

# Buffalo Urban Development Corporation

95 Perry Street

Suite 404

Buffalo, New York 14203

phone: 716-856-6525

fax: 716-856-6754

web: [buffalourbandevelopment.com](http://buffalourbandevelopment.com)



## **Buffalo Urban Development Corporation** **Annual Board of Directors Meeting**

***Date: Tuesday, June 28, 2022***

***Time: Immediately Following the Annual Meeting of the Members***

***Via Conference Call***

### **1.0 CALL TO ORDER**

### **2.0 READING OF THE MINUTES *(Action) (Enclosure)***

### **3.0 MONTHLY FINANCIAL REPORTS *(Enclosure)***

3.1 683 Northland Master Tenant, LLC Financial Statements *(Information)*

3.2 BUDC Consolidated Financial Statements *(Action)*

### **4.0 NEW BUSINESS**

4.1 Appointment of Citizen Board Members *(Action) (Enclosure)*

4.2 2022-2023 Board Committee Appointments *(Action) (Enclosure)*

4.3 2022-2023 Election of Officers *(Action) (Enclosure)*

4.4 Ralph C. Wilson, Jr. Centennial Park Project – Great Lakes Commission Funding Agreement #3 *(Action) (Enclosure)*

4.5 Buffalo's Race For Place – Waterfront Strategic Placemaking Plan Grant Acceptance *(Action) (Enclosure)*

4.6 BBRP / Buffalo's Race For Place Project Update *(Information)*

4.7 Waterfront / Ralph C. Wilson, Jr. Centennial Park Project Update *(Information)*

4.8 Buffalo Lakeside Commerce Park Project Update *(Information)*

4.9 Northland Beltline Corridor Update *(Information)*

4.10 308 Crowley Project Update *(Information)*

### **5.0 LATE FILES**

### **6.0 TABLED ITEMS**

### **7.0 EXECUTIVE SESSION**

### **8.0 ADJOURNMENT *(Action)***

**Minutes of the Meeting  
of the  
Board of Directors  
of  
Buffalo Urban Development Corporation**

**Via Video Conference Call & Live Stream Audio**

**May 31, 2022  
12:00 p.m.**

**Directors Present:**

Catherine Amdur  
Trina Burruss  
Daniel Castle  
Janique S. Curry  
Dennis W. Elsenbeck  
Michael J. Finn  
Darby Fishkin  
Thomas Halligan  
Thomas A. Kucharski  
Brendan R. Mehaffy  
Kimberley A. Minkel  
David J. Nasca  
Dennis M. Penman (Vice Chair)  
Darius G. Pridgen

**Directors Absent:**

Mayor Byron W. Brown (Chair)  
Dottie Gallagher  
Maria R. Whyte

**Officers Present:**

Brandye Merriweather, President  
Rebecca Gandour, Executive Vice President  
Mollie M. Profic, Treasurer  
Kevin J. Zanner, Secretary  
Atiqa Abidi, Assistant Treasurer

**Guests Present:** Zaque Evans, Senior Economic Development Specialist, Office of the Erie County Executive; Alexis M. Florczak, Hurwitz & Fine, P.C.; Laurie Hendrix, ECIDA Administrative Coordinator; and Antonio Parker, BUDC Project Manager.

- 1.0 Roll Call** – The meeting was called to order at 12:04 p.m. The Secretary called the roll of directors and a quorum of the Board was determined to be present. Mr. Kucharski joined the meeting during the presentation of item 2.0. Mr. Pridgen joined the meeting during the presentation of item 3.2 and left the meeting during the presentation of item 4.3.

The meeting was held via Zoom in accordance with the provisions of Article 7 of the Public Officers Law, as amended effective January 14, 2022, which authorizes public bodies to conduct meetings and take such action authorized by law without permitting in public in-person access to meetings and to authorize such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.

- 2.0 Approval of Minutes – Meeting of March 29, 2022** – The minutes of the March 29, 2022 meeting of the Board of Directors were presented. Mr. Halligan made a motion to approve the meeting minutes. The motion was seconded by Ms. Burruss and unanimously carried (13-0-0).
- 3.0 Monthly Financial Reports**
- 3.1 683 Northland Master Tenant, LLC Financial Statements** – Ms. Profic presented the financial statements for 683 Northland Master Tenant, LLC for the period ending April 30, 2022.
- 3.2 BUDC Consolidated Financial Statements** – Ms. Profic presented the consolidated financial statements for BUDC and its affiliates, 683 Northland LLC and 683 WTC, LLC for the period ending April 30, 2022. Mr. Kucharski made a motion to accept the BUDC consolidated financial statements. The motion was seconded by Mr. Castle and unanimously carried (14-0-0).
- 4.0 New Business**
- 4.1 Ralph C. Wilson, Jr. Centennial Park – Third Amendment to BUDC/COB Subgrant Agreement** – Ms. Merriweather presented her May 31, 2022 memorandum regarding a proposed third amendment to the BUDC-City of Buffalo Subgrant Agreement. Following the presentation, Mr. Pridgen made a motion to: (i) approve the Third Amendment to the BUDC-City of Buffalo Subgrant Agreement allowing BUDC to move funds to the City for Phases 1 and 1A construction of Centennial Park; and (ii) authorize the BUDC President or Executive Vice President to execute the Third Amendment to the Subgrant Agreement and take such other actions as are necessary to implement this authorization. The motion was seconded by Mr. Nasca and unanimously carried (14-0-0).
- 4.2 Buffalo's Race for Place – Project for Public Space Community Placemaking Grant Agreement** – Ms. Merriweather presented her May 31, 2022 memorandum regarding the Project for Public Spaces Community Placemaking Grant Agreement for improvements near the Buffalo and Erie County Public Library. BUDC will be involved in the community engagement elements of the project as well as the coordination of placemaking elements. It is anticipated that this project will be completed in October-November 2022. Following the presentation, Ms. Fishkin made a motion to: (i) accept the \$40,000 grant award from the Project for Public Spaces, Inc.; and (ii) authorize the BUDC President or Executive Vice President to execute the Grant Agreement and take such other actions as are necessary to implement this authorization. The motion was seconded by Ms. Amdur and unanimously carried (14-0-0).
- 4.3 Buffalo Lakeside Commerce Park – Sale to Zephyr Investors – Brownfield Cleanup Program** – Ms. Gandour presented her May 31, 2022 memorandum regarding Zephyr's request to submit a Brownfield Cleanup Program (BCP) application for the parcel located at 24 Laborers' Way. Following the presentation, Mr. Finn made a motion to: (i) authorize BUDC and BLCP-I to enter into an amendment of the multi-party agreement with Zephyr and its affiliates consistent with the terms set forth in the May 31<sup>st</sup> memorandum; (ii) upon execution of the amendment to the multi-party agreement, authorize the President or Executive Vice President to execute the consent authorizing Zephyr or its affiliates to submit a BCP application for 24 Laborers' Way; and (iii) authorize the President or Executive Vice President to execute the amendment to the multi-party agreement, the consent, and such other documents as may be necessary to implement this action. The motion was seconded by Mr. Halligan and unanimously carried (13-0-0).
- 4.4 Buffalo Lakeside Commerce Park – Project Update** – Ms. Gandour reported that BUDC staff is working with prospects for the remaining parcels at BLCP and staff has received input from the Real Estate Committee regarding the process to move forward on the sale of the remaining parcels.

- 4.5 Ralph C. Wilson, Jr. Centennial Park – Project Update** – Mr. Parker reported that the RFQ process for the construction manager at risk for Centennial Park is complete. BUDC, the City of Buffalo and Gardiner & Theobald conducted interviews on May 24<sup>th</sup> for the companies that responded to the RFP. Construction Documents are 50% complete and are anticipated to be 100% complete in August 2022. Mr. Parker also reported that BUDC is working with the City of Buffalo to secure a grant for the shoreline elements of the project.
- 4.6 Northland Corridor Project Update** – Ms. Gandour reported that after receiving feedback and approval from the Real Estate Committee, BUDC is moving forward with a \$25,000 National Grid study to confirm costs for the substation and community feeder upgrades. With respect to the Build Back Better application, EDA requested that the Western New York region submit an additional application based on a funding award reduced by 50% in the event that full funding could not be awarded. BUDC reduced their portion of the proposal based on time and not scope. BUDC focused its portion of the proposal on the substation upgrades and the 537 East Delavan site. It is anticipated that more information regarding the status of the region's proposal will be received in late fall.
- 4.7 Race for Place Project Update** – Ms. Merriweather presented the Race for Place project update. The Entertainment District project continues to move forward. The Department of Public Works will present to the Common Council for approval a pass-through agreement between BUDC and the City for National Grid funding, which will be used for the Court Street improvements project. BUDC is also working with the City on the Waterfront Public Realm study which will incorporate previous planning initiatives.
- 4.8 308 Crowley Project Update** – Ms. Gandour reported that the sale to Douglas Development of the remaining parcel of land at 308 Crowley is expected to close in the next few days.
- 5.0 Late Files** – None.
- 6.0 Tabled Items** – None.
- 7.0 Executive Session** – None.
- 8.0 Adjournment** – There being no further business to come before the Board, on motion made by Mr. Kucharski, seconded by Ms. Curry and unanimously carried (13-0-0), the May 31, 2022 meeting of the Board of Directors was adjourned at 12:29 p.m.

Respectfully submitted,

---

Kevin J. Zanner, Secretary

**683 Northland Master Tenant, LLC**  
**Financial Statements**  
May 31, 2022  
(Unaudited)

**683 NORTHLAND MASTER TENANT, LLC**  
**Balance Sheet**

<b>ASSETS</b>	<b>May 2022</b>	<b>April 2022</b>	<b>December 2021</b>
<b>Current assets:</b>			
Cash	\$ 206,510	\$ 193,267	\$ 107,787
Tenant receivable	95,863	63,355	74,685
Prepaid expenses	50,547	65,290	106,662
Total current assets	<u>352,920</u>	<u>321,912</u>	<u>289,134</u>
Prepaid rent - sublessee	456,574	450,521	426,309
Prepaid leasing commission	205,875	208,288	217,938
Tenant security deposits	84,850	84,850	84,854
Cash reserves	356,042	366,027	365,968
Equipment, net	6,535	6,535	6,535
Prepaid rent - Master Lease Agreement	25,528,601	25,528,601	25,528,601
Total assets	<u>\$ 26,991,397</u>	<u>\$ 26,966,734</u>	<u>\$ 26,919,339</u>
<b>LIABILITIES &amp; MEMBERS' EQUITY</b>			
<b>Current liabilities:</b>			
Accounts payable	\$ 33,711	\$ 97,803	\$ 144,550
Due to related parties	254,935	254,935	254,935
Total current liabilities	<u>288,646</u>	<u>352,738</u>	<u>399,485</u>
Operating deficit loan	132,359	132,359	132,359
Tenant security deposits	84,850	84,850	84,854
Deferred rent liability - Master Lease Agreement	5,890,767	5,774,496	5,309,411
Deferred rent liability - sublessee	5,920,391	5,966,481	6,150,839
Distribution payable - priority return	263,941	263,941	263,941
Total noncurrent liabilities	<u>12,292,308</u>	<u>12,222,127</u>	<u>11,941,404</u>
<b>MEMBERS' EQUITY</b>	<b>14,410,443</b>	<b>14,391,869</b>	<b>14,578,450</b>
Total liabilities and net position	<u>\$ 26,991,397</u>	<u>\$ 26,966,734</u>	<u>\$ 26,919,339</u>

**683 NORTHLAND MASTER TENANT, LLC**  
**Income Statement**

**Year-to-Date For the Period Ended:**

	<u>May 2022</u>	<u>April 2022</u>	<u>December 2021</u>
<b>Revenues:</b>			
Rental revenue	\$ 610,890	\$ 488,712	\$ 1,468,498
Additional rental revenue	340,619	244,239	648,676
Interest and other revenue	126	99	261
Total revenues	<u>951,635</u>	<u>733,050</u>	<u>2,117,435</u>
<b>Expenses:</b>			
Rent expense	783,226	626,581	1,879,742
Payroll	56,888	46,023	149,471
Utilities expense	34,533	34,338	150,924
Insurance expense	50,792	40,634	120,629
Professional fees	41,872	38,209	85,899
Property management fee	29,055	23,244	67,515
Real estate taxes	4,081	4,081	19,626
Repairs and maintenance	109,195	96,521	120,242
Asset management fee	10,000	10,000	10,000
Miscellaneous expense	-	-	7,920
Depreciation expense	-	-	2,429
Total expenses	<u>1,119,642</u>	<u>919,631</u>	<u>2,614,397</u>
Net loss	(168,007)	(186,581)	(496,962)
Members' equity - beginning of period	<u>14,578,450</u>	<u>14,578,450</u>	<u>9,658,723</u>
Change in members' equity	(168,007)	(186,581)	(496,962)
Members' capital contributions	-	-	5,680,517
Distributions	-	-	(263,828)
Members' equity - end of period	<u>\$ 14,410,443</u>	<u>\$ 14,391,869</u>	<u>\$ 14,578,450</u>

**683 NORTHLAND MASTER TENANT, LLC**  
**Statement of Cash Flows**

**Year-to-Date For the Period Ended:**

	<u>May 2022</u>	<u>April 2022</u>	<u>December 2021</u>
<b>Cash flows from operating activities:</b>			
Net loss	\$ (168,007)	\$ (186,581)	\$ (496,962)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation	-	-	2,429
Decrease (increase) in assets:			
Tenant receivables	(21,178)	11,330	(44,152)
Prepaid insurance	56,115	41,372	(16,307)
Accrued rental income	(30,265)	(24,212)	(119,344)
Prepaid leasing commission	12,063	9,650	(105,715)
Prepaid rent - Master Lease Agreement	581,356	465,085	1,393,059
Increase (decrease) in liabilities:			
Security deposit liability	(4)	(4)	9,104
Accounts payable	(110,839)	(46,747)	25,216
Due to related parties	-	-	(126,346)
Operating deficit loan	-	-	82,428
Deferred rent liability - sublessee	(230,448)	(184,358)	(553,074)
<b>Net cash provided (used) by operating activities</b>	<u>88,793</u>	<u>85,535</u>	<u>50,336</u>
<b>Cash flows from investing activities:</b>			
Equipment purchases	-	-	-
<b>Net cash used by investing activities</b>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Cash flows from financing activities:</b>			
Members' contributions	-	-	5,680,517
Distributions	-	-	(148,096)
Payments of prepaid rent under Master Lease Agreement	-	-	(5,532,421)
<b>Net cash provided by financing activities</b>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Net increase (decrease) in cash</b>	<b>88,793</b>	<b>85,535</b>	<b>50,336</b>
<b>Cash and restricted cash - beginning of period</b>	<u>558,609</u>	<u>558,609</u>	<u>508,273</u>
<b>Cash and restricted cash - end of period</b>	<u>\$ 647,402</u>	<u>\$ 644,144</u>	<u>\$ 558,609</u>



**683 NORTHLAND MASTER TENANT, LLC**  
**Budget to Actual Comparison**

	<u>YTD May 2022</u>	<u>YTD Budget 2022</u>	<u>Variance</u>
<b>Revenues:</b>			
Rental revenue	\$ 610,890	\$ 613,730	\$ (2,840)
Additional rent revenue	340,619	264,583	76,036
Interest and other revenue	126	208	(82)
Total revenues	<u>951,635</u>	<u>878,521</u>	<u>73,114</u>
<b>Expenses:</b>			
Rent expense	783,226	783,226	0
Payroll	56,888	72,400	(15,512)
Utilities	34,533	38,333	(3,800)
Insurance	50,792	51,250	(458)
Professional fees	41,872	28,333	13,539
Property management fee	29,055	30,833	(1,778)
Real estate taxes	4,081	10,000	(5,919)
Repairs and maintenance	109,195	88,333	20,862
Asset management fee	10,000	4,167	5,833
Miscellaneous	-	2,083	(2,083)
Depreciation	-	1,013	(1,013)
Total expenses	<u>1,119,642</u>	<u>1,109,972</u>	<u>9,670</u>
Net income (loss)	\$ (168,007)	\$ (231,450)	\$ 63,443

**Budget variances:**

- Additional rent represents amounts charged to tenants for common area maintenance (CAM) charges, insurance, etc. This is ahead of budget due to higher utility costs charged back to tenants.
- Professional fees include tax/audit, legal, consulting, and leasing commissions. Tax/audit costs are typically front loaded and therefore ahead of budget.
- Repairs and maintenance includes building automation system costs and snow removal, and are ahead of budget mainly due to timing (snow removal season begins and ends the calendar year).

**Buffalo Urban Development Corporation**  
**Consolidated Financial Statements**  
May 31, 2022  
(Unaudited)

**BUFFALO URBAN DEVELOPMENT CORPORATION**  
**Consolidated Statements of Net Position**  
**(Unaudited)**

<b>ASSETS</b>	<b>May 2022</b>	<b>April 2022</b>	<b>December 2021</b>
<b>Current assets:</b>			
Cash	\$ 4,155,605	\$ 8,808,847	\$ 2,817,690
Restricted cash	4,222,916	4,230,908	4,487,462
Grants receivable	13,614,227	16,606,777	10,160,553
Other current assets	6,342,376	6,501,330	6,626,745
Total current assets	<u>28,335,124</u>	<u>36,147,862</u>	<u>24,092,450</u>
<b>Noncurrent assets:</b>			
Loans receivable	9,666,400	9,666,400	9,666,400
Equity investment	178,051	178,051	178,051
Capital assets, net	107,109,905	107,427,254	108,785,225
Land and improvement held for sale, net	3,336,886	3,336,886	3,363,434
Total noncurrent assets	<u>120,291,242</u>	<u>120,608,592</u>	<u>121,993,110</u>
Total assets	<u>\$ 148,626,366</u>	<u>\$ 156,756,453</u>	<u>\$ 146,085,560</u>
<b>LIABILITIES</b>			
<b>Current liabilities:</b>			
Accounts payable and accrued expenses	\$ 832,616	\$ 670,660	\$ 959,332
Lines of credit	677,158	677,158	677,158
Loans payable, current	3,039,633	10,180,810	10,180,810
Unearned grant revenue	19,471,577	20,046,687	14,373,673
Total current liabilities	<u>24,020,984</u>	<u>31,575,316</u>	<u>26,190,973</u>
Note payable	257,381	257,381	257,381
Deferred rent liability	19,637,834	19,754,105	20,219,190
Loans payable, noncurrent	14,099,750	14,099,750	14,099,750
Total noncurrent liabilities	<u>33,994,965</u>	<u>34,111,236</u>	<u>34,576,321</u>
<b>NET POSITION</b>			
Net investment in capital assets	93,307,408	86,483,581	87,868,099
Restricted	3,508,695	3,669,440	3,624,405
Unrestricted	(6,205,686)	916,880	(6,174,238)
Total net position	<u>90,610,417</u>	<u>91,069,901</u>	<u>85,318,266</u>
Total liabilities and net position	<u>\$ 148,626,366</u>	<u>\$ 156,756,453</u>	<u>\$ 146,085,560</u>

**Balance Sheet Notes:**

- Overall cash decreased due to paydown of loan (using brownfield tax credit refunds), combined with grant receipts.
- Grants receivable decreased due to a grant receipts during the month.
- Capital assets decrease is due to monthly depreciation expense.
- Accounts payable/accrued expenses increased due to timing of project invoices.
- Lines of credit: balances at end of May are BUDC: \$0 ; 683 Northland: \$677,158. 683 Northland took no advances during the month and BUDC's line is currently paid down.
- Current portion of loans payable decreased \$7.1 million due to a paydown in May.
- Unearned grant revenue decreased due to recognition of grant revenue.

**BUFFALO URBAN DEVELOPMENT CORPORATION**  
**Consolidated Statements of Revenues, Expenses**  
**and Changes in Net Position**  
**Year to Date (with Comparative Data)**  
**(Unaudited)**

	<u>May 2022</u>	<u>April 2022</u>	<u>December 2021</u>
<b>Operating revenues:</b>			
Grant revenue	\$ 1,915,595	\$ 1,283,035	\$ 4,425,140
Brownfield funds	36,183	30,170	40,821
Loan interest and commitment fees	40,277	32,221	112,107
Rental and other revenue	7,844,648	7,675,390	14,869,875
Proceeds from sale of land, net	<u>26,309</u>	<u>26,309</u>	<u>-</u>
Total operating revenues	<u>9,863,013</u>	<u>9,047,126</u>	<u>19,447,943</u>
<b>Operating expenses:</b>			
Development costs	1,955,658	1,332,835	4,253,370
Adjustment to net realizable value	71,585	58,575	98,713
Salaries and benefits	154,238	121,092	482,778
General and administrative	859,695	610,940	2,091,562
Management fee	34,000	27,200	70,408
Depreciation	<u>1,703,712</u>	<u>1,362,969</u>	<u>4,225,517</u>
Total operating expenses	<u>4,778,888</u>	<u>3,513,611</u>	<u>11,222,348</u>
Operating income (loss)	<b>5,084,125</b>	<b>5,533,514</b>	<b>8,225,595</b>
<b>Non-operating revenues (expenses):</b>			
Loss on disposal	-	-	(118,382)
Interest expense	(140,636)	(130,485)	(450,479)
Amortization expense	-	-	(43,675)
Interest income	<u>338</u>	<u>281</u>	<u>722</u>
Total non-operating revenues (expenses)	<u>(140,298)</u>	<u>(130,203)</u>	<u>(611,814)</u>
Change in net position	<b>4,943,827</b>	<b>5,403,311</b>	<b>7,613,781</b>
Net position - beginning of period	<u>85,318,266</u>	<u>85,318,266</u>	<u>76,742,639</u>
Add: Capital contribution	<b>348,325</b>	<b>348,325</b>	<b>961,846</b>
Net position - end of period	<u>\$ 90,610,418</u>	<u>\$ 91,069,902</u>	<u>\$ 85,318,266</u>

**BUFFALO URBAN DEVELOPMENT CORPORATION**  
**Consolidating Statement of Net Position**  
**May 31, 2022 (Unaudited)**

	Buffalo Urban Development Corporation	683 WTC, LLC	683 Northland LLC	Eliminations (1)	Total
<b>ASSETS</b>					
<b>Current assets:</b>					
Cash	\$ 3,997,469	\$ 42,560	\$ 115,576	\$ -	\$ 4,155,605
Restricted cash	3,881,226	-	341,690	-	4,222,916
Grants receivable	13,614,227	-	-	-	13,614,227
Other current assets	7,711,829	14,140	132,359	(1,515,951)	6,342,376
Total current assets	29,204,751	56,700	589,625	(1,515,951)	28,335,124
<b>Noncurrent assets:</b>					
Loans receivable	61,853,679	-	-	(52,187,279)	9,666,400
Equity investment	-	66,291,763	-	(66,113,712)	178,051
Capital assets, net	8,357,774	-	98,752,131	-	107,109,905
Land and improvement held for sale, net	3,336,886	-	-	-	3,336,886
Total noncurrent assets	73,548,340	66,291,763	98,752,131	(118,300,991)	120,291,242
Total assets	\$ 102,753,090	\$ 66,348,462	\$ 99,341,755	\$ (119,816,942)	\$ 148,626,366
<b>LIABILITIES</b>					
<b>Current liabilities:</b>					
Accounts payable and accrued expense	\$ 813,496	\$ 1,515,951	\$ 19,119	(1,515,951)	\$ 832,616
Line of credit	-	-	677,158	-	677,158
Loans payable, current	-	-	3,039,633	-	3,039,633
Unearned grant revenue	19,471,577	-	-	-	19,471,577
Total liabilities	20,285,073	1,515,951	3,735,911	(1,515,951)	24,020,984
<b>Noncurrent liabilities:</b>					
Note payable	257,381	-	-	-	257,381
Deferred rent liability	-	-	19,637,834	-	19,637,834
Loans payable, noncurrent	369,750	52,187,279	13,730,000	(52,187,279)	14,099,750
Total noncurrent liabilities	627,131	52,187,279	33,367,834	(52,187,279)	33,994,965
<b>NET POSITION</b>					
Net investment in capital assets	11,324,911	-	81,982,498	-	93,307,408
Restricted	3,508,695	-	-	-	3,508,695
Unrestricted	67,007,281	12,645,232	(19,744,486)	(66,113,712)	(6,205,686)
Total net position	81,840,886	12,645,232	62,238,011	(66,113,712)	90,610,417
Total liabilities and net position	\$ 102,753,090	\$ 66,348,462	\$ 99,341,755	\$ (119,816,942)	\$ 148,626,366

(1) This represents activity between the entities to be eliminated for the consolidated financial statements.

**BUFFALO URBAN DEVELOPMENT CORPORATION**  
**Consolidating Statement of Revenues, Expenses and Changes in Net Position**  
**Year to Date: May 31, 2022 (Unaudited)**

	Buffalo Urban Development Corporation	683 WTC, LLC	683 Northland LLC	Eliminations (1)	Total
<b>Operating revenues:</b>					
Grant revenue	\$ 1,915,595	\$ -	\$ -	\$ -	\$ 1,915,595
Brownfield funds	36,183	-	-	-	36,183
Loan interest and commitment fees	40,277	-	-	-	40,277
Rental and other revenue	68,267	6,993,156	783,226	-	7,844,648
Proceeds from land sales, net	26,309	-	-	-	26,309
Total operating revenue	<u>2,086,631</u>	<u>6,993,156</u>	<u>783,226</u>	<u>-</u>	<u>9,863,013</u>
<b>Operating expenses:</b>					
Development costs	1,955,658	-	-	-	1,955,658
Adjustment to net realizable value	71,585	-	-	-	71,585
Salaries and benefits	154,238	-	-	-	154,238
General and administrative	642,884	152,794	64,018	-	859,695
Management fee	34,000	-	-	-	34,000
Depreciation	-	-	1,703,712	-	1,703,712
Total operating expenses	<u>2,858,365</u>	<u>152,794</u>	<u>1,767,729</u>	<u>-</u>	<u>4,778,888</u>
Operating income	(771,734)	6,840,362	(984,503)	-	5,084,125
<b>Non-operating revenues (expenses):</b>					
Interest expense	(4,672)	-	(135,984)	-	(140,636)
Amortization expense	-	-	-	-	-
Interest income	169	117	51	-	338
Other Income/expenses	-	-	-	-	-
Total non-operating revenues (expenses)	<u>(4,502)</u>	<u>117</u>	<u>(135,913)</u>	<u>-</u>	<u>(140,298)</u>
Change in net position	(776,236)	6,840,479	(1,120,416)	-	4,943,827
Net position - beginning of year	82,617,122	5,804,753	56,217,310	(59,320,920)	(1)
Add: capital contributions	-	-	7,141,117	(6,792,792)	(1)
Net position - end of period	<u>\$ 81,840,886</u>	<u>\$ 12,645,232</u>	<u>\$ 62,238,011</u>	<u>\$ (66,113,712)</u>	<u>\$ 90,610,417</u>

(1) This represents activity between the entities to be eliminated for the consolidated financial statements.

**BUFFALO URBAN DEVELOPMENT CORPORATION**  
**Budget to Actual Comparison**  
**Year to Date May 31, 2022 (Unaudited)**

	<u>YTD May 2022</u>	<u>YTD Budget 2022</u>	<u>Variance</u>
<b>Operating revenues:</b>			
Grant revenue	\$ 1,915,595	\$ 5,585,417	\$ (3,669,821)
Brownfield funds	36,183	27,917	8,267
Loan interest and commitment fees	40,277	40,277	(0)
Rental and other revenue	7,844,648	1,211,993	6,632,656
Proceeds from land sales, net	<u>26,309</u>	<u>(29,792)</u>	<u>56,101</u>
Total operating revenues	<u>9,863,013</u>	<u>6,835,811</u>	<u>3,027,202</u>
<b>Operating expenses:</b>			
Development costs	1,955,658	4,136,340	(2,180,681)
Adjustment to net realizable value	71,585	-	71,585
Salaries and benefits	154,238	202,012	(47,774)
General and administrative	859,695	523,809	335,886
Management fee	34,000	39,375	(5,375)
Depreciation	<u>1,703,712</u>	<u>1,700,833</u>	<u>2,878</u>
Total operating expenses	<u>4,778,888</u>	<u>6,602,369</u>	<u>(1,823,481)</u>
Operating income (loss)	<u>5,084,125</u>	<u>233,442</u>	<u>4,850,683</u>
<b>Non-operating revenues (expenses):</b>			
Interest expense	(140,636)	(164,031)	23,395
Interest income	338	417	(79)
Other income	-	-	-
Total non-operating revenues (expenses)	<u>(140,298)</u>	<u>(163,614)</u>	<u>23,316</u>
Change in net position	<u>\$ 4,943,827</u>	<u>\$ 69,828</u>	<u>\$ 4,873,999</u>

Budget variances:

- Grant revenue relates mainly to Ralph C. Wilson, Jr. Centennial Park and Northland Solar Projects. The variance is due to lower grant revenue recognition than anticipated as a result of project timing.
- Rental and other revenue consists of recognition of prepaid rent income (straight-line basis) by 683 Northland LLC from 683 Northland Master Tenant, LLC, and rent income at properties other than 683 Northland Avenue. Also included is 2019 brownfield tax credit refund to 683 WTC, LLC of \$6.9 million, received in 2022.
- Proceeds from land sales (net) is a result of the first of two Crowley St. land sales.
- Development costs consist of property/project-related costs (e.g. consultants, operations and maintenance, legal and utility costs). Some costs may be capitalized upon project completion. Variance due mainly to timing of project costs.
- General and administrative costs consist of insurance, rents, audit/tax, marketing and other G&A costs. Rents include BUDC offices, Buffalo Manufacturing Works base rent (per ESD grant agreement) and recognition of prepaid rent for Workforce Training Center.
- Depreciation relates mainly to capitalized assets at 683 Northland Avenue.
- Interest expense represents cost of borrowing related to construction of 683 Northland and the related line of credit.

## Buffalo Urban Development Corporation

95 Perry Street  
Suite 404  
Buffalo, New York 14203  
phone: 716-856-6525  
fax: 716-856-6754  
web: [buffalourbandevelopment.com](http://buffalourbandevelopment.com)



### Item 4.1

## MEMORANDUM

**TO: BUDC Board of Directors**

**FROM: Mayor Byron W. Brown, Chairman**

**RE: Appointment of BUDC Citizen Board Members**

**DATE: June 28, 2022**

---

Please be advised that I am re-appointing Dennis Penman as a Citizen Member and Director of Buffalo Urban Development Corporation (BUDC) for a (3) year term beginning on June 28, 2022 and continuing until the Annual Meeting in June of 2025, and until his successor is duly appointed.

I am also requesting the Governance Committee's consideration in re-appointing David Nasca as a Citizen Member and Director of BUDC for a term beginning on June 28, 2022 and continuing until the Annual Meeting in June of 2025, and until his successor is duly elected.

In addition, I am requesting the BUDC Governance Committee's consideration of Elizabeth Holden as a Citizen Member and Director of BUDC for a term beginning on June 28, 2022 continuing until the Annual Meeting in June of 2025. Elizabeth Holden is an attorney at Hodgson Russ and concentrates her practice on commercial real estate development projects and in real estate aspects of large-scale renewable energy projects. I believe that Elizabeth's experience will prove to be a valuable addition to the BUDC Board of Directors.

This item was reviewed by the BUDC Governance Committee Meeting on June 23, 2022 and was recommended for BUDC Board approval.

### ACTION:

I am requesting that the BUDC Board of Directors: (1) approve the re-appointment of David Nasca as a Citizen Member and Director of BUDC for a term of three (3) years, and until his successor is duly elected; and (2) approve the appointment of Elizabeth Holden as a Citizen Member and Director of BUDC for a term of three (3) years, and until her successor is duly elected.



## BUDC BOARD MEETING OF THE DIRECTORS

QUORUM = 10

	Board of Directors Name	Phone	RSVP	Term Expires	Committee
1	Hon. Byron W. Brown <i>(Bernadette Taylor)</i>	851-4841		<i>ex-officio</i>	Governance
2	Hon. Darius Pridgen <i>(Marc Pope)</i>	851-9668 851-9668		<i>ex-officio</i>	Downtown
3	Catherine Amdur <i>(No Assistant)</i>	851-4936		<i>ex-officio</i>	Audit & Finance Downtown
4	Trina Burruss <i>(No Assistant)</i>	887-2656 310-0412		6/30/24	Audit & Finance Downtown
5	Daniel Castle <i>(Courtney Scordato ) (Melissa Wutz)</i>	858-7674 858-7495		<i>ex-officio</i>	Downtown
6	Janique S. Curry <i>(No Assistant)</i>	245-5554 / 245-5273 553-9169 (Cell)		6/30/24 <b>BBRC</b>	Audit & Finance Real Estate
7	Dennis W. Elsenbeck <i>(No Assistant)</i>	861-1660		6/30/23	Governance
8	Mike Finn <i>(Marren Miller)</i>	851-5636		<i>ex-officio</i>	Downtown
9	Darby Fishkin <i>(No Assistant)</i>	259-9982		6/30/23	Downtown
10	Dottie Gallagher <i>(Kathleen Sullivan)</i>	852-2762 541-1728		<i>ex-officio</i>	Downtown Loan Committee
11	Thomas Halligan <i>(No Assistant)</i>	481-9314		6/30/24	Governance
12	Thomas Kucharski <i>(Erin Sinclair)</i>	480-3912 541-1708		<i>ex-officio</i> <b>BBRC</b>	Governance - Chair Real Estate
13	Brendan Mehaffy <i>(Lanette Boulware)</i>	851-5059		<i>ex-officio</i>	Downtown - Chair Governance
14	Kimberley A. Minkel <i>(Lara Seniw)</i>	855-7230 855-7369		<i>ex-officio</i> <b>BBRC</b>	Real Estate - Chair Downtown
15	David Nasca (Pending) <i>(Michelle Baumgarten)</i>	926-2002 926-2032		6/25/22	Audit & Finance
16	Dennis Penman <i>(No Assistant)</i>	860-3030		6/25/22 <b>BBRC</b>	Audit & Finance - Chair Real Estate Governance
17	Maria Whyte <i>(Kara Nicotra)</i>	858-2932 858-7643		<i>ex-officio</i> <b>BBRC</b>	Real Estate
18	ESD WNY Regional Director <i>(Pending)</i>			<i>ex-officio</i>	
19	Elizabeth Holden (Pending)	716-848-1692		<i>Citizen Appt</i>	Real Estate

\*Need 10 for a quorum

# Buffalo Urban Development Corporation

95 Perry Street  
Suite 404  
Buffalo, New York 14203  
phone: 716-856-6525  
fax: 716-856-6754  
web: [buffalourbandevelopment.com](http://buffalourbandevelopment.com)



## Item 4.2

### MEMORANDUM

**TO: Buffalo Urban Development Corporation Board of Directors**  
**FROM: Thomas Kucharski, Governance Committee Chairman**  
**RE: 2022-2023 Board Committee Appointments**  
**DATE: June 28, 2022**

---

At a meeting of the BUDC Governance Committee on June 23, 2022, the Committee recommended the following Committee appointments through June of 2023:

#### Audit & Finance (5)

Burruss  
Comerford  
Curry  
Nasca (Pending)  
Penman (Chair)

#### Governance (7)

Brown  
Elsenbeck  
Halligan  
Kucharski (Chair)  
TBD  
Mehaffy  
Penman

#### Real Estate (7)

Curry  
Kucharski  
Mehaffy  
Minkel (Chair)  
Penman  
Whyte  
Holden (Pending)

#### Downtown (9)

Burruss  
Amdur  
Fishkin  
Gallagher  
Mehaffy (Chair)  
Minkel  
Pridgen  
Finn  
TBD

#### Loan (2)

Gallagher  
Mehaffy (Chair)

\*Royce Woods (Evans Bank)

\*Mike Anthony (M&T Bank)

\*Joseph Burden (HSBC)

\*Russ Gentner (KeyBank)

\* These Loan Committee Members are appointed by their respective organizations.

### ACTION:

I am requesting BUDC Board approval for the Committee appointments set forth in this Memorandum, with each Committee member to be appointed for a term of one (1) year through June 2023, and until his or her successor is elected or appointed.

**Buffalo Urban Development Corporation**

95 Perry Street  
Suite 404  
Buffalo, New York 14203  
phone: 716-856-6525  
fax: 716-856-6754  
web: [buffalourbandevelopment.com](http://buffalourbandevelopment.com)



**Item 4.3**

**MEMORANDUM**

**TO: Buffalo Urban Development Corporation Board of Directors**  
**FROM: Thomas Kucharski, Governance Committee Chair**  
**RE: 2022 - 2023 Election of Officers**  
**DATE: June 28, 2022**

---

At a meeting of the Governance Committee on June 23, 2022 the Committee recommended that the following Slate of Officers be appointed through June 2023:

Chairman:	Hon. Byron W. Brown
Vice Chairman:	Dennis M. Penman
President:	Brandye Merriweather
Executive Vice President	Rebecca Gandour
Secretary:	Kevin J. Zanner, Esq.
Treasurer:	Mollie Profic
Assistant Treasurer	Atiqa Abidi

**ACTION:**

I am requesting Board approval for the appointment of the Buffalo Urban Development Corporation Officers listed above for a term of one (1) year through June 2023, and until their successors have been elected or appointed.

**Buffalo Urban Development Corporation**

95 Perry Street  
Suite 404  
Buffalo, New York 14203  
phone: 716-856-6525  
fax: 716-856-6754

Buffalo Urban Development Corporation

web: [buffalourbandevelopment.com](http://buffalourbandevelopment.com)



**Item 4.4**

**MEMORANDUM**

**TO: BUDC Board of Directors**

**FROM: Antonio Parker, Project Manager**

**SUBJECT: Ralph C. Wilson, Jr. Centennial Park – GLC Grant Agreement #3**

**DATE: June 28, 2022**

---

In June 2020, the BUDC Board of Directors authorized the acceptance of a \$1,000,000 grant from the Great Lakes Commission (“GLC”) to pay engineering and design costs related to shoreline restoration at Ralph C. Wilson, Jr. Centennial Park (“Centennial Park”). GLC provided a second grant award to BUDC in the amount of \$238,000 for additional work and analysis with respect to the inlet portion of the Park, which the BUDC Board approved in July 2021.

On June 2, 2022, GLC authorized a third grant award to BUDC in the amount of \$874,783 in support of Phase 1 construction of shoreline elements at Centennial Park.

It is anticipated that the third grant agreement (“GLC Grant Agreement”) for these funds will include terms similar to those from the prior grant agreements entered into by BUDC and GLC. This includes the grant funding being subject to the federal grant requirements of the United States Department of Commerce, which will apply to BUDC in its administration of the grant as well as to each subcontractor or other entity that is paid with the funds. BUDC will pass on these federal grant obligations and funding to the City of Buffalo for construction through a separate subgrant agreement that will detail these requirements.

**ACTION:**

We are requesting that the BUDC Board of Directors: (i) approve the acceptance by BUDC of an approximately \$874,783 grant from the Great Lakes Commission in support of Phase 1 construction of shoreline elements at Ralph C. Wilson, Jr. Centennial Park; (ii) authorize BUDC to enter into a subgrant agreement with the City of Buffalo to allow BUDC to move funds to the

Hon. Byron W. Brown, Chairman of the Board • Dennis Penman, Vice Chairman • Brandye Merriweather, President  
Rebecca Gandour, Executive Vice President • Mollie Profic, Treasurer • Atiqah Abidi, Assistant Treasurer • Kevin J. Zanner, Secretary

City for the shoreline construction, and to pass through the federal grant obligations in the GLC Grant Agreement; and (iii) authorize the BUDC President or Executive Vice President to execute the GLC Grant Agreement and subgrant agreement with the City of Buffalo in order to pass through the funding and grant obligations and take such other actions as are necessary or appropriate to implement this authorization.

---

Hon. Byron W. Brown, Chairman of the Board • Dennis Penman, Vice Chairman • Brandy Merriweather, President  
Rebecca Gandour, Executive Vice President • Mollie Profic, Treasurer • Atiqa Abidi, Assistant Treasurer • Kevin J. Zanner, Secretary

**Buffalo Urban Development Corporation**

95 Perry Street  
Suite 404  
Buffalo, New York 14203  
phone: 716-856-6525  
fax: 716-856-6754

web: [buffalourbandevelopment.com](http://buffalourbandevelopment.com)



**Item 4.5**

**MEMORANDUM**

**TO: BUDC Board of Directors**

**FROM: Brandye Merriweather, President**

**SUBJECT: Buffalo’s Race For Place - Waterfront Streetscape Planning Grant**

**DATE: June 28, 2022**

---

In furtherance of the downtown development and Race for Place initiative, BUDC submitted a grant application through the NYS Consolidated Funding Application (CFA) to complete a waterfront streetscape plan. BUDC has been notified of the grant award in the amount of \$75,000 and Empire State Development (ESD) has circulated a grant agreement (the “Grant Agreement”). As a condition of receiving the funding, BUDC will be required to submit a proposed grant budget, final grant reports as well as reports on compliance for M/WBE participation to ESD.

This planning effort is being done in collaboration with the City of Buffalo. The study will provide a comprehensive streetscape plan to ensure a common vision along the inner harbor of Buffalo’s waterfront. It will ensure that public spaces and multi-modal transportation connections between existing and upcoming waterfront development projects as well as improving the connection between the Inner Harbor, Ralph C. Wilson, Jr. Centennial Park and other relevant projects. The plan will look at the importance that each recommended projects will have upon the waterfront and downtown’s overall function, appeal and marketability in order to leverage public and private investment.

**ACTION:**

I am requesting that the BUDC Board of Directors: (i) accept the \$75,000 grant award from the Empire State Development and (ii) authorize the BUDC President or Executive Vice President to execute the Grant Agreement and take such other actions as are necessary to implement this authorization.

Hon. Byron W. Brown, Chairman of the Board • Dennis Penman, Vice Chairman • Brandye Merriweather, President  
Rebecca Gandour, Executive Vice President • Mollie Profic, Treasurer • Atiqah Abidi, Assistant Treasurer • Kevin J. Zanner, Secretary