

MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS
TUESDAY, MAY 23, 2017

Voting Board Members Present:	Douglas H. Baker Ronald Bennett Kevin E. Cichocki, D.C. Jonathan Dandes Darby Fishkin Kathleen Grimm, M.D.	Sharon L. Hanson Michael Hoffert Kevin M. Hogan, Esq Anthony Iacono Frank Mesiah Michael A. Seaman
Voting Board Members Excused:	Bishop Michael Badger Ronald Chapin	Thomas P. Malecki, CPA
Non-Voting Board Representatives Present:	Bill Pauly Kevin Prantikoff, M.D.	Thomas Quatroche
Also Present:	A.J. Colucci, III, Esq. Peter Cutler Andy Davis	Stephen Gary Karen Ziemianski

I. CALL TO ORDER

Chair, Sharon Hanson called the meeting to order at 10:30 A.M.

II. APPROVAL OF MINUTES OF MARCH 28, 2017 AND APRIL 25, 2017 REGULAR BOARD MEETING DEFERRED.

III. ACTION ITEMS

A. Resolution Approving SEQRA Process Finding No Significant Adverse Environmental Impact Related to Acquisition of 1827 Fillmore Avenue

Moved by Jonathan Dandes and seconded by Kevin Cichocki, D.C. to approve the resolution as presented.

Motion Approved; Michael Seaman abstained.

B. Resolution Approving Purchase of 1827 Fillmore Avenue

Moved by Kevin Cichocki, D.C. and seconded by Jonathan Dandes to approve the resolution as presented.

Motion Approved; Michael Seaman abstained.

C. Resolution Approving \$10 Million Credit Facility

Moved by Michael Seaman and seconded by Douglas Baker to approve the resolution as presented.

Motion Approved Unanimously.

D. Resolution Approving Non-Budgeted Capital Purchase

Moved by Douglas Baker and seconded by Kevin Cichocki, D.C. to approve the resolution as presented.

Motion Approved Unanimously.

E. Approval of May 4, 2017 Medical/Dental Staff Appointments/Re-Appointments.

Moved by Kevin Cichocki, D.C. and seconded by Anthony Iacono.

Motion Approved Unanimously.

**IV. REPORTS: PRESIDENT & CEO REPORT – THOMAS J. QUATROCHE, JR., PH.D.
CHIEF FINANCIAL OFFICERS REPORT – STEPHEN GARY**

Operations

- Terrace View who received a 4-star rating from NYSDOH.
- Volumes are ahead of budget and improved over prior year.
- Operating income is \$2 million ahead of budget.
- Volumes continue to be high during the month of May.

Finance

- Month of March is favorable in operating results
- Had an operating income of \$953,000, \$75,000 better than budget
- YTD – 1st quarter \$577,000 operating loss.
- Budget for first quarter is a loss of \$2.6 million, approximately \$2 million ahead of plan, \$1.5 million ahead same quarter of last year.

V. RECESS TO EXECUTIVE SESSION – MATTERS MADE CONFIDENTIAL BY LAW

Moved by Douglas Baker and seconded by Kevin Cichocki D.C. to enter into Executive Session at 10:55a.m. to consider matters made confidential by law, including certain personnel-related matters, strategic investments, and business plans.

Motion approved unanimously.

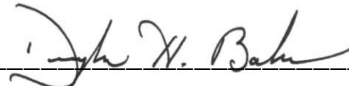
VI. RECONVENE IN OPEN SESSION

Moved by Anthony Iacono and seconded by Douglas Baker to reconvene in Open Session at 11:00a.m. No action was taken in Executive Session.

Motion approved unanimously.

VII. ADJOURNMENT

Moved by Kevin Cichocki, D.C. and seconded by Michael Seaman to adjourn the Board of Directors meeting at 11:00 a.m.



Douglas H. Baker
Corporation Secretary

**Resolution Regarding SEQRA Process
Related to Acquisition of 1827 Fillmore Avenue, Buffalo, New York
And Finding of No Significant Adverse Environmental Impact**

Approved May 23, 2017

WHEREAS, the Corporation wishes to acquire approximately 17.17 acres of real property and a vacant building thereupon, located at 1827 Fillmore Avenue, Buffalo, New York, designated as Parcel Section 13 Block 1 Lot 11, on the City of Buffalo Tax Map (“the Property”); and

WHEREAS, the Corporation has negotiated and will execute a Purchase and Sale Agreement for the acquisition of the Property for One Million Four Hundred Fifty Thousand Dollars (\$1,450,000.00); and,

WHEREAS, before executing this Purchase and Sale Agreement, the Corporation is required, and intends to comply with the New York State Environmental Quality Review Act (Article 8 of the New York State Environmental Conservation Law and 6 NYCRR 617)(“SEQRA”) as an involved agency;

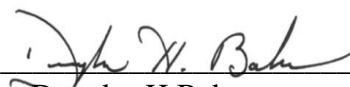
WHEREAS, in accordance with Article 8 of the State Environmental Conservation Law and 6 NYCRR 617, and a Resolution adopted by the Corporation on April 25, 2017, the Corporation has sought to become designated as the lead agency for the SEQRA Review of the proposed action of acquiring the Property and has been designated the lead agency for this purpose;

WHEREAS, in accordance with Article 8 of the State Environmental Conservation Law and 6 NYCRR 617, and a Resolution adopted by the Corporation on April 25, 2017, the Corporation has completed an Environmental Assessment Form to determine the significance of the proposed action as an Unlisted Action after undergoing a coordinated review of any and all involved agencies;

NOW, THEREFORE, the Board of Directors resolves as follows:

1. In accordance with Article 8 of the Environmental Conservation Law and 6 NYCRR Part 617, the Corporation has determined, after completion of an Environmental Assessment Form to determine the significance of the proposed action as an Unlisted Action after undergoing a coordinated review of any and involved agencies, that the proposed action will not result in any significant adverse environmental impacts.

2. This resolution shall take effect immediately.



Douglas H. Baker
Corporation Secretary

**Resolution Approving Purchase of
1827 Fillmore Avenue**

Approved May 23, 2017

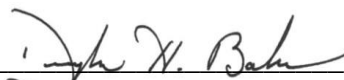
WHEREAS, the Corporation is situated on approximately 67 acres of land on Grider Street (the "Grider Street Campus") that is essentially land-locked by neighboring properties and the Kensington Expressway (State Route 33); and

WHEREAS, the Buffalo Municipal Housing Authority owns 17.17 acres of land adjacent to the Grider Street Campus (the Kensington Heights Parcel") and is offering that land for sale to the Corporation for the purchase price of \$1,450,000 subject to various terms and conditions of sale as described more fully in a Purchase and Sale Agreement attached to this resolution; and

WHEREAS, the purchase of the Kensington Heights Parcel is contingent on the completion of various environmental assessments to the satisfaction of the Corporation, all as detailed in the accompanying Purchase and Sale Agreement;

NOW, THEREFORE, the Board of Directors resolves as follows:

1. The Corporation is authorized to execute the Purchase and Sale Agreement and to complete all due diligence (including environmental due diligence) and investigation in order to determine whether it is in the best interests of the Corporation to purchase the Kensington Heights Parcel and to implement a decision in that regard after conferring with the Executive Committee of the Board of Directors to obtain guidance on the consummation of the purchase.
2. This resolution shall take effect immediately.



Douglas H. Baker
Corporation Secretary

**Resolution Approving
Non-Budgeted Capital Purchase**

Approved May 23, 2017

WHEREAS, the Corporation supports a police force and Hospital Police Department for the purpose of law enforcement and the safety of all those frequenting the property and programs offered by the Corporation; and

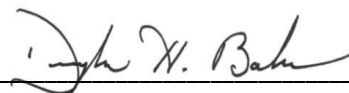
WHEREAS, the Hospital Police Department currently has seven (7) specially-equipped motor vehicles, among other equipment intended to assist in fulfilling the role assigned to the department as described above, and several of those vehicles are significantly depreciated having more than 150,000 miles on them; and

WHEREAS, the Hospital Police Department has requested that four (4) vehicles be retired and replaced by four (4) new, fully-equipped SUV-type vehicles at the total purchase price of \$151,174 with an expected six (6) to seven (7) year service life; and

WHEREAS, the purchase of these new vehicles would significantly reduce maintenance costs currently being spent to maintain the fleet, but the price for this purchase was not included in the previous capital budget considered, and approved, by the Corporation's Board of Directors;

NOW, THEREFORE, the Board of Directors resolves as follows:

1. The Corporation is authorized to purchase four (4) new, fully-equipped service vehicles for the Hospital Police Department at a purchase price of \$151,174.
2. The Corporation is authorized to take all incidental steps necessary to this transaction, including the trade-in or other sale of the vehicles being replaced.
3. This resolution shall take effect immediately.



Douglas H. Baker
Corporation Secretary