



Thursday, March 5, 2015
Upstate MedTech Centre Innovation Zone – Suite 107
Governance & Nominating Committee Meeting - GGLDC
3:30 p.m.

MINUTES

ATTENDANCE

Committee Members:	T. Felton, W. Hinchey, P. Zelif, A. Young
GCEDC / GGLDC Board Members:	J. Rizzo, R. Cianfrini, C. Yunker, M. Wiater,
Staff:	S. Hyde, L. Farrell, M. Masse, E. Richardson, R. Tabelski, P. Kennett
Guests:	R. Gaenzle (Harris Beach)
Absent:	

CALL TO ORDER / ENTER PUBLIC SESSION

T. Felton called the meeting to order at 3:28 p.m. in the Upstate MedTech Centre Innovation Center Conference Room.

CHAIRMAN’S REPORT & ACTIVITIES

2A. AGENDA ADDITIONS / OTHER BUSINESS – No additions to the agenda were made.

2B. REVIEW OF LEASE AGREEMENTS – POLICY – T. Felton shared that at the last board meeting there was a discussion about whether the Board wished to review leases or not. The lease that sparked the conversation was the amendment to the First Wave Technologies lease for the MedTech Centre. There are several other leases that the Agency does including farm leases. He asked for Board input on whether they would like to review all leases and if the Agency should put a policy in place for reviewing and instituting leases in the future.

M. Masse shared that when the MedTech Centre was built, the Board had authorized the CEO to negotiate and execute the leases for the tenants. There was no separate approval for each lease.

S. Hyde shared that when the MedTech Centre was being built, the entirety of the business case was reviewed in depth with the Board. That included the lease assumptions and finances of the project. There was an extensive review of the financial implications of the leases for the MedTech Centre. The Board then authorized the CEO to negotiate and execute those leases as long as it was in keeping with the parameters reviewed by the Board.

When First Wave Technologies first occupied space at the MedTech Centre, there was no formal approval of a lease agreement. All build out costs and contracts for construction were approved through the board process prior to award. The same thing was done for the new space that First Wave Technologies now occupies.

P. Zelif asked if there was a standard lease agreement that the Agency uses.

M. Masse shared that Harris Beach drafted the standard lease agreement that the Agency uses. The only provisions that are different in the amended First Wave Technologies lease are recapture clauses that were included. If First Wave were to leave this facility or leave the County, they would have to repay the outstanding balance on the lease

because escrow funds were used to fund the build out. That was the most substantial change. The lease rate is determined based upon the square footage and the build out costs.

P. Zeliff shared that if there is a standard “boiler plate” lease agreement there would be no reason for the Board to review it, unless there were substantial changes in the language.

J. Rizzo disagrees. He believes that the Board should review all lease agreements. The financial aspect and the term are policy decisions that he feels the Board should review. The notion that the Board never formally approved the leases for the MedTech Centre is hard to understand. He mentioned both public and private sector perspectives regarding approving leases. The County Legislature approves all leases, and private sector Boards that he’s served on have also approved leases within a monetary threshold.

M. Wiater asked if the monetary threshold was a term.

J. Rizzo shared that it was a dollar amount on a cumulative basis.

M. Masse shared that the farm land leases are signed on a yearly basis.

J. Rizzo shared that if there was an exception to the policy of reviewing leases it would be farm land leases. But even with farm land, he would like to know who the tenants are. How does the Board know they don’t have a conflict?

W. Hinchey asked how many leases the Board might have to review on an annual basis.

M. Masse shared that there are 4 leases for the MedTech Centre, which wouldn’t necessarily have to be reviewed annually. And there are approximately ten farm land leases that would need to be reviewed between the GCEDC and the GGLDC.

S. Hyde wanted to be clear that there was extensive review previously of the leases. The Board was authorizing the execution of the lease to the CEO based on the lease parameters discussed.

W. Hinchey mentioned that he was on the Board when the MedTech Centre was being built and the Board authorized the CEO to execute the agreements and that was to the satisfaction of the Board. However, the average term of the Board when this building as being built was about 20 years. That isn’t the case anymore and Board Members need to be sort of refreshed about the operations of the Agency. As long as there aren’t hundreds of leases to review, it might be a good idea to review them with this Board.

T. Felton shared that the proposal would be to review leases at the Governance Committee level and recommend them to the full Board for approval. This will not become policy but more so guidance.

M. Masse explained that what he would prepare to review with the GGLDC Board he would also prepare for the GCEDC to be consistent.

T. Felton requested some clarification. Does the First Wave Technologies lease need to be brought forward to the Committee at the next meeting for review and approval.

J. Rizzo does not feel as if there is a need to do so. Himself and M. Wiater reviewed the lease and have no quarrels.

2C. MINUTES: JANUARY 15, 2015

P. Zeliff made a motion to approve the January 15, 2015 minutes; the motion was seconded by W. Hinchey. Roll call resulted as follows:

T. Felton– Yes

A. Young – Yes
P. Zeliff - Yes
W. Hinchey - Yes

The item was approved as presented.

DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3A. POLICIES & REPORTS

- **Mission Statement & Measurement Report** – L. Farrell shared that an Authority’s Board must annually review the authority’s mission statement and performance results to ensure that its mission has not changed and that the authority’s performance goals continue to support its mission. The 2015 organizational goals have already been reviewed with the Board. This report will be submitted to the ABO.

L. Farrell asked the Committee to recommend to the full Board for approval, the Mission Statement & Measurement Report.

A. Young made a motion to recommend the Mission Statement & Measurement Report as presented; the motion was seconded by W. Hinchey. Roll call resulted as follows:

T. Felton – Yes
A. Young – Yes
P. Zeliff - Yes
W. Hinchey - Yes

The item was approved as presented.

- **Authority Self-Evaluation of Prior Year Performance** – L. Farrell shared that Public Authorities are required to perform a self-evaluation of prior year’s goals/measurements annually. These have previously been reviewed by the Board and are formalized here. This report will be submitted to the ABO.

L. Farrell asked the Committee to recommend to the full Board for approval, the Authority Self-Evaluation of Prior Year Performance.

P. Zeliff made a motion to recommend the Authority Self-Evaluation of Prior Year Performance as presented; the motion was seconded by W. Hinchey. Roll call resulted as follows:

T. Felton – Yes
A. Young – Yes
P. Zeliff - Yes
W. Hinchey - Yes

The item was approved as presented.

3B. BOARD SELF-EVALUATION - L. Farrell shared that in 2010 the ABO issued guidance suggesting that each Board Member annually perform his/her own evaluation of the whole Board. This evaluation provides an opportunity for Board Members to measure their individual and collective effectiveness, determine if they are following their own policies and procedures, identify areas for Board improvement, and to compare how their evaluation of the Board’s performance compares to that of other Board Members. These evaluations were sent out to the Board and the summary results of the confidential evaluation of board performance have been provided to the Committee today. The

summary results must be submitted to the ABO by the March 31st deadline. L. Farrell wished to review this with the Board prior to submission. There are no actions required today. The Committee may wish to set up a meeting if they feel that based on the results something needs to be addressed.

L. Farrell shared that the results collected thus far will be submitted to the ABO by March 31st. If there is any that have not been submitted but are before the deadline they will be added to the summary results. To remain consistent with the GCEDC, the staff will work with the Committee on developing a more meaningful self-evaluation for next year.

ADJOURNMENT

As there was no further business, A. Young made a motion to adjourn at 3:45 p.m., seconded by W. Hinchey and passed unanimously.