

**Minutes of the Meeting  
of the  
Board of Directors  
Buffalo Urban Development Corporation  
Via Video Conference Call & Live Stream Audio**

**October 27, 2020  
12:00 p.m.**

**1.0 Call to Order**

Directors Present:

Hon. Byron W. Brown (Chair)  
Trina Burruss  
James W. Comerford  
Janique S. Curry  
Dennis W. Elsenbeck  
Michael J. Finn  
Darby Fishkin  
Thomas Halligan  
Thomas R. Hersey, Jr.  
Thomas A. Kucharski  
Amanda Mays  
Brendan R. Mehaffy  
Kimberley A. Minkel  
David J. Nasca  
Dennis M. Penman (Vice Chair)  
Darius G. Pridgen  
Craig A. Slater

Directors Absent:

Michael J. Finn  
Dottie Gallagher  
Maria R. Whyte

Officers Present:

Peter M. Cammarata, President  
Brandye Merriweather, Vice President, Downtown Development  
Rebecca Gandour, Vice President, Finance & Development  
Mollie M. Profic, Treasurer  
Kevin J. Zanner, Secretary  
Atiqa Abidi, Assistant Treasurer

Others Present: Jenna Bichler, Buffalo Urban Renewal Agency; Evan Y. Bussiere, Hurwitz & Fine, P.C; Arthur Hall, BUDC and Michael Taylor, Pursuit.

**Roll Call** – The Secretary called the roll of directors and a quorum was determined to be present. Mr. Halligan joined the meeting during the presentation of item 4.2. Ms. Mays left the meeting during the executive session portion of the meeting.

The meeting was held via video/telephone conference in accordance with the provisions of Executive Order 202.1, issued by Governor Andrew Cuomo on March 12, 2020, as amended. The meeting was also live-streamed to the general public and recorded. A transcript of the meeting will be made available at a later date.

- 2.0 Presentation of the Minutes** – The minutes of the September 29, 2020 meeting of the Board of Directors were presented. Mr. Comerford made a motion to approve the meeting minutes. The motion was seconded by Mr. Pridgen and unanimously carried (15-0-0).
- 3.0 Monthly Financial Reports** – Ms. Profic presented the financial statements for 683 Northland Master Tenant, LLC and the consolidated financial statements for BUDC and its affiliates, 683 Northland LLC and 683 WTC, LLC for the period ending September 30, 2020. Mr. Penman made a motion to accept the financial report. The motion was seconded by Mr. Nasca and unanimously carried (15-0-0).
- 4.0 New Business**
- 4.1 683 Northland Project Sources and Uses** – Ms. Profic reported that the Audit & Finance Committee has been reviewing 683 Northland project sources and uses over its last several meetings, and that Freed Maxick was engaged to prepare an analysis of projected vs. actual receipts of the historic and brownfield tax credits tax credits for the project. Ms. Profic reviewed with the Board a series of slides regarding the financing and cash flows for the 683 Northland project, including projected vs. actual receipt of historic and brownfield tax credits, the utilization of KeyBank construction loan proceeds and the 683 Northland LLC line of credit. She explained how delays in the receipt of tax credit equity have resulted in increased interest expense and increased utilization of the line of credit. Ms. Profic reviewed the anticipated dates for receipt of tax credit equity installments and brownfield tax credits. She also noted that final amendments to the inter-company loan and grant documents will be presented to the Board next month. Mr. Penman commented on the importance of transparency with respect to the project financing and complimented Ms. Profic and Freed Maxick in preparing the materials for presentation to the Board.
- 4.2 2021 BUDC Draft Budget & Three-Year Forecast Approval** – Ms. Profic presented the proposed 2021 budget and 2022-2024 forecast. The Audit & Finance Committee met in September and October to review the proposed budget along with representatives from Freed Maxick and is recommending approval of the proposed budget. Ms. Profic reviewed the budget narrative and the budgeted sources and uses of funds. Key revenue sources in 2021 include \$4,777,000 in grant revenue from the Ralph C. Wilson, Jr. Foundation for the redevelopment of LaSalle Park, 3.5 million dollars in grant funding from the Restore NY program, rental income of \$2,003,000 and other miscellaneous income as set forth in the proposed budget. Ms. Profic then reviewed the specific sources and uses for each of the BUDC projects and corporate operations. She also reviewed the separate budget detail for the 683 Northland project. Following Ms. Profic's budget presentation, Ms. Burruss made a motion to approve the 2021 budget and the 2022-2024 forecast. The motion was seconded by Mr. Pridgen and unanimously carried (16-0-0).
- 4.3 2021 683 Northland Master Tenant Budget** – Ms. Profic presented the proposed 2021 budget for 683 Northland Master Tenant, LLC. This budget is presented for information purposes only. The budget projects increased rental income as additional space at 683 Northland are leased, with a projected net cash increase of approximately \$621,000.
- 4.4 RCWJ Centennial Park – RCWJ Foundation Grant Agreement** – Ms. Gandour presented her October 27, 2020 memorandum regarding the acceptance of \$4,662,000 in additional grant funding from the Ralph C. Wilson Jr. Foundation to be used to compensate BUDC consultant Michael Van Valkenburgh Associates for the preparation of construction drawings and documents and other park construction related matters. The Downtown Committee reviewed this item at its October 21, 2020 meeting and is recommending Board approval. Mr. Hersey made a motion for BUDC to accept a \$4,662,000 grant from the Ralph C. Wilson Jr. Foundation for costs associated with the advancing of the redevelopment of the Ralph C. Wilson Jr. Centennial Park to the construction phase and to authorize the President or the Vice President

– Finance & Development to execute a grant agreement and take such actions as are necessary to implement this authorization. The motion was seconded by Mr. Slater and unanimously carried (15-0-0). Mr. Kucharski did not vote on the item.

**4.5 RCWJ Centennial Park – Gardiner & Theobald Change Order Approval** – Ms. Gandour presented her October 27, 2020 memorandum regarding a change order to the contract with Gardiner & Theobald Inc. for park management services. Ms. Gandour explained that the change order would authorize G&T to self-perform additional cost estimation work for the Ralph C. Wilson, Jr. Centennial Park project at a cost of \$32,000. This additional work will be paid with funds from the first grant award from the Ralph C. Wilson Jr. Foundation. The Downtown Committee reviewed the change order at its October 21, 2020 meeting and is recommending Board approval. Mr. Penman made a motion to approve a change order to the project management contract with Gardiner & Theobald Inc. in the amount of \$32,000 for additional cost estimation work to be performed by Gardiner & Theobald Inc. for the Ralph C. Wilson Jr. Centennial Park project, the cost of which will be paid with funds from the first grant award from the Ralph C. Wilson Jr. Foundation and to authorize the President or the Vice President – Finance & Development to execute the change order and take such actions as are necessary to implement this authorization. The motion was seconded by Ms. Curry and unanimously carried (16-0-0).

**4.6 BBRP Loan Program – Phoenix Brewery Apartments Loan Extension Approval** - Mr. Comerford made a motion to enter into executive session to discuss the financial and credit history of the borrower. The motion was seconded by Mr. Nasca and unanimously carried (16-0-0). Upon the conclusion of the executive session discussion, Mr. Kucharski made a motion to exit executive session. The motion was seconded by Ms. Curry and unanimously carried (15-0-0). After exiting the executive session, Mr. Nasca made a motion to approve an extension of the Phoenix Brewery Apartments, LLC loan consistent with the recommendation made by the Loan Committee with monthly interest-only payments at a new annual rate of 6.5% and the balloon payment due on February 28, 2021, subject to the borrower's execution of an amended note and loan agreement containing the new terms. The motion was seconded by Mr. Mehaffy and (with Mr. Slater abstaining) carried with thirteen affirmative votes (13-0-1). Ms. Curry did not vote on this item. Mayor Brown and Mr. Mehaffy left the meeting following the vote on this item.

**4.7 BLCP – Lawncare & Snow Removal Services Contract Approval** - Mr. Cammarata presented his October 27, 2020 memorandum regarding a proposed three-year contract for lawncare, landscape and snowplowing services at BLCP. Mr. Cammarata outlined the procurement process. Four companies submitted proposals, with DMJ Property Services, Inc. submitting the lowest cost proposal in the amount of \$135,200 per year. Mr. Cammarata indicated that the Buffalo Brownfields Redevelopment Fund will be used to pay for these services. He also noted that the Real Estate Committee reviewed the proposals at its October 20, 2020 meeting and recommended that the Board approve a contract with DMJ Property Services, Inc. Mr. Kucharski made a motion to authorize the BUDC President to enter into a contract with DMJ Property Services, Inc. on behalf of BUDC to provide lawncare, landscape and snowplowing services at BLCP for the total cost of \$135,200 for a three-year period. The motion was seconded by Mr. Elsenbeck and carried with twelve affirmative votes (12-0-0). Mr. Slater did not vote on this item.

**4.8 Procurement Procedures Applicable to the Expenditure of Federal Funds** – Mr. Cammarata presented his October 27, 2020 memorandum regarding proposed Procurement Procedures that would apply to BUDC's procurement of goods and services that are paid for with federal funds. He noted that the Board had previously authorized BUDC to accept a federal grant from the Great Lakes Commission for the Ralph C. Wilson Jr. Centennial Park project, and that BUDC anticipates pursuing additional federal grant funding opportunities. As federal procurement requirements differ from BUDC's current procurement policy, BUDC's legal counsel developed the proposed Procurement Procedures that would apply when BUDC is utilizing federal funds to

procure goods and services. BUDC's current procurement policy will continue to apply to all other non-federal procurements. The Governance Committee reviewed the proposed Procurement Procedures at its October 13<sup>th</sup> meeting and is recommending Board approval. Ms. Fishkin made a motion to approve the Procurement Procedures Applicable to the Expenditure of Federal Funds. The motion was seconded by Ms. Minkel and carried with eleven affirmative votes (11-0-0). Mr. Slater and Mr. Hersey did not vote on this item.

**4.9 631 Northland Project – Resolution Authorizing an EDA Grant Application** – Mr. Cammarata presented a proposed resolution to authorize the submission of an application to the U.S. Department of Commerce Economic Development Administration (EDA) for an approximately three million dollar grant for the 631 Northland rehabilitation project. Mr. Cammarata noted that EDA requires a resolution from the Board of Directors authorizing the submission of the grant application. Mr. Nasca made a motion to approve the resolution authorizing the submission of an application for EDA grant funding for the 631 Northland project. The motion as seconded by Mr. Halligan and unanimously carried (12-0-0). Mr. Slater did not vote on this item.

**4.10 Northland Beltline Corridor Project Update** – Mr. Hall presented the Northland Beltline Corridor Project update as follows:

683 Northland: Tenant improvements for Retech Systems continue. The tenant is in the process of moving into the fourth floor office space. Rodriguez Construction is set to complete the build-out of its space in November with commencement of base rent anticipated to start in December. The Mancuso Group is negotiating with a prospect for the Red Shed space. BUDC staff anticipates bringing an item to the Board next month regarding the potential tenant.

612 Northland: The Albright Knox has been conducting a Fall Film Festival at 612 Northland. Popcorn and water have been supplied by Smiley Faces, a minority-owned youth start-up business.

537/541 E. Delavan: The subdivision process at 537 East Delavan has been completed and the City will be issuing separate SBL numbers for the new parcels. The core and shell rehabilitation work continues at 541 East Delavan. Currently, there is one contractor on site, Apollo Steel, who is adding reinforcing steel to the superstructure. Apollo's work is expected to be completed by November 15<sup>th</sup>. All Phase 1C contractors have been placed on hold.

Property Management: The snow removal contractor that was approved at the last Board meeting is beginning to mobilize on site. The Mancuso Group continues to coordinate the parking plan for the Northland Corridor. Updated signage has been ordered for the parking lots.

Property Exchanges. BUDC counsel continues to work on two property exchange transactions, one involving an exchange of properties with Plesh Industries and the other an exchange of properties with the City of Buffalo.

Neighborhood Planning and Development: BUDC staff, along with OSP, BURA and the Buffalo Sewer Authority continue to update the BOA Nomination Document. Next steps include the preparation of the final nomination document, holding a final public meeting and submitting the application for designation.

UB Studio: BUDC staff has been working with the UB School of Urban and Regional Planning on a studio project that will develop potential opportunities and recommendations for future Northland Beltline campus development. The first presentation is set for early November.

Community Outreach: The next date for the Northland Business Network Series is November 19<sup>th</sup>. Albright Knox will be hosting a Halloween event at 612 Northland on October 31<sup>st</sup>. The event will be co-sponsored by the Northland Beltline Business and Taxpayers Association.

Mr. Cammarata noted that funding request updates were omitted this month but will be presented at next month's meeting.

**4.11 BBRP/Race for Place Project Update** – Ms. Merriweather provided a brief update on the project. The Ellicott Node concept plan is in draft form and a walking tour is scheduled for October 29<sup>th</sup> to tour the project area. Ms. Merriweather also stated that there will be a reboot of the Queen City Pop-Up.

**4.12 308 Crowley Project Update** – Presentation of this item was deferred.

**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. Hersey, seconded by Ms. Curry and unanimously carried, the October 27, 2020 meeting of the Board of Directors was adjourned at 1:30 p.m.

Respectfully submitted,



---

Kevin J. Zanner, Secretary