**Board of Directors Meeting Notice**

**Pittsfield Economic Development Authority**

**February 29, 2024 @ 9:00am**

**Berkshire Innovation Center - 45 Woodlawn Ave, Pittsfield, MA**

**Minutes**

1. **Administration**

Chair Matthews called the meeting to order at 8:30am.

**Members Present:**

Michael Matthews, Chair Maurice Callahan

Krystle Blake Jonathan Denmark

Rich Rowe Adam Rice

Leo Yantovsky Pamela Green

A quorum was present.

**Members Not Present:**

George Whaling Michael Filpi

Paul Dalton

**Also Present:**

Michael Coakley, Executive Director

Ted Kozlowski, City of Pittsfield

Elisabeth C. Goodman, Counsel for PEDA

Ms. Blake made the motion:

WHEREAS the Board of Directors of the Pittsfield Economic Development Authority met on December 29, 2023 at the Berkshire Innovation Center in Pittsfield, MA; and

WHEREAS the Board has reviewed the record of the meeting set forth in the December 29, 2023 Minutes.

NOW THEREFORE the Board hereby approves the December 29, 2023 Minutes.

It was seconded by Mr. Yantovsky and was approved unanimously.

1. **Financial Report**

Mr. Rice reviewed the financials. There is nothing out of the ordinary.

Mr. Rice made the motion:

WHEREAS the Board of Directors of the Pittsfield Economic Development Authority were presented with the Fourth Quarter Financial Report for 2023 (the “Report”); and

WHEREAS the Board has reviewed these financial records and has no objections to the Report.

NOW THEREFORE the Board hereby approves the Report attached to this Vote.

It was seconded by Mr. Denmark and was approved unanimously.

Mr. Coakley reviewed the $3 million Line of Credit Authorization with respect to the Site 9 Redevelopment project. It was recommended that PEDA get a Line of Credit Authorization to cover any gaps in the flow of grant money. It will only be used to cover any financing gaps, as needed. There is a $3,000 commitment fee, it has a term of 12 months, rate will be Prime.

Ms. Green asked about getting reimbursed for any interest on the LOC, as well as the commitment fee. Mr. Coakley will confirm and get back.

Mr. Denmark made the motion:

WHEREAS at a December 29, 2023 meeting of the Board of Directors of the Pittsfield Economic Development Authority (“PEDA”), the Board approved the award of the Site 9 Redevelopment contract to Wm. J. Keller & Sons Construction Corp (“Keller”) as the qualified and responsible low bidder; and

WHEREAS, pursuant to the authority vested in the Board by the Section 2.10 of the Bylaws, the Board delegated its authority to Michael Coakley, Interim Executive Director of PEDA and Michael Matthews, Chair of the PEDA Board, to execute the contract (the “Contract”) with Keller; and

WHEREAS the Contract requires that the Board make timely payments under the Contract and therefore, to assure the ability to comply with the requirements for timely payment, the Board has decided to obtain a revolving loan from the Berkshire Bank.

NOW THEREFORE the Board hereby takes the following action:

The proposed Three Million Dollar $3,000,000 loan (the “Loan”) from The Berkshire Bank (the “Bank”) to PEDA, which Loan is to be (a) used by PEDA to provide interim (“bridge”) financing with respect to the Borrower’s improvement of the real estate known as Site 9, (b) installation of utilities, roadways, and greenspaces; and (c) subdivision of the Pledged Premises into parcels ready for private investment and development (collectively, the “Project”). The Loan is to be secured by:

(a) Negative Pledge with respect to the Pledged Premises.

(b) First Priority Assignment of the Grant Agreement between the Commonwealth of Massachusetts Executive Office of Economic Development and the Borrower with respect to the $3,000,000 MassWorks Infrastructure Program Grant in connection with the Project.

(c) First Priority Assignment of the Grant Agreement between the City of Pittsfield, Massachusetts (the “City”) and the Borrower with respect to the City’s $4,500,000 American Rescue Plan Act (ARPA) funds grant to the Borrower in connection with the Project.

(d) First Priority Assignment of all construction and related contracts.

(e) First Priority Security Interest in all the Borrower’s business assets.

Furthermore, each of the Interim Executive Director, Michael Coakley, and the Chairman of the District Michael Matthews, signing singly (each a “Signing Officer”) is hereby authorized to execute and deliver to the Bank a promissory note, assignments and such other agreements, documents and certificates as shall be required by the Bank in connection with the Loan, all in such form and upon such terms and conditions as the Signing Officer, in his or her sole discretion, shall deem necessary or appropriate; and each of the Signing Officers, signing and acting singly, are hereby authorized to execute such other documents and take such further actions as he shall deem necessary or appropriate to implement and effectuate the Loan.

It was seconded by Mr. Callahan and was approved unanimously.

1. **PEDA Board Appointments**

Chair Matthews reviewed the board appointments and committees. He would like to have a bi-monthly rotation of committees, then a board meeting. Moving forward, board meetings will need to be at 9am, given that the BIC does not open till 9am. If an 8:30am meeting is requested, the board could meet at city hall.

Ms. Blake made the motion:

WHEREAS, on February 20, 2024, the Mayor of the City of Pittsfield, Peter M. Marchetti, reappointed the following members to the PEDA Board for the following terms:

|  |  |  |
| --- | --- | --- |
| **Member** | **Date Appointed** | **Term Expires** |
| Maurice E Callahan, Jr. | February 27, 2024 | March 5, 2027 |
| Jonathan Denmark | February 27, 2024 | March 5, 2026 |
| Paul W. Dalton | February 27, 2024 | March 5, 2025 |
| George Whaling | February 27, 2024 | March 5, 2025 |
| Leo Yantovsky | February 27, 2024 | March 5, 2025 |
| Adam Rice | February 27, 2024 | March 5, 2025 |

WHEREAS, the appointed members are qualified to serve; and

NOW THEREFORE, the Board hereby affirms the appointments of board members for the terms set forth above, to serve until the qualification of their successor.

It was seconded by Ms. Green and was approved unanimously.

1. **Site 9 Redevelopment Update**

Mr. Coakley reviewed the work to date. They’ve started on the southern portion of the site, then will move north. They have not found anything out of the ordinary so far. They’ve been testing as they go, with nothing found so far.

1. **Jennings Real Estate Services**

**Kevin Jennings, Jennings Real Estate Services** reviewed their experience and the work they’ve done to date. Commercial and industrial real estate brokers based in Springfield; they have worked extensively in the Berkshires. They’ve sold several properties at Downing Industrial. They will bring exposure to a different group of people. That would open them up to a different pool of players. He reviewed their overall marketing plan, local, national, and international. The proximity to the railroad will be a selling point. They will be actively calling prospects, and being in the business creates deals that create other deals. That happens all the time. This could be someone from out of the area. The metrics they collect will be reported back to the board. Realistically, they would line that up with the board meetings. He commended the city for the creation of the Red Carpet Team.

**VI. Executive Session**

 Mr. Mathews stated that having the discussion in an open session may be detrimental to PEDA’s negotiating position regarding the purchase, exchange, lease, or value of real property. Mr. Matthews made a motion to go into Executive Session at 9:45am; it was seconded by Ms. Blake and was approved unanimously by a Roll Call vote.

[There are separate minutes for the Executive Session.]

**VII. Adjournment**

Ms. Blake made a motion to adjourn at 10:15am; it was seconded by Mr. Denmark and was approved unanimously by a Roll Call vote.

Submitted by Ted Kozlowski