



**GCEDC Governance & Nominating Committee Meeting**  
**Thursday, May 4, 2023**  
**Location – 99 MedTech Drive, Innovation Zone**  
**3:00 p.m.**

**MINUTES**

**ATTENDANCE**

Committee Members: P. Zeliff, M. Gray, C. Yunker  
Staff: S. Hyde, L. Farrell, M. Masse, P. Kennett, L. Casey, C. Suozzi  
Guests: D. Cunningham (GGLDC Board Member), S. Noble-Moag (GGLDC Board Member), G. Torrey (GGLDC Board Member), P. Battaglia (GCEDC/GGLDC Board Member)  
Absent: T. Bender

**1. CALL TO ORDER / ENTER PUBLIC SESSION**

C. Yunker called the meeting to order at 3:01 p.m. in the Innovation Zone.

**1a. Enter Executive Session**

P. Zeliff made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 3:01 p.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 M. Gray and approved by all members present.

**1b. Enter Public Session**

P. Zeliff made a motion to enter back into public session at 3:13 p.m., seconded by M. Gray and approved by all members present.

**2. CHAIRMAN'S REPORT & ACTIVITIES**

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

**2b. Minutes: March 2, 2023**

**M. Gray made a motion to approve the March 2, 2023 meeting minutes 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.

**3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD**

**3a. GGLDC Board Member Appointments** – There are pending vacancies on the GGLDC Board because T. Felton resigned, and T. Bender declined to serve another term after his current term ends 6/30/23. D. Cunningham’s term is ending 6/30/23 but he is willing to serve another term. The Governance and Nominating Committee would like to recommend to the full Board that 1) M. Clattenburg is appointed to the GGLDC Board of Directors following the end of T. Bender’s term, assuming a 6-year term ending 6/30/29, 2) Mark Brooks is appointed to the GGLDC Board of Directors, assuming the remainder of T. Felton’s term ending 6/30/25 and 3) D. Cunningham serves another 6-year term for the GGLDC Board ending 6/30/29.

**P. Zeliff made a motion to recommend to the full Board that 1) M. Clattenburg is appointed to the GGLDC Board of Directors following the end of T. Bender’s term, assuming a 6-year term ending 6/30/29, 2) Mark Brooks is appointed to the GGLDC Board of Directors, assuming the remainder of T. Felton’s term ending 6/30/25 and 3) D. Cunningham serves another 6-year term for the GGLDC Board ending 6/30/29; 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.

**3b. Officer Appointments** – The current slate of officers is set to expire on June 30<sup>th</sup>. 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.

**C. Yunker 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 and to transfer funds between accounts for the GCEDC.

**P. Zeliff made a motion to recommend to the full Board the approval of the authorized individuals to obtain bank account information and transfer funds between accounts 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.**

**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.

**P. Zeliff 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 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.**

**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 2022 and 2023 year-to-date was provided with meeting materials for review by the Committee. C. Yunker expressed his appreciation to Chairman, P. Zeliff for his commitment and leadership. Additionally, C. Yunker stated that attendance monitoring is a good governance practice.

**3g. Board Member Evaluation-** Evaluations have been completed and received by the Board Chair. The evaluation results were provided with meeting materials. Discussion took place during Executive Session.

**3h. OSC IDA Review** – Included with the meeting materials is a report generated by the OSC regarding the performance of Industrial Development Agencies (IDA) in New York State. The GCEDC was mentioned in the report citing high revenue and expenses due to STAMP activity, as well as the Plug Power origination fee. Overall, the report maintained a positive tone regarding Industrial Development Agencies as a whole.

**3i. 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 related to job performance. Staff will be proceeding with sales tax recapture process for Land Pro.

**4. ADJOURNMENT**

As there was no further business, C. Yunker made a motion to adjourn at 3:25 p.m., seconded by P. Zelif, and passed unanimously.