



**Meeting Agenda – Governance & Nominating Committee**  
 Genesee County Economic Development Center  
 Thursday, May 6, 2021, 3:00pm  
 Location: Electronically

Page #s	Topic	Discussion Leader	Desired Outcome
	<b>1. Call to Order – Enter Public Session</b>  Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo’s Executive Order 220.1 issued on March 12, 2020 suspending the Open Meetings Law, this Meeting is being held electronically via conference call instead of a public meeting open for the public to attend in person.	C. Yunker	
	1a. Executive Session: Motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105 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. 1b. Enter Public Session		
	<b>2. Chairman’s Report &amp; Activities</b> 2a. Agenda Additions / Other Business	C. Yunker	
2-4	2b. Minutes: March 4, 2021		Vote
	<b>3. Discussions / Official Recommendations to the Board:</b>		
5-6	3a. GGLDC Board Member Appointments	L. Farrell	Disc / Vote
7	3b. Officer Appointments	L. Farrell	Disc / Vote
7	3c. Authorized to Request Information Regarding Bank Accounts	L. Farrell	Disc / Vote
7	3d. Authorized Signers of Agreements, Contracts, etc.	L. Farrell	Disc / Vote
8-9	3e. Board Member Attendance	L. Farrell	Discussion
10-11	3f. Code of Ethics	L. Farrell	Discussion
	3g. Annual Project Performance Review	M. Masse	Discussion
	4. Adjournment	C. Yunker	Vote



GCEDC Governance & Nominating Committee Meeting  
Thursday, March 4, 2021  
Location: Electronically  
3:00 p.m.

MINUTES

ATTENDANCE

Committee Members: P. Zelif, C. Yunker, M. Gray, T. Bender  
Staff: S. Hyde, L. Farrell, M. Masse, P. Kennett, L. Casey, J. Krencik, C. Suozzi  
Guests: S. Noble-Moag (GGLDC Board Member), D. Cunningham (GGLDC Board Member),  
R. Crossen (Town of Alabama Supervisor)  
Absent:

1. CALL TO ORDER / ENTER PUBLIC SESSION

C. Yunker called the meeting to order at 3:02 p.m. via conference call / video conference.

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo’s Executive Order 202.1 issued on March 12, 2020 suspending the Open Meetings Law, this Meeting is being held electronically via conference call / video conference instead of a public meeting open for the public to attend in person.

**1a. Executive Session:** Nothing at this time.

2. CHAIRMAN’S REPORT & ACTIVITIES

**2a. Agenda Additions / Deletions / Other Business** – Nothing at this time.

**2b. Minutes: February 4, 2021**

**P. Zelif made a motion to approve the February 4, 2021 meeting minutes as presented; the motion was seconded by T. Bender. Roll call resulted as follows:**

P. Zelif - Yes  
M. Gray- Yes  
C. Yunker - Yes  
T. Bender - Yes

**The item was approved as presented.**

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

**3a. GGLDC Board Member – Term End Date (x2)** – The terms for M. Wiater and G. Torrey end as of 6/30/21. The Committee seeks to have another co-terminous member of the GCEDC on the GGLDC Board as well as an independent Board member. At this time, A. Vanderhoof is the only GCEDC Board member that does not have a conflict to serve on the GGLDC Board. All other GCEDC Board Members that are *not* already serving on the GGLDC Board have a conflict. The Committee discussed possibly asking M. Wiater and/or G. Torrey if they would be interest in another term on the GGLDC Board if

2b

2

allowed. The Committee will bring forward names for consideration at the next Committee meeting in May.

**3b. Board Member Evaluations** – Evaluations have been completed and received by the Board Chair. The evaluations will be discussed in executive session at the May Board Meeting. C. Yunker requested that Board attendance for the GCEDC & GGLDC is provided at that time as well.

**3c. Local Labor Policy** – Facilities construction of more than \$5 million in capital investment is subject to the GCEDC’s Local Labor Policy. Staff has discussed whether “facilities” is applicable to solar projects. There is a wide range of capital investment for varying sized solar projects. Staff recommends that solar projects should not fall under the \$5 million facilities description. Rather, solar projects that are greater than 5 MW (AC) would be subject to the Local Labor Policy. Most of the community solar projects are between 2-5 MW (AC). The Local Labor Policy will also include language that states “The GCEDC may require an outside consultant of their choosing be hired by the Project to assist in reviewing any waiver requests that may be submitted.”

**P. Zeliff made a motion to recommend to the full Board the approval of the revised Local Labor Policy as presented; the motion was seconded by T. Bender. Roll call resulted as follows:**

- P. Zeliff - Yes
- M. Gray- Yes
- C. Yunker - Yes
- T. Bender - Yes

**The item was approved as presented.**

**3d. Adjustment to the Standard Pilot Structure** – In the past we have called our “Traditional” PILOT Program an average 60% abatement that ramped up over 10 years beginning at 0% for the first two years, then ramping 20% every two years. This traditional PILOT was used in non-competitive situations. Considering COVID-19 and the pressure our local municipalities are financially undergoing, we thought a new model, which was included with the Committee packet, would assist our local partners and still be effective from a business development standpoint. There is no policy change required.

Year	Current Traditional PILOT		Proposed Traditional PILOT	
	Abated	Non-Abated	Abated	Non-Abated
1	100%	0%	80%	20%
2	100%	0%	80%	20%
3	80%	20%	80%	20%
4	80%	20%	70%	30%
5	60%	40%	70%	30%
6	60%	40%	70%	30%
7	40%	60%	50%	50%
8	40%	60%	50%	50%
9	20%	80%	30%	70%
10	20%	80%	20%	80%
11 & Onward	0%	100%	0%	100%
Average Abatement All Years	60%		60%	
Average Abatement Years 1-6	80%		75%	
Average Abatement Years 7-10	30%		38%	

P. Zeliff made a motion to approve the new Traditional PILOT Program Model; the motion was seconded by T. Bender. Roll call resulted as follows:

P. Zeliff -	Yes
M. Gray-	Yes
C. Yunker -	Yes
T. Bender -	Yes

The item was approved as presented.

4. **ADJOURNMENT**

As there was no further business, T. Bender made a motion to adjourn at 3:22 p.m., seconded by P. Zeliff, and passed unanimously.

**GCEDC**  
**Governance & Nominating Committee Report**  
**May 6, 2021**

**GGLDC Board Member Appointments**

Mary Ann Wiater and Gregg Torrey have terms ending on 6/30/21. The information below is provided for discussion.

- Gregg Torrey was appointed to the GGLDC Board on 1/19/17 to fulfill Wally Hinchey's term.
- Mary Ann Wiater was appointed to the GGLDC Board on 8/2/13 with a term end date of 6/30/17 (coterminous with her GCEDC term). She was then reappointed in 2017 to fulfill Matt Gray's GGLDC term.
- When the GCEDC approved term limits for the GGLDC, there was no mention of how many terms would be allowed.

In 2014, the GCEDC Board approved GGLDC Board Member term limits as follows:

- Four of the nine board positions will be independent of the GCEDC Board. Those four members will have 6 year terms.
- Five of the nine board positions will be held by GCEDC board members; coterminous with GCEDC appointments. Those five board positions will be filled with the four most senior members of the GCEDC board AND legislative liaison **OR** the four most senior members of the GCEDC board AND any member that is chosen based on current circumstances at the time of vacancy.

GCEDC											GGLDC						
Name	GCEDC Board Member	GCEDC STAMP Committee	GCEDC Employment & Comp Committee	GCEDC Governance & Nominating Committee	GCEDC Audit & Finance Committee (Bank Signers)	Housing Committee	GCEDC Officers	GCEDC Start Date	Term End Date	GCEDC Board Training	GGLDC Board Members	GGLDC Governance & Nominating Committee	GGLDC Audit & Finance Committee (Bank Signers)	GGLDC Officers	GGLDC Start Date	Term End Date	GGLDC Board Training
Amy Vanderhoof	1	1	1					7/11/2018	6/30/2024	3/13/2019							
Paul J. Battaglia	1		1		1	Chair		6/30/2013	6/30/2025	12/23/2014	1		1		3/6/2014	6/30/2025	12/23/2014
Todd Bender	1		Chair	1	1			8/9/2017	6/30/2023	9/22/2017	1		1		8/9/2017	6/30/2023	9/22/2017
Craig Yunker	1	1		Chair		1		7/1/2014	6/30/2026	11/7/2014	1	1			6/4/2015	6/30/2026	11/7/2014
Peter Zelfiff	1	Chair	1	1	1	1	Chairman	2/28/2014	6/30/2022	2/6/2013	1				2/7/2019	6/30/2022	2/6/2013
Matthew Gray	1			1	Chair	1	Vice Chair	7/1/2015	6/30/2021	3/23/2016							
Marianne Clattenburg	1	1						3/17/2021	12/31/2021	4/9/2021							
Thomas Felton											1		1	Vice Chairman	8/4/2011	6/30/2025	6/22/2012
Mary Ann Wiater											1				8/2/2013	6/30/2021	3/27/2013
Sarah Noble-Moag											1	Chair		Secretary	8/12/2014	6/30/2026	11/7/2014
Gregg Torrey											1	1		Treasurer	1/19/2017	6/30/2021	1/19/2017
Don Cunningham											1	1	Chair	President & CEO / Chairman	9/1/2017	6/30/2023	4/11/2018
	7	4	4	4	4	4					9	4	4				
NEED	7	4	4	4	4						9	4	4				
4 People are required for a quorum in the GCEDC											5 people are required for a quorum in the GGLDC						
GCEDC Board Members are appointed by the County Legislature.											6 people are required if it involves capital improvements, sale, purchase, mortgage, or lease of property (Majority plus 1)						
The Audit & Finance Committee members, the President & CEO and the VP of Operations are authorized bank signers. All checks (line of credit withdrawals) require two signatures and must be co-signed by at least one board member.											The Audit & Finance Committee members are authorized bank signers. Two Bank account signers are required to sign every check and line of credit withdrawals.						
** Chad Klotzbach is verbally assigned to the GCEDC Board by the Legislative Chair.											1/16/14 - GGLDC Board Member Term Limits (as recommended by the Governance Committee) - - Nine GGLDC board members are appointed via majority vote by the GCEDC board of directors. - Four of the nine board positions will be independent of the GCEDC board; 6 year terms. - Five of the nine board positions will be held by GCEDC board members, coterminous with GCEDC appointments. - These five board positions should be filled with the four most senior members of the GCEDC board and the Legislative Liaison OR the four most senior members of the GCEDC board and any member that is chosen based on current circumstances at the time of vacancy.						
Secretary: Penny Kennett Treasurer: Lezlie Farrell											GGLDC Board Members are appointed by the GCEDC						
Committees are made up of the Board Chair plus three board members.											Committees are made up of the Board Chair plus three board members.						

Name	GCFC Board Member	GCFC Bank Signer	GCFC Audit Committee	GCFC Governance Committee	GCFC Officers	GCFC Start Date	GCEDC Board Training	Appointed by the GC Legislature	Appointed by the GCEDC
Tom Turnbull	1	1	1		Secretary	12/9/2015	2/3/2016	X	
Maureen Marshall	1			1		11/5/2009	9/14/2011	X	
Hollis Upson	1	1	1	1	Treasurer	11/5/2009	3/8/2013	X	
Dr. William Lapple	1					5/11/2016	5/22/2019	X	
Matthew Gray	1				Vice Chair	6/4/2020	12/23/2014		X
Pete Zelfiff	1	1		1	Chair	8/3/2017	2/6/2013		X
Need	6	3	2	3					4
4 people are required for a quorum in the GCFC.		Authorized Bank Signers: 3/25/20 - Paul Battaglia, Pete Zelfiff, Tom Turnbull & Hollis Upson			Signers of Agreements: Chair, Vice Chair and Secretary				
4 people are appointed by the Genesee County Legislature									
2 appointed by the GCEDC (1/19/17 - the board approved the Chair and Vice Chair to serve this board)									

# Genesee County Economic Development Center

## Current Officers

Pete Zeliff, Chair  
Matthew Gray, Vice Chair  
P. Kennett, Secretary  
L. Farrell, Treasurer  
S. Hyde, President & CEO

## Authorized to request information regarding all bank accounts for the GCEDC

L. Farrell  
P. Kennett

## The following are authorized signors of agreements, contracts, deeds and any other instruments as approved by the Board or operational items within the approved budget limits:

Chairman (per by-laws)  
Vice Chairman (per by-laws)  
S. Hyde (per by-laws)  
M. Masse  
C. Suozzi

3b/3c/3d

2020 Board Member Meeting List X=Attended

Board	Member	Jan 1/9/2020	Feb 2/6/2020	Feb 2/27/2020	Mar 3/5/2020	Mar 3/26/2020	April No Meeting	May 5/7/2020	Jun 6/4/2020	Jul 7/2/2020	Aug 8/6/2020	Sep 9/3/2020	Oct 10/1/2020	Nov 11/5/2020	Dec 12/3/2020	Dec 12/17/2020	Notes
EDC		Meeting Cancelled No Quorum		Special Board Meeting												Meeting Cancelled	
	Amy Vanderhoof		X		X	X		X	X	X	X	X	X	X	X	X	
	Paul Battaglia		X	X	X	X		X	X	X	X	X	X	X	X	X	
	Todd Bender		X	X	X	X		X	X	X	X	X	X	X	X	X	
	Craig Yunker		X	X	X	X		X	X	X	X	X	X	X	X	X	
	Peter Zeff		X	X	X	X		X	X	X	X	X	X	X	X	X	
	Matthew Gray		X	X	X	X		X	X	X	X	X	X	X	X	X	
	Andrew Young				X	X		X	X	X	X	X	X	X	X	X	A. Young resigned from County Legislature
	Chad Klotzbach															X	C. Klotzbach replaced A. Young as Legislative liaison.



2021 Board Member Meeting List X=Attended

Board Member	1/7/2021	1/27/2021	2/4/2021	3/4/2021	3/25/2021	April	5/6/2021	6/3/2021	7/1/2021	8/5/2021	9/2/2021	10/7/2021	10/28/2021	Nov	Dec	Notes
EDC																
Amy Vanderhoof		X	X	X	X											
Paul Battaglia	X		X	X	X											
Todd Bender	X	X	X	X	X											
Craig Yunker	X	X	X	X	X											
Peter Zeliff	X	X	X	X	X											
Matthew Gray		X	X	X	X											
Chad Klozibach	X		X	X												
Marianne Clattenburg																
																Reassignment by County Legislaure M. Clattenburg replaced C. Klozibach as Legislative liaison

**GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
DBA GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER**

**CODE OF ETHICS**

The members of the board (the "Board") of the Genesee County Industrial Development Agency DBA Genesee County Economic Development Center (the "Agency"), a duly established public benefit corporation of the State of New York (the "State"), along with the officers and staff of the Agency, shall comply with and adhere to the provisions of this Code of Ethics ("Code") adopted pursuant to and in accordance with Section 2824 of the Public Authorities Law and Article 18 of the General Municipal Law of the State.

**ARTICLE I  
CONFLICTS OF INTEREST**

A conflict or a potential conflict exists whenever an officer or employee has an interest, direct or indirect, which conflicts with their duty to the Agency or which could adversely affect an individual's judgment in the discharge of his or her responsibilities. No officer or employee shall:

1. Take action or participate in any manner whatsoever in his or her official capacity in the discussion, negotiation or the awarding of any contract or in any business or professional dealings with the Agency in which the official or employee has or will have an interest, direct or indirect, in such contract or professional dealings.
2. Engage in, solicit, negotiate for or promise to accept private employment or render services for his or her personal benefit when such employment or service creates a conflict or impairs the proper discharge of his or her official duties.
3. Directly or indirectly solicit, accept, or agree to accept any gift or financial benefit from any person, other than a family member, who the Agency officer or employee knows is considering, has, or within the previous twelve months has had, any business dealing with the Agency that involves any discretionary act by the Agency officer or employee. An Agency officer or employee may accept from such person a gift or gifts which are customary on family, social, holiday or civic occasions, provided they do not total more than seventy-five dollars from any person within any calendar year, and further provided that they were not received under circumstances in which it reasonably might be inferred that such gift or gifts were intended to influence the officer or employee in the performance of his or her official duties or reward him or her for any official action. A gift or financial benefit shall include money, services, loan, travel, entertainment, hospitality, thing or promise thereof, or any other gratuity or promise thereof, including any financial transaction on terms not available to the general public, but shall not include a campaign contribution. Travel, room and board expenses incurred in the performance of official duties providing a legitimate public purpose shall be excluded from the provisions of this section.

4. Disclose confidential financial information acquired in the course of his or her official duties or use such information to further his or her personal interests.
5. Take action on a matter before the Agency when, to his or her knowledge, the performance of that action would provide a pecuniary or material benefit to himself or herself.

## **ARTICLE II PROCEDURES FOR DISCLOSURE**

All directors, officers or employees of the Agency shall adhere to the following procedures:

1. All conflicts of interest shall be disclosed in writing to the Ethics Officer as soon as practicable after learning of the conflict. In addition, in the event a director on the board of the Agency has a conflict, he or she shall verbally disclose the conflict during a public session of a board meeting at which the matter creating the conflict appears on the agenda. Such verbal disclosure shall be recorded in the minutes of the meeting and be made part of the public record.

2. The director, officer or employee with the conflict of interest shall refrain from participating in discussions or decisions on the matter creating the conflict. In addition, in the event a director on the board of the Agency has a conflict, he or she shall recuse him or herself from any deliberations and abstain from voting on such matter creating the conflict.

## **ARTICLE III PENALTIES**

Failure to comply with this Policy may result in penalties as provided for in law.

## **ARTICLE IV ETHICS OFFICER**

The Agency's Board shall designate an officer, director or employee of the Agency to serve as the Ethics Officer of the Agency. In the event of a vacancy, the Agency Board Chair shall serve as the Ethics Officer until such time as the Agency Board appoints a successor.

## **ARTICLE V PROHIBITED CONFLICTS OF INTEREST**

General Municipal Law ("GML") Article 18 regulates financial conflicts of interest of directors, officers and employees of the Agency. Therefore, notwithstanding any other provision contained in this Policy, financial conflicts of interest shall be governed by Article 18 of the GML.

Approved and adopted May 4, 2017.