

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

***Center for Excellence in Bioinformatics & Life Sciences
701 Ellicott Street, 2nd Floor—The Event Space Conference Room B2-205
Buffalo, New York 14203***

**October 31, 2023
12:00 p.m.**

Directors Present:

Catherine Amdur
Trina Burruss
Scott Bylewski
Daniel Castle
Janique S. Curry
Darby Fishkin
Thomas Halligan
Elizabeth Holden
Thomas A. Kucharski
Nathan Marton
Brendan R. Mehaffy
Kimberley A. Minkel
David J. Nasca

Directors Absent:

Mayor Byron W. Brown (Chair)
Dennis W. Elsenbeck
Dottie Gallagher
Darius G. Pridgen
Dennis M. Penman (Vice Chair)
Karen Utz

Officers Present:

Brandye Merriweather, President
Rebecca Gandour, Executive Vice President
Kevin J. Zanner, Secretary
Atiqa Abidi, Assistant Treasurer

Guests Present: Jonathan Epstein, *The Buffalo News*; Alexis M. Florczak, Hurwitz Fine P.C.; Laurie Hendrix, ECIDA Administrative Coordinator; Talia Johnson-Huff, ECIDA Project and Facilities Manager; Brian Krygier, Director of IT, ECIDA; Antonio Parker, BUDC Project Manager; Angelo Rhodes, Northland Project Manager.

- 1.0** **Roll Call** – The meeting was called to order at 12:10 p.m. by Mr. Mehaffy who served as chair of the meeting. The Secretary called the roll of directors and a quorum of the Board was determined to be present. Mr. Marton joined the meeting during the presentation of agenda item 3.1, and Ms. Curry joined the meeting during the presentation of agenda item 3.2. Mr. Bylewski left the meeting during the presentation of agenda item 4.4.
- 2.0** **Approval of Minutes – September 26, 2023 Meeting** – The minutes of the September 26, 2023 meeting of the Board of Directors were presented. Ms. Amdur made a motion to approve the meeting minutes. The motion was seconded by Ms. Minkel and unanimously carried (11-0-0).

3.0 Monthly Financial Reports – Ms. Abidi presented for information purposes the financial statements for 683 Northland Master Tenant, LLC for the period ending September 30, 2023. She then presented the consolidated financial statements for BUDC and its affiliates, 683 Northland LLC and 683 WTC, LLC for the period ending September 30, 2023. Ms. Fishkin made a motion to accept the BUDC consolidated financial statements. The motion was seconded by Mr. Halligan and unanimously carried (13-0-0).

4.0 New Business

4.1 2024 683 Northland Master Tenant Budget – Ms. Abidi presented the proposed 2024 budget for 683 Northland Master Tenant, LLC for information purposes only. The budget projects a net cash increase of approximately \$476,286.

4.2 2024 BUDC Draft Budget & Three-Year Forecast – Ms. Abidi presented the proposed 2024 budget and 2025-2027 forecast. The Audit & Finance Committee met in September and October to review the proposed budget and is recommending the proposed budget for approval. Ms. Abidi reviewed the budget narrative and budgeted sources of revenue to be received by BUDC. In addition to corporate operations, BUDC funds are expected to be used on the following four project areas: Buffalo Lakeside Commerce Park, BBRP/Race for Place, Ralph Wilson Park, and the Northland Corridor. Ms. Abidi then reviewed the specific sources of funds and uses for each of the four project areas and corporate operations and the separate budget detail for the 683 Northland project. Following her presentation, the Board discussed the proposed budget and three-year forecast. In response to a question from Mr. Nasca, Ms. Gandour clarified that a portion of grant revenue received for the Northland Corridor project is anticipated to offset prior losses from the 683 Northland project. Mr. Nasca then made a motion to approve the 2024 budget and 2025-2027 forecast. The motion was seconded by Ms. Burruss and unanimously carried (13-0-0).

4.3 Northland Corridor – ESD Northland Corridor Redevelopment Grant Disbursement Agreement – Ms. Gandour presented her October 31, 2023 memorandum regarding the ESD Northland Corridor Redevelopment grant disbursement agreement. She noted that a portion of the grant award has been allocated to BUDC for cost recovery related to the 683 Northland project. The commitment fee of \$550,000 will be payable in installments over a five-year period, and BUDC intends to utilize funds from Buffalo Brownfields Redevelopment Fund (BBRF) for the first installment. Mr. Mehaffy asked about restrictions in the grant agreement relating to sale or disposition of the properties. Ms. Gandour responded that grant funds are subject to pro-rata recapture (on a five-year sliding scale) in the event that BUDC sells or transfers to a third party any project components financed with ESD grant funds within a five-year period without ESD consent. Ms. Curry asked when the cost recovery portion of the grant award would be made available to BUDC. Ms. Gandour indicated that the money will be available soon after the grant disbursement agreement is signed and that BUDC staff has already been working to identify past expenses that would be eligible for the cost recovery portion of the grant award. Ms. Merriweather thanked ESD for working with ESD on this grant and helping to address project sustainability. At the conclusion of the discussion, Ms. Holden made a motion to: (i) approve the acceptance of the Empire State Development RECAP grant award in the amount of 55 million dollars; (ii) approve BUDC's first installment of the commitment fee and reimbursement of ESD expenses in the amount of \$111,023.51, to be paid through the Buffalo Brownfields Redevelopment Fund; and (iii) authorize the President or Executive Vice President to execute the grant disbursement agreement with Empire State Development and take such other actions as may be necessary or appropriate to implement this action. The motion was seconded by Ms. Curry and unanimously carried (13-0-0).

4.4 Northland Corridor – 631 Northland Avenue A&E, Historic Preservation, Project Inspection, and Grant Administration Services – Mr. Rhodes presented his October 31, 2023 memorandum regarding a proposed contract for architectural/engineering, historic preservation, project inspection and grant administration services for the redevelopment of 631 Northland Avenue. Following his presentation, Ms. Merriweather commented that all the

prospective project team that BUDC interviewed for this work were strong candidates and well prepared. Wendel's energy efficiency expertise and its proposed goals for MWBE and SDVOB (which exceeded requirements) were strong factors in its favor. Mr. Castle asked whether the consultant is being retained for a specific term, noting that contract delays can result in higher A/E costs. Ms. Gandour indicated that the work is expected to take six to eight months and that payments will be structured based on the scope of work and contract milestones. In response to a question from Mr. Halligan, Ms. Gandour indicated that local labor utilization requirements would be addressed in the construction contract phase. At the conclusion of the discussion, Mr. Castle made a motion to: (i) authorize BUDC and/or an affiliated entity to enter into a contract with Wendel for architectural, historic preservation, engineering, project inspection, and grant administration services for the redevelopment of 631 Northland for an amount not exceed \$988,107, contingent on BUDC's execution of the grant disbursement agreement authorized in item 4.3 with ESD; (ii) and authorize the BUDC President or Executive Vice President to execute the contract and any related documents and agreements, and to take such other actions as may be necessary or appropriate to implement this authorization. The motion was seconded by Ms. Amdur and unanimously carried (12-0-0).

4.5 Ralph Wilson Park – Ralph C. Wilson, Jr. Foundation Grant Agreement #9 – Mr. Parker presented his October 31, 2023 memorandum regarding the 9th Ralph C. Wilson, Jr. Foundation Grant Agreement. Following his presentation, Mr. Kucharski made a motion to: (i) accept the \$14,000,000.00 grant award from the Ralph C. Wilson, Jr. Foundation for Phase 1 construction of Ralph Wilson Park; and (ii) authorize the BUDC President or Executive Vice President to execute the grant agreement and take such other actions as are necessary or appropriate to implement this action. The motion was seconded by Ms. Fishkin and unanimously carried (12-0-0).

4.6 Ralph Wilson Park– MVVA Contract Amendment No. 12 – Mr. Parker presented his October 31, 2023 memorandum regarding the 12th amendment to the BUDC-MVVA Master Service Agreement. In response to a question from Ms. Curry, Ms. Gandour stated that the Wilson Foundation is aware that funds used towards this amendment will be for value engineering services for Phases 1B and 2 of construction, and BUDC is working with the Wilson Foundation staff to ensure that the Wilson grant agreement reflects the use of the funding. At the conclusion of the discussion, Ms. Minkel made a motion to: (i) approve an amendment to the MVVA Agreement in an amount up to \$468,088 for early value engineering work to support phases 1B and 2 of construction at Ralph Wilson Park, contingent upon BUDC and the Wilson Foundation's execution of Wilson Grant Agreement #9 and approval from the Wilson Foundation that a portion of the Grant Agreement #9 funds can be used towards Phase 2 value engineering work; and (ii) authorize the BUDC President or Executive Vice President to execute the amendment to the MVVA Agreement and take such other actions as are necessary to implement this authorization. The motion was seconded by Ms. Curry and unanimously carried (12-0-0).

4.7 Ralph Wilson Park – Seventh Amendment to BUDC-COB Wilson Foundation Subgrant Agreement – Mr. Parker presented his October 31, 2023 memorandum regarding the proposed Seventh Amendment to the BUDC-City of Buffalo subgrant agreement. In response to a question from Mr. Castle, Ms. Gandour clarified that cost increases to the Ralph Wilson Park project are due to escalated costs in the market and project elements moving to and from different phases of construction as construction of the project has commenced. Following the presentation, Mr. Castle made a motion to: (i) approve the seventh amendment to the BUDC-City of Buffalo subgrant agreement allowing BUDC to transfer up to \$13,500,000.00 from Wilson Grant 9 to the City of Buffalo for Phase 1 of the Project's construction, following BUDC and the Wilson Foundation's execution of Wilson Grant Agreement #9; and (ii) authorize the BUDC President or Executive Vice President to execute the Seventh Amendment to the Subgrant Agreement and take such other actions as are necessary to implement this authorization. The motion was seconded by Ms. Burruss and unanimously carried (12-0-0).

- 4.8 Buffalo Lakeside Commerce Park – Exclusivity Agreement with RAS Development Co. for 193 Ship Canal Parkway** – Ms. Gandour presented her October 31, 2023 memorandum regarding the proposed exclusivity agreement with RAS Development Co. for 193 Ship Canal Parkway. Ms. Curry made a motion to: (i) approve BUDC entering into an exclusivity agreement with RAS Development Company regarding 193 Ship Canal Parkway, consistent with the terms set forth in this memorandum; and (ii) authorize the President or Executive Vice President to execute the agreement and take such other actions as may be necessary or appropriate to implement this action. The motion was seconded by Mr. Castle and unanimously carried (12-0-0).
- 4.9 Buffalo Lakeside Commerce Park – Landscaping & Snow Plowing Services Contract** – Ms. Johnson-Huff presented her October 31, 2023 memorandum regarding the proposed landscaping and snow plowing services contract for Buffalo Lakeside Commerce Park. Ms. Minkel made a motion to: (i) authorize BUDC to enter into a contract with DMJ Property Services, Inc. for the lawn, landscape and snowplow services for Buffalo Lakeside Commerce Park for a total amount up to \$136,000 for the three (3) year contract period; and (ii) authorize the BUDC President or Executive Vice President to execute the contract and any related documents and agreements, and to take such other actions as may be necessary or appropriate to implement this authorization. The motion was seconded by Mr. Halligan and unanimously carried (12-0-0).
- 4.10 Buffalo Lakeside Commerce Park Project Update** – Ms. Gandour presented an update regarding Buffalo Lakeside Commerce Park. There have been no new inquiries regarding 80, 134, 158 and 200 Ship Canal Parkway. She also noted that a meeting of the Property Owners Association will be held in November. Ms. Merriweather reported that Zephyr has signed the three-party MOU for MWBE compliance services.
- 4.11 Northland Corridor Project Update** – Mr. Rhodes provided an update regarding the Northland Corridor. A request for proposals (RFP) was issued for property management and leasing services at Northland. An informational meeting was held on October 5th. Responses to the RFP are due November 8th. Mr. Rhodes also reported that BUDC and Labella held its final value engineering meeting regarding Phase 3 of the Northland project on October 30th. A community stakeholder meeting will be held within the next 2 months and bid documents will be released later this year.
- 4.12 Buffalo’s Race for Place Project Update** – Ms. Merriweather presented an update regarding Buffalo’s Race for Place. ECIDA has awarded BUDC a \$100,000 grant to be used towards BUDC’s Race for Place initiative. These grant funds will be used for Queen City Pop-Up, grant match requirements for the Waterfront Improvement Project, and project management costs for Race for Place. Ms. Merriweather also reported that the library underpass project has been completed. Project for Public Spaces will be coordinating an announcement regarding the underpass lighting project and two other projects in Buffalo that were selected for funding. Work on the Waterfront Improvement Project continues. BUDC and MIG met on Friday to review draft recommendations, which are anticipated to be finalized by the end of the year. BUDC, the City of Buffalo, and Buffalo Place are working on this year’s holiday Queen City Pop-Up program. Details regarding this year’s program will be announced soon. BUDC is collaborating with Invest Buffalo Niagara to promote the Western New York Region to the national media. These efforts have resulted in Nickelodeon’s “Nick News” highlighting Buffalo as a climate resilient city.
- 4.13 Ralph Wilson Park – Project Update Presentation** – Mr. Parker presented an update regarding the Ralph Wilson Park project. Construction at the Park continues. The armored slope seawall is being constructed, and stones are being strategically placed along the shoreline to promote resiliency. National Grid has been on-site to provide power for construction trailers. A bridge abutment test is anticipated to be completed in November.

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, on motion made by Mr. Nasca, seconded by Mr. Kucharski and unanimously carried, the October 31, 2023 meeting of the Board of Directors was adjourned at 1:00 p.m.

Respectfully submitted,



Kevin J. Zanner, Secretary