

**CENTRAL NEW YORK REGIONAL MARKET AUTHORITY**  
**ANNUAL BOARD MEETING**  
**Tuesday, April 12, 2022**  
**6:30 PM**

**PRESENT:** C. Pratt, A. Emmi, J. Berenguer, J.A. Delaney, M. Mahar, R. Daratt

**ZOOM:** G. Palmer, M. Broccoli

**ABSENT:** T. Kerr, M. Thurston, M.E. Chesbro, D. Ross, J. Musumeci

**OTHER IN PERSON:** B. Vitale, A. Vitale

The meeting was called to order at: 6:37 PM by Board President, Chip Pratt.

**APPROVAL OF AGENDA:**

Resolved; a motion was made by: J.A. Delaney, and seconded by A. Emmi to approve the agenda. All in favor; no one opposed; no abstentions.

**APPROVAL OF PRIOR MINUTES 2/8/2022:**

Resolved; a motion was made by: J.A. Delaney and seconded by A. Emmi to approve the prior minutes. all in favor; no one opposed; no abstentions.

**SECOND AND THIRD QUARTERLY REPORTS:**

Am. Vitale presented that, looking at the income reports for both quarters, everything seems to be right on point with average historic totals. Notably, as is the case every year, the income and expenses are not evenly distributed throughout the four quarters. When discussing income, the majority of the income is brought in during the first quarter of the fiscal year. So you will see a lot of accounts very low in the second and third quarters, this is normal. Also, there has been a recent shift, in vendors becoming licensed rather than daily, so this shift is reflected in these numbers as well. A couple other notable items, the commercial lease income is up in both the second and third quarters because we were able to rent out the entire new building in the first year. Also, there is a typo on the third quarter report. We actually brought in \$35,724.00 in promotional leases in the third

quarter (from the parking rental to the electric company), for a total income of \$468,232.00 in the third quarter. When looking at the expense reports for both quarters, we are in the same boat with uneven distribution always being the case, but most items being right on par with historic figures. Some notable areas to look at are payroll expenses, and the expenses associated with the health and dental plans. These are higher than normal for two reasons. The first being that the state of the current market has driven these rates up, and they continue to increase. The second being that we have been rebuilding our staff this year, and in turn have more employees on the plans. There are also some capital improvements that I have added into these totals, just so they are in the report for everyone to see, but they are not actually part of the budget. These items are the replacement of the boiler and HVAC systems in the admin. Building that failed last year, the repairs made to the brickwork on the first corner of the administration building, and the installation of the sidewalk in front of regional fresh poultry. The other account that is high is the interest and loan expense, which reflects the mortgage on the new building.

Resolved; a motion was made by A. Emmi and seconded by J.A. Delaney to approve the quarterly reports with the addition of the promotional lease income in the third quarter. All in favor; no one opposed; no abstentions.

#### **PRESENTATION ON NAPMM CONFERENCE - NOLA**

J. Berenguer, C. Pratt, and A. Vitale addressed the Board of Directors about their experience at the NAPMM conference in New Orleans the past month. In general, it was discussed that it was a very positive experience to finally get back face to face with management from other markets across the country. It was very valuable to discuss areas where different markets have thrived and struggled throughout the very challenging past couple years, and to find out how (both similarly and differently) management at other markets handled similar issues to what we have faced. Two big takeaways were how our unique governance structure creates very unique challenges for our market, and how it is a growing trend across the country that green markets are beginning to fade away and being replaced by food halls. In addition, B. Vitale made note that the management team from the Toronto Food Terminal Market are looking to come to Syracuse this May or June to visit our market, and have voiced interest in putting together a wholesale market summit that they would like us to participate in.

#### **SLATE OF OFFICERS:**

M. Broccoli presented that the Nominating Committee met, and shared the proposed slate of officers.

Resolved; a motion was made by J.A. Delaney and seconded by M. Mahar to approve proposed slate of officers as follows:

President - Chip Pratt  
1st Vice President - Anthony Emmi  
2nd Vice President - Jose Berenguer  
Treasurer - Randall Daratt  
Secretary - Maria Mahar

All in favor; no one opposed; no abstentions.

#### **AUTHORIZED CHECK SIGNERS:**

Resolved; a motion was made by J. Berenguer and seconded by M. Mahar to approve the following individuals as authorized signers on the CNY Regional Market Authority's checking account:

Amanda Vitale - Executive Director  
Randall Daratt - Treasurer  
Anthony Emmi - 1st Vice President  
Jose Berenguer - 2nd Vice President

All in favor; no one opposed; no abstentions.

It was discussed that the Ag. and Markets representative would be added to the Executive Committee as per the bylaws, that the board must refer to the 2011 bylaws to get the right number of people per committee, and that while appointing new board members and committee members to add an affirmative action officer, and an ethics officer at the next meeting.

#### **2022 ANNUAL APPROVALS:**

Resolved; a motion was made by J.A. Delaney and seconded by A. Emmi to approve Hancock & Estabrook as the representing legal firm for the Authority with Janet Callahan acting as lead counsel. All in favor; no one opposed; no abstentions.

Resolved; a motion was made by A. Emmi and seconded M. Mahar to approve C&S Engineers as engineers of record with Mark Chambers as primary contact person. All in favor; no one opposed; no abstentions.

Resolved; a motion was made by J.A. Delaney and seconded by A. Emmi to approve Dermondy, Burke, and Brown as Auditors for the 2022-23 Audit. All in favor; no one opposed; no abstentions.

Resolved; a motion was made by A. Emmi and seconded by R. Daratt to approve the Post Standard as the official paper for legal announcements. All in favor; no one opposed; no abstentions.

Resolved; a motion was made by J.A. Delaney and seconded by J. Berenguer to approve Richard Walker as the Risk Manager for the Authority. All in favor; no one opposed; no abstentions.

Resolved; a motion was made by M. Mahar and seconded by J.A. Delaney to approve the official copy fee for F.O.I.L. requests to be \$1.00 per page. All in favor; no one opposed; no abstentions.

Resolved; a motion was made by J.A. Delaney and seconded by A. Emmi to approve M&T Bank and Solvay Bank as approved banking locations. All in favor; no one opposed; no abstentions.

## **BOARD DISCUSSION::**

### **M&T Bank - ADA Accessibility & HVAC**

Am. Vitale presented to the Board of Directors that M&T Bank was looking to update the HVAC in their offices per the agreement in their lease, that they could upgrade the system as long as they also rebalanced our system for the additional areas that are handled by the

unit, and that the Market would pay up to \$25,000.00 worth of the work, given the approval of the project by the engineers for the Authority.

Am. Vitale additionally presented that M&T Bank was looking to do some work to their handicap entrance where the sidewalk has settled away from the granite slab at their entry door. They had originally proposed reworking the granite slab, but that was advised against by the Authority's lead engineer. The Bank is proposing instead, to pour new slabs leading up to the granite slab, which was acceptable to the Authority's engineer.

Resolved; a motion was made by J. Berenguer and seconded by J.A. Delaney to approve M&T Bank to make the approved alterations to the concrete sidewalk leading to their handicap accessible door. All in favor; no one opposed; no abstentions.

Resolved; a motion was made by J.A. Delaney and seconded by A. Emmi to approve M&T Bank to make alterations to the HVAC, pending the approval of the project by the Authority's engineers. All in favor; no one opposed; no abstentions.

### **City of Syracuse - Street Lights**

Am. Vitale presented to the Board of Directors that the City of Syracuse was looking to install street lights on the back side of the market, along Tex Simone Drive. This would be at their expense, but they would need the Market to agree to an easement in order for them to do the installation since it is on the Authority's property.

Resolved; a motion was made by J. Berenguer and seconded by A. Emmi to grant an easement to the City of Syracuse for the installation of street lights along Tex Simone Drive, with the agreement that the market would assume no liability or financial burden as a result of the project. All in favor; no one opposed; no abstentions.

### **Tax Update**

Am. Vitale updated the Board of Directors on the taxes that were wrongly assessed to the Authority and paid by the Authority on the new building that was recently purchased by the Authority. Am. Vitale updated the Board of Directors that it was determined that taxes

should not have been assessed on the property, but it is unclear if the Authority will receive a refund or credit for the taxes that were wrongly assessed and paid.

### **Vendor Issue**

Am. Vitale mentioned that there was a vendor complaint addressed to the Board of Directors that A. Vitale shared with the President and Vice President of the Authority. It was agreed that they did not wish to discuss the complaint at this time.

### **Available Space Update**

Am. Vitale presented to the Board of Directors that the Authority has received several inquiries about the available spaces. At this time, interested parties have been sent information about costs and such, and received walkthroughs if requested. The staff has requested letters of intent from any interested parties and are waiting on those. Additionally, the Syracuse City School District has voiced interest in renting the remaining portion of the new building on Hiawatha Blvd. If the staff does not receive any acceptable offers on the remaining available spaces, they may explore the option of working with a realtor on the space. Additionally, A. Vitale informed the Board of Directors that many of the spaces need some major repairs, including roof and skylight repairs in the commons, repairs to the underslab sewage line in the commons, and roof repairs to the new warehouse. Because of this, A. Vitale has been working with the engineering firm to put together some bid specs and estimates for the work, and with Farm Credit East to secure a line of credit using the portion of the collateral available with the progress paid down on the F-Shed mortgage. This line of credit is what will be proposed to use to pay for the necessary repairs to the rental space.

### **Other**

Am. Vitale informed the board of directors that the attorney representing Buda's Meats and Produce has contacted the attorney for the Authority, requesting that the Authority return the security deposit and token check to their client. Am. Vitale is working with the attorney for the Authority and with the engineering firm to develop an expense log for the unpaid rent and damages. If any money is owed after figuring repairs to damages and back rent, that will be returned. The attorney will liaise all communication.

Am. Vitale informed the board of directors that she has been sitting on a committee for waterfront revitalization in the area. We are not being promised any funding, but a recent meeting discussed ideas of a “market district” encompassing the ballpark, market, and surrounding area. This has the potential to play into some of the plans that have been discussed in the strategic planning for the Authority.

**NEXT MEETING:**

The next meeting of the Board of Directors will be on June 14th, 2022 at 6:00 PM.

**ADJOURNMENT:**

Resolved; a motion was made by J. Berenguer and seconded by G. Palmer to adjourn at 8:23 P.M. All in favor; no one opposed; no abstentions.