

Buffalo Urban Development Corporation

95 Perry Street
Suite 404
Buffalo, New York 14203
phone: 716-856-6525
fax: 716-856-6754
web: buffalourbandevelopment.com



Buffalo Urban Development Corporation
Real Estate Committee Meeting
Tuesday, April 20, 2021, Noon
Via Video Conference Call & Live Stream Audio

Agenda

1. Approval of Minutes – Meeting of March 23, 2021 (*Approval*) (*Enclosure*)
- 2) 308 Crowley LSA – Property Disposition Findings (*Recommendation*)
- 3) 255 Ship Canal Parkway LSA - Property Disposition Findings (*Recommendation*)
- 4) 631 Northland – Creation of Limited Liability Company (LLC) (*Recommendation*) (*Enclosure*)
- 5) Buffalo Lakeside Commerce Park (*All Information Items*)
 - a) 193 Ship Canal Parkway - LaBella RAAP & RAWP Update
 - b) Various Parcels - Zephyr Investors, LLC Land Sale Agreement Update
 - c) NYSDOT Skyway Alternatives Study
- 6) Northland Beltline Corridor (*All Information Items*)
 - a) Northland Central – Bank on Buffalo Update
 - b) Northland Central – Phase I Construction Additional HVAC Work Claim
 - c) Northland Central – NWTC / ESD / BUDC Memorandum of Understanding
 - d) Northland Central – LEED Certification Update / NYSERDA
 - e) Northland Corridor – Community Solar & Microgrid Project Update
 - f) Northland Corridor – Miscellaneous Updates
 - g) 1669 Fillmore – LaBella UST Closure Services Update
 - h) 631 Northland – EDA Grant Application
 - i) Plesh / BUDC Land Exchange Update
- 7) Adjournment (*Approval*)

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

Via Video Conference Call & Live Stream Audio

**March 23, 2021
12:00 p.m.**

Committee Members Present:

Janique S. Curry
Thomas A. Kucharski
Kimberley A. Minkel
Dennis M. Penman

Committee Members Absent:

Brendan R. Mehaffy
Craig A. Slater, Chair
Maria R. Whyte

Officers Present:

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

Guests Present: Evan Y. Bussiere, Hurwitz & Fine, P.C.; Arthur Hall, BUDC; Jamee Lanthier, ECIDA Compliance Officer; and Thomas Mancuso, Mancuso Business Development Group.

Roll Call: The meeting was called to order at 12:03 p.m., with Mr. Penman serving as acting Committee Chair. A quorum of the Committee was 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.

1.0 Approval of Minutes – Meeting of February 16, 2021 – The minutes of the February 16, 2021 Real Estate Committee meeting were presented. Ms. Minkel made a motion to approve the meeting minutes. The motion was seconded by Ms. Curry and unanimously carried (4-0-0).

2.0 President Retirement/Project Management Transition – Mr. Cammarata updated the Committee regarding the transitioning of his role as BUDC President, which will be effective as of April 2, 2021. An announcement will be forthcoming at the March Board of Directors meeting regarding his successor. Mr. Cammarata then reviewed with the Committee the anticipated allocation of project management responsibilities among BUDC team members. He identified several projects for which he will have continuing involvement as a consultant, including the land sales at Buffalo Lakeside Commerce Park, the 308 Crowley project and the Northland-HVAC claim. A consulting contract is in place that will commence as of April 5th and continue until the end of the calendar year.

3.0 Northland Beltline Corridor

- (a) **Northland Corridor – Bank On Buffalo Proposed Lease** – Mr. Kucharski made a motion for the Committee (i) discuss a proposed lease at Northland Central to Bank on Buffalo on the basis that public discussion of the lease terms would substantially affect the value of the property and (ii) to discuss claims and litigation strategy relating to the design of the Phase 1 HVAC system at Northland Central. The motion was seconded by Ms. Minkel and unanimously carried (4-0-0). Mr. Cammarata updated the Committee on the status of the lease negotiations with Bank on Buffalo for the lease of approximately 1300 square feet of space at Northland Central. Mr. Zanner then reviewed a memorandum setting forth the proposed lease terms. The Committee discussed the proposed financial and other terms of the lease. At the conclusion of the discussion, Mr. Kucharski made a motion to recommend that the Board of Directors approve a ten-year lease with Bank on Buffalo at a monthly rent starting at \$1,950.00 and on the lease terms presented by counsel. The motion was seconded by Ms. Curry and unanimously carried (4-0-0). The Committee then discussed the HVAC claim. At the conclusion of the discussion, Ms. Curry made a motion to exit executive session, which was seconded by Mr. Kucharski and unanimously carried (4-0-0).
- (b) **Northland Corridor – Phase 1 Construction Additional HVAC Work Claim** – This item was discussed during executive session.
- (c) **Northland Corridor – Garwood Medical Build-out Update** – Mr. Cammarata updated the Committee regarding the Garwood Medical tenant improvements. The work remains on track for completion by the end of March, with an anticipated April 1st opening date for the facility. He also noted that Garwood is working with Mr. Mancuso on signage.
- (d) **Northland Central – NWTC/ESD/BUDC Memorandum of Understanding** – Ms. Gandour updated the Committee on discussions among NWTC, ESD and BUDC regarding a memorandum of understanding (MOU) to document protocols for ongoing operations and equipment ownership at 683 Northland. A revised draft of the MOU was recently circulated and is currently under review by BUDC counsel and staff.
- (e) **Northland Central – LEED Certification Update/NYSERDA** – Ms. Gandour updated the Committee on the status of the LEED certification. BUDC staff continues to work with the Watts Engineering consulting team on completing a list of close out items. Once completed, the project will be eligible to receive an additional \$30,000 payment under the program.
- (f) **Northland Central – NYSDEC Annual PRR & IC/EC Certification** – Mr. Cammarata reviewed the March 15, 2021 letter from NYSDEC regarding the annual periodic review report and IC/EC certification submittal process. LiRo Engineers will undertake this work, as it has in prior years.
- (g) **Northland Central – Northland Brownfield Opportunity Area & Misc. Updates** – Mr. Hall provided an update on the Northland BOA. The BOA has been submitted to the NYS Department of State and BUDC is waiting on a response. He noted that the NTCIC annual report is nearing completion. The Albright-Knox will commence its outdoor film series this Friday. Mr. Hall then provided an update on the grant that LISC received from AARP and the use of a portion of those funds for public art components and placemaking activities in the Northland Corridor. He concluded his report by noting that the UB class continues to work on plans for the various park and placemaking concepts in the corridor.

- (h) **Northland Central – Community Solar & Microgrid RFP** – Ms. Gandour reported that BUDC executed a Grant Disbursement Agreement with Empire State Development for the \$200,000 grant for the project. BUDC has also issued a notice to proceed to Frey Electric regarding the project. Frey is currently compiling utility usage data on the buildings.
- (i) **Northland Corridor – Snow Removal / Landscaping** – Mr. Cammarata noted that April 1, 2021 will be the transition date for the contractor (Landscape Associates) to pivot from snow removal to landscaping work. Mr. Mancuso will meet with the contractor regarding the transition.
- (j) **1669 Fillmore – LaBella UST Closure Services Update** – Mr. Cammarata reported that LaBella Associates will be onsite this week to conduct sampling work. The company is expected to commence UST closure activities on April 12, 2021.
- (k) **631 Northland – Creation of Limited Liability Company** – Ms. Gandour informed the Committee of plans for BUDC to form a separate limited liability company to take title to 631 Northland in anticipation of advancing a tax credits transaction involving the property.
- (l) **631 Northland - EDA Grant Application** – Mr. Hall updated the Committee regarding the EDA grant application. The EDA provided recommendations to modify the application, which are being implemented in the next version of the application.
- (m) **Plesh/BUDC Land Exchange Update** – Mr. Bussiere presented a brief update on the Plesh land exchange transaction. Title commitments have been circulated and draft closing documents have been prepared and reviewed by counsel, including a reciprocal easement and termination of the original easement for the parcels.
- (n) **537 East Delavan – Subdivision Update** – Ms. Gandour noted that BUDC staff are working on obtaining the individual SBL numbers and addresses for the sub-parcels to correlate with the existing designations for existing projects on the site.

4.0 Buffalo Lakeside Commerce Park

- (a) **255 Ship Canal Parkway - Uniland Land Sale Agreement Update** – Mr. Cammarata noted that BUDC had received a letter from the adjacent property owner, Sonwil Distribution, regarding interest in the parcel if the Uniland sale does not close. He also noted that Sonwil's counsel submitted a FOIL request for the current land sale agreement. Mr. Zanner stated that the due diligence period under the Uniland land sale agreement has expired and the requisite deliverables from BUDC have been ordered and/or delivered to Uniland.
- (b) **193 Ship Canal Parkway Prospect & LaBella RAAP & RAWP Update** – Mr. Cammarata indicated that there is nothing new to report with respect to this item.
- (c) **Various Parcels – Zephyr Investors, LLC Land Sale Agreement Update** – Mr. Cammarata commented on recent movement in Albany regarding legislation to legalize adult use cannabis. Zephyr's due diligence period expires as of July 31, 2021.
- (d) **NYSDOT Skyway Alternatives Study** – No update was provided for this item.

- 5.0 **308 Crowley Update** – Mr. Cammarata reported that a memorandum of agreement has been submitted to SHPO and staff are waiting on a response. He noted that the latest request from SHPO

is to require the retention of the boiler room building and the tower. Mr. Bussiere provided an update regarding the potential sale of the existing concrete building to Enterprise Folding Box Company. He noted that a land sale agreement is being negotiated between the parties.

- 6.0 2020 Authority Budget Office Property Report (Final)** – Mr. Cammarata shared the final 2020 property report. This report will be submitted as part of the BUDC PARIS report at the end of March.
- 7.0 Adjournment** – There being no further business to come before the Committee, upon motion made by Mr. Kucharski, seconded by Ms. Curry and unanimously carried, the March 23, 2021 meeting of the Real Estate Committee was adjourned at 12:52 p.m.

Respectfully submitted,



Kevin J. Zanner
Secretary

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fax: 716-856-6754
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Item 4

MEMORANDUM

TO: BUDC Real Estate Committee

FROM: Rebecca Gandour, Executive Vice President

SUBJECT: 631 Northland – Creation of New LLC and Transfer of Title

DATE: April 20, 2021

At its April 28, 2020 meeting, the BUDC Board of Directors approved the retention of a team comprised of Cannon Heyman & Weiss, Freed Maxick and RubinBrown to provide accounting and historic tax credits services, including application structuring and syndication of Federal rehabilitation tax credits available under Section 47 of the Internal Revenue Code and New York State rehabilitation tax credits available under various provisions of the New York Tax Law. The historic tax credits transaction will help fund the rehabilitation of the structure and the balance of improvements for 631 Northland Avenue.

The 631 Northland Avenue property is currently owned by NorDel II, LLC, a BUDC subsidiary. As part of the tax credits transaction for 631 Northland, two initial steps are required:

1. BUDC will form a new wholly-owned subsidiary limited liability company.
2. NorDel II, LLC will transfer title to the 631 Northland property to the newly-formed limited liability company.

The transfer of title is necessary because NorDel II, LLC presently owns other properties in the Northland Corridor, and the historic tax credits structure requires a single-asset owner.

The transfer of real property from one BUDC subsidiary to another BUDC subsidiary is exempt from the requirements set forth in the BUDC Property Disposition Guidelines because the transaction does not involve a disposition of property to an unrelated third party.

ACTION:

We are requesting that the Real Estate Committee recommend that the Board of Directors (i) authorize the formation of a new wholly-owned subsidiary limited liability company to acquire title to the 631 Northland property; (ii) approve the transfer of title to 631 Northland from NorDel II, LLC to the newly formed limited liability company; and (iii) authorize the President and the Executive Vice President to each take such actions and execute such documents and instruments as are necessary or appropriate to form the new limited liability company and effectuate the transfer of ownership of the real property located at 631 Northland Avenue from NorDel II, LLC to the newly formed limited liability company.