

**Griffiss Local Development Corporation
Board of Directors Meeting Minutes
584 Phoenix Drive, Rome NY 13441
March 25, 2021 - 4:00 p.m.**

Members Present: Franca Armstrong, Elis Delia, Debra Grogan, Mike Manuel, Frank Vetrone, Evan DeGennaro, Jim Cusack, Kevin Martin, Chad Lawrence, Eric Pietrowski

Others Present: Mike Callan, Jennifer Waters, Steve DiMeo, Shawna Papale, Maureen Carney, Bill VanShufflin, Peter Zawko, Tim Fitzgerald, Courtney Pearsall

Mr. Delia called the meeting to order at 4:01 p.m.

Upon a motion by Mr. Vetrone, and seconded by Ms. Grogan, the board unanimously approved the minutes from the February 18th Board meeting. The minutes from the Executive Committee will need to be approved at the next Executive Committee Meeting.

Financials:

Ms. Carney presented the interim monthly financial statements. She noted that debt has been reduced by \$1.3 million. The expenses and revenues are within the budget for February.

Committee Reports:

Audit Committee – the Audit Committee met and reviewed the draft audit of GLDC, Cardinal Griffiss Realty and 99 Otis Street with the auditors D’Arcangelo & Co. Courtney Pearsall from D’Arcangelo presented the findings to the board. She stated that there were no new policies that had to be adopted or implemented and there were no difficulties in conducting the audit. She noted that the audit was conducted primarily remote and thanked Maureen and the staff for a seamless experience. There were no disagreements with management, no internal control issues or matters to raise to the board. **Upon a motion by Mr. Vetrone, and seconded by Mr. Lawrence, the board unanimously approved the 2020 Consolidated Audit for GLDC, Cardinal Griffiss Realty and 99 Otis Street.**

Finance Committee – Finance Committee met to discuss the debt consolidation proposal recommend by staff.

New Business:

Mr. DiMeo presented the board with a GLDC debt consolidation and borrowing proposal. GLDC issued an RFP to several banks requesting term sheets on proposed refinancing and additional borrowing to support GLDC capital projects. The proposed debt consolidation and new financing option takes advantage of lower interest rates, and consolidated debt structure only encumbers the Cardinal Griffiss Realty LLC (ais building) and B-778 (Alion) and frees up all other GLDC owned buildings from being mortgaged.

Proposal will result in following loans through refinancing:

Loan 1: Refinanced GLDC Debt (4/1/21 loan balance): \$ 1,963,537.97

Loan 2: Refinanced-Consolidated CGR Debt (4/1/21 loan balance): \$ 2,726,588.02

Total Loan 1 & 2:

\$ 4,690,125.99

Proposal will not refinance debt that GLDC has with M&T (Sovena USA, MORECO (Sovena USA), NBT (B240 Redevelopment), MVEDD Cares Act, First Source and NBT (Equipment Loans).

M&T debt for Sovena contains pre-payment penalty and is secured by SOVENA real estate and PIF revenue stream, NBT Bank debt on B240 redevelopment is reduced with land sales to B240 LLC and interest rate is currently 2.13%, MVEDD CARES Act has 2.44% interest rate, and equipment loans from First Source and NBT are close to being paid off.

Adirondack Bank (ADK) and Community Bank had most responsive proposals and ADK will act as lead lender with Community Bank as a participant (50% - 50% co-participant).

Mr. DiMeo's recommendation is to approve the proposal to consolidated debt and borrow an additional \$1,250,000 per the terms outlined by Adirondack Bank. Mr. Martin and Mr. DeLia discussed term limits and interest rates. Mr. DeLia recommended giving staff and the finance committee discretion in negotiating the final proposal terms.

On a motion by Mr. Cusack, seconded by Mr. Lawrence, the Board unanimously approved the recommended debt restructuring proposal.

Staff presented the board with a map outlining a request for GLDC to make application to the City of Rome Planning Board for subdivision approval to position remaining lands at Skyline for redevelopment. GLDC wishes to maximize the development potential of remaining lands of the Skyline Gateway development district. Subtracting the Orgill parcel (+/- 63.78 acres), wetlands, sensitive areas, and improved roads (Atlas Drive, Thor Drive), there remains approximately 14 acres. The available property is separated by Thor Drive – thus we propose to subdivide the property in the most logical manner. The front parcel is a corner parcel that fronts Atlas Drive and Griffiss Parkway, comprising approximately 3.91 acres. The second parcel is the rear parcel (not visible from the road), fronting Thor, measuring approximately 10.01 acres. Each parcel maximizes the available lands, have road access & utilities, and have unique potential.

Prior to subdivision, GLDC would like to work with the city on potential changes to the existing code; specifically, as they relate to dimensional standards and allowable uses. The front parcel, in particular, has a unique character and potential. In order to reduce time to market, we would like to be proactive with zoning, subdivision, environmental diligence, and SEQR review. This will allow us to initiate discussions and applications with the City.

On a motion by Mr. Martin, seconded by Ms. Grogan, the Board unanimously approved the recommended Skyline Subdivision Application to the City of Rome.

Old Business:

Ms. Papale presented the Board with a letter from Mohawk, Adirondack & Northern Railroad regarding an application they are planning on making to the Northern Border Regional Commission 2021 State

Economic & Infrastructure grant program. They are requesting that GLDC partner on the application to reconfigure and construct an additional track within the Griffiss yard. Staff is working with the railroad on their grant request and working through additional issues. Staff is requesting that the board approve an initial letter of intent that needs to be sent to the Northern Border Commission and they will work with the railroad to finalize an agreement that will not put a financial burden on GLDC with legal counsel approval.

On a motion by Mr. Manuel, seconded by Mr. Cusack, the Board unanimously approved the submission of the letter of intent for the grant submission to the Northern Border Commission.

There being no further business, the meeting was adjourned by consensus at 4:30 p.m.

Respectfully Submitted,
Jennifer Waters
Secretary