

Item 1

Erie Canal Harbor Development Corporation
University of Buffalo – Center of Excellence in Bioinformatics and Life Sciences
701 Ellicott Street
Conference Room B2-209
Buffalo, New York 14203

January 8, 2024

MINUTES

In Attendance

Directors: Joan A. Kesner – Chair
 Sam Capitano
 Shatorah Roberson
 Constance L. Lydon
 Bryan Wittman
 Leslie Zemsky

Byron Brown, Mayor – City of Buffalo
Dan Castle, Commissioner of Environment and Planning – Erie County

ECHDC Staff: Mark Wendel, President
 Debbie Royce, Corporate Secretary

ESD Staff: Stephen Gawlik, VP, Poly & Capital Projects and Sr. Counsel – Strategic
 Initiatives
 Raymond Orlando, Chief Financial Officer

The meeting of the Erie Canal Harbor Development Corporation (the “Corporation”), was called to order at approximately 10:33 a.m. It was noted for the record that the meeting was being webcast. Chair Kesner introduced the members of the Board who were present and welcomed new board member, Bryan Wittman, who was previously recommended to serve by Governor Hochul, on the Board’s behalf.

Chair Kesner then noted that the public had been given an opportunity to provide comments on the Agenda items by submitting their written comments by 9:00 a.m. today and

stated that no comments were received by the public and also noted that there were no members of the public in attendance.

Chair Kesner then noted that the Directors had received the relevant written materials in advance of today's meeting and were free to ask questions.

The Chair then asked the Directors if anyone had any potential conflict of interest with regard to any of the items on the Agenda and no conflicts were noted at this time.

The Chair then called for a motion to approve the Minutes of the November 13, 2023 Directors' Meetings. There being no changes or corrections, upon motion duly made and seconded, the following Resolution was unanimously adopted:

**APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT NOVEMBER 13, 2023
MEETING OF THE ERIE CANAL HARBOR DEVELOPMENT CORPORATION**

RESOLVED, that the Minutes of the meeting of the Corporation held on November 13, 2023 as presented to this meeting, are hereby approved and all actions taken by the Directors presented at such meeting as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

* * *

Chair Kesner then called on Mark Wendel, President of the Corporation, to present the next item on the Agenda related to the authorization for the Corporation to enter in a one-year management agreement extension in connection with the management of Canalside.

Mr. Wendel noted that currently the Corporation has an agreement with the City of Buffalo to manage, operate, and activate the City-of-Bufferlo-owned parcels that are bounded by Marine Drive, Main Street, and the waterfront, the boardwalk area.

Mr. Wendel explained that the Corporation’s ten-year agreement with the City of Buffalo culminates on March 31, 2024. He advised the one-year extension would allow time to continue conversations with the City of Buffalo on the longer-term solution and management approach for this property.

Mr. Wendel advised the term of the agreement is for \$25,000 per year to operate and maintain and the extension would run from April 1, 2024 to March 31, 2025. He reiterated that the extension would provide the opportunity to continue conversations with the City of Buffalo on the next steps for the parcel.

Mr. Wendel stated that the requested action is to authorize the Corporation to enter into a one-year extension of the management agreement for the City of Buffalo for operations and maintenance of the Canalside properties, City-of-Bufferlo-owned Canalside properties.

In response to a call from Chair Kesner called for questions or comments from the Directors about this Agenda item, Director Roberson asked Mr. Wendel to elaborate on the meaning of maintenance in the contract.

Mr. Wendel explained that maintenance under that Agreement means, among other things that ECHDC will pay for the utilities, repair of the boardwalk decks, and the installation of the boat docks along the waterfront.

Chair Kesner welcomed and noted that the Mayor of the City of Buffalo had joined the meeting. Mr. Wendel reiterated for the Mayor's benefit that the item being discussed was a request to authorize the Corporation to enter into a one-year extension of the management agreement for the City of Buffalo for operations and maintenance of the City-of-Buffalo-owned Canalside properties within Canalside.

Mr. Wendel further explained the meaning of maintenance and operation. He stated in terms of the last years, it entails lawn maintenance, boardwalk repairs, utility costs, installation, and removal of the boat docks along the boardwalk and includes various site improvements within that area. He further stated the agreement also includes activation to work with the operator, Be Our Guest, which enables them to host an event on the lawn areas. He explained the Corporation serves as the management and operations team of the property.

Director Roberson asked Mr. Wendel if the \$25,000 in the contract pays for those services. Mr. Wendel replied that the \$25,000 goes to the City of Buffalo for the Corporation to be able to manage and operate the property there. He explained that costs for that are more than \$25,000.

Director Roberson asked who holds the liability insurance there and Mr. Wendel stated that ECHDC holds the insurance, and the City of Buffalo has an additional insured for protection.

Director Zemsky asked the Mayor if the City is aware that there is an interest in taking over the property.

Mr. Wendel responded that it is one of the options. He reiterated that the one-year extension would allow time to continue meeting with the City of Buffalo officials to discuss next steps while continuing to maintain and operate the property. He stated that there were several options on the table with one of them being a purchase agreement.

Hearing no further questions or comments from the Directors, upon motion duly made and seconded, the following resolution was unanimously adopted:

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Canalside Management Agreement - Authorization to Enter into a One Year Management Agreement Extension; and Authorization to Take Related Actions

RESOLVED, that the Corporation is hereby authorized to enter a One Year Management Agreement Extension with the City of Buffalo, for a base fee of TWENTY-FIVE THOUSAND DOLLARS (\$25,000), for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President of the Corporation or his designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

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Chair Kesner then asked Mr. Wendel to present the authorization for the Corporation to enter in a contract amendment for consultant services in connection with the Erie Canal Bicentennial Celebration at Canalside.

Mr. Wendel explained this is an amendment to an existing contract for BMC Consulting. He stated they have been assisting the Corporation on establishing the parameters for the very large, hopefully well-attended, bicentennial celebration in 2025.

Mr. Wendel advised the Corporation is seeking a contract amendment to allow BMC to complete the tasks they have begun which are Tasks 5 and 6 as described in the materials and take the remaining tasks also described, Tasks 2, 3, 7, 8, and 9, from start through completion.

Describing the amendment, Mr. Wendel explained this amendment will extend this contract through October 2025, at the cost of a not-to-exceed amount of \$250,000 and the funding is through the New York Power Authority relicensing agreement funds. He stated BMC Consulting will continue to be required to meet a MWBE participation goal of 30 percent through these amendments.

In response to a call for questions or comments from the Directors, Mayor Brown asked for a list of the cultural groups that have responded to participate and Mr. Wendel replied that he would provide that to the Mayor as he didn't have that information readily available since it

wasn't part of this amendment. He did note that he recalled nine cultural groups responded and all nice will be engaged.

The Mayor then asked if there were revenue generating opportunities or would this all be out-of-pocket expense to hold. Mr. Wendel explained the performances were hoped to be held open and that revenue could be earned by merchandise sale. He also stated that sponsorship opportunities would be investigated as well.

In response to an inquiries by Directors Zemsky and Roberson, Mr. Wendel explained the formation of the Canalside History Action Group and explained how it's trying to reach out and diversify the history that is being told, and that's where we worked with them to issue the RFP to reach out to other cultural groups beyond. He noted that they work with BMC Consulting .

Mayor Brown reiterated that the City has long been concerned about how to monetize this asset. He stated if the City takes it over, it will be an asset that produces absolutely no revenue and that's a concern of the City.

Following a full discussion and hearing no further questions or comments from the Directors, upon motion duly made and seconded, the following resolution was unanimously adopted:

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Erie Canal Bicentennial Celebration at Canalside – Authorization to Enter into a Contract Amendment for Consulting Services; and Authorization to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds the Be Our Guest, Ltd. to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to amend a contract with BMC Consulting for an amount not to exceed TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000) for a total contract amount not to exceed FIVE HUNDRED THOUSAND DOLLARS (\$500,000) the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President of the Corporation or his designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

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Chair Kesner then asked Mr. Wendel to present the final item on the Agenda, authorization for the Corporation to enter in a contract amendment for design and fabrication services in connection with the Erie Canal Bicentennial Celebration at Canalside.

Mr. Wendel noted that again, this is a contract amendment for consultant Local Projects, out of New York, to curate an inclusive experience for the bicentennial. He stated that during this contract, Local Projects has been working on getting feedback from the Canalside Historical Action Group and of BMC Consulting and establishing a timeline. He stated their focus has been to create interactive exhibits that will both reside within the Longshed Building as well as sit along the Canal for visitors to be able to come and learn about the history of the Canal on their own time or during the visit.

Mr. Wendel advised this amendment would be for Tasks 3 and 4 as outlined in the materials and would extend it through May 2025. He stated the amount for the fabrications, including contingencies, would be \$3,488,000 for these task exhibits. He noted the project funding will be under the New York Power Authority.

In response to a call for questions, Mayor Brown asked if there would be a charge for these exhibits and Mr. Wendel responded that at this time it is expected to be free. He did mention that for time and capacity purpose only, the event may be ticketed but without charge. Directors Zemsky and Roberson stated they liked the idea of the events being free.

Mr. Wendel noted that sponsorship opportunities would be sought and Director Wittman offered his assistance if needed.

Following a full discussion and hearing no further questions or comments from the Directors, upon motion duly made and seconded, the following resolution was unanimously adopted:

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Erie Canal Bicentennial Visitor Experience Design and Fabrication - Authorization to Enter into a Contract Amendment with Local Projects to Continue to Provide Design and Fabrication Services; and Authorization to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds Local Projects to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a Contract Amendment with Local Projects for a base contract amount of THREE MILLION THREE HUNDRED FOUR THOUSAND EIGHT HUNDRED EIGHTY DOLLARS (\$3,304,880), plus a contingency in the amount of ONE HUNDRED EIGHTY-THREE THOUSAND ONE HUNDRED TWENTY DOLLARS (\$183,120) for a total contract amendment not to exceed THREE MILLION FOUR HUNDRED EIGHTY-EIGHT THOUSAND DOLLARS (\$3,488,000) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials, and for a total contract amount of FOUR MILLION FIVE HUNDRED THOUSAND DOLLARS of (\$4,500,000); and be it further

RESOLVED, that the President of the Corporation or his designee(s) be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

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Hearing no further business, the meeting adjourned at 11:07 a.m.

Respectfully submitted,

Debbie Royce
Corporate Secretary