

**Minutes of Village of Lancaster Community Development Corporation
Special Meeting Date March 14th, 2018**

Attendees: Jim Allien, John Mikoley, Robert Lawrence, Bob Dimmig, Bill Schroeder, John Chmarney, Shannon McNichol, Lynn Ruda

Absent: Dawn Robinson

Jim opened the meeting at 4:00pm

Intent to discuss the proposal before us from Lancaster Village Center.

Jim A. brought up the by-laws and stated that Bill Cansdale called and notified him that at the time the CDC was created it was determined that the full membership was only to come together once per year for the purpose of electing members. Jim asked for feedback on the Lancaster Village Center proposal.

Bob D. made a point to keep the process that was in place when evaluating past proposals. He stated that he would like to keep the 4 elements required for the review of the prior proposals. Vision, Experience, Finance, and Plan. Bob D. had some question regarding the experience of the group. Bob felt that the plan met all the tests that were set out before.

Shannon M. stated that she would like to see some type of commitment from a bank or proof of funding. Shannon also felt a better branding strategy was needed.

John M. replied that there is not really a commitment letter as there is in residential real estate. John M. spoke with Ed Murphy to see if we need to do a DDA or can we just do a contract of sale. With a contract of sale, we lose control. The DDA allowed the CDC to kill the deal during the 9-month time. Ed M. informed that it is Ok to do a contract of sale.

John M. stated that he talked with the bank recently and that we need to move quickly. John M. stated that we need to address the price and the terms. We cannot just accept something that is the amount of the debt. John felt that we need to get at least the amount of the prior purchase price. Lynn R. asked if the price was above debt and costs.

John M. brought up an issue on page 28 of the proposal regarding code compliance. We cannot guarantee code compliance and that it must be an "as-is" sale. Bob D. summed up that John M. has issues with the price and with the "as-is" clause. John M. stated that we need the substance of the offer to move forward. John M. mentioned that they discussed past building plans in their proposal. Bob D. believes he has a copy of the building condition report. Bob D. will follow up with plans if there are any. Jim A. does not believe that there are any building plans available.

Bob D. mentioned that the proposal will put a lot of work on the Village including the road work. Lynn R. asked what would happen if the Village cannot put the road in. John M. stated that If they are building what they are planning to, there would need to be a road. There was additional discussion regarding the road without resolution and the consensus is that without the road, the project couldn't move forward. Bill S. is drafting a letter and intends to reach out to State and Federal representatives for assistance in funding.

Lynn R. felt the buying group needed to have a conversation with the full board. Lynn R. mentioned the branding and marketing for downtown that is in process with Archer/LaBella. Lynn R. also mentioned conflicts of interest with other board memberships. Jim A., Shannon M. & Tommy S. may have conflicts of interest. Shannon M. stated that she is not sure that HPC board is a conflict. John M. suggested having the Town Planning Board take over. John C. stated that the conflict of interest is the owner/buyer of the property and if he takes himself off that board, there is no conflict.

Jim A. suggested going to Art H. with questions of conflicts of interest. Bill S. suggested discussing with the NYS Office of the Comptroller for an opinion. John M. stated that he will be abstaining from the vote.

John C. state that there are many reasons to move forward on this. Robert L. mentioned the potential of a vacancy for years if foreclosed. Bob D. stated that it clearly meets the standards that we set out to achieve. John M. mentioned that we have a new contact at M&T and if plan B is that this goes to foreclosure, there are still 2 separate parcels that are not part of what the bank would foreclose. If someone buys from the bank, there would be 3 sellers and it could be a bit messy.

John C. made a motion to accept the Lancaster Village Center proposal and move forward with negotiations on this proposal. The motion was seconded by Bob D.

A roll call vote was taken, and the secretary read email from the three absent members indicating their votes.

Shannon McNichol	Yes
John Mikoley	Abstained
Jim Allien	Yes
Bill Schroeder	Yes
Robert Lawrence	Yes
Bob Dimmig	Yes
John Chmarney	Yes

Voting by Proxy:

Dawn Robinson	Yes
Paul Maute	Yes
Ken O'Brien	Abstained

Jim A. stated that John M. has expertise that would be better suited to dealing with an offer. John M. will reach out to the buyer to obtain an offer that we can vote on.

Jim A. asked what we should do for an attorney and questioned using Ed Murphy again due to cost. John C. asked if we need the level of expertise of Ed M. Robert L. asked what the alternative is in place of the prior attorney and how much time would it take to get a new attorney up to speed. Ed already has an understanding of the process and the property. John C. suggested that we would be burning hours for a new attorney to get up to speed and that people have confidence in Ed M.

Lynn R. mentioned that 2 Village board members would be absent the first week in April. Jim A. asked Bill S. if Dawn R. is director by proxy. Bill stated that Dawn R. relinquished that on the first of the year (1/1/2018).

At 4:53 Shannon M. made a motion to adjourn, seconded by John M. and unanimously approved.

Respectfully submitted,

Robert Lawrence