

BROADWAY MARKET MANAGEMENT INC. BOARD MEETING AGENDA

September 18, 2023 | 1:15 pm | In Person

AGENDA TOPICS

1.0 CALL TO ORDER

2.0 READING OF THE MINUTES

2.1 MEETING MINUTES 7/17/2023 & 8/21/2023

3.0 NEW BUSINESS

3.1 BROADWAY MARKET PROJECT UPDATE (*Enclosure*)

3.2 CJAM UPDATE

3.3 BOARD COMMITTEE REPORTS

3.3.1 Governance

3.3.2 Audit and Finance

3.3.3 Operations, Tenant leasing and Programs

3.3.4 Development and Construction

3.3.5 Fundraising

4.0 MONTHLY FINANCIAL REPORTS

5.0 TABLED ITEMS

6.0 PUBLIC PARTICIPATION

7.0 EXECUTIVE SESSION

8.0 ADJOURNMENT (*Action*)

2.0 READING OF THE MINUTES

2.1 MEETING MINUTES 7/17/2023 AND 8/21/2023 (*Enclosures*)



BROADWAY MARKET MANAGEMENT INC. BOARD MEETING MINUTES

July 17, 2023 | 1:15 pm | In Person at 1021 Broadway, 4th Floor

Members and Officers Present:

Raymour Nosworthy
Pearl Omphalius
Lisa Hicks
Peter Cammarata
Jim Rykowski
Tuona Batchelor
Johanna Walczyk

Guests:

Jeff Burke
James Malley
Linda Lund
Susan Loucks
Dan Potts
Elizabeth Robson
Monica Triplett

1.0 CALL TO ORDER

Peter Cammarata called the meeting to order. Johanna Walczyk called roll. Quorum met.

2.0 READING OF THE MINUTES

2.1 MEETING 6/26/2023

Peter Cammarata made a motion to approve the June Minutes. Jim Rykowski motioned, Pearl Omphalius seconded, approved.

3.0 NEW BUSINESS

3.1 Lisa Hicks provided update on new business including the business plan support services contract being under review by ESD as well as the Architecture and Engineering proposals being under review by the Selection Committee. There were twelve proposals submitted and Peter Cammarata added that there was a good mix of local and national firms that submitted proposals.

Lisa Hicks also shared there is a draft term sheet that is being reviewed by the City's legal team and once term sheet is finalized, it will be shared with the board.

Johanna Walczyk shared that ESD created an estimate budget for the conference gallery space which outlines where the exhibition space and conference space would be. Total cost would be approx. \$20,000 inclusive of media connection, etc. and would be covered by the Ralph C. Wilson Jr. funds and there was discussion regarding the procurement requirements and technical needs for this process.

3.2 CJAM Update

Prior to moving forward with the CJAM consultant-led portion of the agenda, Peter Cammarata conferred with the Board that there were no committee meeting reports, no financial reports, and no need for an executive session and thus the meeting would move forward with a presentation and planning session with CJAM consultants.

CJAM update and planning session was led by Monica Triplett and Susan Loucks.

CJAM presentation and board discussion covered the following topics:

- BMMI's status as a nonprofit Public Authority
- Mission and vision statement development
- Governance policies & procedures
- Engaging Stakeholders & Conflict of Interest management
- Board decision making methods.
- New policy creation
- Board terms, skills sets and transitions
- By-laws modification processes
- Operations planning and human resources.

3.3 Board Committee Reports

No updates.

4.0 Monthly Financial Reports

No updates.

5.0 Tabled Items

No update.

6.0 Public Participation

No separate session. Inclusive of CJAM session.

7.0 Executive Session

No session.

8.0 Adjournment

Peter Cammarata asked for a motion to adjourn, Jim Rykowski motioned, Tuona Batchelor seconded, all were in favor.

Respectfully submitted,

By:



Johanna R. Walczyk, Broadway Market



BROADWAY MARKET MANAGEMENT INC. BOARD MEETING MINUTES

August 21, 2023 / 1:15 pm | In Person at 1021 Broadway, 4th Floor

Members and Officers Present:

Tuona Batchelor
Peter Cammarata
Chris DelPrince
Lisa Hicks
Raymour Nosworthy
Pearl Omphalius
Johanna Walczyk

Guests:

Alex Carducci
Abigail Grubb
Phil Lowry
James Malley
Kathleen Peterson
Elizabeth Robson
Sarmen Sultana
Monica Triplett



1.0 Call to Order

The meeting was called to order by Peter Cammarata at 1:15PM. Attendees stated their names for roll call and guest attendance. Quorum was achieved.

2.0 Reading of the Minutes

2.1 Meeting Minutes

Peter Cammarata stated that the September meeting would approve the July and August meeting minutes. Kathy Peterson asked about the next meeting date given the Labor Day holiday. Peter Cammarata confirmed that it would be September 18th at 1:15PM. All board members agreed with the date and time.

3.0 New Business

3.1 Broadway Market Project Update

Kathy Peterson provided Project Update. Stated that Kathy, Lisa Hicks, Peter Cammarata and ESD staff have been meeting regularly with City Counsel John Heffron regarding the master lease and that a term sheet should be completed in the near future.

Kathy reported that ESD's procurement of the Business Plan Support and Architectural and Engineering contracts should be finalized within the fourth quarter of this year. Kathy reported that Paul Ray of ESD is finalizing the design of the new project progress gallery and conference space in the recently vacated vendor stall. Peter Cammarata asked for a refresher on how this project will be funded and Johanna Walczyk stated that it was through the support of the Ralph C. Wilson Jr. Foundation and their commitment to BMMI through the Regional Revitalization Partnership. Upgrades will include a television for teleconferencing and ongoing project displays, Wifi connection, a conference table and chairs, improved layout of the space and project exhibition displays.

3.2 CJAM Update

Members from the CJAM nonprofit consultant team – Monica Triplett, David Sweeny, Abigail Grubb – joined the call to provide a progress update on their nonprofit support recommendations for BMMI. The following topics were discussed:

- Public Authority nonprofit status, attorney assistance and PARIS reporting requirements and timelines
- Governance Model recommendations including self-assessment; composition; terms and rotation; connections to stakeholder groups; conflict of interest; committee structure; decision-making; bylaws additions; new policy creation; calendar; establishment of values; and executive director review.
- Bylaw amendments
- Garnering near term additional support for consultant services such as legal and accounting



CJAM consultants concluded their presentation stating that the next update will be provided in September on the operating financial model and that the draft of the final recommendations report is proposed to be completed in October.

3.3 Board Committee Reports

3.3.1 Governance Committee

No update to report. Next meeting is September 6th at 11:30AM.

3.3.2 Audit and Finance

No update to report. Next meeting is September 5th at 11:00AM.

3.3.3 Operations, Tenant leasing and Programs

No update to report. Next meeting is September 5th at 9:30 AM

3.3.4 Development and Construction

No update to report. This committee has not been meeting regularly.

3.3.5 Fundraising

No update to report. This committee has not been meeting regularly.

4.0 Monthly Financial Reports

Kathy Peterson stated there is no update to report.

5.0 Tabled Items

Peter Cammarata stated there are no tabled items.

6.0 Public Participation

Peter Cammarata asked if there was any public comment. A discussion occurred regarding the structural well-being of the building as well the second-floor parking being closed. Peter Cammarata stated that DPW is aware of the concerns and that the new A&E firm will be conducting a thorough review of the structure in preparation of upcoming improvements.

7.0 Executive Session

Peter Cammarata stated there was no need for an executive session.

8.0 Adjournment

Peter Cammarata called for the meeting to be adjourned, Pearl Omphalius motioned, Lisa Hicks seconded. All were in favor.

Respectfully submitted,

By:

Johanna R. Walczyk, Broadway Market Management Inc, August 24, 2023



3.1 BROADWAY MARKET PROJECT UPDATE (*Enclosure*)

BROADWAY MARKET REDEVELOPMENT PROGRESS (AS OF AUGUST 14, 2023)

Outstanding Tasks

Task	Description	Status	Notes
1	Transition Non-Profit to Broadway Market Management, Inc. (BMMI)	In progress	Committee consisting of Lisa H., Kathy P., Johanna W., Paul T. and Peter C. are working with City of Buffalo officials to complete the transition.
2	Hire Technical Support Consultant(s) and Prepare BMMI to Hire Staff	Completed	CJAM Consulting provided a review of Governance documents provided to the board at the August 21 board meeting. CJAM will provide project and schedule updates at September board meeting.
3	Launch Search for Deputy Director and Facilities Manager	TBD	In process of drafting job descriptions. They will be circulated to board members for review.
4	Begin Short-Term Improvements Designs	TBD	Pending Business Development Firm and Architect & Engineering Company start dates.
5	Procure Business Plan Implementation Support and Architecture and Engineering	In progress	Business Plan Firm in contract process with ESD. Architect & Engineering selected company being presented at ESD Board of Directors September meeting.

Upcoming Tasks

Task	Description	Status	Notes
1	Hire and onboard Deputy Director (title TBD) & Facilities Manager	TBD	Aiming for Q4 hire.
2	Short-Term Capital Improvements	TBD	Pending



3	Kick-off Long-Term Renovations Design Process	TBD	Aiming for Q1 2024
4	Hire Website & Marketing/Communications Support	TBD	Aiming for Q2 2024
5	Develop a Fundraising Plan and Capital Campaign for Additional Operations and Capital needs	TBD	Aiming for Q2 2024

3.3 BOARD COMMITTEE REPORTS

3.3.1 Governance

3.3.2 Audit and Finance - no update

3.3.3 Operations, Tenant leasing and Programs

3.3.4 Development and Construction - no update

3.3.5 Fundraising - no update

4.0 MONTHLY FINANCIAL REPORTS

5.0 TABLED ITEMS

6.0 PUBLIC PARTICIPATION

7.0 EXECUTIVE SESSION

8.0 ADJOURNMENT (*Action*)