

BATAVIA DEVELOPMENT CORPORATION (BDC)
Meeting Minutes January 27th, 2022

Attendance

BDC Attendees: Rachael Tabelski, Lori Aratari, Derek Geib, Rebecca Cohen, Nate Varland, and Brett Frank (Director)

Absent/Excused: Pier Cipollone, Wesley Bedford, Steve Pies, Jake Whiting, and Chris Fix

Media: Brian Quinn – The Daily News

Call to Order

At 8:36 a.m. L. Aratari, President of the BDC, called the meeting to order.

Presentations: None

Enter Executive Session

R. Tabelski *made a motion* to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 8:42 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 N. Varland and approved by all members present.

Enter Public Session

R. Tabelski *made a motion* to enter back into public session at 8:55 a.m.; seconded by R. Cohen and approved by all members present.

Chairman's Report

No agenda additions to be proposed.

President L. Aratari presented the meeting minutes from the November 18th, 2021, December 1st, 2021, and December 16th, 2021 meetings.

Motion of R. Tabelski to approve the meeting minutes as presented; seconded by D. Geib and approved by all members present.

L. Aratari announced the next scheduled meeting for the BDC will be held on February 24th, 2022 at 8:30 a.m.

Annual Board of Directors Evaluation Form- L. Aratari and B. Frank distributed the Annual Board of Directors Evaluation Form to all BDC attendees. These should be completed by the BDC's February 24th, 2022 meeting and returned to Board President L. Aratari once completed.

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 Jake Whiting, Steve Pies, and Pier Cipollone

Motion of D. Geib to approve the nominations as stated above effective immediately, seconded by R. Cohen 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 D. Geib to approve the Committee nominations effective immediately, seconded by R. Cohen 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.

NYS Local Public Authority Evaluation of Prior Year Performance (2021)- B. Frank presented the NYS Local Public Authority Evaluation of Prior Year Performance. The evaluation was based on the 2021 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 2021 the BDC helped foster \$24.1 million total capital investment in the City of Batavia. These projects pledged an estimated 60 new jobs. \$30,000 in loans were granted to businesses in the City of Batavia. The Governor's \$10 million Downtown Revitalization Initiative (DRI) award winning projects continue to progress and will 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 in an effort 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- B. Frank presented the agency with the 2022 Local Public Authority Mission & Measurement Report. The following goals were set for 2022:

1. Secure capital/business commitments of \$30 million.
2. Secure business pledges to create 20 jobs.
3. Facilitate Revolving Loan Fund Grants for the City of Batavia to foster new start-up businesses and promote repairs to commercial and mixed-use buildings.
4. Achieve the BDC's 2022-2023 budget from a bottom-line financial operation performance (EBITDA) standpoint.
5. Successfully administer and implement the 2018 Batavia DRI Project, Building Improvement Fund and 2019 New York Main Street program.
6. Implement strategic plan to acquire parcels in the Creek Park LLC and secure a developer to build market rate apartments

7. 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.
8. Assist the City of Batavia with Jackson Square National Grid Grant, BOA pre-development of the Mall & Harvester Center, and Brisbane Mansion Technical Assistance Grant.

The BDC Governance Policies were reviewed by the Governance Committee on December 16th, 2021. The Governance Committee recommends the following policies to be adopted for calendar year 2022 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.

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 no amendments.

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.

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

Audit and Finance

Financial Statements- The November 2021 and December 2021 financial statements were reviewed with the board; a brief overview was provided by B. Frank. B. Frank noted that the BDC did receive second payment of \$47,500 from the City of Batavia on January 3rd, 2022 but will not show up in financial statements until January statement is provided for February Board Meeting.

Motion of N. Varland to approve the November 2021 & December 2021 financial statements; seconded by R. Cohen and approved by all members present.

Real Estate/ BOA

2022 Anticipated Commencement of Milestone Projects- B. Frank presented a poster that was created of milestone projects the BDC anticipates to reach the construction phase in 2022, which should carry an overall investment into the city of over \$51 million.

DRI, Building Improvement Fund, & NYMS Grants – B. Frank reported on current status of projects. BDC Board is provided with tracking sheet of DRI, DRI-BIF, and NYMS projects that details all projects and each projects current status. The BDC continues to work with LaBella Associates throughout the various stages of projects.

Small Business – B. Frank reported on RLF Grant reimbursements for projects at 242 Ellicott Street and 45-47 Ellicott Street. Both projects have been completed and have received full reimbursement.

Old Business- None at this time.

New Business –

ABO – PARIS 2022-2023 Budget Filing - B. Frank states that the 2022-2023 budget has been uploaded and certified on the PARIS and ABO websites, putting them in compliance with the 60 day regulation of prior fiscal year close.

Adjournment

D. Geib *made a motion* to adjourn the meeting; seconded by R. Tabela and approved by all member present. The meeting stood adjourned at 9:40 a.m.