



DOWNTOWN ALBANY
Business Improvement District

**Downtown Albany Business Improvement District
Board of Directors' Meeting
June 13th, 2018
BID Conference Room**

21 Lodge Street
Albany, NY 12207
p 518.465.2143
f 518.465.0139
www.downtownalbany.org

Georgette Steffens
EXECUTIVE DIRECTOR

Richard Rosen
PRESIDENT

Mark Aronowitz
VICE PRESIDENT

Daniel Fariello
TREASURER

Pamela Nichols
SECRETARY

ATTENDANCE:

Richard A. Rosen	George Penn
Mark Aronowitz	Lena Hart
Mark Yonally	Chris Pratt
Tracy Metzger	David Galin
Meghan Barkley	Seth Meltzer
Stephen M. Cleary	David Sarraf
Frank O'Connor, III	Tyler Wrightson
Hon. Darius Shahinfar	

ABSENT:

Daniel Fariello
Pamela Nichols
Louis Bannister
Robert Sears

STAFF PRESENT:

Georgette Steffens
Don Wilson
Jason Bonafide
Jenny Coye
Veronica Medina-Matzner

CALL TO ORDER

The meeting was called to order by Board President Richard Rosen at 4:03 PM.

Mr. Rosen asked for approval of the April Board minutes | Motion by Mr. Cleary, Mr. Aronowitz seconds| All approve.

CHAIRMAN'S REPORT

Mr. Rosen welcomed all new Board members: Chris Pratt, David Galin, Frank O'Connor, Lena Hart, and Tyler Wrightson, and asked everyone present to do a quick round of introductions.

Board Meeting Dates

Mr. Rosen announced that, starting in September, all remaining Board meetings in 2018 will be held on Thursdays at 4:30pm instead of Wednesdays. He asked Board members to let BID staff know of any schedule conflicts they may have with the change.

By-Laws

Mr. Rosen reminded the Board we are in the process of updating our by-laws to comply with the new NYS not-for-profit laws, and asked Ms. Steffens to give an overview of the draft by-laws to the Board.

Ms. Steffens noted they were sent via email to the Board prior to the meeting for their thorough review, and hard copies have also been made available in their packets.

Ms. Steffens said that the BID has been working with Catherine Hedgeman, a lawyer located in the BID District and specializing on nonprofits, on the proposed modifications. She remarked that these changes address a few issues in the BID's by-laws that need to be updated for compliance with the new NY State nonprofit laws, and they also propose some optional updates to properly adhere to the BID's District planning.

Ms. Steffens went through the draft and explained each of the proposed changes, which have been highlighted in the copy of the by-laws that was sent out to Board members for review. They include changes previously discussed with the Board such as the addition of a 3rd year optional term for the Board Chair, some language adaptation for conformity with industry standards such as change in denomination from Board Chair and Vice-Chair to President and Vice-President, as well as mandatory changes that follow the new State requirements such as the implementation of an Audit Committee, and an expanded Conflict of Interest Policy, along with other legal language that needed to be included.



The BID's mission was updated to more appropriately read as a true mission statement.

The Limitations section is mandatory as per new State requirements and must read as drafted in the by-laws.

Under the Membership section, Ms. Steffens noted that a recurrent discussion has been the definition between voting and non-voting members. She pointed out that there are several properties in the District that don't pay the BID tax and, hence, its owners are not eligible voters nor can serve on the Board. However, the current by-laws lack specific definitions on this issue, so Ms. Steffens is proposing that language be added to address this question and clearly define stakeholders voting rights. She researched other BIDs membership guidelines and reported that, in most cases, Class B commercial tenants are required to fill out a membership card and they must provide a copy of their lease to prove voting eligibility, while others also do an annual census conducted by staff and Board members. Ms. Steffens said that the Downtown BID has access to the City's annual assessments which have updated information on the property owners, but Class B tenants are the most challenging to verify.

Another challenge is acquiring the minimum number of required votes which, according to the BID's current by-laws, is 50% of its total membership for approval of Board members, officers and by-laws changes. However, the total number of votes cast in the last three election years has been significantly lower, so Ms. Steffens is proposing to change the by-laws to bring the requirement down to 5%.

A discussion was held regarding the current Board election process and suggestions were made for consideration in the new by-laws, including:

- Clarify language in the by-laws to differentiate Class A voting members from non-voting members based on the properties that pay the BID tax.
- Implement a voter registration campaign targeting primarily Class B tenants and create a membership card for eligible voters. Ms. Steffens added that the BID is developing a new database system, and survey forms will be sent to all stakeholders to update the BID's inventory, which will also help track residents and companies currently in the District.
- Create a marketing campaign to educate members of the BID about its election process and promote stakeholders engagement – from nomination to voting. That would include direct outreach to constituents, distribution of printout materials in residential and commercial buildings (in addition to the current Stakeholders email) and other communication processes.

Ms. Steffens is also proposing to streamline the election process which currently starts 135 days out of the BID's Annual Meeting to allow the Governance Committee (former Nominating Committee) to announce the list of nominees no later than 45 days prior to the Annual Meeting, and petitions for a place in the ballot to be submitted 30 days prior to the Annual Meeting. The Governance Committee would then validate all candidates in time for the voting at the Annual Meeting.

Under Membership, Article II, Section 3, Ms. Steffens is proposing to change the minimum requirement for call for special meetings to 5% of total Board Members, and under Section 4, to change the minimum quorum of Board meetings from 9 members to 51% of occupied Board seats, so that it is proportionate to the total number of Board members at any given time and represents a true quorum.

Under the Article III, Section 2, the language has changed to "The Corporation shall have up to twenty-one (21) directors" to avoid any unnecessary penalties in an eventual vacancy of seats.

Under Article VI, Section 8: Action by a Committee without a Meeting, Ms. Steffens noted that it allows for Board members to vote on any action electronically (via email), as long as every single Board member votes YES and no



questions are asked. If a Board member asks for additional information, the vote will automatically be canceled, and a Special Meeting will have to be called for the action to be discussed further.

Under Article VIII, Section 2, the amount of checks that require the Treasurer's signature in addition to the Executive Director's has been increased to \$2,500. Ms. Steffens said that this was recommended by Ms. Hedgeman to follow industry standards.

Mr. Rosen said that a revised version of the by-laws based on questions and feedback received by the Board this evening will be sent out to the Board via email in the next few weeks to allow members to review all the changes prior to its final approval at the next Board meeting in September. He added that a Special Meeting may be called over the Summer if further discussion of the proposed changes is needed.

TREASURER'S REPORT

Mr. Rosen announced that, due to a schedule conflict, Mr. Fariello could not be present at the meeting, so Ms. Steffens will be presenting the Treasurer's Report.

First Quarter Financials

Ms. Steffens went through the Budget vs. Actuals financial report that Board members received in their packet. She stated that, so far this year, there has been no SCOs or challenges to the City assessments by any of the properties in the District, but the BID still has \$74k in reserves for any remaining challenges in 2018.

Ms. Steffens reported the BID has received both the 2017 and 2018 pilot payments for the Hilton garage building, but there is still a 2018 pilot payment outstanding for the Citizens Bank building, as the BID has only received the pilot payment for 2017. Ms. Steffens noted that the SUNY Administration has recently purchased that building, located at 10 N. Pearl Street, and so the \$12k the BID receives as pilot payment for that property will be a loss for the BID's annual budget moving forward, but the hope is that this loss will be offset by the new residential properties that are coming online in Downtown and the increased value in the other properties in the District.

Ms. Steffens also noted that some expenses in the report, such as Payroll and Marketing, are timing issues either because of their payment processes or because they are still ongoing, but they will be reflected in the second quarter financials. She went through the report and detailed a few of the items:

- Under Employee Expenses, we did not budget for the Paid Family Leave plan that has been required by NY State since January of this year;
- Under Office Equipment - Purchases, we budgeted for a new database and phone system, which we are now processing their final payments, so that is also a timing issue;
- Under Stationary and Supplies, the numbers are over because we had to reorder business cards because of the change on our extension numbers with the new phone system;
- Under Maintenance, the billing usually is late for the computer work that was done;
- Under Professional Services, work has just begun so this will show up in the second quarter financials;
- Parking Expenses are a little higher in the first quarter because we've purchased parking tickets for the Hilton garage for staff and meeting guests, but that evens out in the second quarter of the year;
- Under Clean and Safety, in the first couple months of the year ABM billed us based on the old contract, so we are still working with their accounts payable department to update the billing for this year;
- Under Visual Improvements, the \$5,000 deposit amount requested by the grower in the previous 2 years was not billed to us this year. Ms. Steffens noted that the hanging baskets have been put out this weekend and the new rectangular self-watering planters have been placed on a few locations throughout the District.



Potential Projects

Also in the Board's packet is the Special Projects Reserves spreadsheet. As Ms. Steffens explained, this was an initiative started by the BID a couple of years ago when the BID decreased its overhead expenses to reinvest that surplus back in the District. Ms. Steffens added that the amount budgeted for such investments must be spent within 2 years or it will be given back to the stakeholders by way of lowering their BID tax.

In 2017, the amount unused was \$48,468.00 and the budget for 2018 is \$85,441.00, totaling nearly \$144k for direct investment in Downtown. Ms. Steffens mentioned the details of the investments already approved by the Board, which are listed on the spreadsheet and amount for over \$69k. Today, Ms. Steffens is requesting approval for the following initiatives:

- \$244 for an annual subscription to Prezi, an online software that will help the BID create more engaging and visually appealing presentations. Ms. Steffens noted that this will be added to the BID's Dues & Subscriptions budget moving forward;
- \$1,600 for the Summer Youth Employment Program to hire 2 temporary staff members to assist with the newly purchased games for Tricentennial Park. The work will cover overall maintenance and cleaning of the games, answering questions and providing general customer service to the public. These youths will work under the supervision of the BID's Operation Manager Don Wilson and do 4-hour shifts Monday-Thursday (on Fridays they do workforce training), for the months of July and August.

Ms. Steffens noted that together, these initiatives sum \$1,844.00, with roughly \$63k remaining in balance for future investments.

Action: Ms. Metzger made motion to approve the \$1,844.00 investment | Mr. Cleary seconds | All approve.

CFA Grant

Ms. Steffens presented the proposal submitted by Corbin Design for the new Wayfinding project in Downtown. She reminded the Board that Corbin Design was the company selected through the RFP put out by the BID for the development of a new Wayfinding proposal. They presented two concepts to the Working Committee and this version, although still a draft proposal, was the one selected to be submitted to the CFA grant.

The total design cost for the project is estimated in \$730k and it includes parking directives (orienting pedestrians to and from the public parking garages), map orientations, and walking distance directions to all Downtown attractions. Ms. Steffens pointed out that the designs can be used City-wide as the panels are removable and can be replaced by other neighborhood-specific design elements as well as temporary signage during special events.

Ms. Steffens said that the BID is applying for a CFA grant with the Parks, Recreation and Historic Preservation Office for up to \$500k, leaving roughly \$250k as matching funds to be raised. She noted that the initial \$35k spent on the design of the project can be used towards the match and she is also currently in communication with other organizations to join in the initiative to raise the remaining funds, like the Albany Parking Authority which is seeking approval from its Board of Directors to invest \$75k towards this project. However, given the approaching deadline, the BID needs to commit to raising the matching funds in time for submitting the application, so Ms. Steffens is seeking approval from the Board for the remaining \$150k in matching funds.

Action: Mr. Cleary made motion to approve the \$150,000 match | Mr. Shahinfar seconds | All approve.

EXECUTIVE DIRECTOR'S REPORT

Events

Ms. Steffens announced that the BID's first Residential Game Night will take place on June 25th at Tricentennial Park. She asked all Board members, in particular residential property owners, to help promote the event as the BID will



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be inaugurating its Summer games – cornhole, ping-pong, connect 4 and others – and will be giving away its new t-shirts to participating residents. The Albany Police Department will be offering barbeque foods and drinks and music will be provided by DJ Truemaster.

Ms. Steffens also announced that the BID's summer movie series Bites Camera Action will run every Monday from July 9th to August 13th at the screens of the Times Union Center and we will start announcing the movies lineup at the Residential Game Night event as well.

NEW BUSINESS

With no further business to be discussed, the meeting ended at 5:19 PM.

NEXT MEETING

Thursday, September 13, 2018

4:30 PM

2nd Floor Conference Room