



## BOARD OF DIRECTORS MEETING

September 26, 2018

2:00 PM

NFE 2107

### AGENDA

1. Call to order
2. Approval of Minutes of June 27, 2018 Meeting
3. Finance Committee
  - Resolution No. 153 Authorization for President to Form Advisory Bodies
  - Amendment to Food Services Agreement
  - Lease Amendments
    - New York Wired, LLC
    - Park Systems
4. Audit Committee
  - Engagement of Auditor
5. New Business
6. Public Comment
7. Next Board of Directors meeting: TBD
8. Adjournment



**Fuller Road Management Corporation  
Meeting of the Board of Directors  
June 27, 2018 – CNSE Nano Fab East Conference Room 2107**

**Minutes**

Directors present: Michael Frame (by video), Joan McDonald (by video), Kristin Proud, Franklin Hecht, Ken Tompkins, Robert Blackman and Robert Samson.

Staff: Douglas Grose – President, Scott Bateman – Acting Treasurer, Cheryl Casey-Rose, Pat Bucklin.

Guests: Keith Palmer – RF SUNY.

1. Call to order: Vice-Chair Kristin Proud called the meeting of the Board of Directors of Fuller Road Management Corporation (FRMC) to order at 2:04 PM. Vice-Chair Proud welcomed Keith Palmer of the Research Foundation. The Directors were asked if they had any potential conflict of interest with respect to items on today's agenda, and if so, to disclose it. There were none.

2. Approval of June 1, 2018 meeting minutes.  
Vice-Chair Proud asked for a motion to approve the minutes as presented.  
Motion: Ken Tompkins  
Second: Robert Blackman

Ayes: 7, Nays: 0, Abstentions: 0.

There was no discussion and the minutes were unanimously approved as presented.

3. Audit Committee Report – Kristin Proud

- Approval of Insurance Renewals

Ms. Proud asked for a motion to consider approval of insurance renewals.

Motion: Robert Samson

Second: Franklin Hecht

FRMC seeks to renew its various lines of insurance for the period commencing on July 1, 2018. FRMC's insurance broker, Amsure, conducted a competitive outreach process and prepared a proposed Insurance and Risk Management Program for FRMC.

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 increased by \$17,408 from last year. The President and Acting Treasurer recommend that the Corporation secure the insurance renewals as described in the summary.

On June 26th, the FRMC Audit Committee approved a resolution approving the insurance renewals, authorizing the President and/or Acting 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.

Discussion or questions: There were none.

Vice-Chair Proud asked for a motion to approve a resolution approving the insurance renewals as described in the summary provided to the Board, and authorizing the President and/or Acting Treasurer to approve the insurance renewals and to take any and all actions necessary and appropriate to effectuate such actions.

Motion: Ken Tompkins

Second: Robert Blackman

Vote: Ayes: 7, Nays: 0, Abstentions: 0.

The motion was passed unanimously.

4. New Business: None
5. Public Comment: None
6. Next Board of Directors meeting: TBD
7. Adjournment: With no further business to come before the Board, Vice-Chair Proud asked for a motion to adjourn. Robert Samson moved to adjourn and Franklin Hecht seconded. The meeting was adjourned at 2:08 PM.

Respectfully Submitted,

---

Michael Frame  
FRMC Chair

**To: Fuller Road Management Corporation Board of Directors**  
**Re: Authorization for President to Form Advisory Bodies**

**Background:**

Fuller Road Management Corporation (“FRMC”) seeks authorization for the President to form and terminate advisory bodies from time to time as the President deems appropriate in order to assist the President and staff with business strategies and guidance on emerging technology ideas, markets and partnerships that would further FRMC’s mission. The advisory bodies established by the President will not be given access to any confidential or proprietary information of FRMC and will not be provided the power to act on behalf of or represent FRMC in any manner. It is envisioned that the President will from time to time establish such advisory bodies by invitation to be comprised of volunteer members from academic institutions, public entities and high-tech companies.

The FRMC Finance Committee approved Resolution No. 153 authorizing the President to form and terminate advisory bodies from time to time as the President may deem appropriate for the sole purpose of receiving advice and guidance, and recommending that the Board approve the same.

**Requested Action:**

Approve Resolution No. 153 authorizing the President to form and terminate advisory bodies from time to time as the President may deem appropriate for the sole purpose of receiving advice and guidance.

RESOLUTION OF THE BOARD OF DIRECTORS OF  
FULLER ROAD MANAGEMENT CORPORATION

September 26, 2018

RESOLUTION NO: 153

AUTHORIZATION FOR PRESIDENT TO FORM ADVISORY BODIES

WHEREAS, the Fuller Road Management Corporation's (the "Corporation") mission includes establishing infrastructure necessary to enable technologically innovative business to develop and for scientific research to be translated into commercially viable high technology applications; and

WHEREAS, in order to assist the Corporation's President and staff with business strategies and guidance on emerging technology ideas, markets and partnerships that would further the Corporation's mission, the President desires to establish by invitation advisory bodies from time to time comprised of volunteer members from academic institutions, public entities and high-tech companies; and

WHEREAS, in furtherance of promoting the President and staff to develop such strategies and ideas for the advancement of the Corporation's mission, the Corporation hereby desires to authorize the President to establish advisory bodies from time to time;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AS FOLLOWS:

SECTION 1: The President is hereby authorized to form and terminate advisory bodies from time to time as he or she may deem appropriate for the sole purpose of receiving advice and guidance in furtherance of advancing the Corporation's mission.

SECTION 2: Any advisory body as may be established by the President hereunder shall neither have access to any confidential or proprietary information of the Corporation nor shall have any power to act on behalf of or represent the Corporation in any manner.

SECTION 3: EFFECTIVE DATE. This resolution shall take effect immediately.

**TO: Fuller Road Management Corporation Board of Directors**

**RE: Contract Amendment with Compass Group USA, Inc.**

**Background:**

Fuller Road Management Corporation (“FRMC”) and Compass Group USA, Inc. (“Chartwells”) entered into an agreement on May 1, 2014 (the “Agreement”) pursuant to which Chartwells would have the exclusive right to provide food and catering services on the Albany Nanotech Campus (with some limited exceptions) for a base period of five years, expiring on April 30, 2019, with annual renewal options thereafter upon written agreement of the parties.

Chartwells has advised FRMC that it would not be able to continue operations on the campus without financial modifications to the Agreement due to ongoing financial losses from its on-campus service locations. Chartwells cited a provision in the Agreement that provides that either party may terminate the Agreement upon 30 days’ notice under certain conditions and, ultimately, Chartwells exercised a 90-day termination right.

The purpose of the proposed modification to the Agreement is to modify the contract such that it is financially feasible for Chartwells to extend its period of service and to avoid any sudden corresponding interruption to the food services provided to the campus population.

**Summary of Key Amendment Terms:**

Subject to the execution of a definitive amendment acceptable to the parties, FRMC and Chartwells have preliminarily agreed to the following contract changes:

- 1) Any notices of early termination previously issued by Chartwells will be rescinded;
- 2) The 30-day cancellation provision in the contract will be removed (the 90-day termination right continues);
- 3) Extend the expiration date of the contract through June 30, 2019;
- 4) Reduce the hours at each campus café;
- 5) FRMC will waive its commissions up to a maximum of approximately \$85k in the aggregate for the period of October 1, 2017 through June 30, 2019;
- 6) Chartwells will extend the amortization period by six years for the initial Chartwells’ capital investment;
- 7) FRMC will pay Chartwells \$55k in respect of financial losses incurred by Chartwells for the period through 9/30/18, subject to a credit to FRMC if Chartwells’ losses for certain periods are less than a projected amount; and
- 8) Chartwells to provide FRMC monthly reports on finances and marketing efforts and other initiatives to reduce costs and generate additional income.

The Finance Committee approved a resolution authorizing the President and/or Acting Treasurer to enter into a contract amendment with Chartwells on the terms stated above and to take any and all actions necessary and appropriate to effectuate such actions, and recommending that the Board approve the same actions.

**Requested Action:**

Approve a resolution authorizing the President and/or Acting Treasurer to enter into a contract amendment with Chartwells on the terms stated above and to take any and all actions necessary and appropriate to effectuate such actions.

**To: Fuller Road Management Corporation Board of Directors**  
**Re: Proposed Lease Amendment – New York Wired, LLC**

- 1) **Description of Property:** 251 Fuller Road, Albany, NY; CESTM Building, 1<sup>st</sup> floor office space.
- 2) **Tenant:** New York Wired, LLC currently leases office space on the 1<sup>st</sup> floor of CESTM, consisting of a 419 square foot office that it has occupied since September 2013. Its lease expired on August 31, 2018 and it seeks an extension of the lease for one year.
- 3) **Lease Terms:** \$41.60 square foot including utilities and parking. This is a 3% increase from the previous year.
- 4) **Fair Market Value:** The proposed lease represents a small fraction of the total building; therefor an appraisal of the fair market value of the asset is not practical. Staff has determined that lease meets fair market value based on other existing leases in the building and comparison to other local real estate.
- 5) **Associated Costs for Site Preparation:** None.
- 6) **Associated Costs of Lease:** None.
- 7) **Finance Committee:** The Finance Committee adopted a resolution authorizing the President and/or Acting Treasurer to approve a lease amendment with New York Wired, LLC for a one year extension of their lease at \$41.60 square foot, and recommending that the Board adopt a similar resolution.
- 8) **Action Requested:** Adopt a resolution authorizing the President and/or Acting Treasurer to approve a lease amendment with New York Wired, LLC for a one year extension of their lease at \$41.60 sq. ft.

**To:** Fuller Road Management Corporation Board of Directors

**Re:** Proposed Lease Amendment- Park Systems Inc.

- 1) **Description of Property:** 257 Fuller Road, Albany, NY; NanoFab East Building. First Floor office space in the West Wing.
- 2) **Tenant:** Park Systems Inc., a company that specializes in atomic force microscopy, leased 2899 square feet of space in Nano Fab East in 2017 for 5 years. The company now seeks to lease an additional 230 square feet of office space that will be used primarily for equipment storage.
- 3) **Lease Term:** \$35 square foot with 1% yearly escalations. These are the terms provided in the current lease.
- 4) **Fair Market Value:** The proposed lease amendment represents a small fraction of the total building therefor an appraisal of the fair market value of the asset is not practical. Staff has determined that lease meets fair market value based on other existing leases in the building.
- 5) **Associated Costs for Site Preparation:** Tenant will pay for the fit-up costs.
- 6) **Associated Costs of Lease:** None.
- 7) **Finance Committee:** The Finance Committee adopted a resolution authorizing the President and/or Acting Treasurer to approve a lease amendment with Park Systems, Inc. for 230 sq. ft. of additional space at \$35 square foot, and recommending that the Board adopt a similar resolution.
- 8) **Action Requested:** Adopt a resolution authorizing the President and/or Acting Treasurer to approve a lease amendment with Park Systems, Inc. on the terms described above.

**To: Fuller Road Management Corporation Board of Directors**  
**Re: Authorization to Engage KPMG for Audit and Review of Tax Filings**

**Background:**

Section 5 of Article VII of the Bylaws of the Fuller Road Management Corporation (“FRMC”) provides that “[t]he financial records and accounts of the Corporation shall be audited annually, or at such other times as directed by the Board of Directors, by a certified public accountant accounting firm designated for the purpose by the Board of Directors.” FRMC seeks authorization to engage KPMG to audit its financial statements and review its tax filings for the year ending June 30, 2018. The tax filings include IRS Form 990 and NY CHAR 500.

KPMG has performed the FRMC audit and reviewed its tax filings for over 10 years. Given KPMG’s work on and familiarity with FRMC’s finances and tax filings, which cover the same time period, KPMG has the unique knowledge and ability to perform the needed review in a thorough and expeditious manner. Accordingly, FRMC seeks to engage KPMG based on a single source justification to conduct its audit and review its tax filings for the year ending June 30, 2018. The base fee for the audit includes a 3% increase from the prior year and the fee for review of the tax filings includes a 3.56% increase from the prior year.

The Audit Committee approved a resolution (1) approving the engagement of KPMG to audit FRMC’s financial statements and review its tax filings for the year ending June 30, 2018, (2) authorizing the President and/or Acting Treasurer to take any and all actions necessary and appropriate to effectuate such action, and (3) recommending that the Board approve the foregoing actions.

**Requested Action:**

Approve a resolution approving the engagement of KPMG to audit FRMC’s financial statements and review its tax filings for the year ending June 30, 2018 and authorizing the President and/or Acting Treasurer to take any and all actions necessary and appropriate to effectuate such action.