cuddy, the Board entered into Executive Session for the purpose of a legal discussion regarding the Capitol Theater venture. The Executive Session began at 6:40pm and ended at 7:05pm.

On the motion of Board member Richard Cuddy, which was seconded by Vice Chairman Joseph Kenner, the Board ended the Executive Session.

**Minutes**

On the motion of Board member Richard Cuddy, which was seconded by Vice Chairman Joseph Kenner, the minutes of the February meeting were accepted.

**Public Hearing**

On the motion of Mayor Dennis Pilla which was seconded by Board member James Taylor the Public Hearing was opened regarding Financial Assistance to the Capital Theater Project.

PUBLIC HEARING AGENDA  
VILLAGE OF PORT CHESTER INDUSTRIAL DEVELOPMENT AGENCY  
CAPITOL ENTERPRISES, INC. PROJECT  
MARCH 14, 2012, AT 6:30 P.M.

VILLAGE HALL, 222 GRACE CHURCH STREET, PORT CHESTER, NEW YORK 10573

ATTENDANCE LIST:

Chairman Neil Pagano, Vice Chairman Joseph Kenner, Mayor Dennis Pilla, Board members Richard Cuddy and James Taylor.

Dwight Douglas, Agency Administrative Director

Connie Phillips, Agency Acting Secretary

Justin S. Miller, Agency Counsel

Company Representatives

Tom Bailey – General Manager

Anthony Tirone - Counsel

CALL TO ORDER: (Time: 7:15 p.m.). Chairman Pagano opened the hearing and Mr. Miller read the following into the hearing record:

PURPOSE:

Pursuant to and in accordance with General Municipal Law Section 859-a, the Village of Port Chester Industrial Development Agency (the “Agency”) is conducting this public hearing in connection with a certain proposed project, as more fully described below (the “Project”), to be undertaken by the Agency for the benefit of Capitol Enterprises, Inc. (the “Company”).

The Agency published a Notice of Public Hearing in *The Journal News* on February \_\_, 2012, and mailed a copy of the Notice of Public Hearing to each affected tax jurisdiction. An Affidavit of Publication of *The Journal News* and Proof of Mailing are attached.

DISCUSSION:

Mr. Miller read a description of the Project, as follows:

The proposed Project shall consist of: (i) the appointment by the Agency of the Company as agent to undertake the planning, design, construction, renovation and equipping of leasehold improvements to an existing 1,835 seat theater facility located at 149 Westchester Avenue in the Village Port Chester, New York (the "Existing Improvements"), including extensive interior renovations and upgrades to theater stage, offices, dressing rooms, common areas, bar and amenities, along with various mechanical improvements (collectively, the "Improvements"); (B) the acquisition and installation in and around the Existing Improvements and Improvements of certain machinery, equipment and other items of tangible personal property, including lighting, video and sound systems (the "Equipment" and collectively with the Existing Improvements and the Improvements, the "Facility"); and (C) upon completion of the Project, transfer title to all tangible items and Equipment purchased by the Company as agent of the Agency to the Company.

The Agency contemplates providing financial assistance (the "Financial Assistance") to the Company in the form of a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project. The foregoing Financial Assistance and the Agency's involvement in the Project are being considered to promote the economic welfare and prosperity of residents of the Village of Port Chester, New York.

[The Board Members, Agency Staff and Company representatives discussed Project status, including environmental reviews and permitting.]

AGENCY COST-BENEFIT ANALYSIS:

The Company Application for Financial Assistance indicates a total project cost of approximately \$2,200,000, with the addition of 58 new jobs within 1 year of project completion. A significant number of construction jobs are contemplated. Based upon additional information provided by the Company, the Agency estimates the following amounts of financial assistance to be provided to the Company:

Sales and Use Tax Exemptions

(Estimated \$1,500,000 in taxable materials) = \$110,625.00

Total estimated Financial Assistance = \$110,625.00

SEQRA:

The Agency has identified the Project as a "Type II" Action as defined pursuant to the State Environmental Quality Review Act, as codified under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, "SEQRA").

PUBLIC COMMENT:

[None]

On the motion of Vice Chairman Joseph Kenner which was seconded by Board member Richard Cuddy, the Public Hearing was closed.

ADJOURNMENT (Time \_\_\_\_\_ p.m.)

**Invoices:**

A brief review of the submitted invoices was held. It was also noted that bills sent to the Village Offices from Harris Beach/Justin Miller, do not always reach the Secretary's office for timely processing.

Invoices were submitted from Harris Beach - Justin Miller, Dwight Douglas, The Journal News (noticing of Public Hearing), Leonie Douglas and Constance Phillips. On the motion of Board member James Taylor, which was seconded by Mayor Dennis Pilla the payment of submitted invoices was authorized.

**Treasurers Report**

Ms. Douglas provided the treasurers report as of February, 2012

Bills paid totaled \$42,442 which also included PILOT distributions payments to the municipalities

Cash Balance \$336,085.63

Actual expenses to date \$172,110.17

Ms. Douglas stated that The IDA is doing very well financially. We have received \$67,409 in revenue over the amount budgeted. Ms. Douglas also stated that the Village has maintained a AAA rating with Moody's because of IDA. There has been an increase in jobs and there were several big projects (Restaurant Depot, Kingsport, etc). IDA has generated over one half million dollars in revenue for the Village.

On the motion of Board member James Taylor, which was seconded by Richard Cuddy the Treasures Report was accepted.

**Equipment Purchases and Storage Area**

Planning Director, Chris Gomez gave a brief overview of equipment purchases for the office of Planning, Zoning and IDA. A brief discussion was held outlining how the equipment will benefit all departments, the use of a designated room within the Planning & Zoning office for the storage of IDA files, documents, books, etc.

On the motion of Board member James Taylor which was seconded by Vice Chairman Joseph Kenner a License AGREEMENT WITH THE Village of Port Chester for a second floor storage/office area was approved.

#### **PCIDA 2012-2013 Budget**

A brief discussion was held regarding the 2012-2013 PCIDA Budget. As of February 29, 2012 cash on hand was \$336,085.63. Administrative Director Dwight Douglas gave an overview of the expenditure lines as shown in the proposed budget. Once again Ms. Douglas reiterated the positive AAA rating of the Village and the contribution of IDA in helping the Village to obtain and maintain that rating.

On the motion of Board member Richard Cuddy which was seconded by Board member James Taylor the PCIDA 2012-2013 Budget was adopted.

#### **LDC**

A general discussion was held regarding the Local Development Corporation. It was suggested that a Village LDC would increase Board Member action items and increase member activity. Questions were raised such as: what is the role of the IDA Board in an LDC? – What are the general feelings of the Board members regarding a Village LDC? Is there a genuine interest in becoming an LDC? Mr. Gomez is scheduled to make a presentation to the planning workgroup regarding LDC's.

On the motion of Vice Chairman Joseph Kenner which was seconded by Board member Richard Cuddy, The Board authorized the Chairman to present to the Board of Trustees goals for establishing a Village LDC.

#### **Cassone Bakery Closeout**

On the motion of Board member James Taylor which was seconded by Vice Chairman Joseph Kenner The following resolution was adopted.

### **TERMINATION RESOLUTION** *(Cassone Brothers, Inc./J.J. Cassone Bakery, Inc. Facility)*

A regular meeting of the Village of Port Chester Industrial Development Agency (the "Agency") was convened on Wednesday, March 14, 2012, at 6:30 p.m. at 222 Grace Church Street, Port Chester, New York, 10573.

The meeting was called to order by the Chairman, with the following members being:

PRESENT: Chairman Joseph Kenner, Mayor Dennis Pilla, Board members Richard Cuddy and James Taylor

ABSENT: Board members John Hiensch and Philip Semprevivo

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Administrative Director Dwight Douglas, Treasurer Leonie Douglas, Board Counsel Justin Miller, Director of Planning Christopher Gomez and Board Secretary Constance Phillips,

On motion duly made and seconded, the following resolution was placed before the members of the Village of Port Chester Industrial Development Agency:

Resolution No. 2012-\_\_\_\_\_

**RESOLUTION OF THE VILLAGE OF PORT CHESTER INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION WITH THE RECONVEYANCE OF THE AGENCY'S INTEREST IN A CERTAIN PROJECT UNDERTAKEN FOR THE BENEFIT OF CASSONE BROTHERS, INC. AND J.J. CASSONE BAKERY, INC. (CASSONE BAKERY FACILITY)**

**WHEREAS**, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 632 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "Act"), the **VILLAGE OF PORT CHESTER INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

**WHEREAS**, the Agency previously undertook a certain project consisting of the acquisition, construction and equipping of a bakery facility located at 202 South Regent Street, Village of Port Chester, Town of Rye, Westchester County, New York (the "Facility"), to be leased to **J.J. CASSONE BAKERY, INC.** (the "Company"), for the manufacture and production of bread products (collectively, the "Project"); and

**WHEREAS**, in furtherance of the Project, the Agency acquired title to the Facility pursuant to a certain deed, dated as of July 7, 1977, and leased the Facility to the Company pursuant to a certain Lease Agreement, also dated as of July 7, 1977 (the "Lease Agreement"), along with related documents (the "Agency Documents"); and

**WHEREAS**, the Company has requested that the Agency terminate the Lease Agreement and transfer title to the Facility back to the Company in accordance with applicable provisions of the Lease Agreement and Agency Documents (collectively, the "Termination"); and

**WHEREAS**, the Agency desires to authorize the Termination pursuant to certain documents and agreements, as outlined herein (collectively, the "Termination Documents").

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:**

Section 1. The Agency hereby authorizes the Termination, including the transfer of the Facility back to the Company pursuant to the Termination Documents, which shall include a Quit Claim Deed, a Bill of Sale, Termination Agreement and related documents, conditioned on the payment by the Company of all costs and fees related to the termination, including Agency counsel fees. The Termination Documents shall be approved as to form by the Agency Chairman and counsel to the Agency.

Section 2. The Agency hereby further authorizes the execution and delivery of the Termination Documents.

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency 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 such officers, employees or agents, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. This resolution shall take effect immediately upon adoption.

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>Nea</u>	<u>Absent</u>	<u>Abstain</u>
Neil Pagano	[ x ]	[ ]	[ ]	[ ]
Hon. Dennis Pilla	[x]	[ ]	[ ]	[ ]
Hon. Joseph Kenner	[x ]	[ ]	[ ]	[ ]
James Taylor	[x ]	[ ]	[ ]	[ ]
John Hiensch	[ ]	[ ]	[x ]	[ ]
Philip C. Semprevivo	[ ]	[ ]	[x ]	[ ]
Richard Cuddy	[x ]	[ ]	[ ]	[ ]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK )  
 COUNTY OF WESTCHESTER ) SS:

I, the undersigned Secretary of the Village of Port Chester Industrial Development Agency, DO  
 HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Village of Port  
 Chester Industrial Development Agency (the "Agency"), including the resolution contained therein, held  
 on March 14, 2012, with the original thereof on file in my office, and that the same is a true and correct  
 copy of the proceedings of the Agency 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 Agency 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 Agency 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 Agency this \_\_\_\_\_ day of \_\_\_\_\_, 2012.

---

Constance Phillips

Secretary

[SEAL]

**Adjourn Meeting**

On the motion of Board Member James Taylor which was seconded unanimously by all, the meeting was adjourned at 9:00pm

Respectfully Submitted,  
Constance R. Phillips