

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

***Highmark Building—Heritage Conference Room
257 W. Genesee Street
Buffalo, New York 14202***

March 28, 2023

12:00 p.m.

Directors Present:

Catherine Amdur
Scott Bylewski
Trina Burruss
Daniel Castle
Janique S. Curry
Dennis W. Elsenbeck
Dottie Gallagher
Thomas Halligan
Elizabeth Holden
Thomas A. Kucharski
Brendan R. Mehaffy
Kimberley A. Minkel
David J. Nasca
Darius G. Pridgen

Directors Absent:

Mayor Byron W. Brown (Chair)
Darby Fishkin
Nathan Marton
Dennis M. Penman (Vice Chair)(attended
via Zoom)
Karen Utz

Officers Present:

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

Guests Present: Barbara Danner, Freed Maxick CPAs P.C.; Alexis M. Florczak, Hurwitz Fine P.C.; Soma Hawramee, ECIDA Compliance Officer; Laurie Hendrix, ECIDA Administrative Coordinator; Brian Krygier, Director of IT, ECIDA; and Kelly Maloney, Gilbane Building Company.

- 1.0** **Roll Call** – The meeting was called to order at 12:06 p.m. by Mr. Kucharski 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. Ms. Curry joined the meeting during the presentation of item 2, left the meeting during the presentation of items 3.1.1 and 3.1.2, and re-joined the meeting during the presentation of item 3.1.3. Mr. Pridgen left the meeting during the presentation of item 3.3.1. Ms. Gallagher left the meeting during the presentation of item 3.10.
- 2.0** **Approval of Minutes – Meeting of February 28, 2023** – The minutes of the February 28, 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. Burruss and (with Mr. Bylewski abstaining), carried

with thirteen affirmative votes (13-0-1).

3.0 New Business

3.1 Audit & Finance Committee Report – Ms. Profic presented the Audit & Finance Committee report. Four items to be presented as part of the Audit & Finance Committee report require a Board vote and were recommended for approval by the Audit & Finance Committee.

3.1.1 2022 683 Northland Master Tenant, LLC Audited Financial Statements – Ms. Profic introduced Barbara Danner of Freed Maxick CPAs P.C. to present for information purposes the 2022 audited financial statements of 683 Northland Master Tenant, LLC. Ms. Danner reviewed the financial statements with the Board and reported that an unmodified (clean) opinion is being issued with respect to the financial statements of 683 Northland Master Tenant, LLC.

3.1.2 2022 683 Northland LLC Audited Financial Statements – Ms. Danner presented for information purposes the 2022 audited financial statements of 683 Northland LLC. Ms. Danner reviewed the financial statements with the Board and reported that an unmodified (clean) opinion is being issued with respect to the financial statements of 683 Northland LLC.

3.1.3 2022 BUDC Audited Consolidated Financial Statements Approval – Ms. Danner reviewed the draft 2022 audited consolidated financial statements. She noted that BUDC is being issued an unmodified (clean) opinion that the financial statements present fairly, in all material respects, the financial position of BUDC as of December 31, 2022, and the changes in its financial position and its cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States. No material weaknesses or control deficiencies were found during the audit process. Following Ms. Danner's presentation, the Board discussed BUDC's financial position and the outlook for 683 Northland after the tax credits structure is no longer in place. Mr. Nasca noted that the Audit & Finance Committee is working with Freed Maxick to plan for the winding of the tax credits structure and that the Board will be updated as that process moves forward. At the conclusion of the discussion, Ms. Curry made a motion to accept the 2022 BUDC consolidated audited financial statements. The motion was seconded by Mr. Halligan and unanimously carried (14-0-0).

3.1.4 2022 Audited Financial Statements – BBRF – Ms. Profic presented for information purposes the 2022 audited financial statements for the Buffalo Brownfield Redevelopment Fund (BBRF).

3.1.5 2022 Investment Report and Approval – Ms. Profic presented the 2022 Investment Report. Mr. Nasca made a motion to approve the 2022 Investment Report. The motion was seconded by Ms. Curry and unanimously carried (14-0-0).

3.1.6 Investment and Deposit Policy Re-adoption – Ms. Profic presented the BUDC Investment and Deposit Policy. No changes were made to the policy from the prior year. Ms. Gallagher made a motion to approve the Investment & Deposit Policy as presented. The motion was seconded by Mr. Bylewski and unanimously carried (14-0-0).

3.1.7 Reimbursement of 2022 Brownfield Expenses from BBRF – Ms. Profic presented her March 28, 2023 memorandum regarding the reimbursement of third-party expenses from the Buffalo Brownfields Redevelopment Fund (BBRF) relating to the RiverBend property and the Northland Beltline project. Ms. Profic noted that reimbursement for costs relating to 308 Crowley and Buffalo Lakeside Commerce Park are not being requested this year, as those costs were netted against the land sales at 308 Crowley and BLCP. Ms. Minkel made

a motion to approve the reimbursement of BUDC from the BBRF for 2022 third party costs incurred by BUDC for RiverBend and the Northland Beltline project in the amount of \$131,533, as detailed in the March 28, 2023 memorandum to the Board. The motion was seconded by Mr. Nasca and unanimously carried (14-0-0).

3.2 Monthly Financial Report Approval – Ms. Profic presented the financial statements for 683 Northland Master Tenant LLC for the period ending February 28, 2023 for information purposes only. Ms. Profic then presented the consolidated financial statements for BUDC and its affiliates, 683 Northland LLC and 683 WTC, LLC for the period ending February 28, 2023. Ms. Minkel made a motion to accept the BUDC consolidated financial statements for the period ending February 28, 2023. The motion was seconded by Mr. Nasca and unanimously carried (14-0-0).

3.3 Governance Committee Report – Ms. Merriweather and Mr. Kucharski presented the Governance Committee report. Eight of the items to be presented as part of the Governance Committee report require a Board vote. It was noted that a quorum was not present at the March 14, 2023 Governance Committee meeting in order for the Committee to make formal recommendations on these items, but that the Committee members present at the meeting reviewed each item and the consensus was to advance each item to the Board for review and approval.

3.3.1 2022 Mission Statement and Performance Measurements w/ Results – Ms. Merriweather presented a report of BUDC's achievement of the Performance Measurements that were established by the BUDC Board of Directors for the 2022 calendar year.

3.3.2 2023 Mission Statement and Performance Measurements Approval – Ms. Merriweather presented the 2023 mission statement and proposed performance measurements for 2023. No changes were proposed for BUDC's 2023 mission statement. The performance measurements for 2023 have been updated to reflect new measurements applicable to BUDC projects and initiatives.

3.3.3 Procurement Policy Re-adoption – Ms. Merriweather presented the Procurement Policy, which is being recommended by the Governance Committee members present on March 14, 2023 for re-adoption without changes.

3.3.4 Property Disposition Guidelines Re-adoption – Ms. Merriweather presented the Property Disposition Guidelines for re-adoption without changes.

3.3.5 Whistleblower Policy Re-adoption – Ms. Merriweather presented the Whistleblower Policy to the Board for re-adoption without changes.

3.3.6 Grant Administration Policy Re-adoption – Ms. Merriweather presented the Grant Administration Policy for re-adoption without changes.

3.3.7 Code of Ethics Policy Re-adoption – Ms. Merriweather presented the Code of Ethics Policy for re-adoption without changes.

3.3.8 Travel, Conferences, Meals & Entertainment Policy Re-adoption – Ms. Merriweather presented the Travel, Conferences, Meals & Entertainment Policy for re-adoption without changes.

3.3.9 2022 Public Authorities Annual Report – Ms. Profic presented the 2022 Public Authorities Annual Report for Board approval.

At the conclusion of the presentation of items 3.3.2 through 3.3.9, Mr. Mehaffy made a motion to approve (i) the 2023 Mission Statement and Performance Measurements, (ii) the Procurement Policy, (iii) the Property Disposition Guidelines, and (iv) the Whistleblower Policy, (v) the Grant Administration Policy, (vi) the Code of Ethics Policy, (vii) the Travel, Conferences, Meals & Entertainment Policy, and (viii) the 2022 Public Authorities Annual Report. The motion was seconded by Ms. Curry and unanimously carried (13-0-0).

3.4 Ralph Wilson Park – MVVA Agreement Amendment #10 – Ms. Gandour presented the March 28, 2023 memorandum regarding the 10th amendment to the BUDC-MVVA agreement for phase 1/1A and phase 2 construction administration services. Ms. Gallagher made a motion to: (i) approve an amendment to the MVVA Agreement in the amount of \$4,334,386 for construction administration services for Phases 1 and 2 of construction at Ralph Wilson Park, with the phase 2 construction work to proceed only following the Wilson Foundation’s approval of funding and BUDC’s acceptance of such funding; 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. Burruss and unanimously carried (13-0-0).

3.5 Northland Corridor – Build Back Better Regional Challenge – Ms. Gandour presented her March 28, 2023 memorandum regarding a proposed contract for architecture/engineering, inspection and grant administration services for Phase 3 of the Northland Corridor redevelopment project. Funding for this work is being provided through the EDA Build Back Better grant and matching funds made available through Empire State Development. Mr. Elsenbeck commented on the micro-grid components of the project and offered to engage with staff with respect to that aspect of the project. At the conclusion of the discussion, Mr. Elsenbeck made a motion to: (i) authorize BUDC to enter into a contract with LaBella Associates for architectural & engineering consulting, project inspection services and grant administration services for Northland Corridor Redevelopment Phase 3 for an amount not to exceed \$1,132,000; and (ii) authorize each of the 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. Castle and unanimously carried (13-0-0).

3.6 Northland Corridor – 2023-2025 Landscaping Services Contract Approval – Ms. Gandour presented her March 28, 2023 memorandum regarding the 2023-2025 landscaping services contract award for the Northland Corridor. Following this presentation, Ms. Amdur made a motion to approve a contract between Mancuso Management, Inc. and Aaron’s Landscaping for mowing and landscaping services in the Northland Corridor for a total cost of \$47,280 over a three (3) year term. The motion was seconded by Ms. Curry and unanimously carried (13-0-0).

3.7 Northland Corridor Project Update – Ms. Gandour presented an update regarding the Northland Corridor. Mancuso Management is actively marketing the 612 Northland property, and several prospects have participated in walk-through tours of the building. SparkCharge’s lease at 683 Northland expires at the end of April; this space is also being marketed. Staff is coordinating with the City’s Office of Strategic Planning regarding the Northland Beltline BOA RFP. On March 30th, Ms. Gandour will present at the PSC conference regarding infrastructure improvements along the Northland Corridor. Empire State Development is discussing how to program the \$55 million funding allocation to the Northland Corridor. Staff has presented a preliminary budget to ESD, which proposes to use the funds for ESD’s Build Back Better match and the 741, 777 and 631 Northland properties.

3.8 Race for Place Project Update – Ms. Merriweather presented an update regarding Buffalo’s Race for Place. BUDC continues to work with MIG regarding the Inner Harbor and Waterfront Public Realm master plan. BUDC is coordinating with MIG for its next visit to Buffalo in April, when MIG representatives will meet with residents and community stakeholders and take part in a public walking tour of the project area. BUDC and MIG are collaborating with the City and Stantec on its

Smart Streets Design Plan to ensure the cohesiveness of the two plans. BUDC continues its work with the Project for Public Spaces on the placemaking grant received for the Ellicott Node. The Board of the Buffalo and Erie County Public Library approved matching funds for the electrical cost and installation for the library underpass lighting. BUDC staff is working to identify a contractor to perform the electrical work.

3.9 Ralph Wilson Park Project Update – Ms. Maloney presented an update regarding the Ralph Wilson Park project. Remaining bid packages are due today. Bid packages that have been received are coming in slightly over the projected estimates, and Gilbane is looking for ways to implement cost-savings. Gilbane and the City of Buffalo hope to have the draft GMP finalized by April 17th; once final, the GMP will be presented to the Common Council for approval, which will likely occur in mid-May. Gilbane and the City have met several times regarding the GMP, and a few issues remain unresolved. Once the GMP is signed, Gilbane will enter into contracts with subcontractors, which will include language requiring compliance with grant funding requirements. Phase 1 of construction remains on track and is anticipated to be complete Labor Day 2024. Ms. Gandour added that the City and Conservancy are working to create bike path detours and signage to identify areas of the Park damaged by the December blizzard that are not safe for pedestrians.

3.10 Buffalo Lakeside Commerce Park – Project Update – Ms. Gandour presented an update regarding Buffalo Lakeside Commerce Park. Since the last Board meeting, the exclusivity agreement with Krog has lapsed. BUDC issued a letter to Krog informing the company that the property was placed back on the market. Savarino elected to extend its exclusivity agreement and is current on its payments under the agreement. Zephyr paid its 2022 assessment and BUDC is awaiting Uniland’s payment for its 2022 invoice. Ms. Merriweather reported that as part of the M/WBE provisions in the BUDC/Zephyr land sale agreement, Zephyr is required to pay for a third-party monitor chosen by BUDC. BUDC issued a request for qualifications (RFQ) and received seven responses, which are currently under review.

4.0 Late Files – None.

5.0 Tabled Items – None.

6.0 Executive Session – None.

7.0 Adjournment – There being no further business to come before the Board, on motion made by Ms. Amdur, seconded by Ms. Curry and unanimously carried (12-0-0), the March 28, 2023 meeting of the Board of Directors was adjourned at 1:27 p.m.

Respectfully submitted,



Kevin J. Zanner, Secretary