

**Minutes of the Special Meeting
of the Members
of
Buffalo Urban Development Corporation**

**95 Perry Street – Vista Room
Buffalo, New York 14203**

**January 27, 2026
12:00 p.m.**

1.0 Call to Order

Members Present:

Scott Bylewski
Daniel Castle
Dennis W. Elsenbeck
Darby Fishkin
Thomas Halligan
Elizabeth Holden
Jenna Kavanaugh
Thomas A. Kucharski
Kimberley A. Minkel
David J. Nasca
Karen Utz

Members Absent:

Mayor Sean Ryan (Chair)
Thomas Baines
Janique S. Curry
Joel Feroletto
Grant Loomis
Dennis M. Penman (Vice Chair)
Nolan Skipper

Officers Present:

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

Others Present: James Bernard, BUDC Project Manager; Jonathan Epstein, *The Buffalo News*; Alexis M. Florczak, Hurwitz Fine P.C.; Brian Krygier, Director of IT, ECIDA; and Angelo Rhodes II, Northland Project Manager.

Roll Call - The meeting was called to order at 12:09 p.m. by Ms. Minkel, who served as Chair of the meeting. The Secretary called the roll of Members and a quorum was determined to be present.

2.0 Reading of the Minutes – The minutes of the June 24, 2025 annual meeting of the Members were presented. Mr. Nasca made a motion to approve the minutes. The motion was seconded by Mr. Bylewski and unanimously carried (11-0-0).

3.0 Reports of the Committees – None.

4.0 Report of the Officers – None.

5.0 Old and Unfinished Business – None.

6.0 **New Business**

- 6.1 **Amendments to the BUDC Certificate of Incorporation and Bylaws** – Ms. Merriweather presented her January 27, 2026 memorandum regarding proposed amendments to the BUDC Certificate of Incorporation and Bylaws. Mr. Kucharski made a motion to: (i) approve the changes to the Certificate of Incorporation and bylaws of BUDC as described in the Board memorandum; (ii) authorize the President or Executive Vice President to execute a Certificate of Amendment to the Certificate of Incorporation consistent with the Board memorandum; and (iii) authorize counsel to prepare revisions to the bylaws consistent with the memorandum and to file the Certificate of Amendment with the New York State Department of State. The motion was seconded by Ms. Utz and unanimously carried.

- 7.0 **Adjournment** – There being no further business to come before the Members, upon motion made by Mr. Kucharski, seconded by Ms. Holden and unanimously carried, the Special Meeting of the Members was adjourned at 12:15 p.m.

Respectfully submitted by:



Kevin J. Zanner
Secretary