

**CENTRAL NEW YORK REGIONAL MARKET AUTHORITY
REGULAR BOARD MEETING**

Tuesday, August 1, 2023

5:30 PM

PRESENT: J.A. Delaney, A. Emmi, J. Berenguer, R. Daratt, T. Bonnofski, M. Broccoli, M. Mahar, T. Kerr, J. Musumeci

ZOOM: None

ABSENT: G. Palmer, C. Pratt

OTHER IN PERSON: Amanda Vitale, Logan Lickfield, and Richard Lickfield

OTHER ZOOM: Heidi Poole

The meeting was called to order at 5:36 PM by Board President, Anthony Emmi.

APPROVAL OF AGENDA:

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

APPROVAL OF PRIOR MINUTES 6/6/2023

Resolved; a motion was made by M. Broccoli, and seconded by T. Kerr to approve the prior minutes. 7 in favor; no one opposed; M. Mahar and J.A. Delaney abstained.

BOARD DISCUSSION

ATM Proposal

Logan and Rich Lickfield, current Market vendors, presented the potential of bringing ATM machines onto the Market. Currently there are only two(2) ATM's at the Market, located at M&T Bank and The Market Diner. These machines would be covered through the vendors insurance, and the vendor would be responsible for all care and maintenance of the machines as well as providing their own security while handling the cash. The Market's Facilities Manager will be consulted regarding how they will be fastened to the ground and placement of

the machines. Am. Vitale will consult with the Market's attorney on making a specialized commercial license and vendor category definition. There will also be a new policy in the rule book that outlines ATM machines on the Market.

Resolved; a motion was made by T. Kerr to permit Authority management to move forward with working with the tenant on a specialized commercial license and vendor category definition, to enter into a license agreement for the use of ATM services at the commercial license rate, and seconded by J.A. Delaney. All in favor, no one opposed, no abstentions.

Executive Committee (or remote resolution)

Am. Vitale presented that it has become challenging month after month to ensure a quorum at meetings of the Board of Directors. This is presenting the Authority with significant challenges in handling time sensitive circumstances and information. As a result, it has been recommended by the Board President, Athony Emmi, that the Board consider authorizing the Executive Committee to act in the case of time sensitive matters when a quorum of the Board of Directors cannot be met. Previously, a concern of members of the Board of Directors, was that such a small number of Directors could authorize a decision for the entire Board of Directors. In order to mitigate this concern, It was recommend that this authority be provided ONLY when a Regular, Quarterly, or Emergency Meeting of the Board of Directors has been officially called but there is not a quorum available to attend the scheduled meeting.

Resolved; a motion was made by R. Daratt, and seconded by T. Kerr to provide authority to the Executive Committee to act on behalf of the Board of Directors in order to make time sensitive decisions. This authority is granted only in situations in which a Regular, Quarterly, or Emergency Meeting of the Board of Directors has been officially called but there is not a quorum available to attend the scheduled meeting. All in favor; no one opposed; no abstentions.

Re-Appointment of At-Large Member

Resolved; a motion was made by J. Berenguer, and seconded by R. Daratt to appoint John Musumeci as At-Large Member on the Board of Directors. 8 in favor; no one opposed; J. Musumeci abstained.

Resolved; a motion was made by R. Daratt, and seconded by J. Berenguer to appoint John Musumeci to the Nominating and Personnel Committee for the Board of Directors. 8 in favor; no one opposed; J. Musumeci abstained.

Phase One Project Proposal

Am. Vitale presented the Board of Directors with the newly created Phase One Project Proposal, and reviewed the proposal with the members. After some discussion, it was decided that the Hiawatha Warehouse be moved to be the first item on the list as a priority, and that additional agriculture impacts be added to the impact section of the proposal.

Resolved; a motion was made by J.A. Delaney, and seconded by J. Musumeci to adopt the proposal as presented with the changes requested and updating the full plan and strategic plan accordingly. All in favor; no one opposed; no abstentions.

Revised Standard Work Day Resolution

Am. Vitale presented that the Board of Directors had approved the presented Standard Work Day Resolution for the New York State Retirement System. However, upon presenting that resolution to the auditor, A. Vitale was notified that they did not want the resolution to be specific to each position's work day, but rather based on a 40 hour pay week in which each employee worked 5 days. That being the case, the resolution has been changed to set the standard work day to 8 hours for all positions.

Resolved; a motion was made by M. Broccoli, and seconded by M. Mahar to approve the amended standard work day resolution as presented. All in favor; no one opposed; no one abstentions.

Part Time Sick Time Earnings

Am. Vitale presented to the Board of Directors that NYS entitles all part time employees to earn one paid sick hour for every 30 hours that they work. The Authority employees are currently earning 3.33 hrs per month flat. Since that began, it has been noticed that seasonal employees who work inconsistent schedules will work only a shift or two some months, which makes earnings unfair. A. Vitale recommended that the Board of Directors pass a resolution to

change earnings to: 1.25 hours earned per 30 hours worked. This works out to be the same 3.33 hours that the Authority is currently offering for twenty (20) hour a week employees, which is what these earnings were originally based off of. Earning in this manner will be more fair across the board for the part time employees of the Authority.

Resolved: a motion was made by M. Broccoli, and seconded by T. Bonoffski to change sick time earnings to: 1.25 hours earned per 30 hours worked for all part time Authority employees. All in favor; no one opposed; no one abstentions.

Enacting Legislation

Am. Vitale presented to the Board of Directors that it was brought to her attention that the changes proposed by Assemblyman Magnarelli to the Authority's enacting legislation, have been cosponsored in the Senate by Senator May. Board President, A. Emmi, has already reached out to Senator May's office to discuss the matter. After seeking assistance with both current law firms that the Authority works with, they were unable to assist with the matter. M. Broccoli recommended that A. Vitale contact Jason Centolella with Centolella Law to request support on the matter, as well as possible guidance with the New York State Comptroller's Office Audit. Jason is willing to assist on the matters. The rate will be \$325.00/hr for a partner and \$225.00/hr for an associate. Additionally, they will not require a retainer. This cost is directly in between the costs of Harris Beach and Hancock and Estabrook. The Board of Directors agrees that it is a good idea for Am. Vitale to contact Jason Centolella.

August 3rd Political and Press Tour

Am. Vitale presented to the Board of Directors that there is a scheduled tour and press conference scheduled for this coming Thursday, August 3rd. It is open to all political leaders, members of the press, and community partners. The event is being cosponsored by SOFSA, the Onondaga County Farm Bureau, and Onondaga Grown. This event is taking place for the purpose of bringing attention to the financial and infrastructure needs of the Authority. There will be several speeches, a tour of the Market and a question and answer session at the end. The attendees will also be provided with a pamphlet of information about the financial and infrastructure needs of the Market.

Retail Space Proposals

Am. Vitale presented to the Board of Directors that there has been a bit of unofficial negotiation taking place for Retail Unit B, and that there is also an additional tenant interested in retail space on the market.

Resolved: a motion was made by J.A. Delaney, and seconded by T. Kerr to go out of regular session and into executive session for the discussion of lease negotiations. All in favor; no one opposed; no one abstentions.

Resolved: a motion was made by M. Broccoli, and seconded by T. Kerr to go out of executive session and into regular session. All in favor; no one opposed; no one abstentions.

Administration Building Roof Bid Project

Am. Vitale presented to the Board of Directors that the bid specs for the project have been completed and received. Once A. Vitale meets with the architect to review and approve the specs, this project will go out for public bid.

Update on NYS Comptroller's Office Audit and DB&B Audit

Am. Vitale presented to the Board of Directors that the DB&B Audit is still in process. This is taking longer than normal this year, due to the new GASB87 requirements. The auditors were not able to tell us exactly how much longer this will take.

The scope of the NYS Comptroller's Office audit has been determined, and the audit is just now actually beginning. The scope of the audit is as follows: "To determine whether the Central New York Regional Market Authority Board of Directors (Board) and officials effectively managed the Authority's financial condition and planned for future capital and operational needs." The time frame that they will be auditing is April 1, 2019 through whatever date they complete their investigative field work.

Am. Vitale presented that the areas they will be investigating include: the Authority's budgeting process, multiyear capital and financial plans, financial results for each year ending 2020 – 2023, the current 2023-24 budget, the 2020 warehouse purchase, payroll increases, financial reports submitted to the board, the capital reserve, and budget impact from recent loans.

In addition to the continued audit process, there are also additional policies and procedures that management has been asked to create in coordination with the Board of Directors. Am. Vitale stated that she would be coordinating with the Governance and Finance Committees for the additional policies and procedures. Once the committees are able to review them, they will be brought to the Board of Directors for approval.

Am. Vitale presented that there were two additional comments from the auditor that the Board of Directors would need to determine how best to proceed with. There is one computer in the office that is not an Apple product. It is used only for our accounting software and for the creation and submission of our monthly retirement reports. The Authority does not currently pay for virus protection on the computer, as all of the information contained on the computer is regularly backed up monthly (at the minimum), and is all documented in other areas. As such, the information could be easily recovered and restored in case of an emergency. Additionally, Am. Vitale does not believe that the computer is at much risk of acquiring a virus, as the only website accessed on the computer is that of the NYS Retirement System. The Board of Directors must determine if the Authority should pay the additional expense for virus protection on that computer. After some discussion, the Board of Directors believes the virus protection should be purchased for the computer.

Additionally, the auditor stated that Lupini cannot be a sole source provider, regardless of why the decision was made. Regardless of their area of specialty or experience, any contractor could complete brick work. As such it was stated that the Authority must breach the contract and immediately stop work with them. We have already agreed to a \$100,000.00 repair project for this coming Fall, restoring an upper portion of the Administration building where bricks are visibly starting to pull away from the building (creating a looming safety hazard). Breaching contract and postponing this work will create legal risk for the Authority associated with the breach of contract, and increase the safety hazard. After some discussion, the Board of Directors determined that it is an emergency situation to repair that portion of the building, as the risk associated with the brick fully pulling away from an upper story of the building is significant and must be repaired as soon as possible. For this reason, it was determined that the current project should proceed, and the Board of Directors can revisit the issue prior to engaging in further work.

NAPMM Nashville Conference

Am. Vitale announced to the Board of Directors that NAPMM will be hosting their annual conference in Nashville, TN this November. The conference will take place November 13-17. The Board expressed concerns with spending a substantial amount of money on travel, even though there is a line item in the budget for it, while asking for financial assistance for the Market due to the public's perception. The Board discussed covering expenses for only essential staff, and others who want to attend would be required to fund their own expenses.

Resolved; a motion was made by T. Bonoffski, and seconded by J.A. Delaney to approve travel for four (4) members of the staff to attend the conference. All in favor; no one opposed; no one abstentions.

513 Hiawatha Blvd. Update

Am. Vitale announced to the Board of Directors that there was an unfortunate issue of breaking and entering and vandalism that occurred in our warehouse as it was being prepared for a tenant. As a result, there is an open insurance claim on the damages, and the space cannot be rented until repairs are made.

NEXT MEETING

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

The Governance Committee has scheduled a meeting for August 29th, 2023 at 5:30 PM in the conference room on the second floor of the Administration Building at 2100 Park Street.

ADJOURNMENT

Resolved: a motion was made by J. Berenguer and seconded by T. Kerr to adjourn at 8:32PM. All in favor; no one opposed; no abstentions.