

Buffalo Urban Development Corporation

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Buffalo Urban Development Corporation Real Estate Committee Meeting

Tuesday, February 13, 2024 at 12:00 p.m.
95 Perry Street, 4th Perry Room

Agenda

- 1) Approval of Minutes – Meeting of January 22, 2024 (*Approval*) (*Enclosure*)
- 2) Northland Beltline Corridor - (*All Are Information Items*)
 - a) Northland Corridor – Tenant & Property Management Updates
 - b) Northland Corridor – Phase 3 Updates
 - c) Northland Corridor – Phase 4 Updates
 - d) Northland Central – Phase I Construction Additional HVAC Work Claim Update
- 3) Buffalo Lakeside Commerce Park - (*All Are Information Items*)
 - a) 193 Ship Canal Update
 - b) 80, 134, 158 and 200 Ship Canal Parkway Update
 - c) Buffalo Lakeside Commerce Park Property Owners Association
 - d) Zephyr Compliance
- 4) Tabled Items
 - a) Northland Corridor – BUDC-ESD NWTC 2016 Lease Memorandum of Understanding
(*Recommendation*) (*Enclosure*)
- 5) Executive Session
- 6) Adjournment (*Approval*)

**Minutes of the Meeting
of the
Real Estate Committee
of
Buffalo Urban Development Corporation**

**95 Perry Street
Buffalo, New York
January 22, 2024
12:00 p.m.**

Committee Members Present:

Elizabeth A. Holden
Thomas A. Kucharski
Brendan R. Mehaffy
Kimberley A. Minkel, Chair
Dennis M. Penman

Committee Members Absent:

Scott Bylewski
Janique S. Curry

Officers Present:

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

Guests Present: Alexis M. Florczak, Hurwitz Fine P.C.; Amber Holycross, Wendel; Talia Johnson-Huff, ECIDA Project and Facilities Manager; Dan Leonard, Wendel; Thomas Mancuso, Mancuso Business Development Group (via Zoom); Michael Montante, Uniland Development Company; Antonio Parker, BUDC Project Manager; Angelo Rhodes II, Northland Project Manager; and Ben Siegel, Wendel.

Roll Call: The meeting was called to order at 12:06 p.m. A quorum of the Committee was determined to be present. Mr. Penman joined the meeting during the presentation of agenda item 2. Ms. Holden left the meeting during the presentation of agenda item 6(a) and rejoined the meeting during the presentation of agenda item 6(c).

1.0 Approval of Minutes – Meeting of December 12, 2023 – The minutes of the December 12, 2023 Real Estate Committee meeting were presented. Mr. Mehaffy made a motion to approve the meeting minutes. The motion was seconded by Mr. Kucharski and unanimously carried (4-0-0).

2.0 Northland Corridor– Northland Property Management and Leasing – Ms. Gandour presented her January 22, 2024 memorandum regarding the proposed award of a contract for Northland Corridor property management and leasing services to Comvest-CBRE. As part of the presentation, Ms. Gandour noted that Board member Darby Fishkin had disclosed her interest in Comvest-CBRE in accordance with BUDC's conflict of interest policy and that the Governance Committee had examined the conflict and deferred that issue for determination by the Board. The Committee discussed the proposed award and the process for the Board to address the conflict of interest issue. It was noted that Comvest-CBRE offered the lowest price for property management services of all firms that submitted proposals. At the conclusion of the discussion, Mr. Kucharski

made a motion to recommend that the Board of Directors: (i) authorize BUDC and its affiliated entities that own real property in the Northland Corridor to enter into an agreement with Comvest Real Estate Management & CBRE for property management and leasing services for an amount not to exceed \$178,740 for property management services during the first contract year, consistent with the terms set forth in the memorandum presented to the Committee; and (ii) authorize the BUDC President or Executive Vice President to execute the agreement and take such other actions as may be necessary or appropriate to implement this authorization. The foregoing recommendation was made contingent upon the Board first addressing and resolving the conflict of interest posed by the proposed transaction. Mr. Kucharski's motion was seconded by Mr. Mehaffy and unanimously carried (5-0-0).

3.0 Northland Corridor– BUDC-ESD NWTC 2016 Lease Memorandum of Understanding

– Ms. Gandour presented her January 22, 2024 memorandum regarding the proposed BUDC-ESD memorandum of understanding regarding the 2016 NWTC lease. A discussion followed regarding the MOU and specifically the MOU provisions relating to BUDC's sustainability with respect to the 683 Northland project. A motion was made by Mr. Kucharski to table this item as the MOU does not address the ongoing sustainability of BUDC as owner of the 683 Northland building. The motion was seconded by Mr. Mehaffy and unanimously carried (5-0-0).

4.0 631 Northland Immersion Preparation Presentation – Ms. Merriweather and Ms. Gandour introduced Dan Leonard of Wendel for a presentation on its "immersion" process for the 631 Northland project. Mr. Leonard provided an overview of the project team and experience with similar projects before providing an overview of Wendel's immersion process. This will be a week-long process during which the project team will establish project goals and costs, and will engage focus groups within the manufacturing, economic development, and energy and infrastructure sectors. Mr. Leonard also provided a summary of the project timeline.

5.0 Northland Beltline Corridor

(a) Northland Corridor – Tenant & Property Management Updates – Mr. Mancuso presented the tenant and property management updates for the Northland Corridor. He reported on snow removal efforts following recent weather events. Air filter replacement and other maintenance is occurring across the campus during the Training Center's winter break. In response to a question from Ms. Holden, Mr. Mancuso noted that no new instances of vehicles being stolen have occurred.

(b) Northland Corridor – Northland Workforce Training Center Proposed Lease Update – Ms. Gandour presented an update regarding the lease with the Northland Workforce Training Center (NWTC). The lease has been executed by the parties. Ms. Gandour also reported that additional information has been obtained regarding the Training Center's proposed sublease to Erie Community College. Under the proposed sublease, the Training Center would receive a percentage of enrollment costs from ECC in lieu of rent.

(c) Northland Central – Phase 3 Updates– Mr. Rhodes presented an update regarding Phase 3 of Northland redevelopment. Plans for Phase 3 have been submitted to the City of Buffalo, which are under review by the Office of Strategic Planning. On January 23rd, BUDC and LaBella will meet to discuss progress on the Phase 3 project. BUDC continues to work with the EDA regarding the procurement of substation equipment.

(d) Northland Corridor – Phase I Construction Additional HVAC Work Claim Update
Mr. Zanner reported that a court conference will be held January 31, 2024. BUDC has not received discovery responses from defendants to date.

6.0 Buffalo Lakeside Commerce Park

- (a) **193 Ship Canal Parkway Update** – Ms. Gandour reported that Robert Savarino, on behalf of RAS Development Co., has been working with a prospective tenant for the property. RAS Development Co. has also been using its time under the exclusivity agreement to meet with an environmental team and the NYSDEC regarding onsite slag issues, formulate specifications in design, and meet with lenders to develop a term sheet for construction and permanent financing.
 - (b) **80, 134, 158 and 200 Ship Canal Parkway** – Ms. Gandour reported that there are no new updates regarding these parcels.
 - (c) **Buffalo Lakeside Commerce Park Property Owners Association** – Ms. Gandour reported that the POA Board of Directors and Members will meet following the conclusion of the Real Estate Committee meeting.
 - (d) **Zephyr Compliance** – Ms. Merriweather reported that Landon & Rian has submitted its latest report regarding Zephyr's utilization of MBE and WBE firms for the first phase of its project. Utilization numbers currently stand at 5% MBE and 5% WBE utilization, which is lower than the 25%/5% goal that was set for the project. Landon & Rian is working with Zephyr to improve these numbers for the remaining work on the project. The Committee discussed potential repercussions, noting that the M/WBE utilization figures established for the project are goals and do not provide for recapture of the property. Ms. Merriweather noted that there may be opportunities to incorporate these goals into future phases of the project.
- 7.0 2023 Authorities Budget Office Property Report (Draft)** – Ms. Gandour presented the draft property report that will be submitted to the ABO as part of the annual report. The property report lists all real property owned by BUDC or through its affiliates or subsidiaries as of December 31, 2023. Ms. Gandour noted that BUDC did not sell any property in 2023.
- 8.0 2024 Property and Liability Insurance Renewals** – Ms. Gandour informed the Committee that BUDC's insurance policies have been renewed for 2024. BUDC also added a general liability policy for the BLC Property Owners Association.
- 9.0 Executive Session** – None.
- 10.0 Adjournment** – There being no further business to come before the Committee, the January 22, 2024 meeting of the Real Estate Committee was adjourned at 1:03 p.m.

Respectfully submitted,

Kevin J. Zanner, Secretary

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Item 4a

MEMORANDUM

TO: BUDC Real Estate Committee

FROM: Rebecca Gandour, Executive Vice President

SUBJECT: Northland Corridor –BUDC-ESD NWTC 2016 Lease Memorandum of Understanding

DATE: February 13, 2024

BUDC staff has been working with Empire State Development (ESD) on a memorandum of understanding (MOU) to clarify the recapture terms of a previous capital grant (Project #Z415) for the Northland Corridor. Project #Z415 refers to the \$10,300,000 provided by ESD for the first phase of redevelopment of the Northland Corridor and development of the Northland Workforce Training Center (NWTC).

Exhibit C of the grant disbursement agreement (GDA) for Project Z415 includes a provision (the “Availability Provision”) that provides as follows:

BUDC will make available the former CNB Building (683 Northland Avenue) for ESD (or other designated entity by ESD) for the WNY Workforce Training Center and/or other economic development uses at ESD’s discretion at a cost of \$1/year plus utilities, taxes, and common area maintenance charges) unless otherwise agreed to by ESD.

The GDA does not specify the length of time the Availability Provision is to remain in effect. Under the terms of the MOU, BUDC and ESD acknowledge and agree that the Availability Provision shall remain in effect for a period of fifteen (15) years, ending on the first to occur of the following: (i) the sale or transfer of the property at the project location to a non-BUDC affiliated entity; or (ii) July 31, 2033. The amount of space at the facility to be made available to ESD is approximately 78,383 square feet.

Hon. Byron W. Brown, Chairman of the Board • Dennis Penman, Vice Chairman • Brandye Merriweather, President
Rebecca Gandour, Executive Vice President • Mollie Profic, Treasurer • Atiqa Abidi, Assistant Treasurer • Kevin J. Zanner, Secretary

The MOU also provides for BUDC and ESD to acknowledge and agree that the NWTC provides a substantial community benefit for the City of Buffalo, the Western New York region and the State of New York, which is facilitated in part by BUDC's ongoing involvement with the project. The parties also agree, prior to end of the Availability Provision period, to collaborate with one another and with NWTC leadership to advance the sustainability of the NWTC and the project participants, including without limitation the identification of additional funding for capital and operating costs.

Following discussion with the BUDC Real Estate Committee, the MOU was updated to further acknowledged and agree that BUDC's continuing involvement as owner of the building and ESD's continued support in addressing the sustainability of both BUDC and the Training Center is necessary to ensure the continued success of the Training Center and BUDC's stewardship of the project.

ACTION:

We are requesting that the BUDC Real Estate Committee recommend that the Board of Directors: (i) approve the Memorandum of Understanding between BUDC and ESD; and (ii) authorize the BUDC President or Executive Vice President to execute the Memorandum of Understanding on behalf of BUDC, and take such other actions as are necessary or appropriate to implement this authorization.