



Meeting Agenda – Governance & Nominating Committee
 Genesee County Economic Development Center
 Thursday, May 2, 2019, 3:00pm
 Location: GCEDC Conference Room

Page #s	Topic	Discussion Leader	Desired Outcome
	1. Call to Order – Enter Public Session	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		
	2. Chairman’s Report & Activities	C. Yunker	
2-4	2a. Agenda Additions / Other Business		
	2b. Minutes: February 5, 2019		Vote
	3. Discussions / Official Recommendations to the Board:		
5	3a. GGLDC Board Member Appointment	L. Farrell	Discussion
6	3b. Officer Appointments	L. Farrell	Disc / Vote
6	3c. Authorized to Request Information Regarding Bank Accounts	L. Farrell	Disc / Vote
6	3d. Authorized Signers of Agreements, Contracts, etc.	L. Farrell	Disc / Vote
	3e. Annual Project Performance Review	M. Masse	Discussion
7	3f. Local Labor Reporting Results	M. Masse	Discussion
8	3g. Pricing Policy Revision	M. Masse	Disc / Vote
	4. Adjournment	C. Yunker	Vote



**Tuesday, February 5, 2019
Innovation Zone Conference Room
GCEDC Governance & Nominating Committee Meeting
11:30 a.m.**

MINUTES

ATTENDANCE

Committee Members: P. Battaglia (Video Conference), P. Zelif, C. Yunker, A. Young
GCEDC/GGLDC Board Members:
Staff: S. Hyde, L. Farrell, M. Masse, E. Richardson
Guests:
Absent:

1. CALL TO ORDER / ENTER PUBLIC SESSION

P. Zelif called the meeting to order at 11:28 a.m. in the Andrews Conference Room.

2. CHAIRMAN'S REPORT & ACTIVITIES

2a. Agenda Additions / Other Business –

2b. Minutes: September 4, 2018

P. Zelif made a motion to approve the September 4, 2018 meeting minutes as presented; the motion was seconded by P. Battaglia. Roll call resulted as follows:

P. Zelif -	Yes
A. Young-	Yes
C. Yunker -	Yes
P. Battaglia -	Yes (Video Conference)

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. Board Self Evaluation Process / Questionnaire – L. Farrell provided a copy of the confidential evaluation of board performance questionnaire and asked the Committee to review. If there are no changes to the questionnaire, the staff will send these out to each Board member requesting that they be submitted to the Board Chair. The Board Chair will then tally the results to be submitted to PARIS and reviewed by the Board.

The Committee believed that no changes are necessary to the questionnaire and that the process should remain the same as last year.

3b. Committee Self Evaluation Process / Questionnaire - L. Farrell shared that when the Committee had last reviewed and approved the Committee Charter it was pointed out that the Charter states that the Committee will do an annual self-evaluation. The Committee recommended that the staff develop a short checklist for Committee Evaluations for the Committee to review. The Governance & Nominating Committee will be the one that facilitates this process; reminding all other committees that this should be done and reviewing all other committees' results.

L. Farrell presented the checklist for the Committee to review.

P. Battaglia shared that other boards he's been on perform their annual self-assessment as more of a discussion and narrative summary than a checklist.

C. Yunker shared that the most important part of this process is the actual discussion around whether the members feel they are performing all of their duties on the Committee.

The Committee recommended that the Governance & Nominating Committee, Audit & Finance Committee and maybe the Employment & Compensation Committee have a discussion, using the checklist that L. Farrell created as a guideline, about their performance and create a memo that will be reported to the Governance Committee that they have completed their self-assessment and the outcome of the discussion. This should be done at the same time the Charters are being reviewed by the Committee.

3c. Authority Self-Evaluation of Prior Year Performance – M. Masse shared that Public Authorities are required to perform a self-evaluation of prior year's goals/measurements annually. This report will be submitted to the ABO. In previous years the Committee/Board has reviewed the Agency's results separately. To streamline the process, the Agency's results are presented using this form.

The Agency had 16 project wins in 2018, with a total pledged capital investment of almost \$34 million and 99 pledged jobs. These projects resulted in a combined \$61 million economic impact.

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

P. Zeliff -	Yes
A. Young-	Yes
C. Yunker -	Yes
P. Battaglia -	Yes (Video Conference)

The item was approved as presented.

3d. Mission Statement & Measurement Report – M. Masse shared that the Authority's Board must annually review the authority's mission statement and performance goals to ensure that its mission has not changed and that the authority's performance goals continue to support its mission. This report will be submitted to the ABO.

M. Masse added that the capital investment and job creation goals are based on an average of the last four years of actual pledged capital investment and job creation. Mega projects and one-time larger projects were removed from this average as shown in a spreadsheet provided to the Committee. The other suggested goals are somewhat over-arching goals that the entire staff can work towards achieving.

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

P. Zelif - Yes
A. Young- Yes
C. Yunker - Yes
P. Battaglia - Yes (Video Conference)

The item was approved as presented.

3e. GGLDC Board Member Appointment – The Committee recommends adding P. Zelif (GCEDC Board Member) to the GGLDC Board, coterminous with his GCEDC appointment, effective immediately upon approval by the full Board.

P. Battaglia made a motion to recommend adding P. Zelif to the GGLDC Board, coterminous with his GCEDC appointment; the motion was seconded by A. Young. Roll call resulted as follows:

P. Zelif - Yes
A. Young- Yes
C. Yunker - Yes
P. Battaglia - Yes (Video Conference)

The item was approved as presented.

4. ADJOURNMENT

As there was no further business, P. Zelif made a motion to adjourn at 12:01 p.m., seconded by P. Battaglia, and passed unanimously.

GCEDC										GGLDC						
Name	GCEDC Board Member	GCEDC STAMP Committee	GCEDC Employment & Comp Committee	GCEDC Governance & Nominating Committee	GCEDC Audit & Finance Committee (Bank Signers)	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	1	1	Chairman	6/30/2013	6/29/2019	12/23/2014	1		1		3/6/2014	6/29/2019	12/23/2014
Todd Bender	1		Chair		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			7/1/2014	6/30/2020	11/7/2014	1	1		Vice Chair	6/4/2015	6/30/2020	11/7/2014
Peter Zeliff	1	Chair		1		Vice Chair	2/28/2014	6/30/2022	2/6/2013	1				2/7/2019	6/30/2022	2/6/2013
Matthew Gray	1		1		Chair		7/1/2015	6/30/2021	3/23/2016							
Andrew Young	1			1	1		1/1/2018	12/31/2019	2/20/2019							
Thomas Felton										1	1	1	President & CEO / Chairman	8/4/2011	6/30/2019	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	6/30/2020	11/7/2014
Gregg Torrey										1	1		Treasurer	1/19/2017	6/30/2021	1/19/2017
Don Cunningham										1		Chair		9/1/2017	6/30/2023	4/11/2018
	7	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.						
** Andrew Young 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.						

Genesee County Economic Development Center

Current Officers

Paul Battaglia, Chair
Pete Zeliff, 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

Local Labor Utilization Report Summary

Owner Name: HP Hood

Project Description: HP Hood - Fluid milk conversion

Data Source: Local Labor Utilization Report as prepared by the owner.

	Total on Site	Less Project Mgmt	Total Labor On Site	Local Labor	% Local Labor
1/1/18 - 3/31/18	304	0	304	300	98.68%
4/1/18 - 6/30/18	54	0	54	54	100.00%
7/1/18 - 9/30/18	216	0	216	209	97%
10/1/18 - 12/31/18	118	6	112	108	96%
Total	692	6	686	671	98%

* Reviewed zip codes to ensure that they are accurate.




Notes: Throughout the year several waiver requests have been approved by the Board related to warranty issues / requirements, specialized construction, and cost differentials.

Conclusion: Based on the reporting reviewed by the GCEDC, this project met the requirement of 90% (actual was 98%) local labor. No further inquiries are deemed necessary at this time.

Authorized GCEDC Representative:


Mark A. Masse
Sr. VP of Operations

Reviewed by:

PK 
MM 
LF 



Genesee County Economic Development Center Pricing & Fee Policy

Effective Date: **June 1, 2019**

Financial Assistance - Tax Savings***

Offering / Activity	Fees	Comments
<p>Lease - Lease Back (SLB) or similar Including any / all of the following:</p> <ol style="list-style-type: none"> 1. PILOT 2. Sales Tax Exemption 3. Mortgage Tax Exemption <p>Minimum fee of \$2,000</p>	<p>\$250 Non-Refundable Application Fee</p> <p>GCEDC Fees: Direct Sales Project: 1.25% of total capital investment/ benefited project amount</p> <p>Administration fee: For projects with a capital investment of less than \$5 million, there will be a \$500 annual fee charged for each year of benefits provided. For projects with a capital investment of \$5 million or greater, there will be a \$1,000 annual fee charged.</p> <p>Legal Fees: Legal transaction fees associated with a project will be estimated to each client on a case by case basis.</p>	<p>Eligible to businesses with Capital Investments of \$50,000 or greater which meet the criteria as set forth in the GCEDC's Uniform Tax Exemption Policy.</p>
<p>Sales Tax Exemption Only</p> <p>Minimum fee of \$1,000</p>	<p>\$250 Non-Refundable Application Fee</p> <p>GCEDC Fees: Direct Sales Project: 1.25% of total capital investment/ benefited project amount</p> <p>Legal Fees: Legal transaction fees associated with a project will be estimated to each client on a case by case basis.</p>	<p>Eligible to businesses with Capital Investments of \$50,000 or greater which meet the criteria as set forth in the GCEDC's Uniform Tax Exemption Policy.</p>
<p>Mortgage Tax Exemption Only</p> <p>Minimum fee of \$2,000</p>	<p>\$250 Non-Refundable Application Fee</p> <p>GCEDC Fees: 0.4% of amount financed</p> <p>Legal Fees: Legal transaction fees associated with a project will be estimated to each client on a case by case basis.</p>	<p>Eligible to businesses with Capital Investments of \$50,000 or greater which meet the criteria as set forth in the GCEDC's Uniform Tax Exemption Policy.</p>

Financing***

Offering / Activity	Fees	Comments
Bond: Taxable or Tax Exempt 1. Financing transaction only 2. Financing included with SLB	\$250 Non-Refundable Application Fee Financing Transaction Only: Direct Sales Project: 1.25% of total bond amount Applicant must pay NYS Bond Issuance cost plus legal fees. Legal Fees: Legal transaction fees associated with a project will be estimated to each client on a case by case basis.	Range varies based on GCEDC involvement, term of bond (equip only vs. real property) and spread between taxable and tax exempt yield curves. The shorter the term and / or lower the spread between yield curves requires lower fees to remain competitive vs. commercial lending sources.

Transfer/Assignment of PILOT

Offering / Activity	Fees	Comments
PILOT 1. If a company sells their building, the GCEDC must approve the transfer/assignment of the PILOT to the purchaser.	No Application Fee GCEDC will calculate a fee based on a number of factors such as the purchase price of the facility, what the purchaser will use the facility for, the remaining term and savings of the PILOT, and any other pertinent information that the Board feels is necessary. Legal Fees: Legal transaction fees associated with a project will be estimated to each client on a case by case basis.	

*** NOTE – If a company wants to have a lease-leaseback transaction with a tax exempt financing component the total fee charged would be 1.75% of Capital investment.

Any deviation from the above listed fee schedule must be explained in writing to the Board by the CEO prior to (or simultaneously with) the approval of the Company's application and must be approved by the Board.

Financing/ Grants/ Consulting

Offering / Activity	Fees	Comments
Grants:	\$250 Non-Refundable Application Fee Program Administration Fees: Allowable program administration and delivery fees associated with the grant will be collected by the GCEDC. Legal Fees: Legal transaction fees associated with a project will be estimated to each client on a case by case basis.	Generally established and parameters set by Grantor. Negotiations, based on EDC involvement, occur on occasion. Project fee negotiated between grantee and GCEDC will be agreed to in a memorandum of understanding.