

**BATAVIA DEVELOPMENT CORPORATION (BDC)**  
**1 City Centre, 2<sup>nd</sup> Floor Conference Room@ 8:30am**  
**Meeting Minutes January 23<sup>rd</sup>, 2020**

**Attendance**

BDC Attendees: Pier Cipollone, Wesley Bedford, Andrew Maguire, Steve Pies, Marty Moore, Jake Whiting, Lori Aratari, Derek Geib.

Excused: Jake Whiting, Rebecca Cohen, Chris Fix, Nate Varland

Media: Brian Quinn – The Daily News

**Call to Order**

At 8:41 a.m. P. Cipollone, President of the BDC, called the meeting to order in the Community Room, 2<sup>nd</sup> floor of City Hall.

**Presentations:** None

**Enter Executive Session**

W. Bedford *made a motion* to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 8:53 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 S. Pies and approved by all members present.

**Enter Public Session**

W. Bedford *made a motion* to enter back into public session at 9:33 a.m.; seconded by S. Pies and approved by all members present.

**Chairman's Report**

No agenda additions to be proposed. P. Cipollone stated the Board will review, discuss and approve the Board and Committee Nominations first.

President L. Aratari presented the meeting minutes from the December 9<sup>th</sup>, 2019 meeting. W. Bedford made a motion to approve the meeting minutes as presented; seconded by S. Pies and approved by all members present.

L. Aratari announced the next scheduled meeting for the BDC will be held on February 27<sup>th</sup>, 2020 at City Hall at 8:30 a.m.

**Committee Reports**

**Governance and Nomination Committee:**

*New Board Member and Committee Nominations-* P. Cipollone reviewed the Board and Committee nominations.

P. Cipollone has nominated Lori Aratari as the new BDC President.

S. Pies made a motion to approve L. Aratari as the new President of the Board of Directors effective immediately, seconded by W. Bedford and approved by all members present.

P. Cipollone has nominated Wesley Bedford for Vice President.

L. Aratari made a motion to approve Wesley Bedford as Vice President of the Board of Directors and a 3 year Board term effective immediately, seconded by P. Cipollone and approved by all members present

P. Cipollone has nominated Rebecca Cohen as the Treasurer.

W. Bedford made a motion to approve Rebecca Cohen as the Treasurer of the Board of Directors effective immediately, seconded by P. Cipollone and approved by all members present.

P. Cipollone has nominated Jake Whiting as the Secretary.

S. Pies made a motion to approve Jake Whiting as the Secretary of the Board of Directors effective immediately, seconded by P. Cipollone and approved by all members present.

Derek Geib, a local proprietor and Principal of Bourbon and Burger Co. has expressed interest in joining the BDC Board of Directors. Pier Cipollone has nominated Derek Geib to become a voting member of the Board of Directors effective immediately. D. Geib will be required to complete ABO Training and has signed his Acknowledgement of Fiduciary Duties and Responsibilities.

W. Bedford made a motion to approve Derek Geib as a new Voting Member of the Board of Directors effective immediately, seconded by L. Aratari and approved by all members present.

Pier Cipollone will be stepping down as a voting board member to the position of a non-voting advisory board member to stay in compliance with the BDC By-Laws.

M. Moore made a motion to approve Pier Cipollone to the position of a non-voting advisory board member effective immediately, seconded by L. Aratari 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 Nominations will be posed to the BDC's website.

Resolution # 1- 2020: RESOLUTION TO CHANGE THE AUTHORIZED SIGNATORY FOR THE BATAVIA DEVELOPMENT CORPORATIONS AUTHORITY BANK ACCOUNTS AND RELATED CHECKS-

W. Bedford made a motion to approve Resolution #1-2020, seconded by D. Geib and approved by all members present.

BDC Bylaws Review- The board reviewed the new Bylaws. The Bylaws were reviewed and recommended to the full board by the Governance Committee. The updated Bylaws are required so the BDC can register as a 501(c)(3) non-profit corporation/ local public authority which is currently being reviewed for determination by the IRS. Becoming a 501(c)(3) will help the BDC's eligibility for grant programs, and allow donations to the organization to potentially be a tax write off. S. Pies made a motion to approve, the motion was seconded by M. Moore and approved by all members present.

Investment Policy - The board reviewed the Investment Policy. The policy was reviewed and recommended to the board by the Governance Committee. The policy will be posted on the BDC's website. S. Pies made a motion to approve, the motion was seconded by M. Moore and approved by all members present.

Disposition of Property Policy- The board reviewed the Disposition of Property Policy. The policy was reviewed and recommended to the board by the Governance Committee. The policy will be posted on the BDC's website. S. Pies made a motion to approve, the motion was seconded by M. Moore and approved by all members present.

Procurement Policy - The board reviewed the Procurement Policy. The policy was reviewed and recommended to the board by the Governance Committee. The policy will be posted on the BDC's website. S. Pies made a motion to approve, the motion was seconded by M. Moore and approved by all members present.

Conflict of Interest Policy - The board reviewed the Conflict of Interest Policy. The policy was reviewed and recommended to the board by the Governance Committee. The policy will be posted on the BDC's website. S. Pies made a motion to approve, the motion was seconded by M. Moore and approved by all members present.

Anti-Nepotism Policy - The board reviewed the Anti-Nepotism Policy. The policy was reviewed and recommended to the board by the Governance Committee. The policy will be posted on the BDC's website. S. Pies made a motion to approve, the motion was seconded by M. Moore and approved by all members present.

Whistle Blower Policy - The board reviewed the Whistle Blower Policy. The policy was reviewed and recommended to the board by the Governance Committee. The policy will be posted on the BDC's website. S. Pies made a motion to approve, the motion was seconded by M. Moore and approved by all members present.

Defense and Indemnification Policy - The board reviewed the Defense and Indemnification Policy. The policy was reviewed and recommended to the board by the Governance Committee. The policy will be posted on the BDC's website. S. Pies made a motion to approve, the motion was seconded by M. Moore and approved by all members present.

Code of Ethics Policy - The board reviewed the Code of Ethics Policy. The policy was reviewed and recommended to the board by the Governance Committee. The policy will be posted on the BDC's website. S. Pies made a motion to approve, the motion was seconded by M. Moore and approved by all members present.

Loan Policy - The board reviewed the Loan Policy. The policy was reviewed and recommended to the board by the Governance Committee. The policy will be posted on the BDC's website. S. Pies made a motion to approve, the motion was seconded by M. Moore and approved by all members present.

Sexual Harassment Policy - The board reviewed the Sexual Harassment Policy. The policy was reviewed and recommended to the board by the Governance Committee. S. Pies made a motion to approve, the motion was seconded by M. Moore and approved by all members present.

NYS Local Public Authority Evaluation of Prior Year Performance (2019)- The board reviewed the NYS Local Public Authority Evaluation of Prior Year Performance. The evaluation was based on the 2012 Mission and Measurement Report for the Authority. A Maguire reported that the agency would complete an annual Mission and Measurement Report, giving the board a basis for the evaluation of prior year performance. Overall in 2019 the BDC helped foster \$1.048 million private capital investment in the City. These projects pledged 18.5 jobs. \$81,000 in loans were granted to start new businesses in the city. The Governor's \$10 million Downtown Revitalization Initiative (DRI) award winning projects continue to progress and will be bring a substantial capital investment amount of \$63 million dollars in the next several years and that BDC is playing a critical role assisting projects to completion. Other positive momentum surrounded partnerships with local to state organizations, implementation and administration of a \$600,000 building improvement fund, and efforts to advance the city's Brownfield Opportunity Area. The Authority Evaluation will be posted on the BDC's website.

S. Pies *made a motion* to approve the NYS Local Public Authority Evaluation of Prior Year Performance, the motion was seconded by D. Geib and approved by all members present.

NYS Local Public Authority Mission & Measurement Report- A. Maguire presented the agency with the 2020 Local Public Authority Mission & Measurement Report. The following goals were set for 2020:

1. Secure capital/ business commitments of \$2.5 million.
2. Secure business pledges to create 25 jobs.
3. Secure Revolving Loan Funds/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 2020-2021 budget from a bottom-line financial operation performance (EBITDA) standpoint.
5. Successfully administer and implement the Batavia DRI Building Improvement program, Business Improvement Fund and Revolving Loan Fund Grants.
6. Close 5 loans in BDC loan commitments.
7. Encourage, enable and incentivize downtown building owners to add new upper floor apartments and new residential living in the City of Batavia.
8. Participate in the City's environmental investigation and planning around the BOA Creek Park site.
9. 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.

M. Moore *made a motion* to approve the NYS Local Public Authority Mission and Measurement Report, the motion was seconded by W. Bedford and approved by all members present.

Confidential Evaluation of Board Performance- A Maguire distributed the annual Confidential Evaluation of Board Performance to all BDC attendees. These should be completed by our March 2020 meeting and returned to Board President L. Aratari once completed.

## **Audit and Finance**

Financial Statements- The December 2019 financial statements were reviewed with the board, and a brief overview was given.

D. Geib *made a motion* to approve the December 2019 financial statements; seconded by S. Pies and approved by all members present.

## **Real Estate/ BOA**

Ellicott Station- P. Cipollone states the total cost of the Residential Housing Development will be roughly \$18-\$19 million dollars and Savarino Group has applied for roughly \$16 million in grant funding from NYS HCR. The announcement of awards will not come until April at the earliest, or May. Savarino indicated that he would board up the windows and knock down a garage that sits on the property lines. Once an agreement is in place, hopefully in May, shovels should be going into the ground. M. Moore states that there needs to be a good faith effort to show progress at the site. He has boarded up some of the windows but not all. M. Moore hopes for movement at the site that the public can see and notice. Keeping the lot clean of vegetation in the spring would be great for the City, property is subject to code regulations and the property can be cited if not maintained.

Batavia DRI- Project Updates- M. Moore states that Theater 56 has signed the lease agreement with the City of Batavia for their location in City Center. This will set the stage for the design phase and be a great kick off for the DRI projects. City Centre will form a steering committee that will meet in the first weeks of February to talk about the future of the mall. A. Maguire has provided a tracking Graphic that will be updated regularly as projects continue to progress. The graphic is up to date with the current information provided and in speaking with project owners. A. Maguire will

continue to push for these projects to “shovels in the ground” status. A. Maguire reviewed the tracking graphic with the attendees and will present that regularly as projects continue to move forward and will continue to reach out to project owners for updates on status and help to push the process along. The DRI-BIF projects continue to move forward as well, one is already out to bid for construction. 2 projects have been unresponsive and one project is in review of a lessened scope of work as it is in a flood zone and cannot have a capital investment of more than 50% of the building value. James Reynolds from InSite will follow up on how that progresses. The Admin balance has about \$3500 remaining in Administrative funds with In.Site Architecture remaining.

City Centre Update- M. Moore states a steering committee for City Centre will be formed, as he has several committee members, that will meet in the first weeks of February to talk about the future of the mall. The mall roof should be fixed in the near future.

### **Small Business –**

Recent inquiries- The BDC has received a few new inquiries and leads for funding but no new applications submitted. Director Maguire will continue to seek prospective leads and work with local commercial realtors on placing new business in the city.

GO-ART! RLF Grant Approval- GO-ART was awarded a \$20,000 RLF Grant from City Council on the 13<sup>th</sup>. Executive Director continues to seek further grant funding accomplish their \$218,300 on 100% grant funding. Currently the project is only \$93,500 short in funding and a grant application has been submitted to close that gap. Other financing is in place already, however the goal of 100% grant funded project is a priority.

Old Business- None at this time.

### **New Business –**

Amended Certificate of Consistency Application – BP2- Savarino Companies – A. Maguire states Savarino Companies have re-applied for the Certificate of Consistency, which will allow them to access BP2 funds as their project gets off the ground. GCEDC needs this certificate from the BDC for the PILOT and BP2 program to proceed. GCEDC will be reviewing the PILOT figures at their next meeting.

D. Geib made a motion to approve the Amended Certificate of Consistency for Savarino Companies; seconded by S. Pies and approved by all members present.

BDC to Administer the New York Main Street Grant Program – Time Line- A. Maguire states that City Council has approved the BDC to administer the NYMS Grant with the City. He has sat down with R. Tabela and they have created a timeline of events to get the project started, to the public, and ultimately selecting the projects. RFP for Admin/Architectural Services has been sent to firms, those will be returned by February 5<sup>th</sup> @ 3PM. Will keep the Board informed as the time line progresses. If the Board members know of anyone who is a building owner in the BID, please reach out to them and tell them to keep an eye on their mail and e-mails for important dates related to submitting project proposals, which will have a tentative due date of March 20<sup>th</sup>, 2020.

ABO – PARIS 2020-2021 Budget Filing - A. Maguire states that the 2020-2021 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.

### **Adjournment**

W. Bedford made a motion to adjourn the meeting; seconded by S. Pies and approved by all member present. The meeting stood adjourned at 9:50 a.m.

**BATAVIA DEVELOPMENT CORPORATION**  
**RESOLUTION #1-2020: TO AUTHORIZE SIGNING OF CHECKS**

**WHEREAS** the Batavia Development Corporation (BDC) maintains two checking accounts at Tompkins/Bank of Castile to pay operating expenses, clear debts and serve as depository for state and federal grants; and

**WHEREAS** the Board of Directors, by this resolution, elects a new President and hereby designates the President to replace the existing President (Pierluigi Cipollone) as a signatory to sign BDC checks. The other signatory, Rebecca Cohen, BDC Treasurer will remain as the second signer on all BDC checks:

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Lori Aratari, President

\_\_\_\_\_  
Rebecca Cohen, Treasurer

**WHEREAS** two signatures are required for all checks; and

**WHEREAS** the signature records at Tompkins/Bank of Castile, the organizations' banking institution will be updated as required; and

**WHEREAS** electronic signatures are utilized in the BDC financial system currently maintained by the City of Batavia and will be updated in the system accordingly; and

**WHEREAS** the newly elected Officers as Signatories will become effective on or after January 23<sup>rd</sup>, 2020 so as to minimize disruption in current accounting practices;

**NOW THEREFORE BE IT RESOLVED** that the Board of Directors hereby appoints the President of the Board of Directors and the Treasurer of the Board of Directors as the authorized check signers for the BDC organization and further authorizes the Officers to take action necessary, appropriate and advisable to implement this Resolution.