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March 23rd, 2023

Dear Board Member,

The next meeting of the Board of Directors of the Central New York Regional Market Authority has been scheduled for **Tuesday, April 4th at 5:30 p.m. in the Conference Room at 2100 Park Street. ALL VOTING MEMBERS MUST ATTEND IN PERSON.**

**Enclosed for your reference are:**

Agenda for the 4/4/23 Annual Meeting of the Board of Directors  
Minutes for the 3/7/23 Quarterly Meeting of the Board of Directors  
2023 Annual Approvals

In order to conduct the meeting as efficiently as possible, I strongly encourage you to review the enclosed materials in advance of the meeting. Also, please call (315)422-8647 if you have any questions or will **NOT** be able to attend the Board of Director's meeting.

CENTRAL NEW YORK REGIONAL  
MARKET AUTHORITY

Amanda Vitale  
Executive Director

**CENTRAL NEW YORK REGIONAL MARKET AUTHORITY  
ANNUAL BOARD MEETING  
Tuesday, April 4<sup>th</sup>, 2023  
5:30 P.M.**

**ORDER OF BUSINESS**

**I. PLEDGE**

**II. APPROVAL OF AGENDA**

**III. APPROVAL OF PRIOR MINUTES: 3/7/23**

**IV. NOMINATING COMMITTEE PRESENTATION - Marty Broccoli**

**a. Slate of Officers for Approval**

**V. ANNUAL APPROVALS**

**VI. BOARD DISCUSSION**

**VII. NEXT MEETING**

**VIII. ADJOURNMENT**

*“The mission of the Authority is to provide facilities, programs, and services to promote opportunities for agriculture and commerce in Central New York.”*

**CENTRAL NEW YORK REGIONAL MARKET AUTHORITY**  
**REGULAR BOARD MEETING**  
**Tuesday, March, 2023**  
**5:00 PM**

**PRESENT:** C. Pratt, A. Emmi, L. Podsiedlik, J. Berenguer, T. Bonnofski, J. Musumeci, M. Broccoli, J.A. Delaney, G. Palmer

**ABSENT:** D. Ross, M. Mahar, R. Darratt

**OTHER IN PERSON:** A. Vitale, H. Poole, J. Lemondes (J. Lemondes left at 5:45PM)

**OTHER VIRTUAL:** T. Kerr

The meeting was called to order at 5:00 PM by Board President, Chip Pratt.

**APPROVAL OF AGENDA**

Resolved; a motion was made by L. Podsiedlik and seconded by J. Musumeci to approve the agenda. all in favor; no one opposed; no abstentions.

**APPROVAL OF PRIOR MINUTES 2/7/23**

Resolved; a motion was made by J.A. Delaney and seconded by A. Emmi to approve the prior minutes. 8 in favor; no one opposed; G. Palmer abstained.

**UPDATE FROM NY STATE FARM BUREAU LOBBY DAYS**

Am. Vitale presented her report from 2023 New York State Farm Bureau Lobby Days. Overall, the feedback and engagement from elected officials was very positive. A lot of the folks we spoke to, who do not represent the area we physically sit in, were not really aware of our existence and were generally astonished by our history, our mission, our success, and what we do. The main feedback received from members of the Assembly was that we need to get the support of Assemblyman Magnarelli in order to see the investment move forward. Am. Vitale presented that the feedback and engagement in the project and our Authority was positive. There was some additional board discussion on ways to get engagement and support from more representatives.

**Q3 QUARTERLY REPORT**

Am. Vitale presented the Q3 Quarterly Report and discussed the quarterly report, sharing that it is common to see the income and expenses unevenly distributed amongst the four quarters of a year, due to the seasons on the retail market, payment due dates, and annual payments that are made 1-2 times a year for items such as operating insurance, payroll taxes, etc. Based on this, most of

our accounts are right on point in this quarter for where we expect them to be, and where they have been in prior years. However, there were a couple exceptions, due to current operations that Am. Vitale presented. On the income end of the report, there is really only one account that really stands out and is impacting our current financials and operations. This is the Commercial Leases income account. Due to the continued state of disrepair that many of our commercial spaces are sitting in, they are unfit for rental. This is causing a great loss in this form of revenue, with an estimated loss in revenue of \$300,000.00 or more by the end of the Fiscal Year. Unfortunately, these vacancies do not reduce the expenditures in any way, because there is little in the area personnel and operating expenses that goes into operating commercial rental space. That is why revenue from commercial leases has historically been used to subsidize the operating and personnel expenses associated with opening the retail market. In expenses there were a couple more items to discuss. The first accounts brought to attention were the expense accounts for repairs to buildings and repairs to grounds. Both of these accounts show expenditures that far exceed the annual budget for the corresponding account. This is due to the large scale capital improvements that have been made and the associated expenses being reflected here. When removing those expenses from consideration, both accounts are actually sitting in a healthy position for the Fiscal Year. The remaining accounts that were highlighted included: Operating Expense, Maintenance Supplies, Legal and Professional, and Interest Expense (Loan, etc.). Operating Expenses are higher than expected for a couple reasons, the first of which was the need to replace failed token equipment that had not been replaced since the Market transitioned to the use of metal tokens. Additionally, there are large expenses in the account that reflect the cost of advertising the vacant positions in maintenance and security that have been very challenging to fill. Advertising costs for these kinds of positions have continued to get more and more expensive, and even with the escalated costs, most applicants either can not be reached to arrange an interview or do not show up to the scheduled interview. Additional expenses in the Maintenance Supplies expense account reflect the salt order for the current Winter season. Due to the amount of rust and corrosion that is happening around the market, it was recommended that we try an alternative to the rock salt we always use, in order to prolong additional damages. As a result, half of our annual salt order was an alternative to rock salt that is less corrosive, but it is significantly more expensive than the rock salt that we typically order. Expenses associated with Legal and Professional fees are higher than expected as well. This is due to fees associated with the new law firm that we have been working with, and the work they have been doing to help us to be in compliance with operating standards set forth by the ABO. Finally, the last account that was discussed was the Interest and Loan Expense account. This account shows a large negative number. This is because it reflects the deposit of the new mortgage. Removing the mortgage deposit from consideration, the expense in this account is actually \$45,400.02. Am. Vitale also presented the balance sheet and current balances in the Authority's accounts. G. Palmer questioned how the Authority would be making up for the \$300,000.00 loss in the Commercial Lease income account. There was some discussion around the issue, and AM. Vitale presented that unfortunately, there is not another source to draw additional revenue from, and since most of the expenses are incurred in operating the retail market and not incurred due to the operation of the vacant units, the any expense greater than the generated revenue would be ultimately end up being covered by funds in the Authority's savings account, contingency account, capital reserve, or line of credit.

**Resolved:** a motion was made by J.A. Delaney and seconded by J. Berenguer to accept the Q3 Quarterly Report and Balance Sheet as presented. All in favor; no one opposed; no abstentions.

## **BOARD DISCUSSION**

Board President, C. Pratt announced that Assemblyman John Lemondes was present at the meeting, and gave him the floor to speak. Assemblyman J. Lemondes, who is a current vendor at the Market, addressed the Board of Directors, expressing his long standing support and love for the Market, and his support towards their efforts to obtain funding for the Market. J. Lemondes has offered to help in any way that he could, as the Authority works to seek the necessary funding. Additionally, he offered to speak with Assemblyman Bill Magnarelli regarding the Markets' need for funding in an attempt to gain his support.

Am. Vitale discussed the current work the Market's Marketing Coordinator has been doing with obtaining letters and videos of vendors, customers, etc. expressing their support of the Market. As well as creating a new page on the website with all information pertaining to the Revitalization Project and a petition on change.org, and that Authority's Marketing Coordinator would be happy to work with any of them if they or anyone they know is interested in creating a video or written testimony about the market and importance of the project.

Am. Vitale presented the new "Attestation of Terms & Conditions of Eligibility for Vending in The Farmer Category at CNYRMA," that all farmer category vendors will be required to sign and submit to the Authority's administrative office with their crop plan for the season, in order to sign their license agreement. This will also be discussed with each vendor at the time of signing their license. Market staff will also be putting in more effort to observe vendor tables. Farm inspections will still be done as needed. It was discussed last meeting that the Governance Committee was going to be creating a policy that placed harsher penalties on any vendor in the farmer category caught "cheating." However, after digging into the beginning phases of policy development, Am. Vitale and J. Delaney (Governance Committee Chair) realized that there are a lot of deep intricacies that need to go into the policy, and that there was not sufficient time for development of a truly sound policy that covered all of the necessary bases by the time that licenses need to be signed. As a result, A. Vitale developed this attestation document as a placeholder that would hold the door open for the quality creation of the policy.

Am. Vitale presented that the Authority's lead engineer contacted her that morning to discuss a current bid he had found on the Syracuse Builders Exchange. The bid shows the CNYRMA on a current bid for the "creation of mixed use entertainment hub Regional Transportation Center NBT Bank Stadium and CNY Regional Market." This is not something Am. Vitale was aware of or approved in any way and will be looked into further.

Am. Vitale presented that the Authority's new municipality attorney has evaluated all of the Authority's policies, and has made changes and created new policies. This is a portion of the work they have been doing to review the Authority's functions and ensure that the Authority is and can

stay in compliance with the standards put in place by the ABO. As a result, the Governance Committee has thirty-four (34) policies that will need to be reviewed and instated, in addition to the other policies and matters that they are working on. The attorneys will also be reviewing the website and making any recommendations for any additional changes to improve the Authority's compliance.

Am. Vitale presented that she partnered with the Syracuse Downtown Market to apply for the Farmers Market Resilience Grant that was offered through the New York State Department of Agriculture and Markets, which would fund the return of the Mobile Market and cover the expense for two(2) employees and for the purchase of products to be sold. The grant was successful and the Mobile Market will run on Tuesdays at the Downtown Market for eighteen(18) weeks. This will hopefully open the door for use of the Mobile Market in more locations across the city and in areas with little to no access to healthy and affordable food options. This is a big thing that community partners of the Authority want to see, and this can end up being very beneficial to both the community and to the Authority.

Am. Vitale discussed a potential new tenant for two(2) of the vacant spots in the Commons building. A salon owner who is looking for a second location.

**Resolved:** a motion was made by J.A. Delaney and seconded by A. Emmi to move out of regular session and into Executive session at 6:38 PM to discuss confidential contractual information. All in favor; no one opposed; no abstentions.

**Resolved:** a motion was made by J.A. Delaney and seconded by G. Palmer to move out of executive session and into regular session at 6:42 PM. All in favor; no one opposed; no abstentions.

**Resolved:** a motion was made by T. Bonnofski and seconded by J. Beremguer to accept the lease proposal with a renewal term of one(1) year as presented. all in favor; no one opposed; no one abstained.

## **NEXT MEETING(S)**

The next meeting of the Board of Directors will be on Tuesday, April 4, 2023 at 5:30 PM in the conference room on the second floor of the Administration Building at 2100 Park Street.

The Nominating Committee will meet on Tuesday, April 4, 2023 at 5:00 PM in the conference room on the second floor of the Administration Building.

## **ADJOURNMENT**

Resolved; a motion was made by J. Musumeci and seconded by M Broccoli, to adjourn at 6:50 PM. All in favor, no one opposed; no abstentions.

## 2023 Annual Approvals:

Resolved; a motion was made by \_\_\_\_\_ and seconded by \_\_\_\_\_ to approve **Hancock & Estabrook** as the representing legal firm for the Authority with **Janet Callahan** acting as lead counsel. \_\_\_ in favor; \_\_\_ opposed; \_\_\_ abstentions.

Resolved; a motion was made by \_\_\_\_\_ and seconded by \_\_\_\_\_ to approve **Harris Beach** as a secondary representing legal firm for the Authority with **Justin Miller** acting as lead counsel. \_\_\_ in favor; \_\_\_ opposed; \_\_\_ abstentions.

Resolved; a motion was made by \_\_\_\_\_ and seconded \_\_\_\_\_ to approve **C&S Engineers** as engineers of record with **Mark Chambers** as primary contact person \_\_\_ in favor; \_\_\_ opposed; \_\_\_ abstentions.

Resolved; a motion was made by \_\_\_\_\_ and seconded by \_\_\_\_\_ to approve **Dermond, Burke, and Brown** as Auditors for the 2020-21 Audit. \_\_\_ in favor; \_\_\_ opposed; \_\_\_ abstentions.

Resolved; a motion was made by \_\_\_\_\_ and seconded by \_\_\_\_\_ to approve the **Post Standard** as the official paper for legal announcements. \_\_\_ in favor; \_\_\_ opposed; \_\_\_ abstentions.

Resolved; a motion was made by \_\_\_\_\_ and seconded by \_\_\_\_\_ to approve **Richard Walker** as the Risk Manager for the Authority. \_\_\_ in favor; \_\_\_ opposed \_\_\_ abstentions.

Resolved; a motion was made by \_\_\_\_\_ and seconded by \_\_\_\_\_ to approve the official copy fee for F.O.I.L. requests to be **\$1.00** per page. \_\_\_ in favor; \_\_\_ opposed; \_\_\_ abstentions.

Resolved; a motion was made by \_\_\_\_\_ and seconded by \_\_\_\_\_ to approve **M&T Bank and Solvay Bank** as approved banking locations. \_\_\_ in favor; \_\_\_ opposed; \_\_\_ abstentions.