



## Meeting Agenda – Governance & Nominating Committee

Genesee County Economic Development Center

Thursday, May 1, 2025, 3:00pm

Location: 99 MedTech Drive, Innovation Zone

Page #s	Topic	Discussion Leader	Desired Outcome
	<b>1. Call to Order – Enter Public Session</b> 1a. Executive Session Motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105 for the following reasons: <ol style="list-style-type: none"> <li>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.</li> <li>The proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.</li> </ol> 1b. Enter Public Session	C. Yunker	
2-4	<b>2. Chairman's Report &amp; Activities</b> 2a. Agenda Additions / Other Business 2b. Minutes: February 6, 2025	C. Yunker	Vote
5-9	<b>3. Discussions / Official Recommendations to the Board:</b> 3a. Videoconferencing	R. Gaenzle	Discussion
10	3b. Officer Appointments	L. Farrell	Disc / Vote
10	3c. Authorized to Request Information Regarding Bank Accounts	L. Farrell	Disc / Vote
10	3d. Authorized Signers of Agreements, Contracts, etc.	L. Farrell	Disc / Vote
10	3e. Authorized Bank Signers	L. Farrell	Discussion
10	3f. Board Member Attendance	L. Farrell	Discussion
10	3g. Board Member Evaluation	L. Farrell	Discussion
10	3h. Annual Project Performance Review	M. Masse	Discussion
	4. Adjournment	C. Yunker	Vote

Genesee County Economic Development Center

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**GCEDC Governance & Nominating Committee Meeting**  
**Thursday, February 6, 2025**  
**Location – 99 MedTech Drive, Innovation Zone**  
**3:00 p.m.**

**MINUTES**

**ATTENDANCE**

Committee Members: P. Zeliff, C. Yunker, K. Manne  
Staff: L. Farrell, M. Masse, C. Suozzi, E. Finch, J. Krencik, P. Kennett  
Guests: S. Noble-Moag (GGLDC Board Member), D. Cunningham (GGLDC Board Member)  
Absent: M. Clattenburg

**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 K. Manne and approved by all members present.

**1b. Re-Enter Public Session**

P. Zeliff made a motion to enter back into public session at 3:20 p.m., seconded by K. Manne and approved by all.

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

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

**2b. Minutes: June 6, 2024**

P. Zeliff made a motion to approve the June 6, 2024 meeting minutes as presented; the motion was seconded by K. Manne. Roll call resulted as follows:

P. Zeliff -	Yes
M. Clattenburg-	Absent
C. Yunker -	Yes
K. Manne -	Yes

The item was approved as presented.

2b

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

**3a. Board Self-Evaluation Process** – L. Farrell provided a copy of the confidential evaluation of board performance questionnaire to the Committee via email. Responses should be submitted to the Board Chair. The Board Chair will then compose a summary report, which will be submitted to the ABO by March 31, 2025.

**3b. Authority Self-Evaluation of Prior Year Performance** - Public Authorities are required to perform a self-evaluation of prior year's goals/measurements annually. This report shows the results against the goals and measurements that were set for 2024. This report will be posted to the website.

M. Masse stated that the Agency set a goal of capital investment commitment of \$48M for 2024 (not including any project over \$50 million in capital investment). The actual result from projects was \$144M. The total for year was over \$1B if Hecate Energy Cider Solar, which was over \$50M in capital investment, is included. The Agency also pledged to create 93 jobs from projects in 2024. These projects resulted in 96 jobs pledged in 2024. The GCEDC collected \$10.4M in project origination fee revenue as compared to the \$450K budgeted for 2024.

M. Masse reviewed all Agency performance results related to 2024 goals. This summary was included with the meeting materials.

C. Yunker stated that he agrees with the summary that was provided, and that the Agency met the goals that were established for 2024.

The Committee decided to vote on this agenda item and recommend it for approval at the March 6, 2025 Board Meeting as there were no recommended changes.

**K. Manne made a motion to recommend to the full Board the approval of the Authority Self-Evaluation of Prior Year Performance; the motion was seconded by P. Zeliff. Roll call resulted as follows:**

P. Zeliff -	Yes
M. Clattenburg-	Absent
C. Yunker -	Yes
K. Manne -	Yes

**The item was approved as presented.**

**3c. Mission Statement & Measurement Report** – 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 posted to the website and submitted to PARIS.

Included with the meeting materials are the proposed goals for 2025. Staff utilizes a spreadsheet that tracks data from 2007 to current for job creation, pledges by year, capital investment by year, and number of projects by year. In the past, the capital investment and job creation goals were based on an average of actual pledged capital investment and job creation. Mega projects are removed from this average. The 8-year rolling average is 65 jobs and \$40M capital investment. The 4-year rolling average is 33 jobs and \$37M capital investment.

M. Masse recommends that the Agency set a goal of capital investment commitment of \$49.8M for 2025, which does not include any Mega projects (over \$50M capital investment commitment). M. Masse also recommends the Agency set a job creation goal of 93 jobs from projects in 2025, which doesn't include any

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mega projects. The other suggested goals are over-arching goals that the entire staff can work towards achieving and are still consistent with the Agency's mission.

Last year the Committee recommended that the goals should be analyzed to include an inflation factor. M. Masse stated that there was a 3% inflation factor added this year. P. Zelif stated that construction costs have increased substantially by more than 3%.

C. Yunker stated that he would like to have a full board discussion that includes 5-year averages for all projects as it relates to the sales funnel discussion that takes place in executive session. S. Noble Moag asked about benchmarking across the state. M. Masse stated that benchmarking is difficult due to varying assets, but staff could try to find some comparable IDAs.

M. Masse also stated that a new goal was added this year to include: "Implement the strategic planning process with board and staff participation".

M. Masse will be making changes to the 5-year average related to previously approved projects' capital investments and jobs. This will be discussed at a Governance and Nominating Committee meeting at the beginning of March.

#### **4. ADJOURNMENT**

As there was no further business, P. Zelif made a motion to adjourn at 3:38 p.m., seconded by K. Manne, and passed unanimously.



## MEMORANDUM

April 23, 2025

**TO:** Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center

**FROM:** Harris Beach Murtha Cullina PLLC

**RE:** Videoconferencing Pursuant to Section 103-A of the Open Meetings Law

**Introduction:** Pursuant to Part WW of New York State Assembly Bill A.9006C (the “Act”), the New York State Assembly amended § 103(c) of the New York Public Officers Law (“POL”) to require that public bodies provide the public an opportunity to attend, listen and observe meetings in at least one (1) physical location<sup>1</sup>, and added a new § 103-A to the POL (the “Statute”) authorizing public bodies (as more specifically described herein) to conduct meetings via videoconference, provided certain requirements are met.

### **Questions Presented:**

- (A) When is the effective date of the Act, when do the Statute provisions expire, and may fully remote meetings continue to be held following the expiration of any Executive Orders related thereto?
- (B) What types of public bodies are authorized to conduct their meetings via videoconference pursuant to the Statute (hereinafter “Qualified Entities”)?
- (C) What requirements do Qualified Entities need to meet before they can hold a meeting via teleconference pursuant to the Statute?

### **Key Provisions:**

- (A) The Act authorizes Qualified Entities to continue to meet and take action authorized by law following the effective date of the Act (ie. April 9, 2022) for sixty (60) days (ie. June 8, 2022) without permitting in public-in-person access to meetings and to authorize such meetings to be held remotely, so long as (i) the public can view or listen to the meeting and (ii) the meeting is recorded and transcribed.
- (B) Prior to holding virtual meetings via teleconference pursuant to the Statute, Qualified Entities must:
  - (i) adopt either a law or resolution, following a public hearing, authorizing the use of videoconferencing for public meetings and addressing any “extraordinary circumstances” related to Qualified Entity member meeting attendance absences; and

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<sup>1</sup> 2022 N.Y. Assembly Bill A9006C; Part WW § 1

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(ii) establish written procedures governing member and public attendance consistent with the Statute and addressing any “extraordinary circumstances” related to Qualified Entity member meeting attendance absences, which must be conspicuously posted on the website of the Qualified Entity.

## **Effective Date of Act; Continuation of Restrictions on Public In-Person Access:**

The effective date of the Act is April 9, 2022 <sup>2</sup> (the “Effective Date”), and the Statute shall expire on July 1, 2026.<sup>3</sup>

However, Section 3 of the Act authorizes Qualified Entities to continue to meet and take action authorized by law following the effective date of the Act (ie. April 9, 2022) for sixty (60) days (ie. June 8, 2022) without (i) permitting in public-in-person access to meetings and (ii) to authorize such meetings to be held remotely so long as the public can view or listen to the meeting and the meeting is recorded and transcribed.

## **Qualified Entities Permitted to Conduct Virtual Meetings:**

Subsection 1 of the Statute defines two (2) classes of Qualified Entities permitted to utilize virtual meetings, including a “Local Public Body” and “Public Body.”<sup>4</sup>

Subsection 1 of the Statute defines a Local Public Body as any (i) public corporation as defined in § 66 of the General Construction Law,<sup>5</sup> (ii) political subdivision, and committees, sub-committees or similar bodies thereof as defined in § 100 of the General Municipal Law,<sup>6</sup> as well as (iii) any entity (a) for which a quorum is required in to conduct public business and consists of two (2) or more members, (b) which performs a governmental function for an entity limited in the execution of its official functions to a portion only of the state, or (c) a political subdivision of the state, or for an agency or department thereof.<sup>7</sup>

For the purposes of the Statute, Public Body has the meaning as defined in §102.2 of the POL.<sup>8</sup>

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<sup>2</sup> 2022 N.Y. Assembly Bill A9006C

<sup>3</sup> 2022 N.Y. Assembly Bill A9006C Part WW §4

<sup>4</sup> See N.Y. Pub. Off. Law § 103-A(1)

<sup>5</sup> Municipal corporation, a district corporation, or public benefit corporation. See N.Y. Gen. Constr. Law § 66

<sup>6</sup> Municipal corporation, school district, district corporation and board of cooperative educational services. See N.Y. Gen. Mun. Law § 100

<sup>7</sup> See N.Y. Pub. Off. Law. § 103-A(1)

<sup>8</sup> “any entity, for which a quorum is required in order to conduct public business and which consists of two or more members, performing a governmental function for the state or for an agency or department thereof, or for a public corporation as defined in section sixty-six of the general construction law, or committee or subcommittee or other similar body consisting of members of such public body, or an entity created or appointed to perform a necessary function in the decision-making process for which a quorum is required in order to conduct public business and which consists of two or more members. A necessary function in the decision-making process shall not include the provision of recommendations or guidance which is purely advisory and which does not require further action by the state or agency or department thereof or public corporation as defined in section sixty-six of the general construction law.” See N.Y. Pub. Off. Law. § 102(1)

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## Virtual Meeting Requirements Pursuant to §103-A POL:

A Qualified Entity must meet various requirements to hold a virtual meeting. First, members constituting a quorum for the Qualified Entity must be present at the same physical location or locations where the public can attend.<sup>9</sup> Accordingly, the Statute does not contemplate fully virtual meetings. Generally, however, all members of the Qualified Entity must be present unless an exception applies, as further described in Subsection (C) below.<sup>10</sup>

Provided the first requirement is met, the Qualified Entity must also satisfy the following to hold a virtual meeting via videoconference:

(A) Adaption of Law and/or Resolution Authorizing Meetings to be Held Via Teleconference.

The Qualified Entity must adopt either a law or resolution, depending on its organizational classification,<sup>11</sup> and following a public hearing, authorizing the use of videoconferencing for public meetings:

- (i) for itself and its committees or subcommittees; or
- (ii) that specifies each committee or subcommittee may make its own determination.<sup>12</sup>

(B) Adaption of Written Procedures for Member and Public Attendance

The Qualified Entity must establish written procedures governing member and public attendance consistent with the Statute. Further, these procedures must be conspicuously posted on the website of the Qualified Entity.<sup>13</sup>

(C) Physical Presence of all Members of Qualified Entity

All members of the Qualified Entity shall be physically present at the meeting, unless:

- (i) A member is unable to be physically present at the meeting location due to extraordinary circumstances, to be addressed in the documents in (A) and (B); or
- (ii) disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event precludes the member's physical attendance at the meeting.<sup>14</sup>

<sup>9</sup> See N.Y. Pub. Off. Law § 103-A(2)

<sup>10</sup> See N.Y. Pub. Off. Law § 103-A(2)(c)

<sup>11</sup> The governing board of a county, city, town or village must adopt a local law, a public body must adopt a resolution, or the senate and assembly must adopt a joint resolution. NY CLR Pub. Off. Law. § 103-A(2)(a)

<sup>12</sup> Community boards in cities with a population of one (1) million or more residents may make their own determinations with respect to videoconferencing. See N.Y. Pub. Off. Law. § 103-A(2)(a)

<sup>13</sup> See N.Y. Pub. Off. Law § 103-A(2)(b)

<sup>14</sup> See N.Y. Pub. Off. Law § 103-A(2)(c)

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The above requirements do not apply during certain declared state disaster emergencies<sup>15</sup> if the Qualified Entity determines its ability to hold an in-person meeting would be affected or impaired by the circumstances necessitating the declaration.

- (D) Members of the Qualified Entity must be able to see, hear and identify any other Members of the Qualified Entity during any matter formal discussed or voted on,<sup>16</sup> with limited exceptions.<sup>17</sup>
- (E) Meeting minutes must include which members participated remotely and must be made available to the public pursuant to POL §106.<sup>18</sup>
- (F) The public notice for the meeting, if any, must include the following information:
  - (i) that videoconferencing will be used;
  - (ii) where the public can view and/or participate in such meeting;
  - (iii) where any required documents and/or records will be posted or available; and
  - (iv) the physical location of the meeting where the public can attend.<sup>19</sup>
- (G) Each meeting must be recorded. Further, the recording must:
  - (i) be posted or linked on the website of the Qualified Entity within five (5) business days following the meeting;
  - (ii) remain available for a minimum of five (5) years after its posting; and
  - (iii) be transcribed upon request.<sup>20</sup>
- (H) If public comment or participation in the meeting is authorized or required, the video feed, and public participation therein, must be in real time, and conducted in a manner ensuring virtual public participation or testimony equal to in-person participation or testimony.<sup>21</sup>
- (I) Qualified Entities must maintain an official website to conduct meetings.<sup>22</sup>

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<sup>15</sup> “[B]y the governor pursuant to section twenty-eight of the executive law, ...local state of emergency proclaimed by the chief executive of a county, city, village or town pursuant to section twenty-four of the executive law.” N.Y. Pub. Off. Law § 103-A(3)

<sup>16</sup> “[I]ncluding, but not limited to any motions, proposals, resolutions, and any other matter formally discussed or voted upon.” N.Y. Pub. Off. Law § 103-A(2)(d)

<sup>17</sup> Executive sessions conducted pursuant to N.Y. Pub. Off. Law §105. See N.Y. Pub. Off. Law. § 103-A(2)(d)

<sup>18</sup> See N.Y. Pub. Off. Law § 103-A(2)(e)

<sup>19</sup> See N.Y. Pub. Off. Law § 103-A(2)(f)

<sup>20</sup> See N.Y. Pub. Off. Law § 103-A(2)(g)

<sup>21</sup> See N.Y. Pub. Off. Law § 103-A(2)(h)

<sup>22</sup> See N.Y. Pub. Off. Law § 103-A(2)(f)



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- (J) Meetings must utilize technology to permit access by individuals with disabilities consistent with the 1990 Americans with Disabilities Act (ADA), as amended, and corresponding guidelines.<sup>23</sup>

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<sup>23</sup> See N.Y. Pub. Off. Law § 103-A(5)

# **Genesee County Economic Development Center**

## **Current Officers**

Pete Zeliff, Chair  
Matthew Gray, Vice Chair  
Penny Kennett, Secretary  
Lezlie Farrell, Treasurer  
Mark Masse, President & CEO

## **Authorized to request information regarding all bank accounts and transfer funds between accounts for the GCEDC**

Lezlie Farrell  
Penny 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)  
Mark Masse (per by-laws)  
Chris Suozzi

## **Bank Account Authorized Signers**

Audit & Finance Committee members are authorized bank signers, along with the President & CEO, Mark Masse.

All GCEDC checks must be signed by two authorized signors. All checks must be signed by at least one board member.

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

2024 Board Member Meeting List X=Attended

Board	Member	Jan	Feb	Mar		April	May	June	July	Aug	Sep	Sep	Sep	Oct		Nov	Dec		
		1/11/2024	2/1/2024	3/7/2024	3/28/2024	No Meeting	5/2/2024	6/6/2024	7/11/2024	8/1/2024	9/5/2024	9/19/2024	9/23/2024	10/3/2024	10/31/2024	No Meeting	12/5/2024	12/18/2024	
EDC																			
	Paul Battaglia	X	X	X				X	X	X	X	X	X	X	X		X	X	
	Craig Yunker			X	X			X	X	X	X	X			X		X	X	
	Peter Zeliff	X	X	X	X			X	X		X	X	X				X		
	Matthew Gray		X	X	X				X			X			X	X			X
	Marianne Clattenburg	X	X	X	X			X	X	X		X	X	X	X	X			
	Chandy Kemp	X	X	X				X	X	X	X		X	X	X	X			X
	Kathleen Manne	X	X	X	X			X	X	X	X	X		X	X	X		X	