

**Minutes of the Meeting
of the
Board of Directors
of
Buffalo Urban Development Corporation**

**Buffalo Manufacturing Works @ Northland Workforce Training Center
683 Northland Avenue
Buffalo, New York
January 30, 2024
12:00 p.m.**

Directors Present:

Scott Bylewski
Daniel Castle
Janique S. Curry
Dennis W. Elsenbeck
Darby Fishkin
Elizabeth Holden
Thomas A. Kucharski
Nathan Marton
Brendan R. Mehaffy
Kimberley A. Minkel
David J. Nasca
Dennis M. Penman (Vice Chair)

Directors Absent:

Catherine Amdur
Mayor Byron W. Brown (Chair)
Trina Burruss
Dottie Gallagher
Thomas Halligan
Christopher P. Scanlon
Karen Utz

Officers Present:

Brandye Merriweather, President
Rebecca Gandour, Executive Vice President
Mollie Profic, Treasurer
Kevin J. Zanner, Secretary

Guests Present: Jonathan Epstein, *The Buffalo News*; Alexis M. Florczak, Hurwitz Fine P.C.; Kelly Maloney, Gilbane Building Company; Antonio Parker, BUDC Project Manager; and Angelo Rhodes, Northland Project Manager.

1.0 Roll Call – The meeting was called to order at 12:08 p.m. by the Vice Chair. The Secretary called the roll and a quorum of the Board was determined to be present. Agenda item 4.1 was presented following the presentation of agenda items 4.2 and 4.3. Mr. Kucharski and Ms. Curry joined the meeting during the presentation of agenda item 4.3. Ms. Fishkin left the meeting prior to the presentation of agenda item 4.1 and rejoined the meeting during the presentation of agenda item 4.4. Mr. Mehaffy and Mr. Marton left the meeting during the presentation of agenda item 4.4.

2.0 Approval of Minutes – December 19, 2023 Meeting – The minutes of the December 19, 2023 meeting of the Board of Directors were presented. Mr. Elsenbeck made a motion to approve the meeting minutes. The motion was seconded by Ms. Minkel and unanimously carried (10-0-0).

3.0 Monthly Financial Reports

- 3.1 Finance Update & Audit Plan for Year Ended December 31, 2023** – Ms. Profic reported that the 2023 year-end audit is underway. Freed Maxick presented the audit plan to the Audit & Finance Committee at the committee's December 14, 2023 meeting. Draft audited financial statements will be reviewed by the Audit & Finance Committee in March before being presented to the BUDC Board of Directors later that month.

4.0 New Business

- 4.1 Northland Corridor – Northland Property Management and Leasing** – Ms. Gandour presented her January 30, 2024 memorandum and a Board resolution regarding the proposed award of a contract for Northland Corridor property management and leasing services to Comvest & CBRE. Ms. Gandour explained the process undertaken by BUDC to solicit proposals, including the establishment of a selection committee to review proposals and interview firms. The recommendation of the Real Estate Committee, subject to the Board addressing the conflict-of-interest issue outlined in the Board memorandum and the Board resolution, is to award the contract for property management and leasing services to the Comvest & CBRE team. Ms. Merriweather commented that when the selection team was evaluating proposals, the Comvest & CBRE team stood out due to offering the lowest price for property management services, and it also demonstrated the best understanding of Northland as an economic driver and catalyst for the surrounding neighborhood. Ms. Merriweather also noted that the selection committee sought to bring in a team with a regional and national reach and a robust network to best position Northland for continued growth and success. Following the presentation, the Board addressed the conflict-of-interest issue. Mr. Castle asked whether awarding work to a company whose representative also sits on the BUDC Board would establish a precedent. Mr. Zanner responded that he was aware of at least one other instance where a BUDC Board member was retained to perform services for BUDC, specifically, former BUDC Board member Craig Slater. Mr. Kucharski explained the process undertaken by the Governance Committee to initially evaluate the conflict-of-interest issue. Mr. Mehaffy commented that BUDC's conflict of interest policy is in place to ensure that there is a process for this type of circumstance. In response to a question from Mr. Nasca, Ms. Gandour stated that BUDC solicited proposals for the work because of Tom Mancuso's pending retirement. At the end of the discussion, Mr. Mehaffy made a motion to approve the resolution attached to Ms. Gandour's January 30, 2024 memorandum to authorize BUDC to enter into property management and leasing services agreement with Comvest & CBRE. The motion was seconded by Mr. Marton and unanimously carried (11-0-0). A copy of the resolution is attached to these minutes as Exhibit A. Ms. Fishkin was not present for the presentation or the vote on this item.

- 4.2 Ralph Wilson Park – 8th Amendment to BUDC-COB Wilson Foundation Subgrant Agreement** – Mr. Parker presented his January 30, 2024 memorandum regarding the proposed 8th amendment to the BUDC-City of Buffalo subgrant agreement. Mr. Nasca made a motion to: (i) approve the eighth amendment to the BUDC-City of Buffalo subgrant agreement allowing BUDC to transfer up to \$350,000.00 from Wilson Grant 6 to the City of Buffalo for Phase 1 construction-related inspection work at Ralph Wilson Park; and (ii) authorize the BUDC President or Executive Vice President to execute the eighth amendment to the subgrant agreement and take such other actions as are necessary to implement this authorization. The motion was seconded by Ms. Holden and unanimously carried (10-0-0).

- 4.3 Ralph Wilson Park Project Update** – Ms. Maloney presented an update regarding the Ralph Wilson Park project. Progress has been made on reconstruction of the shoreline. Work is currently on hold due to the weather but is expected to resume in one to two weeks. Bridge pile installation has commenced and is expected to be complete within three to four weeks. Pedestrian bridge erection plans were recently approved and the bridge is targeted for installation in October 2024. Phase 1B of construction has been placed out to bid, which includes landscaping, roads and pathways, and metalwork for the sports fields and railings.

- 4.4 Northland Corridor Project Update** – Mr. Rhodes presented an update regarding the Northland Corridor. The property management team is waiting on cost estimates for parking lot fences and gates to be placed between Buffalo Manufacturing Works and 631 Northland, and in the south parking lot near Retech. Site plans for the Phase 3 redevelopment project have been submitted to the City of Buffalo Office of Strategic Planning for review and comment and will be reviewed by the Planning Board at its February 12th meeting. BUDC and LaBella met last week to discuss value engineering for the project, and BUDC continues to work with the EDA regarding equipment procurement for the substation. With respect to the 631 Northland project, BUDC has been meeting with Wendel as part of the consultant's immersion process. An immersion session with Wendel will commence immediately following the Board meeting, and Board members are invited to participate. Ms. Merriweather also reported that BUDC is working with Sandy White and Mustard Seed Consulting to market and highlight the campus.
- 4.5 Buffalo's Race for Place Project Update** – Ms. Merriweather presented an update regarding Buffalo's Race for Place. Work on the Downtown Waterfront Improvement Plan is wrapping up, with final drafts of the plan circulated to City departments. The completed plan will be released on February 2nd and coordination with City departments is taking place to develop an implementation strategy. The first project to be implemented will occur around Erie Basin Marina, following a ten million dollar commitment from New York State. BUDC is also working with the City of Buffalo on a PILOT increment financing structure to help generate additional revenue for infrastructure improvements. Waterfront coordination efforts are ongoing. Ms. Merriweather also reported that BUDC, the Mayor's Office, the City of Buffalo Diversity Office and Buffalo Place are working together on Black History Month programming to highlight Black-owned businesses downtown. A Black Business Expo will be held at the end of February at Seneca One Tower. Planning for the spring outdoor edition of Queen City Pop-Up will begin soon.
- 4.6 Buffalo Lakeside Commerce Park Project Update** – Ms. Gandour presented an update regarding Buffalo Lakeside Commerce Park. RAS Development is current with its exclusivity agreement obligations for 193 Ship Canal Parkway. The developer is in discussions regarding a potential cold storage facility for the site, is exploring potential joint venture and financing opportunities, and is working with an environmental consultant. The BLCP Property Owners Association membership and Board met on January 22nd. Discussions regarding possible modifications to manner in which assessments are to be calculated for the solar field are ongoing, and POA members asked Uniland to prepare a written proposal. Ms. Merriweather provided an update on M/WBE compliance for the Zephyr project. The monitoring consultant, Landon & Rian, determined that Zephyr achieved its WBE goals for the first phase of the project but not the MBE goals. Landon & Rian is working with Zephyr to identify areas of remaining work to improve these figures. However, as most of the work has been completed for the first phase, the MBE goals for phase 1 of the project are not anticipated to be met. The Board discussed capacity challenges for MBE and WBE firms due to demand for M/WBE firms on other large-scale construction projects in WNY.

5.0 Late Files – None.

6.0 Tabled Items – None.

7.0 Executive Session – None.

- 8.0 Adjournment** – There being no further business to come before the Board, the January 30, 2024 meeting of the Board of Directors was adjourned at 1:00 p.m.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Kevin J. Zanner".

Kevin J. Zanner, Secretary

Exhibit A

Board Resolution

See attached.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
BUFFALO URBAN DEVELOPMENT CORPORATION.**

WHEREAS, BUDC issued a Request for Proposals (RFP) for property management and leasing services for the Northland Corridor, in accordance with its procurement policy; and

WHEREAS, proposals from six (6) property management and leasing firms were received in response to the RFP, which were reviewed and evaluated based upon set criteria by a selection committee comprised of representatives from BUDC and the City of Buffalo; and

WHEREAS, four (4) firms were selected for interviews with the selection committee, and following these interviews, the selection committee narrowed the firms under consideration to Comvest Real Estate Management & CBRE and TM Montante & Pyramid Brokerage; and

WHEREAS, at its January 22, 2024 Real Estate Committee meeting, the Committee recommended that BUDC and its affiliated entities that own real property in the Northland Corridor enter into an agreement with Comvest Real Estate Management & CBRE (“Comvest & CBRE”) for property management and leasing services for an initial term of three (3) years with two one-year renewal options that BUDC may exercise in its sole discretion, for an amount not to exceed \$178,740.00 for property management services during the first contract year, and a six percent (6%) commission to CBRE on leases procured in the Northland Corridor (the “Proposed Transaction”); and

WHEREAS, the Committee’s recommendation was contingent upon the BUDC Board of Directors’ review of the transaction under BUDC’s conflict of interest policy; and

WHEREAS, the Proposed Transaction constitutes a Related Party Transaction as BUDC Board Member Darby Fishkin is the President of Comvest and Chief Operating Officer of CBRE Upstate NY; and

WHEREAS, in order to proceed with a Related Party Transaction, the BUDC Board of Directors is required to determine that the transaction is fair, reasonable, and in BUDC’s best interest, and that the Board has considered alternatives to the extent available.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
THE BUFFALO URBAN DEVELOPMENT CORPORATION AS FOLLOWS:**

Section 1. The BUDC Board of Directors hereby determines that the Proposed Transaction is a Related Party Transaction and is fair, reasonable, and in BUDC’s best interest. The BUDC Board of Directors finds that, through the RFP process and evaluation of the responding firms by its selection committee, BUDC has considered alternative property management and leasing firms for services in the Northland corridor. After considering such alternatives, it is in BUDC’s best interest to proceed with entering into an agreement with Comvest & CBRE.

Section 2. BUDC and its affiliated entities are authorized to enter into an agreement with Comvest & CBRE for property management and leasing services upon terms described in this Resolution.

Section 3. The President and Executive Vice President are each hereby authorized, on behalf of BUDC and its affiliated entities to execute the agreement with Comvest & CBRE and to take such other actions as may be necessary or appropriate to implement the foregoing Resolutions.

Section 4. These Resolutions shall take effect immediately.

Dated: January 30, 2024