

Special Joint Village & Town Board Meeting
Held on March 27, 2024 at the Town & Village Hall
One West Washington Street, Ellicottville, NY

Attended From Village Board: John Burrell Mayor
Doug Bush Deputy Mayor/Trustee
Sean Lowess Trustee
Erica Linderman Deputy Clerk
Amy Hayward Village Clerk/Treasurer

Attended From Town Board: Matthew McAndrew Supervisor
John Zerfas Councilman
Steve Crowley Councilman
Greg Fitzpatrick Councilman
Greg Keyser Town Planner
Seth Pullen Town Attorney (via conference call)

Also in Attendance: Matt Zarbo Director of Engineering E & B Squared

Call meeting to order:

Mayor Burrell called the meeting to order at 4:05pm and led the Pledge to the Flag.

Mayor Burrell introduced Erica Linderman, the new Deputy Clerk, and Amy Hayward the new Village Clerk/Treasurer/Manager to the attendees. Group welcomed them to their new roles.

Privilege of the Floor

Matt McAndrew, Town Supervisor, presented the reason for the Special Meeting. To review and approve the Consulting Contract between the Town & Village of Ellicottville and Matt Zarbo, Engineer and his company E&B Squared. The contract would approve E&B squared to act as a consultant in the absence of the newly vacant position formerly held by Ben Slotman.

Mr. McAndrew stated that the Town did have some questions or needed clarification on a few of the contract terms. Mr Zarbo said that was fine. Let him know what the questions/changes are and he will forward them to his attorney. Mr. Zarbo clarified that the intent of the contract was flexibility to allow for the needs of the community to be met while they look for a new Engineer.

Mr. McAndrew stated that paragraph 16C-regarding indemnity would have to be deleted as it is not an appropriate clause for a municipality to enter into with a contractor. Seth Pullen, attorney for the Town added that there are other indemnity clauses that are more appropriate for the type of contract between the community and E&B Squared, and that removing this would not have a negative impact on either party.

Mr. Pullen also strongly recommended to those in attendance that there be a limit or "not to exceed amount" added to the final contract. Seth recommended that the Town & Village look at their budgets and determine a certain amount which will be a 50/50 split cost wise between the Town & Village. Mr. Pullen stated the amount can always be amended but that there should be a dollar amount at the initiation of the contract. Mr. Pullen suggested that there are several options that could be considered for invoicing. E&B could provide cost by project and bill on an accrual basis. The contract could be amended monetarily if scope exceeds or comes under initial estimate. A cushion should be built into the amount the Town and Village determine for initial contract. Secondary process could be to just award the total contract amount, and have E&B submit monthly invoices.

Mr. Pullen also asked Mr. Zarbo to explain in greater detail the rate and fee schedule included in the contract. Mr. Zarbo explained that the community would be billed by the title of the team member from E&B that is performing the work. Mr. Zarbo explained that he has all of the staff necessary to handle the needs outlined in the community contract, and that his firm has grown quite a bit. Should the community require a service that he does not have as a staff resource he will add to his team as that develops. Stamping of projects was given as an example. Matt's team will not be "stamping" projects.

Mr. Pullen confirmed that Mr. Zarbo would be the highest bill rate per the attached fee/rate schedule. Mr. Zarbo confirmed yes, that would be the case at present.

Mr. Zarbo went on to clarify that his bill rates are significantly lower than his normal standard rates for other projects. This is a testament he stated, to his appreciation to Mayor Burrell and Mr. McAndrew for the opportunity, as well as his desire to help out the community.

Mr. Pullen asked about E & B Squared insurance coverage? Mr. Zarbo stated that he will forward his Certificate of Insurance to the community sharing his insurance coverage. He stated he is confident it is adequate as it is the same coverage limits he uses on his other projects. Mr. Zarbo said he would also add both the Village and Town onto his policy.

Mr. Zarbo also explained that while the current contract is between E & B Squared, in the near future the contract would need to be amended to change the name of the corporate entity providing services. E&B Squared is currently owned by Mr. Zarbo's wife, with Mr. Zarbo's brother as a shareholder. Mr. Zarbo is finalizing a new business and is currently awaiting his license from NYS. The new company will not be doing any stamping.

Mr. Pullen thanked Mr. Zarbo for the clarification and detail.

Mr. McAndrew asked the Board if they want to set a retainer amount?

Mayor Burrell stated that he and Mr. McAndrew should look at their budgets and speak.

Steve Crowley asked what the timeline for initiating start of services is? Mr. Zarbo said that initially he would like to meet with each department head individually as soon as next week (week of 4/1/24) Built travel into the contract so that he can have face to face with the teams. Estimates that for the first month or two expects to spend about 25 hrs a month assessing the needs of the departments. The expectation going forward is expected to be more like 1 day or so a week.

Mayor Burrell asked Sean Lowess and Doug Bush their thoughts. Mr. Lowess stated he is very comfortable with the arrangement and impressed with Mr. Zervas. Mr. Bush seconded that opinion and

added that in regards to invoicing going forward, it is billed monthly and reviewed quarterly by the Boards.

Mayor Burrell asked Mr. Zarbo for an estimate for a quarter? Mr. Zarbo stated he would expect it to not exceed 25k. Mr. McAndrew stated he will be splitting the Town cost between 2 budget lines. The Village and the Town will discuss the split between their 2 budgets.

Mayor Burrell asked for a Motion to approve the Contract with E & B squared. Doug Bush made Motion. Sean Lowess 2nd it. All Ayes. Approved by Village.

Matt McAndrew asked for Motion from Town to approve the Contract with E & B squared. Greg Fitzpatrick made Motion. John Zerfas 2nd. All Ayes. Approved by Town.

New Business:

Matt McAndrew initiated the discussion regarding Greg Keyser, the current Town Planner, and the fact that Mr. Keyser has been instrumental in the interim since Ben Slottmans departure in keeping things running smoothly in the absence of a Town Engineer. Mr. McAndrew asked those in attendance to approve increasing Mr. Keyser's current salary, to that of the former Town Engineer's salary. Mr. Keyser has agreed to remain as interim point of contact until such time that the Village and Town determine future needs, or hire another Engineer. Mayor Burrell agreed with Mr. McAndrews. Mayor Burrell clarified that they are not looking for Mr. Keyser to be the "Boss", but rather to coordinate, and be point of contact between E&B and projects ect. Mr. Zarbo and Mr. Keyser agreed. Mr. Zarbo expects to start holding monthly meetings with all departments.

Mayor Burrell asked for a motion to approve the increase in salary for Greg Keyser. Doug Bush motioned. Sean Lowess 2nd. All Ayes.

Greg Fitzpatrick asked for clarification on "interim". Mayor Burrell reiterated that this arrangement buys the Town & Village time to find the right person and assess the needs overall.

Mr. McAndrew stated that the increase for Mr. Keyser will be retroactive back to March 18, 2024. He then asked for a Motion to approve the increase in salary for Mr. Keyser. Mr. Fitzpatrick made the motion. Mr. Zarbo seconded it.

Doug Bush made a motion to adjourn the meeting. Sean Lowess 2nd. All Ayes.
John Zerfas made a motion to adjourn the meeting. Greg Fitzpatrick 2nd. All Ayes

Meeting adjourned at 4:50pm.
Minutes: Amy Hayward / Village Clerk