

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

**November 24, 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
Darby Fishkin
Thomas A. Kucharski
Amanda Mays
Brendan R. Mehaffy
Kimberley A. Minkel
David J. Nasca
Dennis M. Penman (Vice Chair)
Craig A. Slater

Directors Absent:

Michael J. Finn
Dottie Gallagher
Thomas Halligan
Thomas R. Hersey, Jr.
Darius G. Pridgen
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: Evan Y. Bussiere, Hurwitz & Fine, P.C; and Arthur Hall, BUDC.

Roll Call – The Secretary called the roll of directors and a quorum was determined to be present.

The meeting was held via video/telephone conference in accordance with the provisions of Executive Order 202, 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 October 27, 2020 meeting of the Board of Directors were presented. Mr. Comerford made a motion to approve the meeting minutes. The motion was seconded by Ms. Curry and unanimously carried (13-0-0).

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 October 31, 2020. Mr. Nasca made a motion to accept the financial report. The motion was seconded by Ms. Fishkin and unanimously carried (13-0-0).

4.0 New Business

4.1 683 Northland Project Phase II – Inter-Company Transactions – Ms. Profic presented her November 24, 2020 memorandum regarding proposed modifications to the Phase II project loan documents. Ms. Profic reviewed the organizational chart showing the flow of funds among the project entities and briefly outlined the structure of the 2017 transactions and the modifications approved by the Board at the February 2020 meeting. Due to timing issues related to the original funding projections and the COVID-19 pandemic, further modifications are needed to the Phase II Subrecipient Agreement and the Phase II promissory note. Ms. Profic stated that the original projections contemplated the receipt and use of Brownfield Cleanup Program (BCP) tax credits proceeds prior to the closeout of the Phase II construction project. However, the BCP tax credits have not been realized to date, obliging 683 Northland LLC to use historic tax credit equity to satisfy the remaining developer fee payable to BUDC. The proposed modifications are to increase the amount of the grant funds under Phase II Subrecipient Agreement by \$179,000 and to increase the Phase II promissory note by \$3,392,000. Ms. Profic noted that this item was reviewed with members of the Audit & Finance Committee at its November 19, 2020 meeting. She also noted that the Buffalo Brownfield Restoration Corporation (BBRC) Board of Directors approved the modification to the Phase II Subrecipient Agreement and an increase to the promissory note between BBRC and BBRC Land Company I, LLC.

Mr. Penman made a motion to approve the execution and delivery of an amended Phase II Subrecipient Agreement between BUDC and BBRC, the execution and delivery by 683 WTC, LLC of an amended Phase II promissory note and to authorize the President or the Vice President of Finance & Development to execute such other documents or instruments as may be necessary in connection with the transactions outlined in the Board memorandum. The motion was seconded by Mr. Comerford and carried with twelve affirmative votes (12-0-1). Ms. Mays abstained from the vote.

4.2 RCWJ Centennial Park – MVVA Change Order Approval – Ms. Gandour presented her November 24, 2020 memorandum regarding a proposed change order to the Master Service Agreement between BUDC and Michael Van Valkenburgh Associates (MVVA). The change order is for additional grant and design development support for the Ralph C. Wilson, Jr. Centennial Park project. The cost of this change order is \$31,000. The Downtown Committee reviewed the change order at its November 18, 2020 meeting and recommended Board approval. Ms. Minkel made a motion to approve a change order to the Master Service Agreement between BUDC and MVVA in the amount of \$31,000 for additional grant and design development support for the Ralph C. Wilson Jr. Centennial Park project, the cost of which will be paid with funds from the first and fourth grant awards 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 Mr. Mehaffy and unanimously carried (13-0-0).

4.3 RCWJ Centennial Park – Project Update – Ms. Gandour and Ms. Merriweather updated the Board regarding the Ralph C. Wilson, Jr. Centennial Park project. The project is in the design development phase. Ms. Gandour commented on the damage caused to the park and shoreline projects by a recent weather event and noted that information gathered from the weather event will be utilized to implement a more sustainable and resilient design. Ms. Merriweather updated the Board on the federal grant received through the Great Lakes Commission. The contract with MVVA will be modified to pass through the federal grant requirements to MVVA. She also commented that BUDC continues to seek other funding sources for the park project.

4.4 683 Northland (Northland Central) – Garwood Medical Devices, LLC Lease

Approval - Mr. Cammarata presented his November 24, 2020 memorandum regarding a proposed lease of the 5,866 square foot “red shed” building to Garwood Medical Devices, LLC, a medical device manufacturer. Mr. Cammarata reviewed the proposed lease terms. The lease is for a five year term commencing as of December 1, 2020. The lease is structured as a “triple-net” lease, with monthly base rent payments in the amount of \$3,300.00. The building will be leased to the tenant in “as-is” condition, with no further landlord improvements required. He noted that the Real Estate Committee reviewed the lease at its October 20, 2020 meeting and recommended Board approval. Mr. Nasca made a motion to approve the lease with Garwood Medical Devices, LLC consistent with the terms of the memorandum and to authorize the President to execute the lease on behalf of 683 Northland Master Tenant, LLC. The motion was seconded by Ms. Mays and carried with twelve affirmative votes (12-0-1). Mr. Slater abstained from the vote.

4.5 Northland Corridor – Property Management Agreement Renewal Approval

- Mr. Cammarata presented his November 24, 2020 memorandum regarding the proposed renewal of a property management agreement with Mancuso Management. Mr. Cammarata noted that the Real Estate Committee had approved a short-term extension of the existing agreement through December 31, 2020. BUDC staff decided not to conduct a solicitation for these services as the Mancuso Management is a vendor with unique knowledge and expertise that qualifies the company as a single source under the BUDC procurement policy. Mr. Cammarata commented favorably on Mancuso’s performance, noting that the lease-ups at Northland have exceeded expectations. He also discussed Mancuso’s role in working with the neighborhood and local community. Mr. Cammarata noted that all compensation components of the agreement will remain the same. The principal difference is that the term of the agreement will be for a series of renewable one-year terms over the next five years. The Real Estate Committee reviewed this item at its November 17, 2020 meeting and recommended Board approval. Mr. Slater made a motion to approve a renewal agreement with Mancuso Business Development Group for property management and leasing services for the Northland Corridor consistent with the provisions set forth in the Board memorandum and to authorize the President to execute the agreement on behalf of BUDC and 683 Northland Master Tenant, LLC. The motion was seconded by Mr. Comerford and unanimously carried (13-0-0).

4.6 Northland Corridor - Project Update

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

683 Northland: Rodriguez Construction has completed the build-out of its space on the third floor and has moved into the space. Its lease is effective as of December 1. Tenant improvements for Retech Systems continue and are at 30% completion. Retech Systems has completed its move into the office space on the fourth floor. Base rent payments will commence on January 1, 2021.

612 Northland: The Albright Knox successfully conducted a Fall Film Festival at 612 Northland. and is looking toward a series of spring movie nights and other community engagement events.

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. Mr. Hall noted that there has been early interest in the parcels. Phase 1C contractors at 541 East Delavan continue to be on hold.

Property Management: The snow removal contractor has mobilized on site. Mancuso Management continues to coordinate the parking plan for the Northland Corridor and 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: On November 18th, the students of the UB School of Urban and Regional Planning had their first draft presentation of the Northland Beltline campus concept plan. The final presentation is set for December 9, 2020.

Community Outreach: The fifth Northland Business Network Series was held on November 19th. The event attracted 50 registrants. Thirty small businesses were represented. The theme emphasized how small companies could maximize their business during the holiday season with the challenges on the pandemic.

- 4.7 BBRP/Race for Place Project Update** – Ms. Merriweather presented a brief update on the project. She noted that the Stantec mobility report will be released to the public soon. Ms. Merriweather reported on a recent UB technology conference at which she presented on the Race for Place project. She also updated the Board on the downtown dollars sweepstakes program, a joint marketing initiative of the BUDC Queen City Pop Up Program and Buffalo Place to promote downtown retailers during the holiday season.
- 4.8 308 Crowley Project Update** – Mr. Cammarata reported that BUDC is working on the appraisal for the cinder block building. He also commented on LiRo's ongoing discussions with SHPO regarding the partial demolition and provided an update on the Section 106 process.
- 4.9 Buffalo Lakeside Commerce Park – Project Update** - Mr. Cammarata noted that the snowplow contractor has mobilized for the winter. Due diligence continues for the Zephyr and Uniland projects. He also stated that Sonwil is expected to move forward with plans to construct a second building at BLCP.

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. Comerford, seconded by Mr. Kucharski and unanimously carried, the November 24, 2020 meeting of the Board of Directors was adjourned at 1:05 p.m.

Respectfully submitted,



Kevin J. Zanner, Secretary