



## BOARD OF DIRECTORS MEETING

June 27, 2018

2:15 PM

NFE 2107

### AGENDA

1. Call to order
2. Approval of Minutes of June 1, 2018 Meeting
3. Audit Committee Report
  - Approval of Insurance Renewals
4. New Business
5. Public Comment
6. Next Board of Directors meeting: TBD
7. Adjournment



## **MINUTES**

### **Fort Schuyler Management Corporation Meeting of the Board of Directors June 1, 2018 – CNSE Nano Fab East Conference Room 2107**

Directors present: Kristin Proud, Franklin Hecht, Ken Tompkins, Robert Geer

Staff: Robert Megna – President, Scott Bateman – Treasurer, Cheryl Casey-Rose – Board Secretary, Pat Bucklin

Guests: Keith Palmer – RF SUNY, Michael Frame – SUNY Poly Foundation, and Douglas Grose

#### **1. Call to Order**

- Kristin Proud called the meeting of the Board of Directors of Fort Schuyler Management Corporation (FSMC) to order at 3:45 PM.
- Ms. Proud welcomed Keith Palmer of The Research Foundation, and Michael Frame as a representative of the SUNY Poly Foundation.
- Ms. Proud asked if any directors had a conflict of interest, and if so, that the conflict be disclosed. There were none.

#### **2. Review/approval of May 14, 2018 meeting minutes**

- Kristin Proud asked for a motion to approve the Minutes of May 14, 2018 meeting. A motion to approve was made by Ken Tompkins and seconded by Franklin Hecht. The minutes were approved as presented.

#### **3. Audit Committee Report – Kristin Proud**

- Resolution 176 – Appointment of President and Fixing of Salary

Ms. Proud asked for a motion to consider approval of Resolution 176 - Appointment of President and Fixing of Salary. Robert Geer moved to consider the motion and Ken Tompkins seconded.

Ms. Proud stated that FSMC desires to appoint Douglas A. Grose as President of the Fort Schuyler Management Corporation. As an industry veteran and former Chief Executive Officer of Global Foundries, Dr. Grose brings tremendous expertise to the position. Dr. Grose will also serve as President of Fuller Road Management Corporation and will devote 50% of his time equally between FSMC and FRMC, and the remaining 50% of his time will be devoted to the Research Foundation for the State University of New York, all of which will be in furtherance of the mission of SUNY and SUNY Polytechnic Institute.

Article VI, Sections 1 and 9 of the Bylaws of Fort Schuyler Management Corporation (“the Corporation”) authorize the Board of Directors to appoint a President of the Corporation and fix a salary for the President based on the recommendation of the Audit Committee.

The Audit Committee approved a resolution appointing Douglas A. Grose as President of the Corporation, effective immediately, on the terms stated in the resolution, at a salary of \$70,000 annually and now recommends that the Board approve the same actions.

Ms. Proud asked if there were any questions or discussion. There were none. She asked for a motion to approve Resolution 176 – Appointment of a President and Fixing of Salary. Robert Geer moved to approve the resolution and Franklin Hecht seconded the motion.

Ms. Proud asked for a vote:

Vote: Ayes: 4, Nays: 0, Abstentions: 0.

Resolution 176 passed unanimously.

Ms. Proud extended gratitude on behalf of the Fort Schuyler Management Board of Directors to Bob Megna for his service to FSMC as President.

#### 4. Finance Committee Report – Kristin Proud

- Resolution 177 – Process for Disposition of Equipment Assets and Materials  
Ms. Proud asked for a motion to consider Resolution 177. Ken Tompkins moved to consider the resolution and Franklin Hecht seconded the motion.

Ms. Proud stated that FSMC often purchases various pieces of equipment and other construction-related materials (“Equipment Assets and Materials”) for use in facilities being constructed or renovated. From time to time, some Equipment Assets and Materials are no longer needed due to various changed circumstances with the projects, such as a company’s need for new or different technology or product specifications.

FSMC would like to sell such Equipment Assets and Materials that are no longer needed and seeks to establish a process for the disposition of Equipment Assets and Materials owned by FSMC with an estimated sale value of \$5,000 or more.

The FSMC Finance Committee approved a resolution authorizing the creation of a process for the disposition of Equipment Assets and Materials as described above and recommending that the Board approve the same.

Ms. Proud advised that after the Finance Committee meeting, a Board member suggested that we clarify which individual makes the initial determination that the Equipment Assets and Materials are no longer needed. She stated that if the Board members are in agreement, we can move to approve Resolution No. 177 approving the process for Disposition of Equipment Assets and Materials as described in the materials provided to you with the following addition:

Determination of Need for Disposition

This process shall apply when the Project Manager determines that Equipment Assets and Materials are no longer needed and should be disposed of. Such determination shall be approved by the President or his or her designee.

Ms. Proud asked if there were any questions or discussion. There being none, she asked for a motion to approve Resolution 177 – Process for Disposition of Equipment Assets and Materials. Franklin Hecht moved to approve the resolution and Robert Geer seconded the motion. She then asked for a vote:

Vote: Ayes: 4, Nays: 0, Abstentions: 0.

Resolution 177 was unanimously approved.

- Resolution 178 – Film Hub Transaction – Kristin Proud

Ms. Proud asked for a motion to consider Resolution 178 – Film Hub Transfer. Ken Tompkins moved to consider the resolution and Franklin Hecht seconded the motion.

Ms. Proud stated that FSMC is the owner of a 7.654 acre parcel of land and 52,000 square foot building located at 24 Aspen Park Boulevard, Dewitt, NY 13057 known as the Central New York Film Hub (“Film Hub”). FSMC acquired the land and undertook a project to build the Film Hub facility in collaboration with the Onondaga County Office of Economic Development, in an effort to promote economic development in Central New York through the use and development of new technology and innovation in film and television production projects.

As part of this initiative, the Onondaga County Office of Economic Development currently leases space in the Film Hub for use by the Onondaga County Film Commissioner, an employee of the Onondaga County Office of Economic Development. Also as part of this initiative, Onondaga County awarded a \$210,000 grant to FSMC as consideration for providing services to the County to support film production in Onondaga County and Central New York.

FSMC and Onondaga County have reached an understanding pursuant to which FSMC shall transfer the Film Hub to a local development corporation established by Onondaga County, known as the Greater Syracuse Soundstage Development Corporation.

The transfer will allow the Greater Syracuse Soundstage Development Corporation to promote economic development of the film industry in Onondaga County and Central New York by providing a facility specifically constructed for use in the development of film and television productions.

It is proposed that FSMC and the Greater Syracuse Soundstage Development Corporation will enter into a Real Property Purchase Agreement (the “RPA”) pursuant to which FSMC shall transfer the Film Hub to the Greater Syracuse Soundstage Development Corporation for \$1.00.

The Acquisition and Disposition of Real Property Policy adopted by the FSMC Board in Resolution No. 145 on February 22, 2017 permits a disposition of real property through negotiation and certain sales of property for less than fair market value under certain circumstances provided that certain information is provided. That information is included in the materials sent to you.

FSMC President Robert Megna and Interim Contracting Officer Scott Bateman approve this proposed transfer. The FSMC Finance Committee also recommends approval of the proposed transfer. In addition, Howard Zemsky, President and Chief Executive Officer of Empire State Development consents to the transfer, finding that the purpose of the transfer is within the purpose or mission of FSMC and that there is no reasonable alternative to the proposed below market transfer that would achieve the same purpose of the transfer.

The FSMC Finance Committee approved a resolution authorizing the President and/or the Treasurer to transfer the Film Hub to the Greater Syracuse Soundstage Development Corporation for \$1.00 and to take any and all related actions to implement this resolution, and is now recommending that the Board of Directors approve the same actions.

Ms. Proud asked if there were any questions or discussion. There being none, she asked for a motion to approve Resolution 178. Robert Geer moved to approve the resolution and Ken Tompkins seconded the motion. She then asked for a vote to approve Resolution 178.

Vote: Ayes: 4, Nays: 0, Abstentions: 0.

Resolution 178 passed unanimously.

5. New Business: None.

6. Public Comment: None

7. Next Board of Directors meeting: TBD

8. Adjournment:

- There being no further business to come before the Board, Ms. Proud asked for a motion to adjourn. Franklin Hecht moved to adjourn and Ken Tompkins seconded the motion. The meeting was adjourned at 3:59 PM.

Respectfully Submitted,

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Cheryl Casey-Rose  
Secretary of the Board

**To: Fort Schuyler Management Corporation Board of Directors**  
**Re: Approval of Insurance Renewals**

**Background:**

Fort Schuyler Management Corporation (“FSMC”) seeks to renew its various lines of insurance for the period commencing on July 1, 2018. FSMC’s insurance broker, Amsure, conducted a competitive outreach process and prepared a proposed Insurance and Risk Management Program for FSMC. Amsure is an independent risk management and insurance advisory firm that represents over 20 different insurance carriers. A summary of the proposed program is in the materials provided to the Board of Directors. As noted in the summary, the aggregate costs for 2018 have decreased by \$2,121 from last year. The President and Treasurer recommend that the Corporation secure the insurance renewals as described in the summary.

The FSMC Audit Committee approved a resolution approving the insurance renewals, authorizing the President and/or Treasurer to approve the insurance renewals and to take any and all actions necessary and appropriate to effectuate such actions, and recommending that the Board approve the foregoing actions.

**Requested Action:**

Approve a resolution approving the insurance renewals as described in the summary provided to the Board, and authorizing the President and/or Treasurer to approve the insurance renewals and to take any and all actions necessary and appropriate to effectuate such actions.

**FORT SCHUYLER MANAGEMENT CORPORATION  
PREMIUM SUMMARY  
STRICTLY PRIVATE AND CONFIDENTIAL**

**Premium Increase/Decrease  
2018-19 versus 2017-2018**

<b>COMMERCIAL PACKAGE COVERAGES</b> (PROPERTY, COMM. GEN. LIAB., AUTO) HARTFORD INSURANCE COMPANY AM BEST RATED A+	<b>+\$88</b>
<b>COMMERCIAL CRIME COVERAGES</b> CHUBB INSURANCE GROUP AM BEST RATED A++	<b>no change</b>
<b>WORKERS COMPENSATION</b> SELECTIVE INSURANCE AM BEST RATED A RATED	<b>-\$16</b>
<b>COMMERCIAL UMBRELLA LIABILITY</b> TRAVELERS INSURANCE COMPANY AM BEST RATED A+	<b>-\$2,193</b>
<b>DIRECTORS &amp; OFFICERS LIABILITY (1<sup>ST</sup> LAYER)</b> CHUBB INSURANCE GROUP AM BEST RATED A++	<b>no change **</b>
<b>DIRECTORS &amp; OFFICERS LIABILITY (2<sup>ND</sup> LAYER)</b> PHILADELPHIA INSURANCE COMPANY AM BEST RATED A++ RATED	<b>no change **</b>
<b>DIRECTORS &amp; OFFICERS LIABILITY (3<sup>RD</sup> LAYER)</b> RSUI INSURANCE COMPANY AM BEST RATED A+	<b>no change **</b>
<b>AGGREGATE ANNUAL PREMIUMS</b>	<b>\$1,325,709</b>

**\*\* DENOTES A THREE MONTH EXTENSION OF THE EXPIRING POLICIES IN  
ANTICIPATION OF A CONSOLIDATION OF COVERAGES RELATED TO THE  
ESTABLISHMENT OF NY CREATES**