

**TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY**  
**Agenda – 513<sup>th</sup> Meeting**  
**Friday, October 18, 2019-8:30 am**

**James J. Allen Boardroom**  
**Agency Offices – 4287 Main Street, Amherst, NY 14226**

1. Roll Call of Members
2. Reading and Approval of Minutes
3. Bills & Communications
4. Treasurer's Report
5. Public Comment
  - a. Speakers Limited to Three (3) Minutes
6. Executive Director's Report
7. Committee Reports
  - I. Finance & Audit Committee
    - Approval of 2020 Budget Recommendations
  - II. Governance Committee
8. Unfinished Business
9. New Business
  - I. Assignment and Assumption of Lease
    - Citigroup (580 CrossPoint Parkway)
  - II. Sublessee Request – Sheridan Properties II, LLC
10. Adjournment

**TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY**  
**Minutes of the 512<sup>th</sup> Meeting**  
**August 16, 2019 – 8:30 am**  
**James J. Allen Boardroom**  
**Agency Offices, 4287 Main Street**

PRESENT: Carlton N. Brock, Jr.  
Steven Sanders  
Michael R. Szukala  
William W. Tuyn  
Hon. Timothy J. Drury  
Philip Meyer  
Jacqueline Berger, Town Board Liaison  
David S. Mingoia, Executive Director  
Kevin J. Zanner, Hurwitz & Fine PC

ABSENT: Hadar Borden

GUESTS: AIDA Staff  
Dave Tytka, Uniland Development  
Peter Sayadoff, Uniland Development  
Kevin Roe, Uniland Development  
Jon O'Rourke

Chairman Carlton Brock called the meeting to order and reminded everyone that the meeting was being audio recorded.

**MINUTES**

The minutes of the July 2019 meeting were approved as presented.

**BILLS & COMMUNICATIONS**

There were no Bills & Communications presented at this meeting.

Philip Meyer entered the meeting

**TREASURER'S REPORT**

The Treasurer's Report for July 2019 was approved as presented.

**PUBLIC COMMENT**

There was no Public Comment at this meeting.

**EXECUTIVE DIRECTOR'S REPORT**

The Executive Director's Report is attached to these minutes.

**COMMITTEE REPORTS**

There were no Committee Reports at this meeting.

Judge Timothy Drury entered the meeting.

#### **UNFINISHED BUSINESS**

- I. Amendment to Authorization Resolution – The Uniland Partnership of Delaware, LP – Centene Park Lot Project

The company requested Agency consent to amend the Authorization Resolution adopted in May 2019, seeking to refinance outstanding debt relating to the 480 and 490 CrossPoint Parkway properties, resulting in one or more mortgages in the aggregate of \$35,260,000.

The Company would realize additional mortgage recording tax exemption of approximately \$46,404 along with new money in the amount of \$8,587,226.

Steven Sanders made a motion to approve the project. Michael Szukala seconded the motion. After a brief discussion, votes of aye to approve the request to Amend the Authorization Resolution for The Uniland Partnership of Delaware, LP were cast by Brock, Sanders, Szukala, Tuyn and Drury. A vote of no was cast by Philip Meyer. Motion approve passed 5-1.

#### **NEW BUSINESS**

- I. Amendment to Authorization Resolution – 2019 Strategic Financial Solutions, LLC – Amherst Project

The Applicant is seeking Agency assistance to renovate and equip approximately 25,000 square feet of existing vacant space in its current building located at 115 Lawrence Bell Drive. This project represents Phase 2 of what is anticipated to be multi-phase investment that could reach 1,500 jobs.

Financial Assistance to be provided includes a sales tax exemption for project costs up to approximately \$1,100,00. Company will retain 346 jobs and create an additional 150. As a fast-growing company with excellent industry compliance and a high employee reputation, SFS has been recruited to expand in New Jersey, Georgia and Florida. All locations offered the company confidential packages of tax and hiring incentives.

Steven Sanders made a motion to approve the authorization resolution for 2019 Strategic Financial Solutions, LLC – Amherst Project. Philip Meyer seconded them motion. Votes of aye to approve the authorization for the Evans Bank N.A. project were cast by Brock, Sanders, Szukala, Tuyn, Drury and Meyer. Motion to approve passed 6-0.

8:55 am – Meeting adjourned.

October 18, 2019

## **BILLS & COMMUNICATIONS**

The Agency received an engagement letter from the New York State Comptroller's Office. The letter indicated that they will be conducting an audit focusing on an evaluation of the Agency's internal controls of its financial operations. Chairman Brock and Executive Director Mingoia will be have an entrance conference with representatives of the Comptroller's Office the week of October 14<sup>th</sup>.

## **COMMITTEE REPORTS**

### **Finance & Audit**

The Finance & Audit Committee met and recommend the 2020 draft budget enclosed in these materials. It is similar to the 2019 budget, but accounts for costs associated with implementing the new streaming of meetings requirement and a full year of the new staff person. This draft was sent to the Town, which has twenty days to provide comment before we can officially adopt it.

### **Governance**

The Governance Committee met and reviewed draft evaluation criteria by project type, which were developed as best practices by the NYS Economic Development Council. The Committee also started preliminary review of Agency policies. Review continues on both of these items which will be on future meeting agendas. Additional items reviewed include the new streaming requirements, along with notification of meeting requirements and LDC oversight that await the Governor's signature. The meeting ended after project updates.



**THOMAS P. DiNAPOLI**  
STATE COMPTROLLER

STATE OF NEW YORK  
**OFFICE OF THE STATE COMPTROLLER**  
110 STATE STREET  
ALBANY, NEW YORK 12236

**ELLIOTT AUERBACH**  
DEPUTY COMPTROLLER  
DIVISION OF LOCAL GOVERNMENT  
AND SCHOOL ACCOUNTABILITY  
Tel: (518) 474-4037 Fax: (518) 486-6479

September 26, 2019

David S. Mingoia  
Executive Director/CEO  
Amherst Industrial Development Agency  
4287 Main Street  
Amherst, New York 14226

Dear Mr. Mingoia:

The Division of Local Government and School Accountability of the Office of the State Comptroller has selected the Amherst IDA for an audit. The audit will focus on an evaluation of the IDA's internal controls over its financial operations.

We plan to begin audit fieldwork shortly and will contact you to schedule an entrance conference and to identify those officials and staff who should attend this meeting. At the entrance conference, IDA officials will be able to ask questions about this audit and about the resources the auditors will need. Once the audit is underway, our audit staff will be available to meet with any IDA officials, including individual board members, at any time during audit fieldwork.

We recognize that an audit places additional demands on you and your staff and we will do our best to minimize disruption to your day-to-day operations. We have enclosed a copy of our publication, Understanding the Audit Process, which explains how we conduct our audits.

At the conclusion of our audit, we will report on the audit's results and provide recommendations to help improve your IDA's operations. As a key IDA official, you will have a role in monitoring any corrective action that needs to be taken as a result of this audit. Therefore, please feel free to ask questions about the audit at the entrance conference and about the audit's progress at any time during the audit engagement. If you have any questions at this time, please contact Principal Examiner Elizabeth Ryba at (716) 847.3647 or by email [eryba@osc.ny.gov](mailto:eryba@osc.ny.gov).

Sincerely,

A handwritten signature in black ink that reads "Jeffrey D. Mazula".

Jeffrey D. Mazula  
Chief Examiner of Local Government and  
School Accountability

Enclosure

cc: Carlton Brock, Jr. – Chairman, Board of Directors



OFFICE OF THE STATE COMPTROLLER  
DIVISION OF LOCAL GOVERNMENT  
AND SCHOOL ACCOUNTABILITY

*Partnership*

**UNDERSTANDING  
THE AUDIT PROCESS**



**Thomas P. DiNapoli**  
State Comptroller

*Revised: June 2011*  
*Reprinted: January 2016*



**Office of the New York State Comptroller**  
Division of Local Government and  
School Accountability

Your government has been scheduled for an audit. The audit process is an integral part of the government's system of "checks and balances" providing an objective, independent review of your program stewardship and fostering accountability to the citizens of New York.

This booklet has been prepared to familiarize you with the audit process and provide insight into the key stages of its development, from the earliest stages to the final report. It describes what auditors look for and their professional auditing standards. The booklet is intended only to highlight some of the significant elements of the audit. Our staff will be happy to answer your questions as they come up during the process.

The mission of the Division of Local Government and School Accountability is clear: "To serve residents interests by improving the fiscal management of local governments and schools in New York State." This is the perspective our auditors bring to their work. We strive to accomplish our goals competently and professionally. We respectfully request your cooperation during this process to ensure that the essential facts are expeditiously collected and accurately interpreted. Working cooperatively will make this an easy process for you and a meaningful one for your constituency.

Our staff will schedule periodic meetings with you or your liaison to keep you fully informed of our progress. In addition, you may contact the on-site examiner-in-charge or any member of our management team at any time.

***Division of Local Government  
and School Accountability***



## **MISSION AND AUTHORITY**

### Our Mission

The Division of Local Government and School Accountability's mission is to serve taxpayers' interests by improving the fiscal management of local governments and schools in New York State.

To achieve our mission we have developed the following goals:

- Enable and encourage local government and school officials to maintain or improve fiscal health by increasing efficiency and effectiveness, managing costs, improving service delivery, and accounting for and protecting assets.
- Promote government reform and foster good governance in communities statewide by providing local government and school officials with up-to-date information and expert technical assistance.

### Constitutional and Statutory Authority

Pursuant to the State Constitution (Article V, §1) and the General Municipal Law (Article 3), the State Comptroller has the responsibility to oversee the fiscal affairs of local governments. This oversight responsibility is exercised primarily through the Division of Local Government and School Accountability. One part of this responsibility is to periodically examine the fiscal affairs of local governments. Our examinations are designed to provide information to officials so that they can perform their financial stewardship responsibilities effectively. Section 35 of the General Municipal Law provides, in part, that a report of the examinations will be made and filed with the local government.

## **ACCESS TO RECORDS**

During the audit, the Comptroller's staff will require access to records, files and other information to complete the audit effectively. This may include information that various laws define as confidential and/or proprietary. The Comptroller's right to access this information required for audit purposes is derived from General Municipal Law and other statutes.

## **AUDITS**

The conduct and performance of our audits are guided by professional auditing standards promulgated by the Comptroller General of the United States in the publication, "Government Auditing Standards."

Audits conducted by the Division fall into two categories: Internal Control Audits and Performance Audits.

Internal Control Audits review and test a local government's policies and procedures to make sure that officials obtain, keep and use public resources properly.

Performance Audits assess how efficiently a local government runs aspects of its programs. Typically, these audits identify cost savings.

## **REVIEWS**

The Division also performs mandatory and non-mandatory budget reviews.

Budget Reviews examine a local government's budget prior to adoption for the purpose of determining whether information contained within the preliminary budget is supported and whether estimates are reasonable and balanced.

## AUDIT PROCESS

A typical audit has several interrelated stages or activities.

### ◆ Research and Information Gathering

This process includes interviews with your staff and requests for documents and data. The purpose is to help us better define where we may or may not assign audit resources. This advance process results in a better-focused audit effort and allows us to determine if value will likely be added from doing the audit.

### ◆ Entrance Conference

An entrance conference establishes a climate of cooperation, informs local government officials and other top management about the audit process and offers officials the opportunity for input.

### ◆ Preliminary Audit Survey

The audit team conducts a survey of organizational and operational information before the major audit effort begins. The objective is to develop a more complete understanding of the organization and the areas that will be audited.

### ◆ Fieldwork Phase

This phase consists of the focused audit effort and usually comprises the single largest amount of time. The examiner in charge (EIC) supervises the day-to-day activities of the on-site audit team to ensure quality audit work is completed within predetermined time frames.

### ◆ Preliminary Audit Findings

After completing the fieldwork phase for each audit segment, the EIC or other audit staff will discuss the findings and conclusions with involved local government management.

### ◆ Exit Conference

At the completion of fieldwork, we will send a draft copy of our written findings and recommendations, and instructions for responding to our audit to each member of the governing board, the chief executive officer and any other appropriate local officials. Audit team members will schedule an exit conference with appropriate local government management to discuss these findings and recommendations. The exit conference provides local officials the opportunity to clarify issues that are to be included in the final audit report.

### ◆ Local Official Response

Within 30 days of the transmittal of the draft report to the local government, the local government should formally respond with its official position concerning the audit findings or, at a minimum, should identify any factual differences with the report. This response letter will not be considered your corrective action plan as contemplated by General Municipal Law, but you may want to use it in developing that corrective action plan.

## **REPORT DISTRIBUTION**

Final audit reports are public documents available to anyone requesting them, although they will be provided to the audited municipality before they are publicly distributed. Most final reports are provided to media representatives, some with accompanying press releases. We include the formal response to our audit findings filed by local officials as an appendix to our final audit report.

## **CORRECTIVE ACTION PLAN**

Education Law for school districts and Commissioner of Education regulations for BOCES require that the governing board prepare a corrective action plan in response to any report issued by our Office. Your corrective action plan must be filed with us and the State Education Department and should include, with respect to each finding or recommendation, a statement of the corrective action taken or proposed to be taken. In addition, to the extent practicable, the implementation of such corrective action plan shall begin no later than the end of the next fiscal year.

For all other local governments, General Municipal Law provides that the governing board may prepare a corrective action plan to any report issued by our Office. Your corrective action plan must be filed with us and should include, with respect to each finding or recommendation, a statement of the corrective action taken or proposed to be taken. If you decide not to take corrective action to address one or more of the recommendations in our report, you should explain your reasons.

## **FIELD SERVICES SURVEY**

We take our mission to help local officials improve their governments very seriously. Consequently, feedback about how our customers view our services is critical to us. At the conclusion of each audit service, we send a survey questionnaire to affected local officials asking for their perspectives on the service. The responses to these surveys, which can be submitted anonymously, provide us with valuable information that has helped us improve our operations. Please take the time to complete this survey when you receive it and return it to us.

## **SHARED COMMITMENT**

We understand the audit process can be a trying time for you and your staff. Our auditors are always seeking ways to reduce disruption to your operations and to minimize the additional burden on your staff. We seek and welcome your cooperation during the coming audit as well as your constructive suggestions for improving the audit process.

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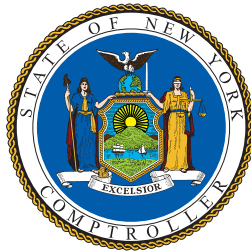
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**Office of the New York State Comptroller**  
Division of  
Local Government and School Accountability  
110 State Street  
Albany, NY 12236-0001

	<b>2019</b>	<b>2020</b>
<b>REVENUES:</b>	<b>Budget</b>	<b>Prelim</b>
Administrative Fees (Agency 1%)	\$ 590,000	\$ 700,000
Management Fee (ADC fees)	0	0
Application Fees	4,000	4,500
Interest Income (NR)	1,500	5,000
Other Revenue	1,000	5,000
<b>subtotal</b>	<b>596,500</b>	<b>714,500</b>
<b>EXPENSES:</b>		
<b>ADMINISTRATION:</b>		
Payroll	237,500	322,500
Employer FICA Expense	16,500	25,000
Pension Fund	18,300	19,500
Health Insurance	53,600	55,500
<b>subtotal</b>	<b>325,900</b>	<b>422,500</b>
<b>OPERATION:</b>		
Office Expense	10,000	10,000
Postage	500	500
Travel	1,500	3,000
Telephone	7,000	7,000
Fees & Dues	4,000	5,000
Subscriptions/Publications	1,000	1,500
Legal Fees-General Counsel	15,000	15,000
Legal Fee - Litigation	5,000	5,000
Bldg Interest	26,000	26,000
Bldg Utilities	7,000	7,000
Bldg Property Tax	8,500	8,500
Bldg Inside Maint	9,000	9,000
Bldg Outside Maint	11,000	11,000
Meetings	3,000	3,000
Equipment	6,000	15,000
Equipment Rental	4,000	5,000
Professional Services	30,000	30,000
Insurance	20,000	20,000
Depreciation	25,000	25,000
<b>subtotal</b>	<b>193,500</b>	<b>206,500</b>
<b>SPECIAL PROJECTS:</b>		
Marketing	11,600	10,000
Invest BN	20,000	20,000
Education	2,500	6,000
Special Events	3,000	3,000
Regional Partnerships	5,000	5,000
Local Redevelopment Initiatives	20,000	20,000
Capital Improvements	15,000	15,000
<b>subtotal</b>	<b>77,100</b>	<b>79,000</b>
<b>Total Expenses (non-restricted)</b>	<b>\$ 596,500</b>	<b>\$ 708,000</b>
<b>Excess Revenue over/(under)</b>	<b>0</b>	<b>6,500</b>

## **Executive Director's Report**

October 18, 2019

### **Talent Attraction – Be in Buffalo**

Invest Buffalo Niagara launched an effort at showcasing employment and living opportunities regionally. The website (BeinBuffalo.com) was launched at an event that included national site selectors that provided insight into our strengths and weaknesses after touring the area. Many of the site selectors had never traveled to the area, or it has been over a decade. Overall impressions were very positive, which reinforces the notion that once you get someone here, many of the preconceived notions of weather and rust belt are replaced by a growing young talent pool, relatively low housing cost, abundant colleges and universities, and ease of travel.

I had an opportunity to meet with five site selectors after the event and discuss Amherst and what their clients are seeking. Taxes and Regulations, along with Right-to-Work protections, are still factors that eliminate many projects from consideration. The site selection process is a process of elimination and the more risk factors you have the easier it is to get crossed off the list early. If we make it past the initial cut, other positive attributes work in our favor. There is a growing feeling that secondary cities are starting to gain traction as the Austins and Nashvilles become too expensive and built.

### **Amherst Development Corporation – Internal Revenue Service (IRS) Audit**

The Development Corporation is under audit and we were visited for two days by an IRS Auditor focusing on its activities primarily in 2017. 2017 was a year in which we had a large number of tax-exempt financing projects. The IRS introductory letter classified this audit as “routine”. In February of this year, we applied to the IRS to modify the Development Corporation’s classification from a private foundation to an affiliated government unit, both of which are exempt entities. The affiliation classification stems from its supervision and control by the Amherst IDA.

### **Director of Business Development Update**

Jon will provide an update at the meeting.

Citigroup Technology, Inc.  
388 Greenwich Street  
New York, New York 10013

September [\_\_], 2019

**SENT VIA E-MAIL**

Town of Amherst Industrial Development Agency  
4287 Main Street  
Amherst, New York 14226  
Attention: David S. Mingoia, Executive Director/CEO  
E-mail: DMingoia@amherstida.com

Ladies and Gentlemen:

Reference is hereby made to (i) that certain Lease to Agency, dated as of December 1, 2013 (the "AIDA Lease"), by and between Uniland Development I, LLC ("UDI"), as landlord, and Town of Amherst Industrial Development Agency ("AIDA"), as tenant, and (ii) that certain Second Amended and Restated Lease Agreement, dated as of December 1, 2013 (the "AIDA Leaseback"), by and between AIDA, as lessor, and UDI, as lessee. All capitalized terms used but not defined herein shall have the meanings assigned to them in the AIDA Lease.

Please be advised that Citigroup Technology, Inc. ("Purchaser") has entered into that certain Purchase and Sale Agreement, dated as of July 22, 2019 (as amended to date, the "Agreement"), with UDI and The Uniland Partnership of Delaware L.P. whereby UDI has agreed to sell, and Purchaser has agreed to purchase, *inter alia*, the real property located at 580 Crosspoint Parkway, Amherst, New York (the "Property"). The Property is part of the Facility Realty as described in the AIDA Lease and AIDA Leaseback. The closing of the transactions contemplated by the Agreement is scheduled for November 18, 2019.

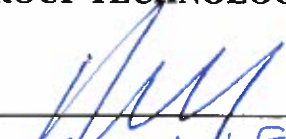
As part of the sale of the Property, UDI desires to assign, and Purchaser wishes to assume, the obligations of the landlord under the AIDA Lease and the obligations of the lessee under the AIDA Leaseback. In accordance with the provisions of Section 3.6 of the AIDA Lease and Section 9.3 of the AIDA Leaseback, UDI may not assign or transfer the AIDA Lease or the AIDA Leaseback without the prior written consent of the AIDA. This letter shall serve as a formal request for the AIDA's consent to the transactions described herein.

Please note the following: (i) Purchaser is qualified to do business in New York and (ii) Purchaser shall continue to utilize the Project (as defined in the AIDA Leaseback) as a qualified "project" within the meaning of the Act.

*[Remainder of Page Intentionally Left Blank]*

Very truly yours,

**CITIGROUP TECHNOLOGY, INC.**

By:   
Name: \_\_\_\_\_  
Title: *Nb* *M. D. S. ky*  
*vp*

Copies to: Kevin Zanner, Esq. (via e-mail)  
Susan M. Hassinger, Esq. (via e-mail)  
Horace Gioia, Esq. (via e-mail)  
Sandor Green, Esq. (via e-mail)

**RESOLUTION OF THE TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY GRANTING CONSENT TO THE SALE, ASSIGNMENT AND ASSUMPTION OF THE PROJECT LOCATED AT 580 CROSSPOINT PARKWAY, BY UNILAND DEVELOPMENT I, LLC, AS SELLER/ASSIGNOR TO CITIGROUP TECHNOLOGY, INC., AS PURCHASER/ASSIGNEE, IN CONNECTION WITH THE 2013 580 CROSSPOINT PARKWAY PROJECT**

**WHEREAS**, the Town of Amherst Industrial Development Agency (the “Agency”) is authorized under the laws of the State of New York, and in particular the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended, and Section 914-a of the General Municipal Law, as amended (collectively, the “Act”), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities and thereby advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and to improve their prosperity and standard of living; and

**WHEREAS**, by resolution dated as of January 27, 2007, the Agency authorized a project for the construction by Uniland Development I, LLC (“Uniland”) of an approximately 156,626 square foot single tenant office building (the “Project”) on an approximately 2.188 acre parcel of land located at 580 CrossPoint Parkway (the “Premises”); and

**WHEREAS**, the Project was leased to the Agency pursuant to the Lease to Agency dated as of January 1, 2008 (the “Company Lease”); and

**WHEREAS**, the Agency leased the Project back to Uniland pursuant to an Agency Lease Agreement dated as of January 1, 2008 (the “Agency Lease Agreement”), which Agency Lease Agreement was amended and restated by the Amended and Restated Lease Agreement dated as of December 1, 2008 and which was further amended and restated by the Second Amended and Restated Lease Agreement dated as of December 1, 2013 (the “Second Amended and Restated Lease”); and

**WHEREAS**, Uniland has informed the Agency that Uniland has entered into a purchase and sale transaction with Citigroup Technology, Inc. (the “Purchaser”) pursuant to which the Purchaser will acquire the Premises from Uniland in accordance with a certain purchase and sale agreement by and between Uniland and Purchaser (the “Purchase and Sale Transaction”); and

**WHEREAS**, in connection with the Purchase and Sale Transaction, the Purchaser has submitted a request to the Agency to accept an assignment of, and assume the rights and obligations of Uniland under the Company Lease and the Second Amended and Restated Lease; and

**WHEREAS**, Section 3.6 of the Company Lease and Section 9.3 of the Second Amended and Restated Lease provide that Uniland may not assign or transfer the Company

Lease and the Second Amended and Restated Lease, as the case may be, without the prior approval of the Agency, which consent will not be unreasonably withheld or delayed.

**NOW, THEREFORE, BE IT RESOLVED BY THE TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:**

1. The Agency hereby consents to the assignment and assumption of the Company Lease and Second Amended and Restated Lease by Citigroup Technology, Inc., subject to the acquisition by Citigroup Technology, Inc. of the Premises and further subject to the delivery and execution by Citicorp Technology, Inc. of such assignment and assumption documentation as required by the Agency.

2. The Agency is authorized to enter into such agreements, assignments and other documents as necessary in connection with the Agency's granting of its consent to the assignment and assumption transaction, each in the form presented to and approved by Agency counsel.

3. The Chairman, Vice Chairman, Treasurer, Secretary, Assistant Treasurer or any Assistant Secretary and the CEO/CFO of the Agency are each individually authorized to execute and deliver such agreements, assignments and other documents as necessary in connection with the the assignment and assumption transaction and to take such actions as may be necessary to effectuate the transactions contemplated by this resolution.

4. This resolution shall take effect immediately.

ADOPTED: October 18, 2019



# DENT

NEUROLOGIC INSTITUTE

Vernice Bates, MD	Sanjay Gupta, MD	Bennett Myers, MD
Bela Ajtai, MD	Tomas Holmlund, MD	Thomas J. Pfiffner, MD
Horacio Capote, MD	Anupama M. Kale, MD	Mohammad M. Qasaymeh, MD
Erica A. Colligan, MD	Xiuli Li, MD	Michelle M. Rainka, PharmD
Donna M. Czarnecki, PhD	Amir C. Mazhari, MD	Luisa Rojas, MD
J. Aubrey Bottoms, PhD	Laszlo Mechtler, MD	Nicolas Saikali, MD
Marc S. Frost, MD	Jennifer W. McVige, MD	Lixin Zhang, MD, PhD
Francis M. Gengo, PharmD	Kenneth R. Murray, MD	Joseph V. Fritz, PhD, CEO

October 4, 2019

Attn: David Mingoia, Executive Director  
Town of Amherst Industrial Development Agency  
4287 Main Street  
Amherst, New York 14226

RE: Notice of Assignment and Sublease Agreement

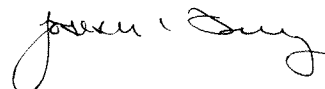
Mr. Mingoia:


This letter serves as notice of assignment of the sublease agreement, between Sheridan Properties II, LLC and University at Buffalo Neurosurgery (“UBNS”) and dated June 16, 2008, to the Dent Neurologic Group, LLP (“Dent”). Dent will sub-sublease the space, 12,900 square feet on the second story of 3980A Sheridan Drive, to General Physician, P.C. (“GPPC”).

GPPC will be expanding its primary care services to the space and will occupy the same area in Tower A that UBNS is vacating. The building will continue to bring excellent quality of care services to the Town of Amherst and further bolster access in the northtowns.

Please contact Lee Williams, Dent’s Corporate Counsel, with questions or comment. She can be reached at [lwilliams@dentinstitute.com](mailto:lwilliams@dentinstitute.com) or directly at (716) 558-9932.

Sincerely yours,

  
 Dr. Joseph V. Fritz, PhD  
 Chief Executive Office  
 Dent Neurologic Group, LLP

  
 John Yurtchuck, Manager  
 Sheridan Properties II, LLC

(716) 250-2000  
[www.dentinstitute.com](http://www.dentinstitute.com)

Amherst Offices | Dent Tower • 3980 Sheridan Drive • Amherst, NY 14226 | Fax: (716) 250-2045  
Orchard Park Office | Sterling Medical Park • 200 Sterling Drive • Orchard Park, NY 14127 | Fax: (716) 250-0315

**DIAGNOSTICS & SERVICES**

MRI	Neuropsychology
Arthrograms	Posturography
Botox	Sleep Studies
Doppler/TCD	SPECT
EEG	Ultrasound
EMG	TMS
ImPACT	VNG
Infusion	



**RESOLUTION OF THE TOWN OF AMHERST  
INDUSTRIAL DEVELOPMENT AGENCY GRANTING  
CONSENT TO THE SUB-SUB-SUBLEASE OF A PORTION  
OF 3980A SHERIDAN DRIVE, BY SHERIDAN  
PROPERTIES II, LLC, AS LESSEE, TO GENERAL  
PHYSICIAN, P.C. AS SUBLESSEE, IN CONNECTION  
WITH THE 2008 SHERIDAN PROPERTIES II, LLC  
PROJECT**

**WHEREAS**, the Town of Amherst Industrial Development Agency (the “Agency”) is authorized under the laws of the State of New York, and in particular the New York State Industrial Development Agency Act, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended, and Section 914-a of the General Municipal Law, as amended (collectively, the “Act”), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities and thereby advance the job opportunities, general prosperity and economic welfare of the people of the State of New York and to improve their prosperity and standard of living; and

**WHEREAS**, to accomplish the purposes of the Act, the Agency authorized Sheridan Properties II, LLC (the “Lessee”) to construct a multi-tenant two story approximately 24,000 square foot building (the “Facility”) on a parcel of land which is already owned by the Agency located at 3980 Sheridan Drive, Amherst, New York (the “Premises”), for sublease to sublessees and acquire and install machinery and equipment required in connection therewith (the “Project”); and

**WHEREAS**, the Lessee entered into a sublease of 12,900 square feet on the second floor of 3980A Sheridan Drive (the “Subleased Premises”) to University of Buffalo Neurosurgery (“UBNS”), which, together with Lessee, sub-sublet the Subleased Premises to Dent Neurologic Group, LLP (“Dent”) by sub-sublease dated June 16, 2008; and

**WHEREAS**, the Lessee has informed the Agency that Dent intends to enter into a sublease transaction pursuant to which Dent will further sublet the Subleased Premises to General Physician, P.C. (the “Sublessee”) pursuant to a certain Sub-Sublease Agreement by and between Dent and the Sublessee (the “Sublease Transaction”) to which Sublease Transaction the Lessee has given its consent; and

**WHEREAS**, Section 9.3 of the Agency Lease Agreement dated November 1, 2008 provides that the Lessee may not sublease any portion of the Project without the prior approval of the Agency, which consent will not unreasonably be withheld or delayed; and

**WHEREAS**, the Lessee has submitted for the Agency’s review documents to be executed by Dent and the Sublessee in connection with the proposed sublease transaction, including the proposed Sub-Sublease Agreement (the “Sublease Documents”).

**NOW, THEREFORE, BE IT RESOLVED BY THE TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:**

1. The Agency hereby consents to the Sublease Transaction as described and set forth in the Sublease Documents submitted by the Lessee to the Agency and which consent shall be effective upon the execution of the Agency of a consent in a form acceptable to counsel for the Agency.

2. The Agency is authorized to enter into such agreements, assignments and other documents as necessary in connection with the Agency's granting of its consent to the Sublease Transaction, each in the form presented to and approved by Agency counsel.

3. The Chairman, Vice Chairman, Treasurer, Secretary, any Assistant Treasurer or Assistant Secretary and the CEO/CFO of the Agency are each individually authorized to execute and deliver such agreements, assignments and other documents as necessary in connection with the Agency's granting of its consent to the Sublease Transaction and to take such actions as may be necessary to effectuate the transactions contemplated by this resolution.

4. This resolution shall take effect immediately.

ADOPTED: October 18, 2019