**Niagara Orleans Regional Land Improvement Corporation (NORLIC)**

**Meeting Minutes – March 14, 2019**

A meeting of the Niagara Orleans Regional Land Improvement Corporation was held at 12:00 pm on 3/14/19 at the Ferraro Center for Economic Development – 6311 Inducon Corp Drive Sanborn, NY. Those in attendance were:

**Board of Directors:**

Richard Updegrove - Chairman (Niagara Co.) Lynn Johnson (phone)-board member (Orleans)

Brian Smith - Vice Chairman (Lockport) Rob DePaolo- board member (N. Tonawanda)

Michael Casale – board member (Niagara Co.) Kyle Andrews – board member (Niagara Co) Tom DeSantis – board member (Niagara Falls)

**Officers:**

Andrea Klyczek- President (Niagara Co.)

Amy Fisk- Treasurer (Niagara Co.)

Heather Peck- Recording Secretary (Lockport)

**Others in Attendance:**

Tom Burgasser – Attorney (Niagara Co.)

Chuck Bell (Harrison Studios)

Dmitri Liadski (Niagara County IDA)

Representatives from EFPR Group, CPAs, PPLC

**Business:**

1-3. **Welcome Remarks/Roll/Introductions:**

1. **Approval of Minutes:**

* A motion to approve the minutes from the January 22, 2019 NORLIC meeting as submitted by Heather Peck was made by Mr. Casale, seconded by Mr. DePaolo. Ayes, 7. Noes, 0. Motion Passed.

1. **Designation of Directors (for one year appointments):** 
   1. Election of Chairman of Membership who shall act as Chairman of the Board of Directors. A motion to nominate Mr. Updegrove as Chairman was made by Mr. Smith, seconded by Mr. DeSantis. Ayes, 6. Noes, 0. Motion Passed.
   2. Election of Officers of the Board of Directors:

* Vice Chairman: A motion appoint Mr. Smith as Vice Chairman was made by Mr. Updegrove, seconded by Mr. DeSantis. Ayes, 7. Noes, 0. Motion Passed.
* Secretary: A motion to appoint Mr. DeSantis as Secretary was made by Mr. Smith, seconded by Mr. Updegrove. Ayes, 7. Noes, 0. Motion Passed.
  1. Election of Executive Officers:
* President: A motion to appoint Ms. Klycek as President was made by Mr. DeSantis, seconded by Mr. DePaolo. Ayes, 7. Noes, 0. Motion Passed.
* Treasurer: A motion to appoint Ms. Fisk as Treasurer was made by Mr. Updegrove, seconded by Mr. Casale. Ayes, 7. Noes, 0. Motion Passed.
  1. Appointment of Standing Committees:
* Executive Committee: A motion to appoint Mr. Updegrove, Ms. Johnson and Mr. DeSantis to the Executive Committee was made by Mr. Smith, seconded by Mr. Casale. Ayes, 7. Noes, 0. Motion Passed.
* Governance Committee: A motion to appoint Mr. DePaolo, Mr. Casale and Mr. Updegrove to the Governance Committee was made by Mr. Updegrove, seconded by Mr. Smith. Ayes, 7. Noes, 0. Motion Passed.
* Audit Committee: A motion to appoint Mr. Smith, Mr. Andrews and Mr. Casale to the Audit Committee was made by Mr. Updegrove, seconded by Mr. DePaolo. Ayes, 7. Noes, 0. Motion Passed.

1. **Presentation of the 2018 NORLIC Audit:**

* Representatives from EFPR Group, LLC presented a draft of the 2018 audit and reported that the audit was clean with no issues.

1. **Audit Recommendation:**

* Recommendation was made that the board accept the findings of the audit.
* Mr. Smith asked when closing funds were received through the sale of 250 Miller Street, North Tonawanda. Audit team will review and correct in the documents, if needed.

1. **Acceptance of 2018 NORLIC Audit:**

* A motion to accept findings of the Audit as presented (to include possible corrections raised by Mr. Smith) made by Mr. Updegrove, seconded by Mr. Casale. Ayes, 7. Noes, 0. Motion Passed.

1. **PAAA Compliance**: The following documents were presented to the board and reviewed by the Executive Director.
   1. Annual Report
   2. Budget Report
   3. Annual Investment Report
   4. Annual Board of Directors Confidential Evaluation of Performance (board members asked to sign and return to Executive Director).

* A motion to accept these documents as presented made by Mr. Smith, seconded by Mr. Casale. Ayes, 7. Noes, 0. Motion Passed.

1. **Financial Disclosure Forms:**

* Form was distributed to NORLIC members. A legal opinion will be sought as to whether NORLIC board and officers are required to sign.

1. **Attorney Appointment:**

* Mr. Updegrove shared with the board highlights from each of 3 interviews of the attorneys that responded to the NORLIC RFP to provide legal services, which included: Barclay Damon LLP, The Law Office of Stephanie Adams PLLC, and John J Ottaviano Attorney at Law.
* Mr. DeSantis asked for a list of attorneys that the RFP was sent to. Ms. Klyczek said she would provide it. She also stated that the RFP was publicly advertised.
* Members of the interviewing team which included Mr. Updegrove, Ms. Klyczek, and Mr. Burgasser recommended retaining John J Ottaviano, Attorney at Law to provide legal services. A motion to retain John J Ottaviano, Attorney at Law for legal services at a rate of $250/hour and $850/closing with no charges for travel was made by Mr. DeSantis, seconded by Mr. Smith. Ayes, 7. Noes, 0. Motion Passed.

1. **171 Niagara Street Lockport**

* Mr. Updegrove stated that the County declared this surplus property and passed title onto NORLIC at the last Legislature meeting. NORLIC and the City of Lockport can now begin to move forward with next steps on the property.

1. **Roger Avenue – Estimates for HVAC**

* Mr. DePaolo stated that the biggest issue with this property at this time is that is doesn’t have a functional heating system. He then distributed three estimates to correct these issues. Estimates were received from: Reimer Home Services, D.H. Berry Inc. and Jameson Electric Heating Air.
* After reviewing the quotes and scope of work for each, a motion to accept Option #2 from D.H. Berry for $9,800 was made by Mr. Smith, seconded by Mr. Updegrove. A motion to adjourn was made by Mr. Updegrove, seconded by Mr. Smith. Ayes, 7. Noes, 0. Motion passed.

1. **Proposed Workplan and Budget:**

* Mr. Bell from Harrison Studios distributed a NORLIC 2019 Workplan that he and the consultant team had put together. He reviewed the plan with the board, stressing that this was a fluid document and a work in progress.
* Highlights included: Initial Areas of Focus, Geographical Boundaries, Potential Properties, Potential Strategic Partners, Major Goals, etc.
* Ms. Johnson said she was looking forward to meeting with Chuck and his team on March 19th to identify long and short-term goals in Orleans County.

1. **Haseley Drive Niagara Update:**

* Ms. Fisk stated that she put together an RFP for the site and sent it to 27 firms. The land owner signed permission and proposals are due back March 26th.
* Ms. Fisk said she is looking to set up a committee to review proposals, and asked for volunteers. Mr. Smith said he would volunteer to help.

1. **Adjournment**

* A motion to adjourn was made by Mr. Smith, seconded by Mr. DeSantis. Ayes, 7. Noes, 0. Motion passed.

*Minutes respectively submitted by: Heather Peck*