

FINAL

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY
MEMORIAL AUDITORIUM AUTHORITY HELD ON JANUARY 9TH,
2019 AT 4:00 PM.**

Members Present: Carl Annese, Vin Karl, Mark Mojave, Harold Stalker, Jim Brock, Paul Romano, Joanne Gerace

Also Present: Kevin Martin

Authority Business:

The minutes of the Dec 11th, 2018 meeting were reviewed. Mark made a motion to accept the minutes. Jim seconded. All were in favor. While not a change needing to be made in the minutes, it was pointed out that the closing on the Kline property was delayed and was now scheduled for January 11, 2019.

As Mike Potrzeba was absent, there were no vouchers or other accounting details presented for discussion.

Speaking of the Kline property purchase, a resolution by the Authority is required by the Bank of Utica for such borrowing. Therefore, a motion was, Made by Jim, seconded by Mark to borrow \$750,000.00 to purchase the Kline property. All in favor.

A second motion was made by Mark, seconded by Jim to establish a \$150,000.00 line of credit with the Bank of Utica to use as needed for operating purposes. All in favor.

Re Insurance coverage for the building, our agent has changed carriers from Philadelphia to American Specialty. Our premium did go up \$400, but our coverage is much better, For example, our deductible went down from \$50,000 to \$10,000 and we have a 10% increase in coverage. A motion was made at 4:40 by Jim to enter into Executive Session Seconded by Mark.

A motion to adjourn was made by Joanne at 5:10 pm, seconded by Jim, All in favor.

FINAL

**MINUTES OF THE EMERGENCY MEETING OF THE UPPER
MOHAWK VALLEY MEMORIAL AUDITORIUM AUTHORITY HELD ON
JANUARY 31TH ,2019 AT 5:00 PM.**

Members Present: Carl Annese, Vin Karl, Mark Mojave, Harold Stalker, Jim Brock, Paul Romano, Joanne Gerace

Also Present: Rob Esche, Mike Potrzeba

EXCUSED: Jim Brock

Authority Business:

As was discussed at a meeting last Fall (11/14/18) the video boards have been crashing and causing trouble. First at some UC hockey games, then most recently at a UCFC game. At that meeting replacement costs were said to be in the range of \$45,000.00

The most serious issue, making it the **most urgent** issue, we have learned, is that each crash is damaging the hard drive of the command system that would cost about \$90,000.00 to replace!

This system is a sole-source product and therefore exempt from normal 3 quote rules. The supplier is the company CHYRONHEGO, located in Melville NY on Long Island. Their quotation Q-02324-1 in the amount of \$42,602.50 covers all the equipment for both the Click Effects SDI and MDI systems, with training and commissioning included.

A motion was made by Vin, seconded by Joanne to accept this quotation and purchase this video board system upgrade/replacement. All in favor. The video boards are an important part of the fan experience in our building. The equipment being replaced is 6 years old. And, importantly, it is protecting the master hard drive from further damage.

It also reminds us of the need for a 5 year plan of capital improvement estimations and how we will need to go about building reserves to pay for same, such as a sinking reserve fund.

A motion to adjourn was made by Joanne at 5:20 pm, seconded by Paul, All in favor.

FINAL VERSION

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY
MEMORIAL AUDITORIUM AUTHORITY HELD ON FEBRUARY 14TH,
2019 AT 4:00 PM.**

Members Present: Carl Annese, Vin Karl, Mark Mojave, Harold Stalker, Jim Brock, Paul Romano,

Also Present: Mike Potrzeba, Kevin Martin, LuAnn Horton-Murad, Rob Esche

Excused: Joanne Gerace

Authority Business:

The minutes of the Jan 9th 2019 meeting were reviewed. Jim made a motion to accept the minutes. Mark seconded. All were in favor. The minutes of the Jan 31st, 2019 emergency meeting were reviewed. Mark made a motion to accept the minutes. Harold seconded. All were in favor.

Mike presented nine (9) vouchers for approval and payment: These were:

Bank of Utica	\$6,542.46
Walters Equip Service	\$2,154.75
Utica Comets (Naming Rights)	\$75,000.00
ChyronHego Corp	\$42,306.50
Clinton Tractor	\$39,270.80
Hughes Construction	\$1,135.00
Usmail Electric	\$2,088.64
Usmail Electric	\$2,574.91
Gaetano Construction	\$7,846.00

A discussion was held concerning some of the specific steps that are required in a Design Build project. In the study that needs to be done for the design build (DB), a project labor agreement that is good for the

public must be included. Also a Request For Interest must be published to determine what firms are out there that might be capable of a DB project.

A motion was made by Jim, seconded by Mark, to authorize our counsel to enter into a Professional Services Agreement with Seeler Engineering for a study on feasibility on Nexus.

Kevin has also been approached by Bill Rabbia of the Solid Waste Authority offering to remove the rest of the foundation and other rubble from the Tartan site. But it needs to be sooner versus later before they get busy with their main municipality work. A motion was made by Mark , seconded by Paul, to enter into discussions with the SWA about removing the remaining construction debris.

A motion to adjourn was made by Vin at 4:40 pm, seconded by Jim, All in favor.

FINAL VERSION

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY
MEMORIAL AUDITORIUM AUTHORITY HELD ON MARCH 13TH,
2019 AT 4:00 PM.**

Members Present: Carl Annese, Mark Mojave, Harold Stalker, Jim Brock, Paul Romano and Joanne Gerace

Also Present: Mike Potrzeba, Kevin Martin, LuAnn Horton-Murad

Excused: Vin Karl

Authority Business:

The minutes of the February 14th 2019 meeting were reviewed. Jim made a motion to accept the minutes. Mark seconded. All were in favor.

Mike presented four (4) vouchers for approval and payment: These were:

River Road Auto Repair, LLC	\$2,800.68
Titan Steel Corp	\$1,635.25
Modular Mechanical	\$3,500.00
Walter's Equipment Service	\$3,151.25

A discussion was held concerning some of the specific steps that are required in a Design Build project. Carl had met with O'Brien & Gere last week about the timeline and costs associated with the Owners Project Requirements. Carl updates the board on questions associated with the Owners Project Requirements

Carl discusses the progress with OHSWA regarding removing the foundations and slabs for 300 Oriskany Street W. OHSWA needs a letter from an engineer stating that all the slabs and foundations are free of mastic in order to move forward.

Jim makes a motion to hire Atlantic Testing Laboratories to complete a waste classification sampling and inspection of the slabs at 300 Oriskany Street W, not to exceed \$10,000. Paul seconded. All were in favor

For the removal of Slabs, we will require a SWPP for New York State, along with a demolition permit. Jim makes a motion to approve Allen Schwatzak to complete the SWPP, Mark seconded. All were in favor

A motion to adjourn was made by Harold at 5:07 pm, seconded by Mark, All in favor.

FINAL VERSION

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY
MEMORIAL AUDITORIUM AUTHORITY HELD ON APRIL 10TH, 2019
AT 4:00 PM.**

Members Present: Carl Annese, Vin Karl, Mark Mojave, Jim Brock, Paul Romano, and Joanne Gerace

Also Present: Mike Potrzeba, Kevin Martin, and LuAnn Horton-Murad

Excused: Harold Stalker

Authority Business:

The minutes of the March 13th 2019 meeting were reviewed. Jim made a motion to accept the minutes.

Mike presented the Cap Fund attendance figures for the first quarter of 2019. Actual attendance was 100,188. Adjusting for \$3.00 for each suite attendee brought total Cap Fund revenue for Q1 to \$111,470.00. Ice rentals paid amounted to \$82,433.65.

Mike also presented four (4) vouchers for approval and payment: These were:

ChyronHego Corp	\$4,109.26
City Tax	\$5,866.51
Massoud Tree Farm	\$4,025.00
EV Roofing	\$ 337.75

Barone & Howard have submitted an invoice for their annual Audit Services in the amount of \$6400. A motion was made by Paul, seconded by Joanne to authorize payment of this invoice. All in favor.

Discussion continued from our last meeting concerning the Nexus project. It was felt by the board that we should try to proceed as far as we can without waiting for the state grant money to arrive.

Before anything else was said, Paul and Mark stated that they were recusing themselves from any further discussions or votes and needed the minutes to reflect same.

After the Owner's Project Requirements mentioned at the March meeting, it was determined that we needed to have Design Build Consultancy Services who would have the technical and communication skill to develop an RFQ (qualifications for contractors).

O'Brien & Gere has submitted a quotation of \$274,670 for this Consultancy Services package. It would be for our account at this time. However, it would be an eligible Project Reimbursable Expense since it is being incurred after the 8/31/18 start date for the state grant. Therefore a motion was made by Jim, seconded by Joanne to enter into this Design Build Consultancy Services contract with O'Brien & Gere. All were in favor, with two abstentions, as noted above.

A motion to adjourn was made by Vin at 4:50 pm, seconded by Paul, All in favor.

FINAL VERSION

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY
MEMORIAL AUDITORIUM AUTHORITY HELD ON JUNE 12TH, 2019
AT 4:00 PM.**

Members Present: Carl Annese, Harold Stalker, Vin Karl, Gregory Gaeta, Mark Mojave, Joanne Gerace, Paul Romano, Shawn Weiman and Mike Parsons

Also Present: Mike Potrzeba, Kevin Martin & Luann Horton-Murad

Excused:

Authority Business:

Carl calls the meeting to order at 4:01 PM

The following vouchers were distributed for approval:

Jeffrey W. Hanretty, CPA	\$650.00
Utica Comets, LLC	\$8,078.81
Usmail Electric	\$20,955.00
Garden Entertainment, LLC	\$62,535.31
Rommel Fence, LLC	\$4,659.00
Potrzeba Plumbing & Heating	\$480.00

Carl introduces the newly appointed board members, discussion follows on the mission statement, general updates and strategic plans moving forward.

The board discusses the status of the NEXUS Project

A motion to adjourn was made by Harold at 5:10 pm, seconded by Greg, All in favor.

FINAL VERSION

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY
MEMORIAL AUDITORIUM AUTHORITY HELD ON JULY 10TH, 2019
AT 4:00 PM.**

Members Present: Carl Annese, Harold Stalker, Mark Mojave, Paul Romano, Gregory Gaeta, Mike Parsons, Shawn Weiman and Joanne Gerace

Also Present: Mike Potrzeba, Kevin Martin, and Luann Horton-Murad

Excused: Vin Karl

Authority Business:

Carl calls the meeting to order at 4:05 PM

Carl informs the board the minutes from last meeting will be distributed before next meeting

The following vouchers were distributed for approval:

Seeler Engineering	\$990.00
Atlantic Testing Laboratories	\$5,595.00
Gatehouse Media	\$231.28
Jasper Group	\$1,369.78
Bank of Utica	\$6,542.46
Bank of Utica	\$6,542.46

Further discussion is had on the UC Sports Management Program and E-Sports, and how both will be implemented into the design of NEXUS

Carl presented the O'Brien & Gere professional service contract for engineering the electrical relocation, extensive discussion followed

Harold made a motion to accept the O'Brien & Gere proposal to engineer the electric relocation, not to exceed \$60,000.00. Shawn seconds, All in favor. Paul & Mark abstained

Carl presented the PMY proposal as the owner's technology consultant as a professional service agreement, extensive discussion followed.

Joanne made a motion to accept the PMY proposal, not to exceed \$60,000.00. Gregory seconds, all in favor.

Carl hands out the RFQ ranking that were received for the NEXUS project and how O'Brien & Gere scored the responses, extensive discussion followed.

Mark makes a motion to accept the RFQ rankings as provided by O'Brien & Gere. Joanne seconds, all in favor. Paul abstained

Harold makes a motion to approves the chairman to qualify the number firms based on those rankings after conferring with Oneida County & O'Brien & Gere. Mike seconds, all in favor.

Kevin discusses with the board on the status of the Project Labor Agreement with Seeler Engineering. Kevin reports that the agreement is approximately 90% complete and anticipates it to be completed in time for the NEXUS RFP.

FINAL VERSION

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY
MEMORIAL AUDITORIUM AUTHORITY HELD ON AUGUST 14TH,
2019 AT 4:00 PM.**

Members Present: Carl Annese, Harold Stalker, Vin Karl, Gregory Gaeta and Mike Parsons

Also Present: Mike Potrzeba

Excused: Mark Mojave, Paul Romano, Shawn Weiman and Joanne Gerace

Authority Business:

Carl calls the meeting to order at 4:05 PM

The minutes of the April 10th 2019 meeting were reviewed. Mike Parsons made a motion to accept the minutes. Gregory Gaeta seconded. All were in favor.

The minutes of the July 10st, 2019 meeting were reviewed. Mike Parsons made a motion to accept the minutes. Harold seconded. All were in favor.

The following vouchers were distributed for approval:

Mohawk Valley Water Authority	\$1,047.64
Exemplis	\$386.20
Modular Mechanical Service	\$3,200.00
Bank of Utica	\$6,542.46
Nagra Kudelski	\$3,450.00
PMY ETS (USA), Inc.	\$5,000.00
PMY ETS (USA), Inc.	\$30,000.00
O'Brien & Gere	\$69,346.60
O'Brien & Gere	\$163,183.00
Seeler Engineering	\$6751.00

The board discusses the status of the NEXUS Project and the RFP.

The board discusses the Pedestrian crossing in-front of the Labatt Blue Ticket Entrance and how cars do not stop for pedestrians in the crosswalk. The board requests Garden Entertainment to obtain pedestrian crossing signs and cones for the crosswalk to ensure safety of people accessing the building.

Discussion on upcoming events

The board discuss the need for a Whistleblower policy per the ABO. The board attorney will draft a Whistleblower policy that is in line with the ABO's guidelines and distribute prior to the next meeting for review.

Carl hands out the proposal from O'Brien & Gere to research grants from NYSERDA, NYPA and National Grid for the NEXUS Project.

Discussion was had on the scope of the proposal

Vin makes motion to accept the O'Brien & Gere proposal for \$3,500.00, Harold seconds. All in favor

A motion to adjourn was made by Vin at 5:10 pm, seconded by Greg, All in favor.

FINAL VERSION

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY
MEMORIAL AUDITORIUM AUTHORITY HELD ON SEPTEMBER 11TH,
2019 AT 4:00 PM.**

Members Present: Carl Annese, Harold Stalker, Vin Karl, Gregory Gaeta, Mark Mojave, Joanne Gerace, Paul Romano and Mike Parsons

Also Present: Mike Potrzeba & Kevin Martin

Excused:

Authority Business:

Carl calls the meeting to order at 4:07 PM

The minutes of the August 14th 2019 meeting were reviewed. Mike Parsons made a motion to accept the minutes. Gregory Gaeta seconded. All were in favor.

The minutes of the June 12st, 2019 meeting were reviewed. Mike Parsons made a motion to accept the minutes. Gregory Gaeta seconded. All were in favor.

The following vouchers were distributed for approval:

Mohawk Valley Water Authority	\$1,268.70
Usmail Electric	\$997.36
Bank of Utica	\$6,542.46
Inserra's Flooring Outlet	\$2,685.84
O'Brien & Gere	\$29,759.00
O'Brien & Gere	\$10,854.40

Gregory makes a motion to accept the opinion letter by Kevin Martin on the NEXUS Management. Harold seconds, all in favor

Harold makes a motion to adopt the Whistleblower Policy, which was reviewed and approved by legal counsel. Joanne seconds, all in favor

Carl informs the board the annual Utica Comets Military game is scheduled for November 11th and opens discussion on what the overall theme would be for this year. Joanne makes a motion to waive the CAP Fee for the November 10 game for Garden Entertainment, Mike seconds, all in favor

Mark makes a motion to extend the Bank of Utica Note for an additional 3 months in second, all in favor

The board discusses the status of the NEXUS Project and the Tartan Property site

Harold makes a motion to go into executive session at 4:34, Mark second, all in favor

Harold Makes a motion to leave executive session at 5:16, Joanne second, all in favor

A motion to adjourn was made by Harold at 5:10 pm, seconded by Greg, All in favor.

FINAL VERSION

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY
MEMORIAL AUDITORIUM AUTHORITY HELD ON OCTOBER 23RD,
2019 AT 4:00 PM.**

Members Present: Carl Annese, Harold Stalker, Vin Karl, Gregory Gaeta, Mark Mojave, Joanne Gerace, Paul Romano, Shawn Weiman and Mike Parsons

Also Present: Mike Potrzeba, Robert Esche, Steve Eckler & Kevin Martin

Excused:

Authority Business:

Carl calls the meeting to order at 4:02 PM

The minutes of the September 11th 2019 meeting were reviewed. Mark Mojave made a motion to accept the minutes. Joanne Gerace seconded. All in favor.

Mark Mojave makes a motion to approve the SEQR Resolution as presented, Joanne Gerace Seconded. All in favor

The following vouchers were distributed for approval:

Resurfix	\$9,128.80
Usmail Electric	\$1,775.84
Bank of Utica	\$6,542.46
Garden Entertainment, LLC	\$3,903.12
O'Brien & Gere	\$3,500.00
Seeler Engineering	\$6,760.00
George's Gym Equipment	\$550.00
Inserra's Flooring Outlet	\$1,042.40

Mark Mojave makes a motion to accept the 2018 Audited Financials & PARIS Filing as presented on the Google Drive. Greg Gaeta seconds, all in favor

Mike Parsons makes a motion to go into executive session at 4:16PM, Vin Karl second, all in favor

Vin Karl makes a motion to leave executive session at 5:23, Shawn Weiman second, all in favor

Discussion on NEXUS continues and based on the scoring results from O'Brien & Gere, OBG recommends Hueber-Breuer as the Design-Build Team for NEXUS

NEXUS Subcommittee unanimous recommends Hueber-Breuer as the Design-Build Team for NEXUS

Vin Karl makes a motion to select Hueber-Breuer as the Design-Build Team for NEXUS, seconded by Gregory Gaeta, all in favor. Paul Romano abstained from the discussion and vote.

A motion to adjourn was made by Harold Stalker at 6:01 pm, seconded by Greg Gaeta, all in favor.

FINAL VERSION

**MINUTES OF THE MEETING OF THE UPPER MOHAWK VALLEY
MEMORIAL AUDITORIUM AUTHORITY HELD ON NOVEMBER 13RD,
2019 AT 4:00 PM.**

Members Present: Carl Annese, Harold Stalker, Vin Karl, Gregory Gaeta, Mark Mojave, Joanne Gerace, Shawn Weiman and Mike Parsons

Also Present: Mike Potrzeba, Robert Esche, Steve Eckler & Kevin Martin

Excused: Paul Romano

Authority Business:

Carl calls the meeting to order at 4:04 PM

The minutes of the October 23rd 2019 meeting were reviewed. Harold Stalker made a motion to accept the minutes. Vin Karl seconded. All were in favor.

The following vouchers were distributed for approval:

Resurfix	\$2,412.70
Bank of Utica	\$6,542.46
Nagravision SA	\$3,450.00
Seeler Engineering	\$6,751.00
Walters Equipment	\$4,716.21

Carl made the board aware that the contract with O'Brien & Gere to act as the NEXUS project owner's engineer has expired now that a Design/Build company has been selected. The board reviewed a proposal from O'Brien & Gere to continue in this capacity through the completion of the NEXUS project. Completion of the NEXUS project is defined as the Auditorium Authority receiving the NEXUS certificate of occupancy. Discussion was had on the scope of the proposal. Mike

Parson makes a motion to accept the O'Brien & Gere proposal for \$385,000.00, Vin Karl seconds. All in favor.

Gary Scalzo of Scalzo, Zogby & Wittig, Inc arrived at 4:25 PM to provide a summary of insurance review to the board based on the Authority's current insurance policy. A summary of insurance hand-out was provided to each member of the board. Discussion was had between board members and Gary Scalzo on the current policy and the future policy which will include the NEXUS Center. Gary's presentation and board discussion ended at 5:14 PM.

Carl made the board aware of the NEXUS switch gear approval process and the importance of this approval to keep the project on time. Kevin Martin provided his opinion and recommendation on the bidding rules process. Vin Karl made a motion to approve the direct hire of Usmail Electric to do this switch gear work, Joanne Gerace seconded, all in favor. The board asked Rob Esche for a better understanding of the importance of the switch gear being made through a direct hire. Discussion was had between Rob and the board on the compelling interest for this process to keep the entire project on its' planned timeline.

Carl made the board aware of the National Grid proposal for the NEXUS project switch gear work previously voted on. Kevin Martin will send the proposal to Oneida County for processing.

The board discussed the PMY NEXUS E-Sports contract that recently expired. The board will need to re-visit a new PMY contract once their services are needed again on Nexus E-Sports. This timeline will be identified once NEXUS construction begins.

The board discusses forming an insurance committee chaired by Mike Potrzeba. The committee will be responsible for reviewing all insurance requirements and making recommendations to the board. Greg Gaeta was selected as a member of the insurance committee. Mike will schedule all future committee meetings, the committee will make insurance recommendations to the board with an understanding that the current policy expires on December 31, 2019. The board continued discussion on their future insurance requirements.

The board discusses the status of the NEXUS project and the need for a future committee to make quick decisions to keep the project on time. A contract should be in place with Hueber-Breuer in the next week and work on the site should begin in the next 7-10 days. Further discussion was made on the funding for the NEXUS project.

Carl discussed the next board meeting is scheduled for Tuesday December 10, 2019.

A motion to adjourn was made by Harold Stalker at 6:01 pm, seconded by Greg Gaeta, all in favor.