

# CANANDAIGUA

## LOCAL DEVELOPMENT CORPORATION

### Regular Meeting

July 16, 2020; 10:00a

### IN-PERSON and DIGITAL/REMOTE MEETING

*Public Dial-In info published as required by Executive Order*

## RECORD OF PROCEEDINGS

### I. Call to Order

The meeting was called to order at 10:00 a.m. by Vice President Menikotz. All members were present, except Mr. Steinbrenner, who was excused. The Board was joined by Matt Horn and Brooke Mayer from the MRB Group team.

### II. Approval of Minutes

Prior to approval of the June 18, 2020 meeting minutes, Ms. Menikotz relayed a proposed amendment that Mr. Steinbrenner requested via email:

- Add a clarification to item VI(a) as detailed in bold italics, below:

*Mr. Steinbrenner noted that reporting is due to the ABO by June 30. Mr. Steinbrenner and Mr. Horn confirmed that they would be meeting **via teleconference** on June 19 to complete this process.*

Prior to approval of the July 2 Special Meeting minutes, Ms. Menikotz relayed a proposed amendment that Mr. Steinbrenner requested via email:

- Revise item II.d. as indicated in bold italics:

*Mr. Steinbrenner voiced a dissenting view, noting his opinion that the Draft Action Plan is a preliminary document which includes projects that ~~the LDC does not have influence over~~ – **the LDC would likely not be able to impact or influence** - namely, the Chapin Street and Pinnacle North developments.*

Approval of the minutes was tabled until the August meeting.

### **III. Reports / Presentations**

#### **a. Financial Report**

Mr. Taylor provided the Board with the current 2020 Balance Sheet and YTD Income Statement for the period through June 30, confirming that there were no changes from the May Financial Report. The current year balance on hand stands at \$97,866.31 and total assets stand at \$198,264.12.

On motion by Mr. Griffith, seconded by Ms. Menikotz, the June Financial Report was approved unanimously.

#### **b. Funding and Revenue Strategy**

Mr. Horn detailed a funding and revenue strategy plan of action for the next two months, in which MRB Group will present a series of revenue models to the Board, and will then advance recommendations for the Board's approval. Mr. Horn noted that a) public-private partnerships would likely be a key component of the proposed revenue model, and b) the revenue model would continue to be supplemented by grant opportunities, as they arise. No questions were raised.

### **IV. Pending Board Matters**

#### **a. Board Facilitation Approach**

Mr. Terwilliger put forth a proposal that MRB Group, as the entity acting in the Executive Director capacity, facilitate Board of Directors meetings going forward.

Board members expressed support for this approach, however, multiple members noted the need to distinguish the function of agenda-setting - deemed a responsibility reserved for Board members - from meeting facilitation. Mr. Finch noted that the draft Rules of Procedure are based on a broad assumption that the Executive Director, or the entity appointed to serve in an Executive Director function, serves at the pleasure of the Board of Directors and under this arrangement would compile the agenda at the direction of the Board. Upon additional consideration, Board members agreed that the parameters of the meeting facilitation and agenda-setting functions should be clarified and codified in the Rules of Procedure (the following agenda item).

#### **b. Rules of Procedure**

Mr. Finch provided an overview of the draft LDC Rules of Procedure, noting that the document as currently written is based on the assumption that the LDC's Executive Director, or an entity that serves an Executive Director

capacity, functions as a clearinghouse much like the City and Town Managers function on behalf of the City and Town. Mr. Finch noted that while the document states that the President shall preside over meetings as chair, it's important to note that all five voting board member votes are weighted equally and any voting member can make a motion at any time.

Mr. Finch also noted that, in accordance with the LDC Bylaws, the draft Rules of Procedure call for an organizational meeting to be held annually in January.

Ahead of relaying a series of comments submitted by Mr. Steinbrenner via email, Mr. Finch provided a point of clarification related to numeric referencing to the LDC Bylaws Article IV Sections K and L:

Mr. Finch noted that while the LDC approved by resolution removal of Article IV Section K of the Bylaws at the LDC's October 1, 2019 meeting, Article VII Section B of the Bylaws states that the BOD does not have the authority to make amendments to the Bylaws without the written consent of the three Member organizations, which was not obtained. As such, the draft Rules of Procedure are based on the Bylaws originally approved by the Town of Canandaigua Town Board in April 2019, which maintains the original Section K. Mr. Steinbrenner's comments make numerical reference to the draft Bylaws as proposed amended by the October 1, 2019 resolution which omits Section K, thus resulting in a discrepancy in the numeric references to Sections K and L made in the below comments.

Mr. Finch put forth Mr. Steinbrenner's comments:

- Mr. Steinbrenner wrote: *I think the second sentence of the preamble needs some tweaking. Should it say "applies to all meetings of the Board" rather than committees? Also "As supplemented by Roberts Rules of Order" instead of "In the absence of the adoption of its own rules of order"?*
  - Mr. Finch responded that because the Board has the authority to create subcommittees, he suggested maintaining the word "committees" in place of "all meetings of the Board."
  - Ms. Menikotz noted that the phrase "as supplemented by" is unclear, and suggested alternative language stating that "in the absence of a specific rule detailed within the Bylaws, Robert's Rules of Order shall apply."
- Mr. Steinbrenner wrote: *Rule 1 should probably say "The election of officers of the LDC" instead of the organizational meeting of the Canandaigua LDC". The organizational meeting is just the first initial*

*meeting of the Board upon formation. "at the annual January meeting" should replace "at the organizational meeting".*

- Mr. Finch further clarified that this rule is grounded within the Bylaws, which state that the Board must hold an election of officers annually at the January meeting. Mr. Taylor noted, and Mr. Finch confirmed, that the LDC failed to hold such an election in January 2020. It was noted that this item would be discussed later in the meeting under Item 5(b) of the agenda.
- Ms. Menikotz noted that Rule 2 addresses this comment, and suggested that it remain as written.
- Mr. Steinbrenner wrote: *Rule 3 should reference "Article IV, Section K" I believe, at least from the version of the bylaws listed on the City's website.*
  - Mr. Finch clarified that this discrepancy was due to the issue of alternate versions of the Bylaws, as noted above.
- Mr. Steinbrenner wrote: *You may want to delete Rule 6. These bodies are not referenced in the bylaws. Either that or we should add a provision in the bylaws to support this rule.*
  - Mr. Finch clarified that Article IV Section M (Section L in draft amended version) gives the Board authority to designate from among its members an executive committee or other committees, and as such recommended maintaining rule 6 as currently proposed.
- Mr. Steinbrenner wrote: *Rule 11 departs a bit from Article IV, Section I of the bylaws. Probably just want to restate the bylaw provision here to be consistent.*
  - Mr. Finch noted that Rule 11, as currently proposed, further specifies that two or more members of the LDC Board, and the Executive Director of the LDC or entity serving in such capacity must call a special meeting. Bylaw Article IV Section I, which references the process for calling special meetings, is not specific about how directors can call a special meeting. Mr. Finch recommended that this specification remain within Rule 11.
- Mr. Steinbrenner wrote: *I believe Rules 13, 23, 24, 25, 26 and 27 should just state "President, Vice President, or Secretary" instead of "Executive Director" at this point until an Executive Director is employed at some juncture.*
  - Mr. Finch noted that this comment related to the Board's earlier discussion of meeting facilitation and agenda-setting, asserting that it would be more efficient for the Executive Director, or the entity appointed to serve as the Executive Director, to serve as a clearinghouse to develop the meeting agendas. Ms. Menikotz stated agreement that the Rules should reference an entity acting in the capacity of an Executive Director and asserted that MRB Group is currently acting in this capacity. Ms. Menikotz suggested

that perhaps the Board formally appoint them as acting in this capacity.

- Mr. Taylor noted that Rule 26 should note explicitly that the Executive Director, or entity serving in such capacity, should compile the agenda *as agreed upon by the Board*. Ms. Menikotz requested that Mr. Taylor provide suggested language via email.
- Mr. Fogg added that, broadly speaking, the Rules of Procedure should distinguish the Board's function of governance versus the Executive Director's (or entity serving in such capacity) function of management.

A vote to approve the draft Rules of Procedure was tabled until the August Meeting, to allow for additional review and editing based on the comments put forth at this meeting.

**c. Tax-Exempt Status**

Mr. Taylor reported that he and Mr. Steinbrenner continue to evaluate this issue. This item was tabled until the August meeting.

**d. 2020-2021 Strategic Action Plan Review**

Ms. Mayer provided an overview of the Strategic Action Plan. Mr. Horn reported out on the status of each of the strategic initiatives and capacity-building activities, and Board members provided key updates as appropriate:

**Strategy 1 / Pedestrian-Oriented Downtown Destination:** Mr. Taylor, as the LDC's representative on the Phoenix Street Tax Force, confirmed that the Phoenix street location was effectively on hold, and that the City-owned parking lot between Simply Crepes Café and the Canandaigua Chamber of Commerce would serve as a temporary location for a project pilot. Mr. Taylor noted that Coach street may also be a possible pilot site. Mr. Horn reinforced that the LDC should continue to play an integral role in this project.

**Strategy 2 / Activate Downtown's vacant ground floor properties:** Mr. Horn confirmed that the Market study is underway in accordance with the schedule. Ms. Mayer noted that the Board would have a draft to review ahead of the August meeting.

**Strategy 3 / Prepare and Promote market-ready buildings and sites within the City and Town:** Mr. Horn confirmed that the Market study is underway in accordance with the schedule.

**Strategy 4 / Increase residential opportunities Downtown:** Mr. Horn confirmed that the Market study is underway in accordance with the schedule.

**Strategy 5 / Canandaigua Waterfront Active Transportation Plan:** Mr. Horn and Mr. Goodwin confirmed that consultant responses to the RFP were due 7/24. In accordance with the project schedule, the project will formally kick-off in September.

**Strategy 6 / Continued development at Pinnacle North:** Mr. Goodwin confirmed that the Phase II site would be stabilized until construction recommenced. Mr. Horn noted that the LDC will continue to establish a solid understanding of project needs and parameters in order to determine how the LDC can support this development.

**Strategy 7 / Continued development at 10 Chapin Street:** Mr. Goodwin confirmed that due to the Public Square deed restriction, the developer plans to demolish the L-shaped 1970's addition currently sited upon the Public Square portion of the site. In light of this impact to their projected ROI, the developer has requested a 30 year PILOT from Ontario County IDA. OCIDA will review the application over the next couple of months, and the developers will likely return before City Council in the Fall with updates.

**Ecosystem Mapping:** Mr. Horn noted that MRB Group has developed an inventory framework identifying economic development partner organizations. The next step will be vetting this with partner organizations and establishing a coordination framework to maximize the collective impact.

**Branding:** Mr. Horn confirmed that the lightweight branding exercise would formally kick off at the August meeting. Mr. Griffith noted that this is an opportunity for the LDC's website to morph from a Covid-19 response to a comprehensive one-stop-shop for economic development. Mr. Horn confirmed that this is absolutely the goal, to develop the LDC as the go-to resource for Canandaigua, as opposed to leads coming in independently through member organizations – noting that this will require ecosystem coordination.

## **V. New Board Matters**

### **a. Virtual Downtown Proposal**

Ms. Mayer noted that MRB Group developed a preliminary proposal framework and draft list of strategies in collaboration with a working group comprised of Ethan Fogg (Canandaigua Chamber of Commerce) and Denise Chaapel (Canandaigua Business Improvement District). Ms. Mayer confirmed that additional detail would be presented at the Board's August meeting.

### **b. Board of Director Elections**

Mr. Finch highlighted that the LDC Bylaws require an election of Officers each January. Given that an election was not held in January 2020, Mr. Finch noted

the need for the Board to address this lapse. Mr. Taylor, highlighting the fact that the current Officers were just elected in Fall 2020 upon the LDC's formation (with the exception of Ms. Menikotz who was appointed in January), proposed that the current Officers serve a term through December 31, 2020, and Officer elections take place in January 2021.

On motion by Ms. Menikotz, seconded by Mr. Terwilliger, the above proposal was approved unanimously.

## **VI. Other Business**

### **a. Format for Future Meetings**

The Board discussed whether near term meetings should take place in-person or by remote access, in light of the ongoing Covid-19 crisis. The Board agreed that, provided that a space that allows for six-foot distancing can be made available, Board meetings would be held in-person, with the option for directors to join remotely, at their discretion.

## **VII. Adjourn**

On motion from Ms. Menikotz, seconded by Mr. Taylor, the meeting was adjourned at 11:30 am.

Respectfully Submitted,

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John D, Goodwin  
Secretary