

**SUNY BROOME COMMUNITY COLLEGE
SPECIAL MEETING OF THE BOARD OF TRUSTEES
FEBRUARY 28, 2018
OFFICIAL
MINUTES**

TRUSTEES PRESENT Marc Newman, Anthony Paniccia, Margaret Coffey, George Akel, Nicholas Serafini, Sharon Ball, James Orband, Kathy Connerton

TRUSTEES ABSENT: Orion Barber

ALSO PRESENT: Dr. Kevin E. Drumm, Dr. Francis Battisti, Michael Sullivan, Dr. Carol Ross, Robert Behnke, Patricia O'Day

Chairperson Newman called the meeting to order at 9:03 a.m.

1.0 PREFERRED AGENDA ACTION ITEMS

1.1 Recommend Approval of Resolution Recommending Candidates for Term Appointment

According to BCC Policy 1.14, the Board of Trustees shall approve changes in the appointment status (term and continuing) of members of the professional staff and in accordance with any applicable negotiated contract. The President reviewed the candidates for term appointment and based on the recommendations of the Executive Vice President and Chief Academic Officer, Division Dean or Director, Department Chairperson, and the Promotion and Appointment Committees, it was recommended that the Board of Trustees approves the resolution for term appointment for the following candidates effective September 1, 2018: John Covert, Maureen Kollar, Diana LaBelle, Elizabeth McGrath, David M. Michalak, Stephen Ohl, Sharlah Ramnarine-Singh, James Sheerin, Virginia Shirley, Timothy Skinner, Sarah Stevenson, Edward Yetsko.

1.2 Recommend Approval of Resolution Recommending Candidates for Continuing Appointment

According to BCC Policy 1.14, the Board of Trustee's shall approve changes in the appointment status (term and continuing) of members of the professional staff and in accordance with any applicable negotiated contract. The President reviewed the candidates for continuing appointment and based on the recommendations of the Executive Vice President and Chief Academic Officer, Division Dean or Director, Department Chairperson, and the Promotion and Appointment Committees, It was recommended that the Board of Trustees approves the resolution for continuing appointment for the following candidates effective September 1, 2018: Silvia Briga, Ciara Cable, Brenda Dawe, Holly Jones, Thomas Myers, Giovanni Scaringi, Kathryn Taylor.

1.0 PREFERRED AGENDA ACTION ITEMS CONTINUED

1.3 Recommend Approval of Resolution for New Position Description - Environmental, Health and Safety Coordinator

Under BCC Policy 1.13, the Board of Trustees shall approve the creation or subsequent modification of position descriptions and/or titles in the unclassified professional service according to specified procedures. It was recommended that the Board of Trustees approves the following new position description: Environmental, Health and Safety Coordinator.

1.4 Recommend Approval of Resolution for Revised Position Description - Assistant Director of Security and Health

Under BCC Policy 1.13, the Board of Trustees shall approve the creation or subsequent modification of position descriptions and/or titles in the unclassified professional service according to specified procedures. It was recommended that the Board of Trustees approves the following revised position description: Assistant Director of Security and Health

Trustee Connerton made a motion to approve Action Items 1.1, 1.2, 1.3, and 1.4 on the Preferred Agenda. The motion was seconded by Trustee Akel. The motion was unanimously approved.

2.0 ACTION ITEMS

2.1 Recommend Approval of Resolution for Chemical Dependency Counseling Certificate Program

The Certificate Degree in Chemical Dependency Counseling will prepare students for admission to test for the New York State exam for Certified Alcohol and Substance Abuse Counselor. The course sequence includes the 350 approved classroom hours required by NYS OASAS for eligibility to take the Certified Alcohol and Substance Abuse Certificate (CASAC) exam. This program is designed as an added credential for students with degrees, advanced degrees and professional in human service/chemical dependency field. Students with credits, experience, and degrees can enhance their occupational options to meet a growing need for substance abuse treatment in the community. All courses in the certificate program count toward the A.A.S. degree. One of the goals of this certificate is to increase completion rates by offering students a short-term certificate option. In accordance with the most recent SUNY Guidelines for the Submission of Undergraduate Academic Program Proposals, this program will be announced to the SUNY Provost and the Presidents of campuses in our coordinating areas for their reaction. In accordance with the SUNY Guidelines this proposed program must receive institutional approval in the form of approval by the local Board of Trustees. It was recommended that the Board of Trustees approves the Resolution for the College program proposal for a Chemical Dependency Counseling Certificate Program.

Trustee Connerton made a motion to approve Action Item 2.1. The motion was seconded by Trustee Akel. The motion was unanimously approved.

2.0 ACTION ITEMS CONTINUED

2.2 Recommend Approval of Resolution for Computer Science Game Programming A.S. Program

The A.S. Degree in Computer Science Game Programming will prepare students further study in game development or employment opportunities well beyond the field of game design. This interdisciplinary program unites three divisions: Liberal Arts (Art & Design), Business (Business Information Technology), and STEM (Computer Science). Grounded in a solid foundation of traditional and graphical programming courses, the program will be supplemented with two dimensional design, computer graphics, website creation, and mobile web app development courses. Studies emphasize a hands-on approach in user experience design, object-oriented programming, web design, and data visualization. The A.S. Degree program meets the Open SUNY Criteria and may be taken entirely online. Students transferring to a 4-year program may be required to take additional mathematics courses. In accordance with the most recent SUNY Guidelines for the Submission of Undergraduate Academic Program Proposals, this program will be announced to the SUNY Provost and the Presidents of campuses in our coordinating areas for their reaction. In accordance with the SUNY Guidelines this proposed program must receive institutional approval in the form of approval by the local Board of Trustees. It was recommended that the Board of Trustees approves the Resolution for the College program proposal for a Computer Science Game Programming A.S. Program.

Trustee Serafini made a motion to approve Action Item 2.2. The motion was seconded by Trustee Connerton. The motion was unanimously approved.

Trustee Orband joined the meeting at 9:05 a.m.

2.3 Recommend Approval to Award Prime Contracts for Bid #2018-05 for the Carnegie Downtown Campus Project Conditioned upon Completion of the Legal Documents and Due Diligence Review Process for the Tax Credit Financing Transaction Expected to Close by March 30, 2018

The bids for the Carnegie Downtown Campus Project were opened on February 15, 2018. The references were checked, qualification statements approved, and the consultants endorsement received for the low prime bidders. Passero Associates, the architect for the project, approved the low bids. The value of the bids was within the Carnegie Downtown Campus Project budget and therefore it was recommended the College proceed with the entire Scope-of-Work including the alternate's and that the Board of Trustees approves the low bids of the prime contractors for the Carnegie Downtown Campus Project conditioned upon completion of the legal documents and due diligence review process for the Tax Credit financing transaction expected to close by March 30, 2018. General Contractor (Upstate Companies 1, LLC); Electrical Contractor (Schuler-Haas Electrical Corp.); Plumbing Contractor (Piccirilli, Slavik & Vincent); Mechanical HVAC Contractor (Piccirilli, Slavik & Vincent).

2.0 ACTION ITEMS CONTINUED

2.3 Recommend Approval to Award Prime Contracts for Bid #2018-05 for the Carnegie Downtown Campus Project Conditioned upon Completion of the Legal Documents and Due Diligence Review Process for the Tax Credit Financing Transaction Expected to Close by March 30, 2018 CONTINUED

Discussion was held:

Chairperson Newman asked Mr. Sullivan to walk the Board through where we were, where we are and where we're going with some uncertainties, etcetera.

Mr. Sullivan distributed and reviewed with the Board members a two-page handout; Post Bid Carnegie Project Budget and Carnegie Downtown Library Bid Budget vs. Actual Budget.

Mr. Sullivan: We have done the best we can with all of the due diligence and there are several parties beside the Board of Trustees that is doing due diligence related to this project; the County, SUNY Capital, The Division of Budget and the credit investors. The credit investors are treating this project just like any construction financing, they are financing part of this project in order for them to be entitled for the tax credits; both historic and new market tax credits. I believe the College and its staff have a high degree of confidence that the budget is realistic, that we're on schedule and the budget at this point based on the expenses incurred and the bids already awarded feel as comfortable as it can feel relative to making a recommendation to the Board today to approve the bids. The only contingency to approving the bids is nothing occurs between now and the closing on the tax credit financing that would preclude financing on the new market tax credit side. The Board's approval today doesn't automatically make a commitment to the bidders that we're going to execute contracts until such time as the College feels comfortable that we will proceed with the tax credit financing which is scheduled towards the end of this month.

Chairperson Newman: How realistic is that.

Mr. Sullivan: Very realistic at this point. I would say that we've made substantial progress since the October Board meeting and there has not been one thing related to this project that's been standard. SUNY advised me yesterday that it is the most complicated capital project that they've ever had to deal with. Typically SUNY would have already approved the project but because of all the complexity of it they want to feel extremely comfortable; they want to get an opinion letter saying everything is okay. We expect they will get this letter based on our conversations with them yesterday.

Chairperson Newman: What if it doesn't close by the 30th.

Mr. Sullivan: New Market Tax Credit has said to us they want to close by the end of the month because their future allocation by the Federal government for new market tax credits is dependent on them utilizing their new market tax credits. They can't get future tax credits until they use the \$55 million allocation they got the year before; it is a two year allocation. They've extended our timeframe twice. They have said repeatedly that they want to close by the end of this month. Everything is in place unless there's something that hasn't been

2.0 ACTION ITEMS CONTINUED

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anticipated. At this point I don't see anything significant that we can't get our way through by the end of the month. In the event that something does occur and new market walks away then the Carnegie Culinary Project would be a substantial risk of proceeding with that program for the Carnegie facility.

Chairperson Newman: What are our legal fees and everything associated with the closing. If we close and this implodes what are our obligations.

Mr. Sullivan: About \$1.25 million for all of the soft costs. Our obligation would be all of the firms and attorneys and financial entities, whatever costs they've incurred up to the point of closing.

Vice Chair Paniccia: F&F held this over because when we look at Action Item 2.3 and compare it to the handout titled Carnegie Downtown Library Bid Budget vs. Actual Budget, we're already \$500,000 over budget on a project that we haven't started yet. That was a concern to the F&F Committee so that is why this was brought to the full Board. In addition to that there was discussion at F&F about, that not in the budget, now we have to rent space for contractors for the construction of the project which is an unknown. Also, there is an issue with parking and it was said to us that there is going to be 50 parking spaces in the Incubator. My concern is students are walking from the Incubator to Carnegie; do we have blue lights in and now we're adding more blue lights which is a cost. We don't have an agreement for the parking. And, we're only getting half the budget not the full budget because we don't know what the equipment is. I asked, do we have a value deduct should the equipment we're purchasing be too expensive and over budget and that is not in place either. So with all these outstanding issues I thought it is important to bring to the Board for discussion. It is my understanding that we approved a \$19.8 million budget; right now we're short on \$1.7 million of funding so we don't get the SUNY match. So right now we are really at \$16.3 million because we don't have the SUNY match. I sit on the Foundation Board and that request was made and then it was determined by the state that that's not moving forward. My question, I approved the program and I approved the \$7 million, \$10 million and \$14 million; I didn't approve it at \$19.8 million. What is the fallback if we only have \$16.3 million; can we build this project for \$16.3 million and if not how do you and this Board and your team come up with a plan that we do build it for \$16.3 million because that might be only the funds we have available.

Mr. Sullivan: In terms of the sources and uses, we're still working our way through that with SUNY Capital, with the local delegation and based on yesterday's conversation we have a conceptual sense of how to continue to proceed with the Carnegie Project. We wouldn't go to closing on the new market tax credit side unless we had all the funding in place to proceed with the project. During the June to October timeframe we were looking at a Plan B and Plan C. In the event that a situation occurs that's a deal breaker then we've developed alternative projects that could be done at a \$15-16 million level inclusive of

2.0 ACTION ITEMS CONTINUED

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having to eat some of these hard costs that are going to occur whether the project proceeds or not. I would like to reassure the Board that we have looked at other scenarios and I think there are other alternatives that the College could pursue. But I think in light of the commitments that were made over the last several years related to culinary, hospitality and special events being downtown as a major economic development driver, we're using our best efforts to respond to that commitment and identify all the possibilities to try to get this project to closing.

Vice Chair Paniccia: On construction contingency we have \$778,000 left and everybody in this room who has done construction projects knows that no matter how perfect the drawings are there's always going to be 2-3% change orders and in this case since this is a historic building it might be 5%. We've pretty much eaten through that budget. I still have significant concerns.

Trustee Connerton: On the funding that we're not sure we are going to get; will there be resolution on that by closing.

Mr. Sullivan: Yes.

Trustee Connerton: If we don't have it then we don't close and then we go to another plan.

Mr. Sullivan: Yes, that's right.

Trustee Akel: What is the likelihood that we don't close.

Mr. Sullivan: Very unlikely.

Trustee Serafini: I still have a real concern about the parking. We are going to put a \$20 million building there and we've got 50 parking places at the Incubator that you said is locked in. You're talking to the City about 20 more and talking to Security Mutual about using some of their spaces. Then you have to have people to walk people to their car because of the area. Before all this goes forward shouldn't we have this parking issue resolved.

Dr. Drumm: We're not talking about evening programs at this point. When we have evening programs we're going to have more issues.

Trustee Serafini: We only have 50 parking spaces, the City hasn't agreed to anything, should there be something in place for parking.

Trustee Connerton: How much do we need.

Dr. Drumm: 50 spots at this point.

2.0 ACTION ITEMS CONTINUED

2.3 Recommend Approval to Award Prime Contracts for Bid #2018-05 for the Carnegie Downtown Campus Project Conditioned upon Completion of the Legal Documents and Due Diligence Review Process for the Tax Credit Financing Transaction Expected to Close by March 30, 2018 CONTINUED

Further discussion was held concerning parking.

Chairperson Newman: We need to take a leap of faith with this administration that they are going to deal with issues and parking is a legitimate concern and we've talked about it for a long time. I also think that where we're at today we need to give this group closure on where we're going and what we're doing with this project. Security is a major concern, parking is a concern and these need to be worked out, they're important. Parking falls under a not required by code because this is an existing building but you still need to deal with it. We need to make a decision whether we're supporting these numbers in this project. I do have a question regarding the contracts; are the liquidated damages in these agreements and they are to a couple thousand a day.

Mr. Sullivan: Yes, they are \$2500 a day.

Chairperson Newman: We've talked about this project, we understand the issues, the contingencies, the numbers, the parking issue is legitimate. Again we need to take a leap of faith. I believe you will have some best efforts to make it happen. I do agree with Trustee Orband, I think the players out there really want this project and they will work with us in any way they can to make it a reality.

Trustee Connerton: I think this project is not just important to the College but it's important for other industries. I can say for health care we are very excited about this; what it can mean for us in helping people with chronic disease process learning different ways and lifestyle. I think there will be great energy towards the project but also think there are other industries that would chime in and put their support towards this. This is a piece of changing the health status in this community.

Trustee Connerton made a motion to approve Action Item 2.3. The motion was seconded by Trustee Ball. The motion was approved with seven aye votes and one nay vote.

Chairperson Newman called for a motion to adjourn.

Trustee Connerton made a motion to adjourn. The motion was seconded by Trustee Akel and the motion passed unanimously. The meeting adjourned at 9:41 a.m.

**THE NEXT FULL BOARD OF TRUSTEES MEETING IS SCHEDULED FOR 5:00 P.M.
ON THURSDAY, MARCH 15, 2018 TO BE HELD IN THE LIBOUS ROOM OF THE
DECKER HEALTH SCIENCES CENTER BUILDING**