



Thursday, July 9, 2015
Upstate MedTech Centre – Suite 107
5:15 PM

GGLDC MINUTES

Attendance

Board Members: M. Wiater, J. Rizzo, H. Upson, P. Battaglia, C. Yunker
Staff: S. Hyde, M. Masse, L. Farrell, R. Tabelski, C. Suozzi, P. Kennett, E. Richardson
Guests: P. Mrozek (The Daily News), Jay Gsell (Genesee County), Rochelle Stein
Absent: T. Felton, S. Noble-Moag, M. Gray, W. Hinchey

Call to Order / Enter Public Session

C. Yunker called the meeting to order at 5:31 p.m. in the Upstate MedTech Centre Innovation Zone conference room.

2.0 Chairman's Report and Activities

2.1 Upcoming Meetings – C. Yunker reviewed the upcoming meetings with the Board.

2.2 Agenda Additions/ Deletions / Other Business – Nothing at this time.

2.3 Governance Committee Recommendations – C. Yunker brought forward the Governance Committee recommendations from yesterday's meeting. They are as follows:

2.3.1 Recommendation of the 2015-2016 slate of officers, with all terms ending June 30, 2016, as follows:

Chair / President & CEO – Tom Felton
Vice Chair – Hollis Upson
Secretary – Sarah Noble-Moag
Treasurer – Wally Hinchey

P. Battaglia made a motion to approve the 2015-2016 slate of officers with all terms ending June 30, 2016; the motion was seconded by H. Upson. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

2.3.2 Recommendation to change the Bylaws to allow the Board Chairperson to appoint committee members without full Board approval.

J. Rizzo made a motion to approve changing the Bylaws to allow the Board Chairperson to appoint committee members without full Board approval; the motion was seconded by H. Upson. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

2.3.3 Recommendation for the Audit & Finance Committee members to be bank signers.

J. Rizzo made a motion to approve the Audit & Finance Committee members to be bank signers; the motion was seconded by P. Battaglia. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

2.3.4 Recommendation to allow L. Farrell and P. Kennett to request information regarding bank accounts.

H. Upson made a motion to approve L. Farrell and P. Kennett to request information regarding bank accounts; the motion was seconded by P. Battaglia. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

2.3.5 Recommendation for the Chair and Vice-Chair to be authorized signers of agreements, contracts, deeds and any other instruments as approved by the Board or operational items within the approved budget limits.

P. Battaglia made a motion to approve the Chair and Vice-Chair to be authorized signers of agreement, contracts, deeds and any other instruments as approved by the Board or operational items within the approved budget limits; the motion was seconded by H. Upson. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

2.4 June 4, 2015 Minutes

M. Wiater made a motion to approve the June 4, 2015 Minutes; the motion was seconded by J. Rizzo. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

3.0 C. Suozzi – Sales Management

3.1 Nothing at this time.

4.0 L. Farrell – Finance & Operations

4.1 May 2015 Financial Statements - L. Farrell reviewed the May 2015 financial statements with the Board. The financial statements were reviewed by the Audit and Finance Committee on July 7, 2015 and are recommended for Board approval. She noted an operating profit of \$202,193 YTD. Expenditures are in line with the budget, except as noted.

L. Farrell asked the board to approve the May 2015 Financial Statements.

P. Battaglia made a motion to approve the May 2015 Financial Statements; the motion was seconded by H. Upson. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

5.0 M. Masse – Real Estate Development / Management

5.1 Reimbursement of Legal Fees: Town of Alabama - \$1,856.25 – M. Masse reviewed with the Board a bill from the Town of Alabama for legal services related to STAMP. This expense will be covered under the \$2M ESD Grant.

M. Masse asked the Board to approve payment of \$1,856.25 to the Town of Alabama for the reimbursement of legal services related to STAMP.

P. Battaglia made a motion to approve payment of \$1,856.25 to the Town of Alabama for the reimbursement of legal services related to STAMP; the motion was seconded by M. Wiater. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

5.2 Watts Engineering: Environmental Soil Investigation – Parcel 10.-1-32.12 – M. Masse shared that during the completion of a Phase I Environmental Site Assessment on parcel 10.-1-32.12 we became aware that the parcel was used as a Petroleum Contaminating Soil Bio-Treatment Area. The current owner had some contaminated soil at an unrelated location; that soil was dug up, treated and spread out on this parcel over 15 years ago. This process was monitored and reviewed by the NYS Department of Environmental Conservation (NYSDEC). Upon completion, the NYSDEC closed out the report on this project. As a result of this prior history, we are looking to have some limited confirmatory soil sampling to be performed to ensure there was no residual contamination at the property.

M. Masse asked the Board to approve a contract with Watts Engineering to complete the additional soil sampling and testing on parcel 10.-1-32.12 not to exceed \$8,228. This expense will be reimbursed under NYS award number Z874 and/or X544.

H. Upson made a motion to approve a contract with Watts Engineering to complete the additional soil sampling and testing on parcel 10.-1-32.12 not to exceed \$8,228; the motion was seconded by M. Wiater. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

5.3 Extension of Terms for Loan with GCEDC related to STAMP – M. Masse shared that the GCEDC is looking to extend a \$230,000 loan from the GGLDC that was used to purchase land located within the STAMP site. The loan term would be interest only for an additional 24 months at an interest rate of 3.06%. This loan currently becomes due on August 12, 2015.

M. Masse asked the Board to approve extending the term of the loan agreement with the GCEDC to August 12, 2017.

P. Battaglia made a motion to approve extending the term of the loan agreement with the GCEDC to August 12, 2017; the motion was seconded by H. Upson. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

5.4 Ag Park: Purchase & Sale Agreement Modification – GV Mushrooms – M. Masse shared that Genesee Valley Mushrooms signed a third amendment to the Purchase and Sale agreement on September 27, 2013 for approx. 10 acres of parcel 13.-1-170. The company is requesting an amendment to the contract as follows:

“Reference paragraph 3 CONTINGENCIES – The contingency period is hereby extended by twelve (12) months, extending to 11:59 PM EST on December 31, 2015 (“Extend Contingency Period”). Notwithstanding for foregoing, in the event Seller receives another acceptable purchase offer for the Property (“Purchase Offer”), in Seller’s sole and absolute discretion, on or after October 1, 2015, and Seller notifies Purchase in writing that Seller wishes to accept such Purchas Offer (“Offer Notice”), Purchaser shall then have ten (10) days from the date of Seller’s Offer Notice to remove or waive the contingencies by written notice to Seller. If Purchaser does not remove or waive the contingencies within ten (10) days after receiving the Offer Notice from Seller, Seller shall be free to accept the Purchase Offer and to cancel this Contract by giving written notice of cancellation to Purchaser. If Seller does not accept the Purchase Offer, this Contract shall continue in full force and effect through the end of the Extended Contingency Period, unless and until Seller receives another acceptable Purchase Offer.”

M. Masse asked the Board for approval of additional extension of time of the Contingency Period until December 31, 2015 with the contingencies as listed in the modified paragraph above with Genesee Valley Mushrooms.

H. Upson made a motion to approve an additional extension of time of the Contingency Period until December 31, 2015 with Genesee Valley Mushrooms; the motion was seconded by J. Rizzo. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

5.5 Ag Park: Construction Contract Modification – New Frontier – M. Masse shared that we received a change order request on the existing contract for the Route 63 improvements on the secondary access road at the Ag Park. This change order will relocate an existing topsoil pile left over from the road construction to complete the berm along the racetrack. The change order is not to exceed \$25,000 to be covered by the existing OCR grant/EDA grant. He added that the Ag Society was looking to do a land swap once the berm was constructed for the parcel containing the berm.

M. Masse asked the Board to approve a change order to the existing contract for improvements at Route 63 and the newly constructed Ag Park Road.

J. Rizzo asked if it was there was a way to formalize our relationship with the Ag Society prior to finishing the berm.

M. Masse stated that he could have a surveyor mark the property and put that into a document for the Ag Society and the GGLDC to sign.

M. Wiater made a motion to approve a change order to the existing contract for improvements at Route 63 and the newly constructed Ag Park Road; the motion was seconded by H. Upson. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

5.6 America's Best Communities RFP Award – M. Masse shared that the Towns and Villages of LeRoy and Bergen are currently looking to prepare a Community Revitalization Plan that will be submitted to the next round in the America's Best Community Competition. An RFP was put out and bids were collected. All bids were reviewed and the grant committee which reviewed the bids would like to choose the second lowest bid, Camoin Associates.

M. Masse asked the Board to approve awarding the professional services contract at a not to exceed amount of \$50,000 to be covered under the current funding from the grant.

P. Battaglia asked why the GGLDC was acting as the lead agency for this grant.

M. Masse stated that the GGLDC is a 501(c) 3 which was a requirement of the applicant for the grant. As these funds are expended they will be in line with our procurement policy.

H. Upson made a motion to approve awarding the professional services contract at a not to exceed amount of \$50,000 to Camoin Associates to be covered under the current funding from the grant; the motion was seconded by P. Battaglia. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Absent
M. Wiater -	Yes	P. Battaglia -	Yes
H. Upson -	Yes	C. Yunker -	Yes
J. Rizzo -	Yes	M. Gray -	Absent
W. Hinchey -	Absent		

The item was approved as presented.

6.0 S. Hyde

6.1 Nothing at this time.

7.0 R. Tabelski

7.1 Nothing at this time.

8.0 Other Business

8.1 Nothing at this time.

9.0 Adjournment - As there was no further business, P. Battaglia made a motion to adjourn at 5:53 p.m., which was seconded by M. Wiater and passed unanimously.