

BATAVIA DEVELOPMENT CORPORATION (BDC)
Live and Recorded Zoom Meeting: Meeting ID: 874 1275 1496. Passcode: 447194
Meeting Minutes January 28th, 2021

Attendance

BDC Attendees: Pier Cipollone, Wesley Bedford, Andrew Maguire, Steve Pies, Rachael Tabelski, Jake Whiting, Lori Aratari, Derek Geib, Rebecca Cohen, Chris Fix, Nate Varland

Absent/Excused: None

Media: Brian Quinn – The Daily News; Mike Pettinella- The Batavian

Call to Order

At 8:33 a.m. L. Aratari, President of the BDC, called the meeting to order, which will be recorded and posted on the BDC website. The BDC will not enter executive session.

Presentations: None

Enter Executive Session

C. Fix *made a motion* to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 8:39 a.m. for the following reasons:

1. The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion discipline, suspension, dismissal or removal of a particular person or corporation.
2. The proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.

The motion was seconded by W. Bedford and approved by all members present.

Enter Public Session

W. Bedford *made a motion* to enter back into public session at 9:07 a.m.; seconded by N. Varland and approved by all members present.

Chairman's Report

No agenda additions to be proposed.

President L. Aratari presented the meeting minutes from the December 17th, 2020 meeting.

motion of C. Fix to approve the meeting minutes as presented; seconded by R. Cohen and approved by all members present.

L. Aratari announced the next scheduled meeting for the BDC will be held on February 27th, 2020 at 8:30 a.m. The meeting will be held Via Zoom, which will be live, recorded and posted on the BDC Website.

Committee Reports

Governance and Nomination Committee:

New Board Member and Committee Nominations- L. Aratari reviewed the Board of Directors and Committee nominations.

Nominated for an additional 3-year Board of Director terms are; Lori Aratari, Chris Fix, Rebecca Cohen, Nate Varland.

Motion of S. Pies to approve the nominations as stated above effective immediately, seconded by R. Tabelski and approved by all members present.

Nominated for to the Executive Committee are; Lori Aratari – President, Wesley Bedford – Vice President, Rebecca Cohen – Treasurer, Jake Whiting – Secretary.

Nominated to the Finance Committee are; Rebecca Cohen, Rachael Tabelski, Lori Aratari, Wesley Bedford, Jake Whiting.

Nominated to the Governance Committee are; Rebecca Cohen, Rachael Tabelski, Lori Aratari, Wesley Bedford, Jake Whiting.

Motion of C. Fix to approve the Committee nominations effective immediately, seconded by S. Pies and approved by all members present.

Board members are encouraged to sign up for committees and workgroups as their schedule allows. The list of Board Members and Committee Members will be posted to the BDC's website.

The BDC Governance Policies were reviewed by the Governance Committee on October 10th, 2020. The Governance Committee recommends the following policies to be adopted for calendar year 2021 as it, or with the stated amendments:

Governance Committee Charter - The Governance Committee Charter was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

BDC By-Laws - The Bylaws were reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

Investment Policy - The Investment Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

Disposition of Property Policy- The Disposition of Property Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

Procurement Policy - The Procurement Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

Conflict of Interest Policy - The Conflict of Interest Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

Anti-Nepotism Policy - The Anti- Nepotism Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

Whistle Blower Policy - The Whistle Blower Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

Defense and Indemnification Policy - The Defense and Indemnification Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

Diversity Policy - The Diversity Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

Code of Ethics - The Code of Ethics Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

Lending Policy - The Lending Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments although this may be reviewed for amendments during the 2021 year.

Sexual Harassment Policy - The Sexual Harassment Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments and Board Members are aware of annual training requirements and compliance.

Audit and Finance Committee Charter - The Audit and Finance Committee Charter was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

RLF Fund - Grant Policy - The RLF Fund - Grant Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

Performance Evaluation Policy - The Performance Evaluation Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with the following amendment: The final paragraph of the policy states: Each year, the BDC Board will select a committee to conduct the performance evaluation of staff. This sentence will be amended to: Each year, the BDC Executive Committee will conduct the performance evaluation of staff.

Fiscal and Internal Controls Policy - The Fiscal and Internal Controls Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

MWBE Policy- The MWBE Policy was reviewed by the Governance Committee and recommended to the Board of Directors for approval with no amendments.

NYS Local Public Authority Evaluation of Prior Year Performance (2020)- The board reviewed the NYS Local Public Authority Evaluation of Prior Year Performance. The evaluation was based on the 2020 Mission and Measurement Report for the Authority, the agency will complete an annual Mission and Measurement Report, giving the board a basis for the evaluation of prior year performance. In 2020 the BDC helped foster \$21.5 million total capital investment in the City. These projects pledged an estimated 88 new jobs. \$50,000 in loans were granted to businesses in the city. The Governor's \$10 million Downtown Revitalization Initiative (DRI) award winning projects continue to progress and will be bring substantial capital investment in the next several years and that BDC is playing a critical role assisting projects to completion. Other positive momentum surrounded partnerships with local and state organizations, implementation and administration of a \$600,000 building improvement fund, administration a \$300,000 New York Main Street Grant and administration of several RLF-Grant projects to efforts to advance the city's comprehensive plan and Brownfield Opportunity Areas. The Authority Evaluation will be posted on the BDC's website.

NYS Local Public Authority Mission & Measurement Report- A. Maguire presented the agency with the 2021 Local Public Authority Mission & Measurement Report. The following goals were set for 2021:

1. Secure capital/business commitments through the DRI Grant program of \$50 million.
2. Secure new capital/business commitments of \$1 million.
3. Secure business pledges to create 75 jobs.
4. Secure Revolving Loan Fund Grants for the City of Batavia to foster new start-up businesses and promote repairs to commercial and mixed-use buildings.

5. Achieve the BDC's 2021-2022 budget from a bottom-line financial operation performance (EBITDA) standpoint.
6. Successfully administer and implement the 2018 Batavia DRI Building Improvement program, 2019 New York Main Street program and Building Improvement Fund and Revolving Loan Fund Grants.
7. Assist DRI projects with administrative support.
8. Promote the BDC and projects through local media.
9. Continue to seek and apply for grant funding for future studies, developments and economic growth.
10. Close or receive commitments for \$50,000 in loans.
11. Encourage, enable and incentivize downtown building owners to add new upper floor apartments and new residential living in the City of Batavia.
12. Implement strategic plan to acquire parcels in the Creek Park LLC and secure a developer to build market rate apartments.
13. Continue to enhance the BDC's value and build strong relationships with the City of Batavia government, schools, businesses and residents, and other economic development organizations.

Motion of R. Tabelski to approve the policies and reports recommended by the Governance Committee listed above as stated, seconded by J. Whiting, approved by all members present.

Confidential Evaluation of Board Performance- L. Aratari and A. Maguire distributed the annual Confidential Evaluation of Board Performance to all BDC attendees. These should be completed by the BDC's March 2021 meeting and returned to Board President L. Aratari once completed.

Audit and Finance

Financial Statements- The January 2020 financial statements were reviewed with the board; a brief overview was provided by A. Maguire. N. Varland inquired if the format of the financial report will be changed. A. Maguire reports that the financials run through the City of Batavia's software, currently we are still operating on the old software, however the BDC should be transferred to the new software in the future. R. Tabelski states that is correct, however it may be 2022 before the BDC is transitioned to the new financial software. N. Varland asked if a summary report is available with this software. R. Tabelski states the Deputy Director of Finance is extremely busy and the software is DOS based with limited reports. R. Tabelski asked if this includes a cash report. A. Maguire states he does not believe there was a cash balance included, balance sheets are presented quarterly and may not have been included for this month's review, however it will be requested from the City Financial department. A. Maguire also states he can present a simplified budget to actual financial document that would be easier to read. N. Varland states it would be nice to include the balance sheets moving forward. C. Fix states quarterly budget to actuals would be welcomed.

Motion of C. Fix to approve the December 2020 financial statements; seconded by N. Varland and approved by all members present.

Real Estate/ BOA

2021 Anticipated Commencement of Milestone Projects- A. Maguire presented a poster that was created of milestone projects the BDC anticipates to reach the construction phase in 2021, which should carry an overall investment into the city of over \$50million.

DRI and Building Improvement Fund – A. Maguire believes that City Centre, Jackson Square, Ellicott Station and the Healthy Living Campus projects should hit the ground running in 2021. The Building Improvement Fund currently has 3 projects under construction. 206 E. Main Street will be completing their design work and recently had an asbestos survey completed. 242 Ellicott's interior work is completed, the façade improvements will be completed once the

weather breaks. 99 Main Street is prepping for dumpsters and demolition work right now. 109-111 E Main Street, Eli Fish Building, is begging demolition and we should be seeing dumpsters on the sidewalk soon. 39-43 Jackson Street should have the required County and City Planning Approvals for the façade work as that project is within 500 feet of a state route.

New York Main Street 2020 Program – A. Maguire states these projects are progressing and some additional testings are in process. With residential being proposed, lead based paint testing needs to occur. 219 E. Main street may be required to complete SVI testing as there was a dry cleaner adjacent years ago. 97 Main Street has some great plans and designs, they need to complete SHPO review. 33-39 Ellicott is currently a dry cleaner so they will be required to complete SVI testing.

New York Main Street Anchor Grant Application – A. Maguire states the NYMS Anchor Grant Application has been submitted successfully. March of 2021 will be the announcement of awards.

Small Business – None at this time.

Old Business- None at this time.

New Business –

ABO – PARIS 2020-2021 Budget Filing - A. Maguire states that the 2021-2022 budget has been uploaded and certified on the PAIRS and ABO websites, putting them in compliance with the 60 day regulation of prior fiscal year close. Additionally, A. Maguire will have to update Grants Gateway through NYS to be compliant and preapproved status. Also, Insurance renewal paperwork will be complete. N. Varland inquired if NYS ABO scores the BDC Budget. A. Maguire states there is no scoring criteria from the ABO, however there are best practices they recommend to be compliant on. The BDC has adopted those recommendations and best practices and does a great job of record keeping and public access to pertinent documents and policies. Many LDC's in the state do not comply with all of these best practices but the BDC does. R. Tabela states audit findings would show weaknesses in those areas if we did not implement the best practices.

Adjournment

W. Bedford *made a motion* to adjourn the meeting; seconded by N. Varland and approved by all member present. The meeting stood adjourned at 9:29 a.m.