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GGLDC Board Meeting
Thursday, February 6, 2020
Upstate MedTech Centre – Innovation Zone
4:00 PM

GGLDC MINUTES

Attendance

Board Members: D. Cunningham, P. Battaglia (Video Conference), S. Noble-Moag, G. Torrey, C. Yunker (Video Conference), T. Bender, M. Wiater
Staff: L. Casey, P. Kennett, C. Suozzi, J. Krencik, S. Hyde, L. Farrell
Guests: M. Gray (GCEDC Board Member), E. Polkowski (Akron School Board)
Absent: T. Felton, P. Zeliff

1.0 Call to Order

D. Cunningham called the meeting to order at 5:08 p.m. in the Upstate MedTech Centre Innovation Zone conference room.

2.0 Chairman’s Report and Activities

2.1 Upcoming Meetings:

Next Scheduled Board Meeting: Thursday, March 5th at 4:00 p.m.
Audit & Finance Committee Meeting: Tuesday, March 3rd at 8:30 a.m.
Governance & Nominating Committee Meeting: Thursday, March 5th at 3 p.m.
***** Annual meeting – Friday, March 6th at 11:30 am**

2.2 Agenda Additions/ Deletions/ Other Business –

- Deletion of Section 5 – Governance and Nominating Committee

G. Torrey made a motion to remove Section 5 agenda items for the Governance and Nominating Committee; the motion was seconded by M. Wiater. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Yes
D. Cunningham -	Yes	P. Battaglia -	Yes (Video Conference)
T. Bender -	Yes	C. Yunker -	Yes (Video Conference)
G. Torrey -	Yes	M. Wiater -	Yes
P. Zeliff -	Absent		

The item was approved as presented.

2.3 Minutes: December 5, 2019

T. Bender made a motion to approve the December 5, 2019 minutes as presented; the motion was seconded by M. Wiater. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Yes
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D. Cunningham -	Yes	P. Battaglia -	Yes (Video Conference)
T. Bender -	Yes	C. Yunker -	Yes(Video Conference)
G. Torrey -	Yes	M. Wiater -	Yes
P. Zelif -	Absent		

The item was approved as presented.

3.0 Report of Management

3.1 Nothing at this time.

4.0 Audit & Finance Committee – D. Cunningham

4.1 November 2019 Financial Statements – L. Farrell made the following comments:

- There has been an increase in Accounts Payable for monthly accrual of MedTech Centre Property Management and the Economic Development Program support grant to the EDC.
- Land Sale Proceeds and Cost of Sales recorded are related to the Wellsville Carpet Town land sale that closed in November.
- Normal monthly activity for November.

The financial statements were reviewed in detail by the Committee and are being recommended for approval.

S. Noble-Moag made a motion to approve the November 2019 Financial Statements as presented; the motion was seconded by P. Battaglia. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Yes
D. Cunningham -	Yes	P. Battaglia -	Yes (Video Conference)
T. Bender -	Yes	C. Yunker -	Yes (Video Conference)
G. Torrey -	Yes	M. Wiater -	Yes
P. Zelif -	Absent		

The item was approved as presented.

4.2 December 2019 Unaudited Financial Statements – L. Farrell made the following comments:

- There may be some changes between the December 2019 Unaudited Financial Statements and the 2019 Finalized Audit due to additional analyses to be completed. Any additional invoices that are received for 2019 services will also account for some changes.
- Normal monthly activity for December.

The financial statements were reviewed in detail by the Committee and are being recommended for approval.

T. Bender made a motion to approve the December 2019 Unaudited Financial Statements as presented; the motion was seconded by M. Wiater. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Yes
D. Cunningham -	Yes	P. Battaglia -	Yes (Video Conference)
T. Bender -	Yes	C. Yunker -	Yes(Video Conference)

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G. Torrey - Yes M. Wiater - Yes
P. Zelif - Absent

The item was approved as presented.

4.3 D&O Insurance Renewal - Lawley Insurance has provided us with a proposal for a renewal of our current Directors & Officer/Employment Practices Liability Insurance with Travelers. The renewal price reflects an overall price increase of only \$4.00 compared to the current policy. The current policy expires on 2/23/2020. The cost of this policy would be split between GCEDC and GGLDC (\$5,232/entity) and is within each entity's budget for 2020. Lawley noted that they have been seeing increases of at least 3% to 5% on these coverages and Travelers has been holding our premium flat for the last few years. They approached alternative markets on our behalf again and they have not received more attractive terms from other insurance companies including: Arch, AIG, Hartford Chubb, Cincinnati, Selective, or Philadelphia. These companies are either not interested or not competitive.

This was recommended for approval by the Committee.

M. Wiater made a motion to the approve the renewal of D&O Insurance coverage with Travelers; the motion was seconded by P.Battaglia. Roll call resulted as follows:

T. Felton - Absent S. Noble-Moag - Yes
D. Cunningham - Yes P. Battaglia - Yes (Video Conference)
T. Bender - Yes C. Yunker - Yes (Video Conference)
G. Torrey - Yes M. Wiater - Yes
P. Zelif - Absent

The item was approved as presented.

4.4 H. Sicherman 2020 Grant Consulting Services Contract - The GGLDC issued a Request for Proposal on 11/8/2018 for technical consulting services in the area of community and economic development. One proposal was received from H. Sicherman & Company, Inc. The board approved a contract with H. Sicherman & Company, Inc. for 2019 services. We are requesting approval of a one-year extension to the 2019 contract with H. Sicherman & Company, Inc. for 2020 grant consulting services. Harry Sicherman provides technical service in the areas of economic development, community development, management and administrative series related to the Community Development Block Grant (CDBG) program. Total contract charges for 2020 under the proposed agreement shall not exceed \$25,000. Total contract charges for 2020 that are not reimbursable to the GGLDC from third-party sources shall not exceed \$15,000.

This was recommended for approval by the Committee.

M. Wiater made a motion to approve the 2020 Grant Consulting Services Contract with H. Sicherman & Company, Inc. not to exceed \$25,000 as presented (Not to exceed \$15,000 unreimbursable); the motion was seconded by S. Noble-Moag. Roll call resulted as follows:

T. Felton - Absent S. Noble-Moag - Yes
D. Cunningham - Yes P. Battaglia - Yes (Video Conference)
T. Bender - Yes C. Yunker - Yes (Video Conference)
G. Torrey - Yes M. Wiater - Yes

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P. Zelif - Absent

The item was approved as presented.

4.5 PSA – Ag Park Parcels 13-1-174 & 13-1-158.12 – The GGLDC has received a Purchase and Sale Agreement from HP Hood, LLC to acquire tax parcels 13-1-174 and 13-1-158.12 (comprising approximately 22.57 acres) in its entirety for \$1,128,500. Please note that there may be minor revisions during attorney review, specifically to Section 24 of the agreement. If any material terms and conditions change, the revised agreement will be brought back for reapproval. Legal fees to Harris Beach not to exceed \$14,000 for the transaction.

This was recommended for approval by the Committee.

M. Wiater made a motion to approve the PSA of Ag Park Parcels 13-1-174 and 13-1-158.12 and payment of legal fees not to exceed \$14,000 in connection with the closing; the motion was seconded by P. Battaglia. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Yes
D. Cunningham -	Yes	P. Battaglia -	Yes (Video Conference)
T. Bender -	Yes	C. Yunker -	Yes (Video Conference)
G. Torrey -	Yes	M. Wiater -	Yes
P. Zelif -	Absent		

The item was approved as presented.

4.6 PSA – Ag Park Parcel 13-1-175.1 – The GGLDC has received a Purchase and Sale Agreement from UNC Real Estate II, LLC to acquire tax parcel 13.-1-175.1 (comprising approximately 6.7 acres) in its entirety for \$335,000. Legal fees to Harris Beach not to exceed \$7,500 for the transaction.

This was recommended for approval by the Committee.

S. Noble-Moag made a motion to approve the PSA of Ag Park Parcel 13-1-175.1 and payment of legal fees not to exceed \$7,500 in connection with the closing; the motion was seconded by M. Wiater. Roll call resulted as follows:

T. Felton -	Absent	S. Noble-Moag -	Yes
D. Cunningham -	Yes	P. Battaglia -	Yes (Video Conference)
T. Bender -	Yes	C. Yunker -	Yes (Video Conference)
G. Torrey -	Yes	M. Wiater -	Yes
P. Zelif -	Absent		

The item was approved as presented.

5.0 Governance & Nominating Committee – S. Noble-Moag

5.1 Nothing at this time.

6.0 Other Business

6.1 Nothing at this time.

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7.0 Adjournment

As there was no further business, C. Yunker made a motion to adjourn at 5:21 p.m., which was seconded by G. Torrey and passed unanimously.