

**GENESEE GATEWAY LOCAL
DEVELOPMENT CORP.**
GCEDC's Real Estate & Development Affiliate

Meeting Agenda – Governance & Nominating Committee
Genesee Gateway Local Development Corp.
Thursday, March 5, 2020, 3:00 p.m.
Location: Innovation Zone, Suite 107

Page #	Topic	Discussion Leader	Desired Outcome
	1. Call to Order – Enter Public Session	S. Noble-Moag	
2-5	2. Chairman's Report & Activities 2a. Agenda Additions / Other Business 2b. Minutes: June 6, 2019	S. Noble-Moag	Vote
6	3. Discussions / Official Recommendations to the Board: 3a. Board Self Evaluation Process	L. Farrell	Discussion
7	3b. Authority Self Evaluation of Prior Year Performance	L. Farrell/ M. Masse	Disc / Vote
8 -9	3c. Mission Statement & Measurement Report	L. Farrell/ M. Masse	Disc / Vote
	4. Adjournment	S. Noble-Moag	Vote



Thursday, June 6, 2019
GGLDC Governance & Nominating Committee Meeting
Innovation Zone Conference Room
3:00 pm

MINUTES

ATTENDANCE

Committee Members: T. Felton, S. Noble-Moag, G. Torrey
GCEDC/GGLDC Board Members:
Staff: L. Farrell, M. Masse, E. Richardson, P. Kennett, S. Hyde, J. Krencik
Guests:
Absent: C. Yunker

1. CALL TO ORDER / ENTER PUBLIC SESSION

S. Noble-Moag called the meeting to order at 3:04 p.m. in the Innovation Zone Conference Room.

1a. Executive Session:

T. Felton made a motion to enter executive session at 3:04 p.m. under the Public Officers Law, Article 7, Open Meetings Law Section 105 for the following reasons, seconded by G. Torrey and approved by all members present:

- 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. Re-Enter Public Session – G. Torrey made a motion to enter back into public session at 3:11 p.m., seconded by T. Felton and approved by all members present.

2. CHAIRMAN'S REPORT & ACTIVITIES

2a. Agenda Additions / Other Business

2b. Minutes: February 7, 2019

T. Felton made a motion to approve the February 7, 2019 meeting minutes as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

2b

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. Officer Appointments - The current slate of officers is set to expire on June 30th. It is suggested to appoint the following slate of officers, with the notion that vacancies may occur and will be dealt with as they arise. The suggested slate of officers are as follows:

Chair / President / CEO - D. Cunningham
Vice-Chair - T. Felton
Treasurer - G. Torrey
Secretary - S. Noble-Moag

The appointed officers shall hold office for one year or until their successors are appointed.

S. Noble-Moag wished to thank T. Felton for his willingness to serve on as the Chair/President/CEO for so many years and appreciates his willingness to continue serving as a GGLDC Board member.

T. Felton made a motion to recommend approval of the slate of officers as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

3b. Authorization for Individuals to Obtain Bank Acct. Information – L. Farrell shared that she and P. Kennett are not authorized bank account signers, but need authorization to request information regarding bank accounts and to transfer funds between accounts.

G. Torrey made a motion to recommend approval authorizing L. Farrell and P. Kennett to obtain bank account information; the motion was seconded by T. Felton. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

3c. Authorized Signers of Contracts, Agreements, Etc. - L. Farrell shared that, per the Bylaws, the Chair and the Vice-Chair are authorized signers of agreements, contracts deeds and any other instruments as approved by the Board or operational items within the approved budget limits.

G. Torrey made a motion to recommend approval of the authorized signers of contracts, agreements, etc. as presented; the motion was seconded by T. Felton. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

3d. Procurement Policies and Procedures – L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

G. Torrey made a motion to recommend approval of the Procurement Policies and Procedures as presented; the motion was seconded by T. Felton. Roll call resulted as follows:

- T. Felton - Yes
- G. Torrey - Yes
- C. Yunker - Absent
- S. Noble-Moag - Yes

The item was approved as presented.

3e. Investment Policy – L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

G. Torrey made a motion to recommend approval of the Investment Policy as presented; the motion was seconded by T. Felton. Roll call resulted as follows:

- T. Felton - Yes
- G. Torrey - Yes
- C. Yunker - Absent
- S. Noble-Moag - Yes

The item was approved as presented.

3f. Disposition of Property Guidelines - L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

G. Torrey made a motion to recommend approval of the Disposition of Property Guidelines as presented; the motion was seconded by T. Felton. Roll call resulted as follows:

- T. Felton - Yes
- G. Torrey - Yes
- C. Yunker - Absent
- S. Noble-Moag - Yes

The item was approved as presented

3g. Governance & Nominating Committee Charter - L. Farrell shared that this charter is required to be reviewed annually. L. Farrell is recommending one change to the Charter. To remain consistent with the GCEDC's Charter, under 'Other Responsibilities' the following language be added: "Annual review of general performance relative to budget, capital investment and jobs created."

The GCEDC suggested adding "of the Agency" to distinguish whose performance they would be reviewing.

2b

DRAFT

The addition will now read as follows: "Annual review of general performance of the GGLDC relative to budget, capital investment and jobs created."

T. Felton suggested removing all references of staff from the Charter as the GGLDC has no staff.

T. Felton made a motion to recommend approval of the Governance & Nominating Committee Charter with the recommended changes; the motion was seconded by G. Torrey. Roll call resulted as follows:

T. Felton -	Yes
G. Torrey -	Yes
C. Yunker -	Absent
S. Noble-Moag -	Yes

The item was approved as presented

3h. Code of Ethics - L. Farrell shared that this policy is not required to be approved annually but was brought back to be reviewed per the request of the Committee. There are no suggested changes at this time.

4. ADJOURNMENT

As there was no further business, G. Torrey made a motion to adjourn at 3:26 p.m., seconded by T. Felton, and passed unanimously.

Confidential Evaluation of Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree	Comments:
1 Board members have a shared understanding of the mission and purpose of the authority.					
2 The policies, practices and decisions of the Board are always consistent with this mission.					
3 Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.					
4 The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.					
5 The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.					
6 The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.					
7 Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.					
8 Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.					
9 The Board meets to review and approval all documents and reports prior to public release and is confident that the information being presented is accurate and complete.					
10 The Board knows that statutory obligations of the Authority and if the Authority is in compliance with state law.					
11 Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.					
12 Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.					
13 Individual Board members feel empowered to delay votes, defer agenda items, or table actions they feel additional information or discussion is required.					
14 The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.					
15 The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.					
16 Board members demonstrate leadership and vision and work respectfully with each other.					
Additional Comments:					
Date Completed:		Entity: GCEDC / GGLDC / GCFC			
		(circle one)			

3a

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Authority Self-Evaluation of Prior Year Performance

Local Public Authority Name: Genesee Gateway Local Development Corporation (GGLDC)

2019 Measurements:

1. Actively maintain and enhance other shovel-ready and high-tech commercialization assets owned by GGLDC in Genesee County.
2. Support the GCEDC economic development and selling process helping to facilitate capital investment and job creation commitments and tax base enhancement in the community.

2019 Budgeted goals versus actual results:

1. In 2019, the GGLDC continued to actively market and promote all of its shovel-ready and high-tech commercialization assets, while performing normal maintenance such as mowing, building maintenance and sign care. The GGLDC is also constantly reviewing the industry requirements of companies to ensure that our corporate business parks have the necessary infrastructure to be competitive and meet those potential companies' needs.
2. Supported the GCEDC economic development and selling processes, helping to facilitate capital investment and job creation commitments and tax base enhancement in the community.

New York State Local Public Authority Mission Statement and Measurement Report

Local Public Authority Name: Genesee Gateway Local Development Corporation (GGLDC)

Fiscal Year: January 1, 2020 – December 31, 2020

Enabling Legislation (enables Local Public Authority Mission Statement): LDCs are formed and empowered to conduct certain projects pursuant to Not-For-Profit Corporation Law § 1411. Distinguished from IDAs (which exist as public benefit corporations), LDCs are established as charitable corporations that are empowered to construct, acquire, rehabilitate and improve for use by others, industrial or manufacturing plants in the territory in which its operations are principally to be conducted (“Benefited Territory”) and to make loans. LDCs can provide financial assistance for the construction, acquisition, rehabilitation, improvement, and maintenance of facilities for others in its Benefited Territory. Specific LDC powers include the ability to: (i) disseminate information and furnish advice, technical assistance and liaison services to Federal, State and local authorities; (ii) to acquire by purchase, lease, gift, bequest, devise or otherwise, real or personal property; and (iii) to borrow money and to issue negotiable bonds, notes and other obligations. LDCs are empowered to sell, lease, mortgage or otherwise dispose of or encumber facilities or any real or personal property or any interest therein.

Mission Statement: GGLDC's mission is to assist local economic development efforts by making real estate development investments to bolster shovel-ready tech and industrial park development and to provide tax and other related financial assistance to commercially viable projects in Genesee County thereby enabling the continued development of a sustainable long-term economy.

2020 Measurements:

1. Actively maintain and enhance other shovel-ready and high-tech commercialization assets owned by GGLDC in Genesee County.
2. Support the GCEDC economic development and selling process helping to facilitate capital investment and job creation commitments and tax base enhancement in the community.
3. Support the GCEDC's efforts in workforce training and development and innovation/entrepreneurship.
4. Act as good stewards on behalf of the County and its Stakeholders, promoting collaborative efforts, accountability and communication.

Authority Stakeholder(s): Genesee County Legislature

Authority Beneficiaries: The residents and taxing jurisdictions of Genesee County

Authority Customers: The Business Community of Genesee County

Authority self-evaluation of prior year performance (based upon established measurements): To Be provided by March 31, 2021 related to 2020 performance.

Governance Certification:

1. Have the Board members acknowledged that they have read and understood the mission of the public authority?

Board of Directors Response: Yes

2. Who has the power to appoint management of the public authority?

Board of Directors Response: The Board of Directors

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority.

Board of Directors Response: The Board has not adopted a final, written policy; however, the Board follows the prudent and reasonable past practice of appointing responsible individuals.

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

Board of Directors Response: The role of the Board regarding the implementation of the public authority's mission is to provide strategic input, guidance, oversight, mission authorization, policy setting and validation of the authority's mission, measurements and results. The role of management is to collaborate with the Board in strategy development / strategy authorization and to implement established programs, processes, activities and policies to achieve the public authority's mission.

5. Has the Board acknowledged that they have read and understood the response to each of these questions?

Board of Directors Response: Yes