



Thursday, January 14, 2016
Upstate MedTech Centre – Suite 107
4:00 PM

GCEDC MINUTES

Attendance

Board Members: P. Battaglia, M. Wiater, J. Rizzo, C. Yunker, M. Gray, P. Zelif, M. Davis
Staff: S. Hyde, L. Farrell, M. Masse, C. Suozzi, R. Tabelski, E. Richardson, P. Kennett
Guests: T. Felton (GGLDC Board Member), W. Hinchey (GGLDC Board Member), S. Noble-Moag (GGLDC Board Member), Dale Worrall (Harris Beach), Jay Gsell (Genesee County), Virginia Kropf (The Daily News), Mike Pettinella (Buffalo News), Raymond Pelton (Pembroke/Alabama Resident), James Keeler (Keeler Construction)
Absent:

1.0 Call to Order / Enter Public Session

P. Battaglia called the meeting to order at 4:15 pm in the Upstate MedTech Centre Innovation Zone conference room.

1.1 Executive Session

M. Wiater made a motion to enter into the executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 4:15 pm, for the following reasons:

- To discuss 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.
Discussions regarding proposed, pending or current litigation.

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

**Staff left the meeting at 4:15pm.
**Staff rejoined the meeting at 4:40pm

1.2 Re-Enter Public Session

C. Yunker made a motion to enter back into public session at 5:35 p.m., seconded by P. Zelif and approved by all members present.

V. Kropf, M. Pettinella, R. Pelton and J. Keeler joined the meeting at 5:35pm.

2.0 Chairman's Report & Activities

2.1 Upcoming Meetings – P. Battaglia reviewed the upcoming meetings with the Board.

Next Scheduled Board Meeting: Thursday, February 4th at 4:00pm
STAMP Committee Meeting: Tuesday, February 2nd at 1:00pm
Audit & Finance Committee Meeting: Tuesday, February 2nd at 3:00pm

2.2 2016 Meeting Calendar – The 2016 meeting calendar has been finalized and will be posted on the website.

2.3 Agenda Additions / Deletions / Other Business

C. Yunker made a motion to add item 3.1 PILOT Amendment to the agenda; the motion was seconded by P. Zelif. Roll call resulted as follows:

P. Battaglia - Yes C. Yunker - Yes
M. Wiater - Yes P. Zelif - Yes
M. Davis - Yes M. Gray - Yes

J. Rizzo - Yes

The item was approved as presented.

J. Rizzo made a motion to add item 5.1 Calamar Litigation to the agenda; the motion was seconded by M. Wiater. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

M. Wiater made a motion to add item 5.2 Conflict of Interest Waiver to the agenda; the motion was seconded by J. Rizzo. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

M. Wiater made a motion to add item 7.2 Creation of Operations Manager / Staff Promotion to the agenda; the motion was seconded by J. Rizzo. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

2.4 December 2, 2015 & December 17, 2015 Minutes

C. Yunker made a motion to approve the December 2, 2015 & December 17, 2015 Minutes; the motion was seconded by M. Wiater. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

3.0 Report of Management

3.1 PILOT Amendment – S. Hyde shared that there was a request by Muller Quaker Dairy to assign the existing agreements to Dairy Farmers of America, as the sale of the facility is scheduled to close this week.

S. Hyde asked the Board to approve Resolution No. 01/2016-01.

RESOLUTION AUTHORIZING THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER TO EXECUTE A CERTAIN ASSIGNMENT AND ASSUMPTION OF AGREEMENTS, ASSIGNMENT AND ASSUMPTION OF PILOT MORTGAGE, FIRST AMENDMENT TO PILOT AGREEMENT AND RELATED DOCUMENTS IN CONNECTION WITH THE ACQUISITION BY BATAVIA DAIRY PRODUCTS, LLC OF THE "MULLER QUAKER DAIRY LLC" PROJECT LOCATED AT 5142 STATE ROUTE 5, IN THE TOWN OF BATAVIA, GENESEE COUNTY, NEW YORK.

C. Yunker made a motion to approve the Resolution No. 01/2016-01; the motion was seconded by M. Gray. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes

M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	No		

The item was approved as presented.

4.0 Audit & Finance Committee

C. Yunker shared that the Audit & Finance Committee met on earlier this afternoon and discussed the following items.

4.1 November 2015 Financial Statements –L. Farrell noted all expenditures are in line with the budget, except as noted.

C. Yunker shared that the Audit & Finance Committee recommends approval of the November 2015 Financial Statements.

C. Yunker made a motion to approve the November 2015 Financial Statements; the motion was seconded by M. Gray. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

4.2 e3communications Public Relations Contract - \$18,000 – C. Yunker shared that E. Wells came before the Committee and gave a brief recap of his activities for 2015 related to public relations services.

C. Yunker shared that the Audit & Finance Committee recommends approval of the e3communications Public Relations Contract, not to exceed \$18,000.

C. Yunker made a motion to approve the e3communications Public Relations Contract, not to exceed \$18,000; the motion was seconded by M. Gray. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

4.3 2016 County Funding Contract – C. Yunker shared that the level of funding is the same as last year.

C. Yunker shared that the Audit & Finance Committee recommends approval of the 2016 County Funding Contract.

C. Yunker made a motion to approve the 2016 County Funding Contract; the motion was seconded by J. Rizzo. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

4.4 2016 H. Sicherman Contract – C. Yunker shared that this firm provides assistance to the staff in regards to OCR grants. The Committee suggests amending the contract to reflect a not to exceed amount of \$25K for 2016, resulting in a net cost of no more than \$5K of out of pocket expenses.

J. Rizzo asked if the staff anticipates the need for these services lessening as the remainder of the loan funds become defederalized.

L. Farrell shared that there will eventually be no need for services related to the defederalization of loan funds however there will still be a need for some of the other services he provides related to grant work.

C. Yunker shared that the Audit & Finance Committee recommends approval of the 2016 H. Sicherman Contract.

C. Yunker made a motion to approve the 2016 H. Sicherman Contract; the motion was seconded by P. Zelif. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

5.0 Governance & Nominating Committee

5.1 Calamar Litigation – J. Rizzo shared that the Board reviewed a proposed settlement agreement of the Calamar litigation that was outline in executive session by Harris Beach.

J. Rizzo made a motion to authorize the settlement of litigation pursuant to those terms; the motion was seconded by P. Zelif. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

5.2 Conflict of Interest Waiver – J. Rizzo shared that Phillips Lytle (the Agency’s counsel in regards to the STAMP project) asked the Agency to waive a potential conflict of interest that stems from their representation of Empire State Development in matters that are not related to the STAMP project.

J. Rizzo made a motion to authorize the conflict of interest waiver to Phillips Lytle; the motion was seconded by M. Wiater. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

6.0 STAMP Committee

P. Zelif shared that the STAMP Committee met on January 7, 2016 and discussed the following items.

6.1 e3communications STAMP Public Relations Contract - \$24,000 – P. Zelif shared the E. Wells came before the Committee and gave a brief recap of his public relations activities related to STAMP. The contract is for the same amount as it has been since first engaging his firm in 2012.

P. Zelif shared that the STAMP Committee recommends approval of the e3communications STAMP Public Relations Contract, not to exceed \$24,000.

P. Zelif made a motion to approve the e3communications STAMP Public Relations Contract, not to exceed \$24,000; the motion was seconded by J. Rizzo. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes

J. Rizzo - Yes

The item was approved as presented.

6.2 First Amendment to Post-Closing Occupancy Agreement – Parcel 10.-1-7 – P. Zelif shared that the Agency had purchased the property from the previous owner and entered into a Post-Closing Occupancy Agreement in June, 2015. They were looking to extend this agreement to September 30, 2016. The Committee discussed this a recommends extending the agreement to June 30, 2016 as to not interfere with the Agency’s timeline for demolition of the houses at the STAMP site.

P. Zelif shared that the STAMP Committee recommends approval of the First Amendment to the Post-Closing Occupancy Agreement for parcel 10.-1-7, expiring June 30, 2016.

P. Zelif made a motion to approve the First Amendment to the Post-Closing Occupancy Agreement for Parcel 10.-1-7 set to expire June 30, 2016; the motion was seconded by M. Davis. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Abstain	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	No		

The item was approved as presented.

6.3 Acceptance of Draft Grant Disbursement Agreement – ESD \$5M – P. Zelif shared that the Committee reviewed a draft agreement for the first \$5M of the \$33M from ESD. These funds will get the Agency started with its engineering and upfront costs for the STAMP project.

P. Zelif shared that the STAMP Committee recommends approval of the acceptance of the draft Grant Disbursement Agreement with ESD.

J. Rizzo asked whether there was any update as to whether debt service will be covered under the grant.

M. Masse stated that the interest expenses will be capitalized and there for an allowable expense under the grant.

P. Zelif made a motion to approve the draft Grant Disbursement Agreement with ESD for \$5M and authorizing signing of the final agreement contingent upon no significant changes being made; the motion was seconded by J. Rizzo. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

6.4 Award of RFP of 115kV Substation – P. Zelif shared that on December 4, 2015 the GCEDC issued a RFP that included one separate Base Bid and one Alternate Bid. The GCEDC invited seven local firms to bid and also placed a notice in the Batavia Daily News. As a result of the notice, five additional firms requested a copy of the RFP. After reviewing the RFP, five of the twelve firms have notified the GCEDC that they will decline to submit a proposal.

P Zelif shared that O’Brien & Gere were the lowest, conforming bidder. He reviewed their bid personally and gave M. Masse a few questions to ask during their descoping meeting. All the questions he had asked were included in their bid.

P. Zelif shared that the STAMP Committee recommends approval of accepting the proposal received from O’Brien & Gere with a Base Bid amount of \$260,600 and awarding the Contract to them for a total award amount of \$260,600 contingent upon satisfying descoping questions.

M. Masse shared that he had discussed with the STAMP Committee about requesting O’Brien & Gere to submit a quote for the Alternate Bid 1. The quote came in at \$133,400. If that quote gets added to their bid for the substation, they do remain the second low bidder. M. Masse asked the Committee to approve a not to exceed amount of \$395,000 for the engineering of the substation and Alternate Bid 1.

P. Zelif made a motion to approve the contract with O'Brien & Gere for design and engineering for construction of a 115kV substation and of the Line 112 radial tap at that STAMP site not to exceed \$395,000; the motion was seconded by **R. Cianfrini**. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

7.0 Employment & Compensation Committee – M. Wiater

M. Wiater shared that the Employment & Compensation Committee met this afternoon and discussed the following:

7.1 2016 Agency Goals – M. Wiater shared that the Committee discussed removing the site specific goals and replacing them with overarching goals of the organization. The site specific goals tend to be goals of individual employees.

M. Wiater shared that the Employment & Compensation Committee recommends approval of modifying the Agency goals to reflect more overarching goals of the Agency.

M. Wiater made a motion to approve modifying the Agency goals to reflect more overarching goals of the Agency; the motion was seconded by M. Davis. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

M. Wiater then shared that the Committee recommends the 2016 Agency goals as follows:

1. Secure capital / business investment commitments of \$140 million consisting of \$40 million in core projects and \$100 million in mega project activity.
2. Secure pledges to create 360 jobs including 210 from core projects and 150 from mega project activity.
3. Achieve the GCEDC 2016 budget from a bottom line financial operation performance (EBITDA) standpoint.
4. Continue enhancing GCEDC's municipal outreach program. Continue engagements with regional stakeholders focused on visits with municipalities and school districts.
5. Continue site development activities at the tech and industrial parks supporting goals investment and jobs goals.
6. Continue active sales and marketing efforts focused on company attractions, expansions and retentions to achieve our investment and jobs goals.
7. Continue workforce development initiatives and programming with our education partners focused on worker pipeline enhancement enabling growth from our existing businesses and supporting company attractions.

M. Wiater made a motion to approve the 2016 Agency Goals as presented; the motion was seconded by M. Davis. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

7.2 Creation of Operations Manager / Staff Promotion – M. Wiater shared that the Employment & Compensation Committee discussed the promotion of the Office Manager position to an Operations Manager, with an increase in pay.

M. Wiater made a motion to approve the promotion of Office Manager to Operations Manager, with an increase in pay; the motion was seconded by P. Battaglia. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Yes
M. Davis -	Yes	M. Gray -	Yes

J. Rizzo - Yes

The item was approved as presented.

8.0 Adjournment

As there was no further business, C. Yunker made a motion to adjourn at 6:20 p.m., which was seconded by M. Wiater and passed unanimously