

CHEEKTOWAGA ECONOMIC DEVELOPMENT CORPORATION

Annual Board of Directors Meeting
April 25, 2024 - 6:00 p.m.
Cheektowaga Chamber of Commerce
4455 Genesee St Suite 522, Cheektowaga, NY 14225
Cheektowaga, New York 14225

Board of Directors

Attending

Kristina Groff, President
Richard Willis, Secretary
Paul Gilden
Jason Mackiewicz
Ethan Ruot
David Tytko

Excused: James Antkowiak, Robert Lowery and Denis Serugendo

Resource Personnel and Guests in Attendance

Rachel Straker, Cheektowaga Director of Community Development
Michael Thomas, The Harrison Studio, H. Sicherman & Company
Amy Vigneron, Cohen & Lombardo (via zoom video)
Richard Coburn
Jerome Gabryszak, CEDC Community Development Aide

The meeting was called to order at 5:55 p.m. It was noted that a quorum was present.

Approval of Minutes

The minutes were provided to the Board prior to the meeting. There were no corrections or modifications suggested.

Motion by: Paul Gilden
Seconded by: David Tytko
Motion: To approve the minutes as presented.
Vote: Ayes 6; Nays 0; Abstentions 0.

Financial Report:

Jerry Gabryszak gave a brief overview of the financial report for the quarterly period ending March 31, 2024. The report was provided to the Board of Directors prior to the meeting,

Motion by: Richard Willis
Seconded by: Jason Mackiewicz
Motion: To accept the quarterly financial report as presented.
Vote: Ayes 6 Nays 0 Abstain 0

Appointment of New Director

Moved by: Kristina Groff
Seconded by: Richard Willis
Motion: To appoint Derik Kane to a three-year term on the Board of Directors.
Vote: Ayes 6; Nays 0; Abstentions 0.

Appointment of Directors

Moved by: David Tytko

Seconded by: Paul Gilden

Motion: To appoint Jason Mackiewicz, Ethan Ruot and Richard Willis to a three-year term on the Board of Directors.

Vote: Ayes 6 ; Nays 0 ; Abstentions 0 .

President's Announcement

Kristina announced that she has accepted a position with the Niagara Frontier Transportation Authority as Manager of Customer Expansion and Community Engagement. Kristina stated that she will continue to work with the Chamber of Commerce during a transition period while the Chamber conducts a search for a new Director; however, she will continue her membership and stay actively involved with the Cheektowaga Economic Development Corporation. When Kristina does resign her position with the Chamber, she will need to be reappointed to the Board of Directors since her current position as a Board member is based on her status as President of the Chamber of Commerce. The new Chamber President will then need to be confirmed as a member of the Board of Director of the Corporation. Congratulations were extended to Kristina on her new position with the NFTA.

Election of Officers

President

Richard nominated Kristina Groff for the office President.

Motion: Richard Willis

Second: Paul Gilden

Motion: To elect Kristina Groff as President for the ensuing term.

Vote: Ayes 6; Nays 0; Abstentions 0.

Vice-President

Kristina nominated Robert Lowery for the office of Vice-President.

Motion: Kristina Groff

Second: Richard Willis

Motion: To elect Robert Lowery as Vice-President for the ensuing term.

Vote: Ayes 6; Nays 0; Abstentions 0.

Treasurer

Since no nominations were made for the office of Treasurer, the election of Treasurer is postponed.

Secretary

Kristina nominated Richard Willis for the office of Secretary.

Motion: Paul Gilden

Second: Jason Mackiewicz

Motion: To elect Richard Willis as Vice-President for the ensuing term.

Vote: Ayes 6; Nays 0; Abstentions 0.

Appointment of Executive Committee

Motion by: David Tytko
Seconded by: Ethan Ruot
Motion: To appoint the Officers of the Corporation to the Executive Committee.
Vote: Ayes 6 Nays 0 Abstain 0

Designation of Committees and Authorization to Appoint Committee Members

Motion by: Richard Willis
Seconded by: Paul Gilden
Motion: To designate the following committees and authorize the President to appoint Directors to said committees: Budget/Finance, Governance, Loan Review, Marketing and Audit.
Vote: Ayes 6 Nays 0 Abstain 0

Subrecipient Agreement with Town of Cheektowaga

Kristina stated the Corporation is required to execute a subrecipient agreement with the Town of Cheektowaga for continued utilization of Community Development Block Grant program income funds received by the Corporation.

Motion by: Richard Willis
Seconded by: Ethan Ruot
Motion: The President is hereby authorized to execute a Subrecipient Agreement with the Town of Cheektowaga for continued use of Community Development Block Grant revolving loan program income funds for the 2024 Program year.
Vote: Ayes 6 Nays 0 Abstain 0

Review and Adoption of Mission Statement and Investment Guidelines

Following a review of the mission statement, a discussion ensued about investment guidelines, specifically regarding investing all the Corporation's funds in interest accounts. It was suggested that options for investing funds be investigated with recommendations to be discussed at the next meeting. Following discussion, the following motion was made:

Motion by: Richard Willis
Seconded by: Paul Gilden
Motion: To adopt the Mission Statement and Investment Guidelines as presented.
Vote: Ayes 6 Nays 0 Abstain 0

Governance Committee

Adoption of Record Retention Policy

Rachel Straker reported that the minimum retention periods are dictated by New York State. Longer retention periods can be adopted by the Board. The official CEDC records are paper copies, which are stored in a controlled environment at the Town Records Center. Records are destroyed at the end of the

retention period. After a brief discussion, the following motion was made.

Motion by: Richard Willis
Seconded by: Jason Mackiewicz
Motion: To adopt the Record Retention Policy as presented.
Vote: Ayes 6 Nays 0 Abstain 0

Adoption of Sexual Harassment Policy

Rachel Straker gave an overview of the Sexual Harassment Policy which is required by New York State. After a brief discussion, the following motion was made:

Motion by: Paul Gildea
Seconded by: Ethan Ruot
Motion: To adopt the Sexual Harassment Policy as presented.
Vote: Ayes 6 Nays 0 Abstain 0

Audit Committee

Report and Recommendation

The Audit Committee received and reviewed the proposal for audit services submitted by EFPR Group, CPAs and deferred discussion of the proposal under Professional Service Contracts.

Status Reports - Prospective Loans – M. Thomas, The Harrison Studio

ADK Green Living

ADK Green Living is a start-up that constructs prefabricated eco-friendly “green” houses and other structures. The company, located in the Eggert and Sugar Roads area, is pursuing bank financing and staying in contact with Mike Thomas. Mike will follow up with the company to monitor their progress.

Junk King

The company will be asked to submit 2023 financials and an interim statement through June 2024 in order to better evaluate the company’s performance. At that time, a loan can be considered for the acquisition of one truck which would account for 3 new jobs.

Review of Existing Loans and Payment Status – Jerry/Rachel, Town of Cheektowaga

It was reported that Hanzlian Sausage Company was current on their payments as of October 2023. The November 2023 payment was made in March 2024, leaving five past-due payments. The two Gordon Company loans were current as of March 2024. The April 2024 payment has not yet been received.

(7:00 p.m., Jason Mackiewicz left the meeting).

Legal Update – A. Vigneron, Cohen & Lombardo P.C.

Amy reported that all the UCC filings are up to date. No other report at this time.

(Michael Thomas and Amy Vigneron left the room.)

Professional Service Contracts

Bookkeeper: Kloc & Company, Certified Public Accountants

2560 Walden Avenue
Suite 105
Cheektowaga, New York 14225

Motion by: Kristina Groff

Seconded by: Paul Gildea

Motion: To retain the services of Kloc & Company for bookkeeping services for the fee of \$3,000.00 for the period of April 1, 2024 to March 31, 2025 pursuant to the proposal dated April 24, 2024.

Vote: Ayes 6 Nays 0 Abstain 0

Auditor: EFPR Group, CPAs

6390 Main Street, Suite 200
Williamsville, New York 14221

Motion by: Kristina Groff

Seconded by: Richard Willis

Motion: To retain the services of the EFPR Group, CPAs for the fee of \$7,800.00 pursuant to the proposal dated February 16, 2024, submitted by EFPR Group, CPAs for the audit and related services for the 2023-24 fiscal year. Additionally, new proposals are to be solicited for audit services for the 2024-25 fiscal year.

Vote: Ayes 6 Nays 0 Abstain 0

Financial Loan

Consultant: H. Sichertman & Company Inc., dba The Harrison Studio

Motion by: Kristina Groff

Seconded by: Paul Gildea

Motion: To renew the current contract with H. Sichertman & Company, Inc. for a one-year period for the 2024-25 fiscal year at the rates of reimbursement stated in the consultant's proposal dated April 25, 2024, and as stated above at the same terms and conditions of the agreement dated May 1, 2017, with a cap of \$10,000 and with the stipulation requiring said consultant to notify the President of the Cheektowaga Economic Development Corporation when the company's invoices reach ninety percent (90%) of the contract amount.

Vote: Ayes 6 Nays 0 Abstain 0

Legal Counsel: Cohen & Lombardo P.C., Attorneys at Law

343 Elmwood Avenue
Buffalo, New York 14222

Motion by: Kristina Groff

Seconded by: Paul Gilden

Motion: To extend the current contract with Cohen & Lombardo, P.C., pursuant to a proposal dated May 16, 2023 for the period of June 1, 2023 to May 31, 2024 at the terms and conditions contained in the original agreement dated September 20, 2017 and extended on May 18, 2022 at the following hourly rates: \$250.00 for Amy Vigneron, \$200 for associates, \$100 for paralegals and \$65 for law clerks. The contract fee is capped at \$10,000.00.

Vote: Ayes 6 Nays 0 Abstain 0

CEDC Organizational Future & Strategic Planning

The Harrison Studio, in its proposal, has offered to provide Strategic Planning services to assist the CEDC Board with capacity building, capitalization and board development and identify Board and community priorities and develop a roadmap for implementing programming to push the priorities forward. This proposal will be the topic of discussion at a future meeting.

Adjourn

Motion by: Kristina Groff

Seconded by: Richard Willis

Motion: To adjourn the Board of Directors meeting.

The meeting was adjourned at 7:51 p.m.



Signature of Secretary