

**Minutes of the Annual Meeting  
of the  
Board of Directors  
of  
Buffalo Urban Development Corporation**

**95 Perry Street  
Buffalo, New York  
June 29, 2021  
12:00 p.m.**

Directors Present:

Mayor Byron W. Brown (Chair)  
Trina Burruss  
James Comerford  
Janique S. Curry  
Dennis W. Elsenbeck  
Thomas Halligan  
Thomas A. Kucharski  
Amanda Mays  
Brendan R. Mehaffy  
Kimberley A. Minkel  
David J. Nasca  
Dennis M. Penman (Vice Chair)  
Darius G. Pridgen

Directors Absent:

Michael J. Finn  
Darby Fishkin  
Dottie Gallagher  
Craig A. Slater  
Maria R. Whyte

Officers Present:

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

**Guests Present:** Tuona Batchelor, Erie County Environment & Planning; Peter M. Cammarata, Cammarata Consulting, LLC; Jonathan D. Epstein, *The Buffalo News*; Alexis M. Florczak, Hurwitz & Fine, P.C.; Arthur Hall, BUDC Senior Project Manager; and Jamee Lanthier, ECIDA Compliance Officer.

- 1.0 Roll Call** – The Chair called the annual meeting of the Board of Directors to order at 12:23 p.m. The Secretary called the roll and a quorum of the Board was determined to be present.
- 2.0 Approval of Minutes – Meeting of May 25, 2021** – The minutes of the May 25, 2021 meeting of the Board of Directors were presented. Mr. Penman made a motion to approve the meeting minutes. The motion was seconded by Ms. Minkel and unanimously carried (13-0-0).
- 3.0 Monthly Financial Reports** – Ms. Profic presented for information purposes the financial statements for 683 Northland Master Tenant, LLC for the period ending May 31, 2021. She then presented the consolidated financial statements for BUDC and its affiliates, 683 Northland LLC and 683 WTC, LLC for the period ending May 31, 2021. Mr. Nasca made a motion to accept the BUDC consolidated financial statements. The motion was seconded by Mr. Comerford and unanimously carried (13-0-0).

**4.0 New Business**

**4.1 Re-appointment of Three Citizen Members** – Mayor Brown presented his June 29, 2021 memorandum to the Board announcing his re-appointment of Trina Burruss, Janique Curry and Thomas Halligan as citizen-members and directors of BUDC. Each appointment is for a term of three years.

**4.2 2021-2022 Committee Appointments** – Ms. Merriweather presented the proposed slate of Committee appointments for 2021-2022. She noted that Ms. Mays has volunteered to join the Downtown Committee. Mr. Kucharski made a motion to approve the proposed slate of Committee appointments. The motion was seconded by Mr. Pridgen and unanimously carried (13-0-0). The Committee appointments made by the Board for July 2021 - June 2022 are as follows:

**Downtown Committee:** Trina Burruss; James W. Comerford; Michael Finn; Darby Fishkin, Dottie Gallagher; Amanda Mays; Brendan R. Mehaffy (*Committee Chair*); Kimberley A. Minkel; and Darius G. Pridgen.

**Governance Committee:** Hon. Byron W. Brown; Dennis W. Elsenbeck; Thomas Halligan; Thomas A. Kucharski (*Committee Chair*); Amanda Mays; Brendan R. Mehaffy; and Dennis M. Penman.

**Audit & Finance Committee:** Trina Burruss; James W. Comerford; Janique S. Curry; David J. Nasca; and Dennis M. Penman (*Committee Chair*).

**Real Estate Committee:** Janique S. Curry; Thomas A. Kucharski; Brendan R. Mehaffy; Kimberley A. Minkel; Dennis M. Penman; Craig A. Slater (*Committee Chair*); and Maria R. Whyte.

**Loan Committee:** Dottie Gallagher; and Brendan R. Mehaffy (*Committee Chair*).

**4.3 2021-2022 Election of Officers** – Mr. Kucharski presented the following proposed slate of officers of BUDC as set forth in his June 29, 2021 memorandum to the Board of Directors:

Chair:	Hon. Byron W. Brown
Vice Chair:	Dennis M. Penman
President:	Brandye Merriweather
Vice President:	Rebecca Gandour
Treasurer:	Mollie M. Profic
Assistant Treasurer:	Atiqa Abidi
Secretary:	Kevin J. Zanner, Esq.

Upon motion made by Mr. Kucharski, seconded by Ms. Curry and unanimously carried (13-0-0), the foregoing slate of officers was approved, with each officer to serve a term of one (1) year and until his or her successor has been elected or appointed. Mr. Pridgen left the meeting following the presentation and vote on this item.

**4.4 683 Northland Avenue - Extension of KeyBank Bridge Financing Facilities** – Ms. Gandour presented her June 29, 2021 memorandum regarding the extension of the KeyBank bridge financing facilities. As part of the 683 Northland tax credits transaction, the BUDC Board of Directors previously authorized 683 Northland LLC to borrow \$30,000,000 from KeyBank as construction bridge financing for the project. The balance due on this loan is \$10,180,810. A

\$1,000,000 line of credit was subsequently obtained through KeyBank which was needed due to delays associated with receipt of tax credit equity installments and BCP tax refund payments. The current balance on the line of credit is \$662,099. Ms. Gandour stated that BUDC staff has been working with KeyBank to extend the term of the construction bridge loan and draw period under the line of credit through December 31, 2022. KeyBank has issued two term sheets for the extensions. Ms. Gandour reviewed the extension terms as outlined in her June 29, 2021 memorandum. She noted that KeyBank also agreed, following a request from BUDC staff, to waive the \$5000 line of credit extension fee and reduce the interest rate on the line of credit by one-half percent (½%) to LIBOR plus 2.25%.

Mr. Penman made a motion to: (i) approve an 18-month extension of the KeyBank construction bridge loan in accordance with the KeyBank term sheet and upon such additional terms and conditions as the President or Executive Vice President determine are commercially reasonable and consistent with the term sheet; (ii) approve an 18-month extension of the draw period for the KeyBank line of credit in accordance with the KeyBank term sheet and upon such additional terms and conditions as the President or Executive Vice President determine are commercially reasonable and consistent with the term sheet; and (iii) authorize the President or Executive Vice President to execute and deliver such agreements and documents and to take such actions on behalf of 683 Northland, LLC, BUDC and any related BUDC entities as may be reasonably necessary or appropriate to implement this action. The motion was seconded by Ms. Curry and carried with ten affirmative votes (10-0-2). Mr. Nasca and Ms. Minkel abstained from voting on this item.

**4.5 Northland Central – Phase I Construction Additional HVAC Work Claim** – Mr. Kucharski made a motion for the Board to enter into executive session 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 (12-0-0). Mr. Zanner briefed the Board on potential claims and litigation strategy relating to the defective design of the Phase I HVAC system at Northland Central. At the conclusion of the discussion, Mr. Elsenbeck made a motion to authorize legal action against Watts Architecture and Engineering and Popli Design Group for the defective design of the Phase I HVAC system. The motion was seconded by Ms. Minkel and unanimously carried (12-0-0). Mr. Kucharski then made a motion to exit executive session, which was seconded by Mr. Comerford and unanimously carried (12-0-0).

**4.6 Ralph C. Wilson, Jr. Centennial Park – Great Lakes Commission Funding Agreement #2** – Ms. Merriweather presented her June 29, 2021 memorandum regarding the second Great Lakes Commission (GLC) grant funding agreement. GLC has approximately \$238,000 in additional funding available to award BUDC for additional work and analysis for the inlet portion of Ralph C. Wilson, Jr. Centennial Park. It is anticipated that the grant agreement for these funds will include terms similar to those set forth in the first grant agreement entered into by BUDC and GLC, including federal grant requirements of the United States Department of Commerce, which BUDC will pass on to MVVA through an amendment to the Master Service Agreement detailing these requirements. Mr. Nasca made a motion to: (i) approve the acceptance by BUDC of an approximately \$238,000 grant from the Great Lakes Commission to pay for design costs associated with respect to the inlet restoration at Ralph C. Wilson, Jr. Centennial Park; (ii) authorize each of the President and Executive Vice President to execute a grant agreement with GLC; (iii) authorize each of the President and Executive Vice President to execute an amendment to the Master Service Agreement with MVVA in order to pass through the GLC grant obligations to MVVA; and (iv) take such other actions as are necessary or appropriate to implement this authorization. The motion was seconded by Ms. Mays and unanimously carried (12-0-0).

**4.7 Buffalo Lakeside Commerce Park – Zephyr Investors LSA Due Diligence Extension** – Ms. Merriweather requested that this item be tabled for additional input from the Real Estate

Committee. Mr. Penman made a motion to table the item, which was seconded by Mr. Mehaffy and unanimously carried (12-0-0).

**4.8 Waterfront/RCWJ Centennial Park – Project Update** – Ms. Gandour noted that construction documents have been started for construction package one, primarily relating to core Park components. BUDC is working on an application to obtain additional funding for the playfields and shoreline elements of the Park. Ms. Merriweather added that the Park conservancy, which was formed to address long term maintenance and sustainability of the Park, recently held its first meeting.

**4.9 Buffalo Lakeside Commerce Park – Project Update** - Updates on Buffalo Lakeside Commerce Park were presented as follows:

Prospect at 193 Ship Canal Parkway: Mr. Cammarata reported that BUDC is working with the NYSDEC and the prospect regarding a proposal to subdivide the parcel to help reduce Brownfield Cleanup Program remediation costs. Mr. Slater is assisting the prospect with the BCP process.

Zephyr LSA: Mr. Cammarata noted that the due diligence period under the Land Sale Agreement with Zephyr runs through July 31, 2021.

Sonwil/255 Ship Canal Parkway: Mr. Zanner reported that the court adjourned the hearing on Sonwil's Article 78 claim to July 13<sup>th</sup>.

Security at BLCP: Mr. Cammarata noted that Art Hall is working with the Buffalo Police Department (BPD) on security issues relating to dirt bikes and 4-wheel vehicles at BLCP. Mayor Brown added that the BPD recently confiscated approximately 40 ATVs.

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

683 Northland Central: Bank on Buffalo, Northland Workforce Training Center and the Community Health Center of Buffalo partnered to offer free COVID-19 vaccines to the community and to discuss social determinants of health with attendees. An additional clinic is expected to be scheduled. The decorative fence at Manna has been installed and is complete. BUDC continues to work on the memorandum of understanding with NWTC and ESD.

683 Northland: Watts has completed and submitted the checklist for LEED certification. Once approved, BUDC will submit to NYSERDA to obtain remaining grant funds of approximately \$30,000.00.

Community Solar & Microgrid Project Update: Frey Electric is completing pre-development work with respect to the installation of carports. Discussions continue regarding the repair of the substation for the microgrid project.

612 Northland: Albright Knox has reopened for its new exhibit “Herve Tullet: Shape and Color,” which is the largest exhibition of work ever assembled of this artist, performer and children’s book author. Local artists will be in residence throughout the exhibition.

714 Northland: Albright Knox is making progress on the mural for 714 Northland. Its contractor has performed masonry work on the building in preparation for the mural.

537/541 E. Delavan: BUDC continues to explore the opportunity to restart construction at 541 E. Delavan with some additional foundation work, roofing, masonry, excavation, framing and sheathing.

Neighborhood Planning and Development: BUDC continues to await a response from the NYSDOS regarding the Northland Beltline BOA and will move to next steps—holding a public meeting and reviewing draft applications for the project—once feedback is received.

Community Outreach: Mailboxes have been installed on the Northland campus in order to capture ideas and responses from residents regarding art and placemaking in the area. Responses will be reviewed soon.

Business Network Services: BUDC staff continues to coordinate with the Network Series Team to update the series. The next Network Series is targeted for October 2021.

**4.11 BBRP/Race for Place Project Update** – Ms. Merriweather presented an update on BBRP and the Race for Place project. Ms. Merriweather reported on her presentation at the Massachusetts DOT National Innovation Conference on Race for Place and the Future of Mobility report and the connection to equity initiatives in Buffalo. She updated the Board regarding BUDC’s assistance with the review of the Mohawk Ramp RFP responses and the transportation demand management RFP responses. Ms. Merriweather anticipates that BUDC’s Downtown Committee will be updated on the Ellicott Node Concept Plan in July. Construction continues with respect to the Entertainment District infrastructure project. Ms. Merriweather also commented on the CFA application process.

**4.12 308 Crowley Project Update** – Mr. Cammarata reported that the sale of the cinderblock building is complete, and BUDC received the sale proceeds from Enterprise Folding Box Company on June 21<sup>st</sup>. Mr. Cammarata and Ms. Gandour have also been working on the insurance renewal for the property. Mr. Comerford reported that the City of Buffalo bid out the demolition work, which was awarded to Empire Dismantlement. He noted that additional funding is needed to complete additional phases of the demolition work.

**5.0 Late Files** – None.

**6.0 Tabled Items** – None.

**7.0 Executive Session** – Yes, item 4.5.

**8.0 Adjournment** – There being no further business to come before the Board, upon motion made by Ms. Curry, seconded by Mr. Halligan and unanimously carried, the June 29, 2021 Board of Directors meeting was adjourned at 1:25 p.m.

Respectfully submitted,



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Kevin J. Zanner, Secretary