



**Thursday, January 19, 2017  
Upstate MedTech Centre – Suite 107  
4:30 PM**

**GCEDC MINUTES**

**Attendance**

Board Members: P. Battaglia, M. Gray, C. Yunker, J. Rizzo, M. Wiater

Staff: S. Hyde, L. Farrell, M. Masse, E. Richardson, C. Suozzi, R. Tabelski, P. Kennett

Guests: T. Felton (GGLDC Board Member), S. Noble-Moag (GGLDC Board Member), J. Krencik (The Daily News)

Absent: M. Davis, P. Zeliff

**1.0 Call to Order**

**1.1 Enter Executive Session**

M. Wiater made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 4:30pm for the following reasons:

1. The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

The motion was seconded by M. Gray and approved by all members present.

**1.2 Enter Public Session**

M. Gray made a motion to enter back into public session at 5:20pm, seconded by C. Yunker and approved by all members present.

**2.0 Chairman’s Report & Activities**

**2.1 Upcoming Meetings** – P. Battaglia reviewed the upcoming meeting dates with the Board.

**Next Scheduled Board Meeting: Thursday, February 2<sup>nd</sup> at 4:00pm**

STAMP Committee Meeting: Thursday, January 26<sup>th</sup> at 8:00am – Possibly need to reschedule

Audit & Finance Committee Meeting: Tuesday, January 31<sup>st</sup> at 3:00pm

**2.2 2017 Board Meeting Schedule** – P. Battaglia reminded the Board that the 2017 Board Meeting schedule has been distributed and to let L. Farrell know if you have any conflicts. This schedule will now be posted to the website to maintain compliance with ABO requirements.

**2.3 Agenda Additions / Deletions / Other Business** – P. Battaglia asked the Board to remove item 7.2 CEO Employment Contract from the agenda, remove item 5.1 Code of Ethics from the Agenda, add item 5.2 Appointment of GGLDC Board Member to the agenda and add item 5.3 Appointment of GCFC Board Members to the agenda.

**M. Gray made a motion to approve the agenda additions/deletions as presented; the motion was seconded by M. Wiater. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zeliff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

**The item was approved as presented.**

**2.4 December 1, 2016 & December 16, 2016 Minutes** –

**M. Wiater made a motion to approve the December 1, 2016 & December 16, 2016 minutes as presented; the motion was seconded by J. Rizzo. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zeliff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

### **3.0 Report of Management**

#### **3.1 State Economic Development Conference (NYSEDC) – S. Hyde**

**a. Batavia Pathway to Prosperity Presentation** – S. Hyde shared that the Batavia Pathway to Prosperity Program was featured as a Best Practice at the NYS Economic Development Council Conference. Jason Molino attended and co-presented with C. Suozzi and R. Tabela. The presentation was very well attended with lots of interest. We appreciate the partnership with the City on this project and Jason Molino's willingness to drive out to Albany for the day to be a part of this.

### **4.0 Audit & Finance Committee – M. Gray**

**4.1 November 2016 Financial Statements** - M. Gray informed the Board that all expenditures are in line with the budget except as noted. There was a decrease in restricted cash as the \$65K Cottonwood Farms GAIN! Loan closed in November.

**M. Gray made a motion to approve the November 2016 Financial Statements as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zeliff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

**4.2 D&O Insurance Renewal** – M. Gray shared that Lawley Genesee has provided a proposal for renewal of the current D&O Policy with Travelers. The renewal price is \$445 less than the current policy. The current policy expires on 2/23/17. This expense is split 50/50 by the GCEDC and the GGLDC and is within each entity's budget for 2017.

L. Farrell reminded the Board that the committee reviewed several options for D&O Insurance in 2016. At that time the deductible was increased from \$1,000 to \$10,000.

**M. Gray made a motion to approve the D&O Insurance Renewal as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zeliff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

**4.3 2017 County Funding Contract** – M. Gray shared that the Genesee County Funding Contract has been reviewed by the Committee. The amount of the 2017 funding has been decreased from approx. \$215K to \$193,513.

**M. Gray made a motion to approve the 2017 County Funding Contract as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
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M. Wiater -	Yes	P. Zelif -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

**4.4 Purchase & Sale Agreement (PSA) – Apple Tree Acres – Resolution No. 01/2017-01** - The GCEDC has received a PSA from Permac Enterprises, Inc. for 3+/- acres located within the Appletree Acres Corporate Business Park. The sale price in total is \$100,000. This PSA has been reviewed by Harris Beach. Closing costs are estimated not to exceed \$9,000.

Resolution No. 01/2017-01 - RESOLUTION (i) AUTHORIZING THE DELIVERY OF A DEED CONVEYING TITLE TO +/-3 ACRES OF REAL PROPERTY WITH THE SBL NO: 13.-1-58.2 AND ANY IMPROVEMENTS THEREON LOCATED IN GENESEE COUNTY, NEW YORK FROM THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") TO PERMAC ENTERPRISES, INC. ("PERMAC"), AND (ii) AUTHORIZING THE TAKING OF OTHER ACTION IN CONNECTION THEREWITH.

**M. Gray made a motion to approve Resolution No. 01/2017-01 including closing costs to be paid by the Agency; the motion was seconded by M. Wiater. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

**4.5 Appraisal for Apple Tree Acres –** M. Gray shared that the GCEDC has received a proposal for \$500 to update the existing appraisals that were completed by Shell Associates for Appletree Acres. Per Harris Beach, in accordance with PAAA and PARIS, these appraisals should be updated every few years. The last appraisal the GCEDC had completed was in 2013.

**M. Gray made a motion to approve the updating the appraisal for Apple Tree Acres for \$500 as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

**4.6 Audit Services Engagement Letter –** M. Gray shared that there was an increase in price of \$300 from last year's audit services. The Agency is required to switch audit partners every 5 years. The current partner has two more years after 2016 before we would be required to switch. The Committee recommends approval of signing the engagement letter with Mostert, Manzanero & Scott, LLP for 2016 Audit Services, not to exceed \$11,000.

**M. Gray made a motion to approve the signing Audit Services Engagement Letter with costs not to exceed \$11,000 as presented; the motion was seconded by M. Wiater. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

## **5.0 Governance & Nominating Committee – J. Rizzo**

5.1 Code of Ethics. Removed.

5.2 Appointment of GGLDC Board Member – J. Rizzo shared that the Committee recommends appointment of Gregg Torrey to the GGLDC Board to fulfill W. Hinchey’s term.

J. Rizzo made a motion to approve the appointment of Gregg Torrey to the GGLDC Board as presented; the motion was seconded by M. Wiater. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zeliff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

5.3 Appointment of GCFC Board Members – J. Rizzo shared that the Committee recommends the positions of the GCFC Board that are appointed by the GCEDC be held by the individuals in the GCEDC Chair & Vice-Chair positions, whoever they may be in the future.

M. Gray made a motion to approve the appointment of the GCEDC Chair & Vice-Chair to the GCFC Board; the motion was seconded by M. Wiater. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zeliff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

**6.0 STAMP Committee – P. Zeliff**

6.1 NYISO SIS Agreement – M. Masse shared that the GCEDC has requested that a System Impact Study be completed on the 345KV power lines adjacent to the STAMP site. The New York Independent System Operator, Inc. (NYISO) will complete the study at an estimated cost of \$200,000. This expense will be covered under the \$33M ESD Grant and is within budget of the electrical design line item.

The Committee recommends to the full Board approval to sign the System Impact Study agreement with costs not to exceed \$200,000.

C. Yunker made a motion to approve the NYISO SIS Agreement as presented; the motion was seconded by M. Wiater. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zeliff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

**6.2 CPL Bidding and Construction Inspections Proposal – Phase I and Phase II**

**Water Project - \$380,000** – M. Masse shared that Clark Patterson Lee (CPL) has presented the GCEDC with a bidding and construction inspection contract for Phase I and Phase II of the water project in the Town of Alabama and STAMP. The contract is not to exceed \$380,000 and will be covered under the \$33M ESD Grant and is within budget of the Phase I and Phase II water construction line item.

The Committee recommends to the full board approval to sign the bidding and construction inspection contract for Phase I & Phase II of the water project with Clark Patterson Lee with costs not to exceed \$380,000.

**C. Yunker made a motion to approve the CPL Bidding and Construction Inspection Proposals for Phase I and Phase II Water Project of \$380,000 as presented; the motion was seconded by J. Rizzo. Roll call resulted as follows:**

P. Battaglia -	Abstain	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelfiff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

**The item was approved as presented.**

**6.3 CPL Bidding and Construction Inspection Proposal – Onsite Roadway - \$165,000 –** M. Masse shared that Clark Patterson Lee has presented the GCEDC with a bidding and construction inspection contract for the onsite roadway at STAMP, including the turn lane and widening of Route 77 at the main entrance. The contract is not to exceed \$165,000 and will be covered under the \$33M ESD Grant and is within budget of the onsite roadway construction line item. Language was added to the contract to say that the tasks will be provided on a lump sum and percentage complete basis except for the Construction Inspection which will be completed on an hourly not to exceed basis as requested by the Committee.

The Committee recommends to the full board approval to sign the bidding and construction inspection contract for the onsite roadway with Clark Patterson Lee with costs not to exceed \$165,000.

**C. Yunker made a motion to approve the CPL Bidding and Construction Inspection Proposal for the Onsite Roadway for \$165,000 as presented; the motion was seconded by M. Wiater. Roll call resulted as follows:**

P. Battaglia -	Abstain	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelfiff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

**The item was approved as presented.**

**6.4 Seeler Engineering Project Labor Agreement (PLA) Administration Proposal – Phase I Water and Onsite Roadway - \$8,700 -** M. Masse shared that Seeler Engineering has prepared a contract for their services related to the administration, oversight and implementation of the PLA in connection with the Phase I water and onsite roadway at STAMP. The contract is not to exceed \$8,700 and will be covered under the \$33M ESD Grant and is within budget.

The Committee recommends approval to the full board approval to sign the contract with Seeler Engineering with costs not to exceed \$8,700.

**C. Yunker made a motion to approve the Seeler Engineering Project Labor Agreement (PLA) Administration Proposal for Phase I Water and Onsite Roadway for \$8,700 as presented; the motion was seconded by M. Wiater. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelfiff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

**The item was approved as presented.**

**6.5 Reimbursement to Town of Alabama for Roadway Site Plan Approval - \$5,079.22 –** M. Masse shared that the GCEDC has applied for site plan approval of design and engineering of a roadway at the STAMP site, including storm water maintenance. The Town of Alabama has hired Wendel Engineering, along with the Town attorney, to review the plans and recommend any actions to the Planning Board. The GCEDC has received the third invoice in connection with this review in the amount of \$5,079.22.

The Committee recommends approval to the full Board approval of payment in the amount of \$5,079.22 to the Town of Alabama to be covered under the \$5M ESD Grant within the construction budget of the roadway line item.

**C. Yunker made a motion to approve the Reimbursement to the Town of Alabama for Roadway Site Plan Approval for \$5,079.22 as presented; the motion was seconded by M. Wiater. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

**The item was approved as presented.**

**7.0 Employment & Compensation Committee**

**7.1 2017 Agency Goals** – M. Masse shared the proposed 2017 Agency goals with the Board. They are as follows:

1. Secure capital / business investment commitments of \$39 million.
2. Secure pledges to create 122 jobs.
3. Achieve the GCEDC 2017 budget from a bottom line financial operation performance (EBITDA) standpoint.
4. Continue enhancing GCEDC’s municipal outreach program. Continue engagements with regional stakeholders focused on visits with municipalities and school districts.
5. Continue site development activities at the tech and industrial parks supporting investment and job goals.
6. Continue active sales and marketing efforts focused on company attractions, expansions and retentions to achieve our investment and job goals.
7. Continue workforce development initiatives and programming with our education partners focused on worker pipeline enhancement enabling growth from our existing businesses and supporting company attractions.
8. Commence strategic planning and related activities regarding STAMP Track II infrastructure expansion and funding requirements.

M. Wiater shared that these goals are consistent with last year’s goals. The Committee decided not to recommend these goals to the Board without a review of the sales funnel. After hearing an update from the staff of the sales funnel, M. Wiater feels as if the capital investment and job pledges are appropriate.

**M. Wiater made a motion to approve the 2017 Agency Goals as presented; the motion was seconded by M. Gray. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

**The item was approved as presented.**

**7.2 CEO Employment Contract** – Removed.

**7.3 New Exempt Employee Rules – Final Ruling** – L. Farrell shared that the NYS Department of Labor published final rules regarding the increased salary thresholds for Executive and Administrative positions to be considered exempt from overtime. Employees who meet the duties test under the Fair Labor Standards Act (FLSA) for Executive and Administrative exemptions must also meet more stringent salary level requirements in New York to be exempt. These thresholds are not as high as originally proposed though.

A threshold of \$47,476 was originally planned to take effect as of December 1, 2016. Because of this, the Operations Manager and Staff Accountant positions were converted from salary to hourly positions. The final ruling has now implemented a threshold of \$727.50 per week (\$37,830/year). The Operations Manager now meets the qualifications to be an exempt employee.

The Committee recommends to the full board approval of reverting the Operations Manager position back to an exempt/salaried position.

**M. Gray made a motion to approve the New Exempt Employee Rules – Final Ruling as presented; the motion was seconded by M. Wiater. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

**The item was approved as presented.**

**7.4 Administrative Guidelines and Procedures Revision** – L. Farrell shared that the Administrative Guidelines and Procedures document was updated to include changes that were made at the last board meeting related to employer contributions to benefits. Under Compensation, Reimbursement and Attendance, Section C Salary Increase, language has been changed to be consistent with the processes established at the end of 2016. Any salary increases must be reviewed by the Employment & Compensation Committee instead of requiring an approval. Section F Compensatory Time is being removed. Rules have changed since this was last updated and this is not allowed anymore. Under Fringe Benefits, Section A Health/Dental has been updated to reflect the Board's approval to reduce Agency contributions to health and dental benefits to 85% from 90%. The contribution has also been reduced by 5% for part time employees. Section B Flexible Spending Account and Section C Medical Reimbursement Account have been removed as the Agency no longer uses these types of accounts. Section G Disability Benefits reflect an 85% contribution by the Agency as well.

The Committee recommends to the full board for approval revisions to the Administrative Guidelines and Procedures as presented.

**M. Wiater made a motion to approve the Administrative Guidelines and Procedures Revision as presented; the motion was seconded by M. Gray. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

**The item was approved as presented.**

**7.5 Employment & Compensation Committee Policy Revision** – L. Farrell shared a revised Employment & Compensation Committee Policy with the committee. The revisions include a change to Section 2: Committee Members. Language was changed to match the charters for the Audit & Finance Committee and Governance & Nominating Committee to state that the committee shall be made up of the Board Chair plus three members of the Board. Lastly, language was added to state that "The CEO will review annual merit increase recommendations with the Employment & Compensation Committee in Executive Session".

The Committee recommends to the full board for approval revisions to the Employment & Compensation Committee Policy.

**M. Wiater made a motion to approve the Revised Employment & Compensation Committee Policy as presented; the motion was seconded by M. Gray. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelff -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

**The item was approved as presented.**

**7.6 Benchmarking Study Proposals** – L. Farrell shared, as requested by the committee, proposals for a Benchmarking Study to be completed for all full-time positions at the Agency. Two proposals were received. Quotes are as follows:

**Jorgenson Consulting** - \$9,000

**Burke Group** - \$3,500

M. Wiater asked the Board to authorize the Employment & Compensation Committee to engage with a consultant to perform a benchmarking study for an amount not to exceed \$3,500.

**C. Yunker made a motion to authorize the Employment & Compensation Committee to engage with a consultant to perform a benchmarking study for an amount not to exceed \$3,500 as presented; the motion was seconded by J. Rizzo. Roll call resulted as follows:**

P. Battaglia -	Yes	C. Yunker -	Yes
M. Wiater -	Yes	P. Zelif -	Absent
M. Davis -	Absent	M. Gray -	Yes
J. Rizzo -	Yes		

The item was approved as presented.

**8.0 Other Business**

**9.0 Adjournment**

As there was no further business, M. Wiater made a motion to adjourn at 5:55 p.m., which was seconded by J. Rizzo and passed unanimously.