

**GCEDC Governance & Nominating Committee Meeting
Tuesday, May 31, 2022
Location: Electronically
10:30 a.m.**

MINUTES

ATTENDANCE

Committee Members: P. Zeliff, M. Gray, C. Yunker

Staff: S. Hyde, L. Farrell, M. Masse, P. Kennett, L. Casey, J. Krencik

Guests: D. Cunningham (GGLDC Board Member), S. Noble-Moag (GGLDC Board Member), G. Torrey (GGLDC Board Member)

Absent: T. Bender

1. CALL TO ORDER / ENTER PUBLIC SESSION

C. Yunker called the meeting to order at 10:56 a.m. via conference call / video conference.

Governor Kathy Hochul signed legislation (S.50001 / A.40001) on September 2, 2021 extending virtual access to public meetings under NYS's Open Meetings Law, which allows virtual participation in local government meetings during the COVID-19 pandemic. This meeting is being held electronically via conference call / video conference instead of a public meeting open for the public to attend in person.

2. CHAIRMAN'S REPORT & ACTIVITIES

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

2b. Minutes: February 3, 2022

P. Zeliff made a motion to approve the February 3, 2022 meeting minutes as presented; the motion was seconded by M. Gray. Roll call resulted as follows:

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

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. GGLDC Board Member Appointments – P. Zeliff's terms for the GCEDC and GGLDC Boards ends on 6/30/22. The Genesee County Legislature reappointed P. Zeliff to the GCEDC Board of Directors. The Governance and Nominating Committee would like to recommend to the full Board that P. Zeliff is reappointed to the GGLDC Board of Directors.

M. Gray made a motion to recommend to the full Board that P. Zeliff is reappointed to the GGLDC Board of Directors; the motion was seconded by P. Zeliff. Roll call resulted as follows:

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

The item was approved as presented.

3b. Officer Appointments – The current slate of officers is set to expire on June 30th. It is suggested to approve the below listed slate of officers:

Chair -	P. Zeliff
Vice-Chair -	M. Gray
Secretary -	P. Kennett
Treasurer -	L. Farrell
President/CEO -	S. Hyde

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

P. Zeliff made a motion to recommend approval to the full Board the reapproval of the current slate of officers; the motion was seconded by M. Gray. Roll call resulted as follows:

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

The item was approved as presented.

3c. Authorized to Request Information Regarding Bank Accounts – L. Farrell shared that she and P. Kennett need to be authorized to request information regarding the bank accounts. No changes to this authorization are being suggested at this time.

M. Gray made a motion to recommend to the full Board the approval of the authorized individuals to obtain bank account information as presented; the motion was seconded by P. Zeliff. Roll call resulted as follows:

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

The item was approved as presented.

3d. Authorized Signers of Agreements, Contracts, etc. – L. Farrell shared that currently the authorized signers of agreements, contracts, etc. are the Chair (per Bylaws), Vice Chair (per Bylaws), President & CEO (Per Bylaws), Sr. VP of Operations and VP of Business & Workforce Development. No changes are being suggested at this time.

M. Gray made a motion to recommend to the full Board the approval of the Authorized Signers of Contracts, Agreements, etc. as presented; the motion was seconded by P. Zeliff. Roll call resulted as follows:

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

The item was approved as presented.

3e. Authorized Bank Signers – Audit & Finance Committee members are authorized bank signers, along with two staff members, S. Hyde and M. Masse. All GCEDC checks must be signed by two authorized signers. All checks must be signed by at least one board member.

Line of credit withdrawals must be signed by two authorized signers. All line of credit withdrawals must be signed by at least one board member.

M. Gray made a motion to recommend to the full Board the approval of the Authorized Bank Signers as presented; the motion was seconded by P. Zeliff. Roll call resulted as follows:

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

The item was approved as presented.

3f. Board Member Attendance – GCEDC Board member attendance for 2021 and 2022 year-to-date was provided with meeting materials for review by the Committee. No discussion took place.

3g. Code of Ethics – L. Farrell stated that the Committee reviews this policy annually. No changes are being recommended; therefore no vote is required. C. Yunker stated that the Agency, along with the officers and staff, comply and adhere to this Code of Ethics.

3h. Board Member Evaluation- Evaluations have been completed and received by the Board Chair. The evaluation results were provided with meeting materials. No discussion took place.

3i. Procurement Policies & Procedures- L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

P. Zeliff made a motion to recommend to the full Board the approval of the Procurement Policies & Procedures as presented; the motion was seconded by M. Gray. Roll call resulted as follows:

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

The item was approved as presented.

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

P. Zeliff made a motion to recommend to the full Board the approval of the Investment Policy as presented; the motion was seconded by M. Gray. Roll call resulted as follows:

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

The item was approved as presented.

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

P. Zeliff made a motion to recommend to the full Board the approval of the Disposition of Property Guidelines as presented; the motion was seconded by M. Gray. Roll call resulted as follows:

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

The item was approved as presented.

3l. Governance & Nominating Committee Charter- L. Farrell shared that this charter is required to be reviewed annually. No changes are being recommended; therefore no vote is required.

3m. Committee Self-Evaluation- The Committee evaluated its' responsibilities and ability to carry out those responsibilities. The Committee is carrying out its' duties in line with the Committee Charter.

Executive Session

M. Gray made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 11:08 a.m., 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 P. Zeliff and approved by all members present.

Re-Enter Public Session

M. Gray made a motion to enter back into public session at 11:14 a.m., seconded by P. Zeliff and approved by all.

3n. Annual Project Performance Review - All projects that receive financial assistance are required to report certain information about their project's performance, including total jobs, on an annual basis to the GCEDC. This information is then reported into the Public Authorities Reporting Information System (PARIS). C. Yunker stated that the project performance review took place in Executive Session. C. Yunker stated that it was a satisfactory report and recommended no action be taken at this time on any of the projects.

3o. UTEP Review - The GCEDC's current Uniform Tax Exemption Policy and project criteria checklist was provided with meeting materials for review and comment. The UTEP establishes the criteria that the Board uses to approve a project. It also provides the guidelines for the PILOT Agreements that the Agency offers as well as sales and mortgage tax exemptions, deviations, and recapture of benefits. No changes are being recommended.

3p. Pricing Policy Change- The GCEDC's current pricing policy allows an origination fee of 1.25% of the total capital investment/benefitted project amount. With STAMP seeing interest from projects that have significant capital investment/benefitted amounts, the GCEDC staff is recommending a revision to the policy to allow for an ability to negotiate the origination fee on these large projects.

Fund Commitment: None.

M. Gray made a motion to recommend to the full Board the approval of the Pricing Policy Change as presented; the motion was seconded by P. Zelif. Roll call resulted as follows:

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

The item was approved as presented.

3q. Local Labor Monitoring Fee - At the June 3, 2021 and July 1, 2021 meetings, the Governance & Nominating Committee discussed a change in policy that would **require** those companies that are subject to the local labor policy to hire an outside consultant to assist in reviewing any waiver requests that may be submitted. Ultimately, on July 1, 2021, the Committee decided that no changes would be made to the Local Labor Policy.

The local labor monitoring fee has been brought forward again for review and discussion.

Currently, the GCEDC pays for the set-up fee, monthly inspections and reporting not to exceed the construction timeline in the application. These monitoring fees are paid out of the project origination fee. The company is responsible for any fees that exceed the timeline listed in the application. The company is also responsible for any waiver requests that get submitted and sent to the Board for consideration.

M. Masse stated that an alternative approach to managing payment of these fees is to collect a deposit from the customer to pay for these monitoring expenditures. Any funds that are not expended will be refunded to the customer.

Staff was asked to find out how Erie and Monroe County handle payment of these fees. No action will be taken until this information is provided to the Committee.

4. **ADJOURNMENT**

As there was no further business, P. Zeliff made a motion to adjourn at 11:32 p.m., seconded by M. Gray, and passed unanimously.