

BATAVIA DEVELOPMENT CORPORATION

MEETING AGENDA- Annual Meeting

Batavia City Hall, 2nd Floor

Thursday, May 23, 2019

8:30 AM

Page Number	Topic	Action
	Call to Order	
	Presentations	
	Executive Session Motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105 for the following reasons: <ol style="list-style-type: none"> 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; or 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. 	Vote
	Enter Public Session	Vote
Pg. 2 Pg. 5	Presidents Report & Activates <ol style="list-style-type: none"> 1. Agenda Additions 2. Approval of meeting minutes- April 25, 2019 3. Approval of meeting minutes- May 3, 2019 4. Next Regular Meeting June 27, 2019 8:30 AM City Hall 	Vote Vote Vote
	Governance <ol style="list-style-type: none"> 1. Board Self Evaluation 	Discussion
Pg. 7	Audit & Finance <ol style="list-style-type: none"> 1. April 2019 financial statements 2. Audit fieldwork- April 12th and May 29th 	Discussion/ Vote Discussion
	Real Estate/ BOA <ol style="list-style-type: none"> 1. Batavia DRI Building Improvement Fund 2. Harvester Theater 56 DRI Project 3. Creek Park (hockey/recreation market feasibility study) 4. BOA pre-development CFA grant 	Discussion Discussion Discussion Discussion
	Small Business <ol style="list-style-type: none"> 1. Eat Well Grill update and social media 	Discussion
	Old Business <ol style="list-style-type: none"> 1. BDC Organizational Status 501c4 to 501c3 	Discussion
Pg. 9	New Business <ol style="list-style-type: none"> 1. Economic Development Services Agreement- Renewal 	Discussion/ Vote
	Adjournment	Vote

**BATAVIA DEVELOPMENT CORPORATION (BDC)
Meeting Minutes April 25, 2019**

Attendance

BDC Attendees: Wesley Bedford, Nate Varland, Lori Aratari, Jake Whiting, Martin Moore, Steve Pies, Wesley Bedford, Rebecca Cohen and Rachael Tabelski (Director of Economic Development), Bob Murry, Council Harris Beach

Excused: Chris Fix, Pier Cipollone

Guest/Media: Susie Ott, Lawley Genesee, Brian Quinn, The Batavia Daily News, Rich Rogers, Urban Vantage, Travis Gordon, Urban Vantage

Call to Order

At 8:32 a.m. W. Bedford, Vice-President of the BDC, called the meeting to order in the Community Room, 2nd floor of City Hall.

Presentations

BDC Directors and Officers Insurance Review- Susie Ott from Lawley Genesee presented to the board an overview of the BDC's Directors and Officers Insurance Policy. Susie informed the board that the BDC policy is up for renewal in August, but she will work to have the policy match our fiscal year of renewal on April 1st. The BDC currently has \$1million in coverage for Directors and Officers with a \$2,500 deductible. Susie mentioned that all clients should examine and consider cyber security insurance.

Enter Executive Session

J. Whiting made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 8:40 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

S. Pies made a motion to enter back into public session at 9:30 a.m., seconded by L. Aratari and approved by all members present.

Chairman's Report

W. Bedford presented the meeting minutes from the previous meeting and L. Aratari made a motion to approve the March 28th 2019 meeting minutes as presented; seconded by J. Whiting and approved by all members present.

W. Bedford announced that the next meeting of the BDC is scheduled for Friday May 3rd 2019 at 8:30 a.m. at City Hall. This is a special meeting to review a loan application from Eat Well Grill.

W. Bedford announced that the next regular scheduled meeting for the BDC will be held on May 23, 2019 at City Hall at 8:30 a.m.

Committee Reports

Governance

City RLF/Grant Policy Discussion- R. Tabelski informed the board that on April 8, 2019 the Batavia City Council passed a resolution to amend the City of Batavia Revolving Loan Fund Agreement to allow for the "Loan fund, on a project specific basis and with City Council approval, to make grants for an eligible project or funding purpose within the City." To this end, a new grants funds policy needs to be created that allows for grants while preserving flexibility in the fund. R. Tabelski will work to create a preliminary grant policy for the RLF Fund. She envisions the final policy will be written/approved in conjunction with the City Attorney and City Manager with the BDC board and City Council approving the policy. Also, a standardized application will be created prior to any grant request being accepted for this fund. Considerations regarding fund diversity, fund capitalization, eligible activities for grants, BOA pre-development work, and City/BDC economic development priorities will be explored.

Board Self Evaluation- BDC board members will return the Board Self Evaluation to the board to the Chairman.

New Board Member ABO Training- J. Whiting and M. Moore are registered to attend ABO online board member training.

Audit and Finance

Financial Statements- The March 2019 financial statements were reviewed with the board, and a brief overview was given. R. Tabelski reported that BDC is doing well and ended the year within their budget projections. The BDC has outstanding receivables due from the Ellicott Station project for the sale of the LLC. In the 2019-20 budget the BDC will hope to realize more revenue from the administrative fees associated with the Building Improvement Fund and from project referrals to the GCEDC. N. Varland made a motion to approve financial statements; seconded by S. Pies and approved by all members present.

Audit Fieldwork- R. Tabelski reported that audit field work on April 12th went well and that the next scheduled fieldwork review is on May 29th. The BDC must have their yearend wrapped up by June 30, 2019 and that includes their audit, annual agency report and ABO annual report.

Real Estate/ BOA

Ellicott Station/ Savarino- Ellicott Station/ Savarino- Brownfield mixed use development. The project remains active on a daily basis, as multiple scenarios, including dividing the projects into multiple stages, being explored by the City and the developer. The BDC remains positive that this project will advance to ground breaking, and clean up a blighted eye-sore in the center of the City.

Batavia DRI Building Improvement Fund- The first round of conditional grant offers was extended to eight building owners, six of these owners have committed submitting deposits to the BDC. Projects not selected in the first round have been contacted and extended preliminary offers and R. Tabelski hopes to have the final slate of projects committed very soon. The kick-off meetings with the committed building owners are scheduled for May 1, 2019 with Rick Hauser and James Reynolds from InSite Architecture and R. Tabelski. On April 22, 2019 the Batavia City Council advanced a Main Street grant writing proposal to their business meeting. If approved a grant writer will prepare an application to the Main Street Grant program in the 2019 Regional Economic Development Council (REDC) Consolidated Funding Application (CFA) to assist more building improvement projects.

Harvester Theater 56 DRI Project Update-The Harvester Theater 56 DRI project is moving forward and has issued an RFP for architectural design and engineering services. There is a walk through for interested firms on Friday April 26th. The BDC will continue to assist the project move forward towards construction.

Creek Park Hockey/ Recreation Market Feasibility Study- An RFP for a hockey and recreation market feasibility study was released by the City of Batavia on Friday March 22nd. The board BDC discusses the potential for re-development and the willingness of the BDC to advance the City's Brownfield Opportunity Area plans to incentivize a private developer to build on the site. R. Tabelski and B. Murry recommend that the BDC look to assist in facilitating a four-way Memorandum of Understanding (MOU) with the City, Town of Batavia, Genesee County and BDC to foster a coalition to

move forward. J. Whiting made a motion to authorize R. Tabelski, with support from the BDC attorney B. Murray and Harris Beach, to draft and negotiate an MOU with the land owners at the Creek Park site; seconded by R. Cohen and approved by all members present.

9:55 a.m. R. Cohen left the meeting

Old Business

Grant Acceptance- L. Aratari made a motion to accept the \$20,000 grant from the City of Batavia and amend the BDC's budget to reflect the grant income; seconded by S. Pies and approved by all members present

Batavia Opportunity Zone Fund Partnership proposal the board of directors discussed the proposal from Common Owner Capital. J. Whiting wanted to ensure that the BDC attorneys looked at the gridlock provisions to ensure that the BDC and Common Owner Capital have a mechanism in place if the members cannot unanimously agree on decisions. Other minor revisions will be made by B. Murry and Pietra Zaffram of Harris Beach.

J. Whiting made a motion for the BDC Director of Economic Development to work with the BDC attorney to finalize the MOU and authorized the BDC President execute the final agreement, subject to attorney review; seconded by M. Moore and approved by all members present.

Capitalize the Batavia Opportunity Zone Fund- R. Tabelski asked the board to approve the expenditure of \$20,000 to set up the Batavia Opportunity Zone Fund as defined in the Batavia Opportunity Fund terms Memorandum of Understanding. The BDC will make a capital contribution to the fund of \$15,000 and an unsecured loan of \$5,000 totaling \$20,000. The BDC will have a 25% membership interest in the Newley formed LLC. L. Aratari made a motion to capitalize the Batavia Opportunity Zone Fund; seconded by N. Varland and approved by all members present.

10:00 a.m. N. Varland left the meeting

New Business

CFA Grant Writing- Professional Services Engagement Agreement- R. Tabelski presented a proposal from Urban Vantage for professional grant writing services to prepare and submit a 2019 Consolidated Funding Application (CFA) on behalf of a City project in connection with the Opportunity Zone. The BDC will not move forward until a viable project is identified. The agreement in the agenda will be amended to reflect the BDC as the client. The cost will not exceed \$5,000 for the grant writing. L. Aratari made a motion to approve the consulting services agreement with Urban Vantage and authorized the BDC President to execute the contract; seconded by J. Whiting and approved by all members.

Attorney Engagement Discussion- The board reviewed a proposal from Harris Beach LLP. to provide professional legal services to the BDC. J. Whiting made a motion to approve the agreement and authorize the BDC President to execute the agreement; seconded by L. Aratari and approved by all members present.

Adjournment M. Moore made a motion to adjourn the meeting; seconded by S. Pies and approved by all member present. The meeting stood adjourned at 10:05 a.m.

BATAVIA DEVELOPMENT CORPORATION (BDC)
Meeting Minutes May 3, 2019

Attendance

BDC Attendees: Wesley Bedford, Nate Varland, Pier Cipollone, Jake Whiting, Martin Moore, Steve Pies, and Rachael Tabelski (Director of Economic Development)

Excused: Chris Fix, Lori Aratari, Rebecca Cohen

Guest/Media: John Kratz, Jill Kratz, Jim Krencik, Brian Quinn, The Batavia Daily News, Howard Owens, The Batavian

Call to Order

At 8:35 a.m. P. Cipollone, Vice-President of the BDC, called the meeting to order in the Work Room, 2nd floor of City Hall.

Presentations

Eat Well Grill Loan Request- Jill and John Kratz have been contemplating opening their own restaurant for many years. John is a high-level manager within the Bob Evans Corporate Restaurant and Jill, a full time school teacher at St. Joes owns a successful healthy meal prep business here in Batavia, named Commit to Well.

Over the last several months they have been working with Matt Gray and are preparing to sign a lease agreement to start the Eat Well Grill at FreshLAB inside Eli Fish. The Kratz's are requesting a \$25,000 loan to start-up the business that will serve healthy options similar to CorLife Eatery found in Rochester and Buffalo. They plan to serve fast casual meals made from whole nutrient dense foods. The Eat Well grill will serve meals at FreshLAB and also have prepared meals that can purchased to go. The prepared meals will be made by Jill from her existing business Commit to Well. John will be in charge of the day-to-day operations at Eat Well Grill.

The initial business plan anticipates the creation of two new jobs. The small business workgroup reviewed the Eat Well Grill business plan as was excited to see the new operation starting up in the FreshLAB space. They feel that the existing clientele of the Commit to Well food prep businesses is a key factor to the initial success of the restaurant. Matt Gray, owner at Eli Fish, is excited to have John and Jill in the FreshLAB space and feels like they are the perfect candidates for the restaurant incubator concept.

Enter Executive Session

P. Cipollone made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 8:55 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.

The motion was seconded by M. Moore and approved by all members present.

Enter Public Session

S. Pies made a motion to enter back into public session at 9:20 a.m., seconded by J Whiting and approved by all members present.

Small Business

Eat Well Grill Loan Request S.Pies made a motion to approve a \$25,000 business loan, with a five year term and an interest rate of Prime minus one percent because of the applicants excellent credit. Both John and Jill Kratz will be required to personally guarantee the loan as collateral. M. Moore seconded the loan and roll call vote was called:

Wesley Bedford: Abstain
Jake Whiting: Yes

Nate Varland: Yes
Martin Moore: Yes

Pier Cipollone: Yes
Steve Pies: Yes

The motion was approved.

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 9:25 a.m.

Draft

BATAVIA DEVELOPMENT CORP

Revenue / Expense Control Report

Fiscal Year: 2019 Period From: 4 To: 4

Account No.	Description	Curr. Month Total Rev / Exp	YTD Adjusted Budget	YTD Actual Rev / Exp	YTD Budget Balance	YTD Encumbered	YTD Available Balance	Percent Rev/Exp Balance
Fund 001								
Type R								
BATAVIA DEVELOPMENT CORPORATION								
Revenue								
001.4000.007	GRANT REVENUE - GOVERNMENT NATIONAL GRID - POWERHOUSE	0.00	100,000.00	0.00	100,000.00	0.00	100,000.00	0.00
001.4000.008	GRANT REVENUE - GOVERNMENT EMPIRE STATE DEV ELLICOTT STATION	0.00	1,900,000.00	0.00	1,900,000.00	0.00	1,900,000.00	0.00
001.4000.009	GRANT REVENUE - GOVERNMENT DRI GRANT - BLDG IMPROVEMENT FUND	(2,723.14)	597,276.86	(2,723.14)	600,000.00	0.00	600,000.00	(0.46)
001.4000.010	GRANT REVENUE - GOVERNMENT CITY OF BATAVIA OPPORTUNITY ZONE FUND	20,000.00	0.00	20,000.00	(20,000.00)	0.00	(20,000.00)	0.00
001.4120	BDC REVENUE	0.00	110,000.00	0.00	110,000.00	0.00	110,000.00	0.00
001.4900	OTHER OPERATING REVENUE	3,000.00	0.00	3,000.00	(3,000.00)	0.00	(3,000.00)	0.00
001.5900	OTHER NON OPERATING REVENUE	0.00	13,500.00	0.00	13,500.00	0.00	13,500.00	0.00
Total Type R	Revenue	20,276.86	2,720,776.86	20,276.86	2,700,500.00	0.00	2,700,500.00	0.75
Type E								
Expense								
001.6000	SALARY EXPENSE	2,500.00	70,000.00	2,500.00	67,500.00	0.00	67,500.00	3.57
001.6100	FICA & MEDICARE	201.09	6,000.00	201.09	5,798.91	0.00	5,798.91	3.35
001.6110	STATE UNEMPLOYMENT	0.00	900.00	0.00	900.00	0.00	900.00	0.00
001.6111	FEDERAL UNEMPLOYMENT TAX	0.00	200.00	0.00	200.00	0.00	200.00	0.00
001.6120	HEALTH INSURANCE	107.14	3,000.00	107.14	2,892.86	0.00	2,892.86	3.57
001.6130	DISABILITY INSURANCE	0.00	200.00	0.00	200.00	0.00	200.00	0.00
001.6140	WORKERS COMP INSURANCE	0.00	750.00	0.00	750.00	0.00	750.00	0.00
001.6150	RETIREMENT CONTRIBUTION	0.00	2,500.00	0.00	2,500.00	0.00	2,500.00	0.00
001.7000	PROFESSIONAL SERVICES	0.00	30,000.00	0.00	30,000.00	0.00	30,000.00	0.00
001.7000.009	GRANT - BLDG IMPROVEMENT FUND	0.00	586,778.22	0.00	586,778.22	0.00	586,778.22	0.00
001.7100	SUPPLIES AND MATERIALS	0.00	1,500.00	0.00	1,500.00	0.00	1,500.00	0.00
001.8100	LEGAL/FILING FEES	0.00	2,000.00	0.00	2,000.00	0.00	2,000.00	0.00
001.8110	TELEPHONE	21.43	600.00	21.43	578.57	0.00	578.57	3.57
001.8120	TRAVEL AND TRAINING	40.00	1,500.00	40.00	1,460.00	0.00	1,460.00	2.67
001.8130	MARKETING AND PR	250.00	7,000.00	250.00	6,750.00	0.00	6,750.00	3.57
001.8510	DIRECTORS AND OFFICERS LIABILITY	0.00	1,600.00	0.00	1,600.00	0.00	1,600.00	0.00
001.8520	GENERAL LIABILITY	624.08	500.00	624.08	(124.08)	0.00	(124.08)	124.82
001.9000.007	NON OPERATING EXPENDITURES NATIONAL	0.00	100,000.00	0.00	100,000.00	0.00	100,000.00	0.00



BATAVIA DEVELOPMENT CORP

Revenue / Expense Control Report

Fiscal Year: 2019 Period From: 4 To: 4

Account No.	Description	Curr. Month Total Rev / Exp	YTD Adjusted Budget	YTD Actual Rev / Exp	YTD Budget Balance	YTD Encumbered	YTD Available Balance	Percent Rev/Exp Balance
Fund 001	BATAVIA DEVELOPMENT CORPORATION							
Type E	Expense							
001.9000.007	GRID - POWERHOUSE							
001.9000.008	NON OPERATING EXPENDITURES.EMPIRE STATE DEV ELLICOTT STATION	0.00	1,900,000.00	0.00	1,900,000.00	0.00	1,900,000.00	0.00
Total Type E	Expense	3,743.74	2,715,028.22	3,743.74	2,711,284.48	0.00	2,711,284.48	0.14
Total Fund 001	BATAVIA DEVELOPMENT CORPORATION	16,533.12	5,748.64	16,533.12	(10,784.48)	0.00	(10,784.48)	287.60
Grand Total		16,533.12	5,748.64	16,533.12	(10,784.48)	0.00	(10,784.48)	287.60

-RENEWAL-

ECONOMIC DEVELOPMENT SERVICES AGREEMENT

City of Batavia & Batavia Development Corporation

The City of Batavia and Batavia Development Corporation ("Agency") entered into an Economic Development Services agreement ("Agreement") on May 19, 2011 which set forth economic development services to be performed by the Agency. The Agreement has been renewed and runs through March 31, 2019. Concurrent with its 2019-2020 budget adoption process, the City of Batavia leadership agreed to extend the Agreement with the Agency effective April 1, 2019. Concurrent with its 2019-2020 budget adoption process, the City of Batavia has budgeted funds to continue the Agreement with the Agency effective April 1, 2019 for one year pursuant to the following changes:

1. Delete and replace **Section 3. Term of Engagement** of said Agreement with the following:

"The City hereby engages the Agency to provide the within-described services. The Agreement shall be in effect for one year, from April 1, 2019 to March 31, 2020. The Agreement may be renewed upon mutual written approval of the City and Agency."

2. Delete and replace **Section 4. Payment for Services, a. and b.** of said Agreement with the following:

"a. The City shall provide the Agency for fiscal year April 1, 2019 - March 31, 2020, \$110,000 to support and carry out the activities included in this Agreement."

3. Delete and replace **Section 4. Payment for Services, c.** of said Agreement with the following:

"b. In addition to the within-described annual payment to the Agency, and as additional consideration for the services to be provided by the Agency, the City shall at no cost:

- (i) provide office space at One Batavia City Centre for the EDC;
- (ii) provide basic office equipment for use by the EDC to carry out activities detailed in the Agreement as needed, including but not limited to a computer, desk/chair, telephone, fax machine access, etc.; and

- (iii) provide payroll and accounting services related to the employment of the EDC by the Agency and the expenditures associated with the activities in this Agreement.”

All other terms of the Agreement shall remain in effect.

As agreed:

 5/15/19

Martin D. Moore PhD, City Manager Date
City of Batavia

Pierluigi Cipollone, President Date
Batavia Development Corporation