

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

95 Perry Street  
Buffalo, New York 14203  
June 26, 2018  
12:00 p.m.

**1.0 Call to Order**

Directors Present:

Hon. Byron W. Brown (Chair)  
Dottie Gallagher-Cohen  
Thomas A. Kucharski  
Brendan R. Mehaffy  
Kimberley A. Minkel  
David J. Nasca  
Dennis M. Penman (Vice Chair)  
Darius G. Pridgen  
Craig A. Slater  
Steven J. Stepniak  
Maria R. Whyte

Directors Absent:

James W. Comerford  
Janique S. Curry  
Dennis W. Elsenbeck  
Darby Fishkin  
Thomas R. Hersey, Jr.

Officers Present:

Peter M. Cammarata, President  
David A. Stebbins, Executive Vice President  
Brandy Merriweather, Vice President  
Mollie M. Profic, Treasurer  
Kevin J. Zanner, Secretary  
Atiqa Abidi, Assistant Treasurer

Others Present: Dawn Boudreau, ECIDA; Jonathan Epstein, *The Buffalo News*; James Fink, *Buffalo Business First*; Terry LoConte; Gilbane Building Company; Robert Sanders, Watts Architecture & Engineering; and Brett Stiehler, Gilbane Building Company.

**Roll Call** – The Secretary called the roll of directors at 12:25 p.m. and a quorum was determined to be present. Mr. Pridgen joined the meeting during the presentation of item 3.0. Mayor Brown left the meeting following the vote on item 4.8. Mr. Penman chaired the remainder of the meeting.

**2.0 Presentation of the Minutes** – The minutes of the May 29, 2018 meeting of the Board of Directors were presented. Mr. Nasca made a motion to approve the meeting minutes. The motion was seconded by Mr. Penman and unanimously carried.

**3.0 Monthly Financial Reports** – Ms. Profic presented the consolidated financial statements for BUDC and its affiliates, 683 Northland LLC and 683 WTC, LLC for the period ending May 31, 2018. Mr. Nasca made a motion to accept the financial reports. The motion was seconded by Mr. Comerford and unanimously carried.

## 4.0 New Business

**4.1 Re-Appointment & Appointment of Citizen Members by Mayor Brown** – Mayor Brown informed the Board that Janique Curry has been reappointed as a citizen-member of BUDC for a term of three (3) years and announced that Trina Burress and Thomas Halligan will join the Board as new citizen-members for a term of three (3) years. Mayor Brown also informed the Board that Thomas Beauford’s term will not be renewed. Mr. Beauford has a regularly scheduled monthly work meeting that conflicts with BUDC’s monthly Board meetings. Mayor Brown recognized and thanked Mr. Beauford for his six years of service and contributions to BUDC.

**4.2 2018-2019 Committee Appointments** – Mr. Kucharski presented the proposed slate of Committee appointments for 2018-2019 as detailed in his June 26, 2018 memorandum to the Board, and proposed an amendment to the slate to add Ms. Burress to the Audit & Finance Committee and Mr. Halligan to the Governance Committee, each in place of Mr. Beauford. Mr. Penman made a motion to approve the proposed slate of Committee appointments as amended. The motion was seconded by Ms. Gallagher-Cohen and unanimously carried. The Committee appointments made by the Board for July 2018-June 2019 are as follows:

Downtown Committee: James W. Comerford; Darby Fishkin, Dottie Gallagher-Cohen; Thomas R. Hersey, Jr.; Brendan R. Mehaffy (*Committee Chair*); Darius G. Pridgen; and Steven J. Stepniak.

Governance Committee: Hon. Byron W. Brown; Dennis W. Elsenbeck; Thomas Halligan; Thomas A. Kucharski (*Committee Chair*); Brendan R. Mehaffy; Dennis M. Penman; and ESD Regional Director (currently vacant).

Audit & Finance Committee: Trina Burress; James W. Comerford; Janique S. Curry; David J. Nasca; and Dennis M. Penman (*Committee Chair*).

Real Estate Committee: Janique S. Curry; Thomas A. Kucharski; Brendan R. Mehaffy; Kimberley A. Minkel; Dennis M. Penman; Craig A. Slater (*Committee Chair*); and Maria R. Whyte.

Loan Committee: Dottie Gallagher-Cohen; and Brendan R. Mehaffy (*Committee Chair*).

**4.3 2018-2019 Election of Officers** – Mr. Cammarata presented the following proposed slate of officers of BUDC as set forth in Mr. Kucharski’s June 26, 2018 memorandum to the Board of Directors:

Chair:	Hon. Byron W. Brown
Vice Chair:	Dennis M. Penman
President:	Peter M. Cammarata
Executive Vice President:	David A. Stebbins
Vice President:	Brandye Merriweather
Treasurer:	Mollie M. Profic
Assistant Treasurer:	Atiqa Abidi
Secretary:	Kevin J. Zanner

Upon motion made by Ms. Whyte, seconded by Mr. Stepniak and unanimously carried, the foregoing slate of officers was approved, with each officer to serve a term of one (1) year and until his or her successor has been elected or appointed.

- 4.4 683 Northland Phase I – Change Order #5, Restaurant Build-Out & Equipment** – Mr. Stebbins presented his June 26, 2018 memorandum regarding proposed Change Order No. 5 to the guaranteed maximum price (GMP) construction management contract with Gilbane. This change order is in the amount of \$368,139.49 and relates to the purchase of furniture, fixtures and equipment (FF&E) and tenant-driven design changes for the GiGi's restaurant space at 683 Northland. Mr. Stebbins noted that the project budget includes \$299,286 for FF&E relating to the restaurant space. This change order will exceed the project budget by \$68,853.49 and result in a transfer from the owner's outside contingency of that amount. This item was reviewed by the Real Estate Committee at its June 19<sup>th</sup> meeting and is recommended for approval. Mr. Pridgen made a motion to approve the amendment to the construction management agreement with Gilbane to include the purchase of FF&E and the construction of tenant-driven design changes for the restaurant space at 683 Northland in the amount of \$368,139.49 and to authorize the President or Executive Vice President to execute and deliver the amendment on behalf of 683 Northland LLC. The motion was seconded by Mr. Slater and unanimously carried.
- 4.5 683 Northland Phase I – Change Order #6, Bookstore Relocation** – Mr. Stebbins presented his June 26, 2018 memorandum regarding proposed Change Order No. 6 to the guaranteed maximum price (GMP) construction management contract with Gilbane. This change order is in the amount of \$57,463.14 and relates to the relocation of the bookstore space at 683 Northland. This change order will be funded through a transfer of \$57,463.14 from the owner's outside contingency. Mr. Stebbins noted that the Real Estate Committee recommended approval of this item with the understanding that the pricing for certain items in the change order had not been finalized and were subject to adjustment. Mr. Kucharski made a motion to approve the amendment to the construction management agreement with Gilbane to cover the cost of the bookstore build-out and furnishings for the 683 Northland project in the amount of \$57,463.14 and to authorize the President or Executive Vice President to execute and deliver the amendment on behalf of 683 Northland LLC. The motion was seconded by Mr. Stepniak and unanimously carried.
- 4.6 683 Northland Phase I – Change Order #7, Electric Lab, Data, Misc.** – Mr. Stebbins presented his June 26, 2018 memorandum regarding proposed Change Order No. 7 to the guaranteed maximum price (GMP) construction management contract with Gilbane. This change order is in the amount of \$600,000 and will cover the cost of additional tenant-driven design and construction changes relating to parking, training labs, temporary protection and other items. Mr. Stebbins noted that final pricing for some of these items remains outstanding, so the change order has been structured to permit funds to be released to Gilbane through specific requisitions approved by the BUDC President or Executive Vice President up to a not-to-exceed amount of \$600,000. Staff will report fund releases to the Real Estate Committee and Board of Directors. This change order will be funded through a transfer of \$600,000 from the owner's outside contingency. The Board discussed the proposal, including the monitoring of tenant-driven changes and the owner's outside contingency fund. Mr. Stebbins indicated the project is on track with the budget. Mr. Cammarata noted that ESD is involved in all project discussions relating to tenant space modifications. There being no further discussion, Mr. Penman made a motion to: (i) approve the amendment to the construction management agreement with Gilbane to cover additional tenant-driven changes to training labs other items for the 683 Northland project at the estimated cost of \$600,000, (ii) authorize the President or Executive Vice President to execute and deliver the amendment on behalf of 683 Northland LLC, and (ii) authorize the President or Executive Vice President to funds for specific work within a not-to-exceed amount of \$600,000. The motion was seconded by Mr. Slater and unanimously carried.
- 4.7 683 Northland Phase II – Early Purchase Recommendation, Skylight Framing – Skylight Framing Purchase** – Mr. Stebbins presented his June 26, 2018 memorandum regarding a proposed change order in the amount of \$94,710 for the purchase of skylight

framing materials for Phase II of the 683 Northland project. Mr. Nasca made a motion to approve Gilbane's purchase of the skylight framing material for the cost of \$94,710 and to authorize the President or Executive Vice President to execute the June 18, 2018 change order proposal on behalf of BUDC and 683 Northland LLC. The motion was seconded by Mr. Stepniak and unanimously carried.

- 4.8 683 Northland Phase II – Early Bid Recommendation, to Award, Roofing Membrane** – Mr. Stebbins presented his June 26, 2018 memorandum and June 18, 2018 Award Recommendation letter issued by Gilbane regarding the proposed award of roofing work for Phase II of the 683 Northland project. Gilbane solicited proposals from seven contractors and received proposals from two contractors for the work. Jameson Roofing Co., Inc. submitted the lowest cost proposal to perform the work at a cost of \$1,583,321. The budget for this work was \$1,894,442. The contractor submitted an M/WBE utilization plan that includes 25% MBE and 5% WBE utilization. Mr. Nasca made a motion to approve Gilbane's proposed award of the Phase II roofing work to Jameson Roofing Co., Inc. for the contract amount of \$1,583,321 and to authorize the President or Executive Vice President to execute the June 18, 2018 Award Recommendation on behalf of BUDC and 683 Northland LLC. The motion was seconded by Mr. Stepniak and unanimously carried.
- 4.9 308 Crowley – Buffalo Brownfield Redevelopment Fund Designation** – Ms. Profic presented her June 26, 2018 memorandum regarding the proposed designation of the 308 Crowley Avenue project as a "comparable project" for purposes of the Buffalo Brownfields Redevelopment Fund (BBRF). Ms. Profic explained that this designation would permit BUDC to utilize the BBRF to reimburse BUDC for third party costs incurred in connection with the 308 Crowley Avenue project. Ms. Gallagher-Cohen made a motion to designate the 308 Crowley project as a comparable project for BBRF purposes. The motion was seconded by Mr. Mehaffy and unanimously carried.
- 4.10 Northland Beltline Project Update** – Mr. Stebbins circulated to the Board a written update for the Northland Beltline project. He highlighted a few items in the update, including an upcoming tour of the facility with IEDC conference attendees, the tracking of M/WBE goals for the project, the Superfund project at 537 East Delavan and the 612 Northland renovation project.
- 4.11 Buffalo Building Reuse Program Update** – Ms. Merriweather presented an update regarding the Buffalo Building Reuse Program. Responses to BUDC's second quarter request for proposals for the BBRP loan program are due this Friday. Final design work for the Erie/Shelton Square project is expected to be completed this week. Ms. Merriweather reported on a recent ESD-sponsored M/WBE workshop and an upcoming downtown waterfront tour for NYSCAR. She also reported on her participation last week in a week-long emerging leaders fellowship program sponsored by the International Downtown Association.
- 4.12 Buffalo Lakeside Commerce Park Update** – Mr. Cammarata reported that the NYSDEC Superfund remediation project at Parcel 4 of BLCP will be completed by the end of July.
- 4.13 Information Package** – Mr. Cammarata reviewed the informational, marketing and media materials that were included in the monthly information package provided to the Board.

**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, upon motion made by Mr. Mehaffy, seconded by Mr. Kucharski and unanimously carried, the June 26, 2018 annual meeting of the Board of Directors was adjourned at 1:15 p.m.

Respectfully submitted,



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Kevin J. Zanner, Secretary