

ONONDAGA CIVIC DEVELOPMENT CORPORATION
Regular Meeting Minutes
November 8, 2018

The Regular meeting of the Onondaga Civic Development Corporation was held on Thursday, November 8, 2018 at 333 West Washington Street, Syracuse, New York, 13202, in the large conference room on the 1st floor.

Ben Dublin called the meeting to order at 8:30 am with the following:

PRESENT:

Alison Miller
Matthew Marko
Dennis Duval
Michael LaFlair
Richard Zaccaria
James Jordan
Ben Dublin

ALSO PRESENT:

Julie Cerio, President/CEO
Brian Bartlett, Secretary
Karen Doster, Recording Secretary
Christopher Cox, Assistant Treasurer
Chris Andreucci, Harris Beach
David Knapp, Onondaga County Legislature
Mike Lisson, Grossman St. Amour

APPROVAL OF REGULAR MEETING MINUTES OCTOBER 17, 2018

Upon a motion by Michael LaFlair, seconded by Richard Zaccaria, the OCDC Board approved the regular meeting minutes of October 17, 2018. Motion was carried unanimously.

TREASURER'S REPORT

Julie Cerio stated Nate Stevens is at a conference and Christopher Cox is here who is the Assistant Treasurer. Christopher Cox stated the correct date is on the Payment of Bills is November 2018 and correct schedule number is #77

Upon a motion by Michael LaFlair, seconded by James Jordan, the OCIDA Board approved the Treasurer's Report for the month of November 2018. Motion was carried unanimously.

PAYMENT OF BILLS

Upon a motion by Dennis Duval, seconded by Richard Zaccaria, the OCDC Board approved the Payment of Bills scheduled #77 with General Expenses being \$235,165.28. Motion was carried unanimously.

CONFLICT OF INTEREST

The Conflict of Interest was circulated and there were no comments.

HANCOCK AIRPARK

Julie Cerio stated the purchase offers have been provided to the Board. She stated one offer was increased to \$145,000 and asking for a lot of warranties in order to go forward with the sale. She stated she is not sure we can give them all the warranties. She stated Chris Andreucci will work with us to narrow those a little bit but her biggest concern with this offer is they want to do environmental testing. She stated they took off the requirement of taking off the rent until we close and all the changes that Chris Andreucci's office asked have been basically made. She stated her concern is that they want 4 months from the receipt of due diligence documents and some of the due diligence we will not be able to provide because we don't have the history. She stated they are asking us to warranty there is absolutely no environmental hazards or anything environmental but there are things we cannot guarantee. She stated they want 3 more months if they find anything. She stated they are an environmental testing firm and it was talked about getting an outside agency to do any kind of testing. She stated last time we did provide some funds for the Addcom building with a very narrow window and she would prefer not to wait 7 months to close. She stated another offer came in for \$202,500 and includes 3.9 acres. She stated Syracuse Label is expanding again and they are growing and growing. She stated they want the remainder of the cul de sac to continue to do that. She stated they have come to OCIDA for a PILOT and sales tax and mortgage recording tax savings to do another addition. She stated Syracuse Label is willing to take subject of the lease for CES which ends in February 2021. She stated they want OCDC to knock down the building as part of their offer. She stated

they also want us to level and grate and thinks it will be about \$25,000 based on what she knows being on the Landbank Board. She stated we can counter offer and say we are not going to knock down the building. She stated we could give \$10,000 toward knocking down the building and that would bring the offer down to \$177,000 for the upper parcel and the Addcom building.

Richard Zaccaria asked about getting quotes on the demolition before making any offers. Julie Cerio stated we can do that.

James Jordan asked if we are more concerned about our liability if we were responsible for knocking it down or if we contributed X amount of dollars to have them knock it down. Julie Cerio stated they would knock it down and are looking for credit for the cost of demolition. She stated we may be able to get a better offer. She stated being on the Landbank it would be easy enough to get quotes and see what we can come back at.

Richard Zaccaria stated it is always better if we maintain a measure of control. He stated if we let them do it with an open end it may come back at \$38,000. Chris Andreucci stated the offer is for credit on the sale price and they are responsible for it.

Richard Zaccaria asked if they have given us the number for the credit. Julie Cerio stated no they said they would bid it out. Richard Zaccaria stated if we bid it out our bid will probably come in lower than theirs.

Julie Cerio stated there will be no December meeting because both she and Nate Stevens will be out of the office for medical reasons. She stated there will not be another meeting until January so she is asking for firm direction in whatever direction the Board is asking staff to take so we can move forward.

Matthew Marko stated there are 2 separate offers and nothing is contingent on the other. Julie Cerio agreed. She stated Syracuse Label is across the street, brand new building looking to go up and around the cul de sac and CES is the current tenant. She stated at the last meeting there was trouble with the heat in the building and it cost about \$5,000.

James Jordan suggested capping a credit amount up to \$20,000 for the demolition.

Richard Zaccaria stated it is certainly a viable place and can counter with a reasonable offer but at least it gives us some place to go with it. He stated the first offer is out of the question. He stated when environmentalists and the EPA come in there is virtually nothing you can do. He stated he certainly doesn't want to be held liable.

Julie Cerio stated we could say no more than \$20,000 so if the cost of demolition is \$15,000 it would be the cost of the demolition or up to. She stated they want it graded as well.

Brian Bartlett asked if the direction the OCDC Board wants to take is going counter offer to Syracuse Label with their terms but with a credit of up to \$20,000 for the demolition. Richard Zaccaria stated the lesser of the cost of the demolition up to \$20,000. James Jordan stated including the grading.

Chris Andreucci stated it will be the lesser of the cost of demolition or \$20,000. He stated if the demolition is \$50,000 they get \$20,000 but if the demolition is \$15,000 they get \$15,000.

Julie Cerio stated this will also get us out of the land lease.

Brian Bartlett asked if there is a counter offer the Board wants to put on CES. James Jordan stated their offer is not acceptable. Chris Andreucci stated to tell them OCDC is not going to counter. Richard Zaccaria stated he doesn't think we should even respond to CES.

Julie Cerio stated there will be a \$20,000 credit and we will work out the wording for demolition. She stated they will take subject to the lease and we will look through with our attorneys any other terms that are unacceptable. She stated she didn't find anything startling. She stated she would like to get it closed as soon as possible and she knows Syracuse Label needs property and will want to close soon too.

Upon a motion by James Jordan, seconded by Richard Zaccaria, the OCDC Board approved a resolution approving the sale of 7268 Caswell Avenue and lot 57-02-39 (Lot 14) to Syracuse Label with contingencies and authorizing the execution and delivery of the documents in connection herewith. Motion was carried unanimously.

SIGNATURE AUTHORITY

Julie Cerio stated the two signatures in the office, her and Nate Stevens, are not going to be in the office for a few weeks. She stated she would like to extend the signatory authority to Brian Bartlett and Matt Marko to sign checks. Chris Andreucci stated this authority is so Matt Marko as Director and Brian Bartlett will now have the signature authority for checks. He stated it will be temporary.

Julie Cerio stated she doesn't know if other Boards have more than 3 people. Chris Andreucci stated they do not. He stated it is a control feature so you don't want the audit to come back and say you don't have proper controls.

Upon a motion by Dennis Duval, seconded by James Jordan, the OCDC Board approved a resolution approving signature authority for the Vice Chairperson and Secretary of the Onondaga Civic Development Corporation through the end of the year. Motion was carried.

Matthew Marko welcomed Chairman of the Legislature, David Knapp.

David Knapp stated he wanted to stop by and say thank you for all the Board does. He stated he knows it can be a little bit thankless. He stated the Board does a great job and wanted to say hello and say thank you. He stated he is looking forward to working with the Board for at least the next year. He stated he thinks the Board made a great decision on Syracuse Label and that company is doing everything right. He stated we want to support them however we can.

Matt Marko stated there are two items forwarded from the Governance Committee who met this morning. He stated the first one is the motion that was approved by the committee on the deadline for application submittal materials. He stated it is to ensure applicants have submitted their materials one week prior to the meeting before they are considered for the agenda.

Michael LaFlair stated part of the concern was a comment on the evaluations was not getting the materials in a timely manner. He stated it would be much easier if we could get them a week or so in advance. He stated it is more of making it a formal policy.

Richard Zaccaria asked if at this time there is no deadline. Julie Cerio stated we tell them 2 weeks in advance.

Matt Marko stated the standard policy would be one week unless the Board is willing to accept because of certain circumstances.

Richard Zaccaria stated if we are going to set a standard, it will be very rare if he confers with waiving from the standard. He stated he will probably always be a no on that. He stated it would have to be emergency circumstances.

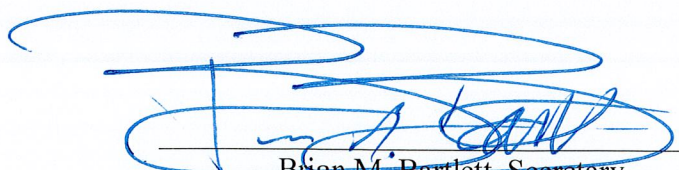
Upon a motion by James Jordan, seconded by Michael LaFlair, the OCDC Board approved a resolution that project applications and materials need to be received no later than one week prior to the meeting date to be placed on the agenda unless waived by the board for certain emergency circumstances. Motion was carried unanimously.

Upon a motion by Richard Zaccaria, seconded by Dennis Duval, the OCDC Board approved a resolution appointing Michael LaFlair, Richard Zaccaria and Dennis Duval to Audit committee, Alison Miller, Richard Zaccaria and James Jordan to Finance Committee and Matthew Marko, Michael LaFlair and James Jordan to Governance Committee. Motion was carried unanimously.

Michael LaFlair stated last month there was a discussion on the film makers. He stated he was at the CenterState CEO luncheon a few weeks ago and Jeremy Garelick who does films spoke. He stated he is very optimistic based on his discussion and the decision the Board made.

Matthew Marko stated we are making an investment and there is no question about the commitment of the CNY institution, such as this one, to support the film industry. He stated we are not all in but we are in and putting money into that market.

Upon a motion by Matthew Marko adjourned the meeting at 8:58 am. Motion was carried unanimously.



Brian M. Bartlett, Secretary