



Meeting Agenda – Governance & Nominating Committee

Genesee Gateway Local Development Corp.

Thursday, May 1, 2025, 3:00 p.m.

Location: 99 MedTech Drive, Innovation Zone

Page #	Topic	Discussion Leader	Desired Outcome
	1. Call to Order – Enter Public Session	S. Noble-Moag	
	2. Chairman's Report & Activities	S. Noble-Moag	
	2a. Agenda Additions / Other Business		
2-4	2b. Minutes: February 6, 2025		Vote
	3. Discussions / Official Recommendations to the Board:		
5-9	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	Disc / Vote
11	3f. Board Member Attendance	L. Farrell	Discussion
	3g. Board Member Evaluation	L. Farrell	Discussion
	3h. Board Member Appointment – STAMP Water Works Inc.	L. Farrell	Discussion
	3i. Board Member Appointment – STAMP Sewer Works Inc.	L. Farrell	Discussion
	4. Adjournment	S. Noble-Moag	Vote



GGLDC Governance & Nominating Committee Meeting

Thursday, February 6, 2025

Location – 99 MedTech Drive, Innovation Zone

3:00 p.m.

MINUTES

ATTENDANCE

Committee Members: S. Noble-Moag, C. Yunker, D. Cunningham

Staff: L. Farrell, M. Masse, P. Kennett, C. Suozzi, E. Finch, J. Krencik

Guests: P. Zeliff (GCEDC/GGLDC Board Member), K. Manne (GCEDC Board Member), M. Gray (GCEDC Board Member)

Absent: G. Torrey

1. CALL TO ORDER / ENTER PUBLIC SESSION

S. Noble-Moag called the meeting to order at 3:38 p.m. in the Innovation Zone.

2. CHAIRMAN'S REPORT & ACTIVITIES

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

2b. Minutes: June 6, 2024

C. Yunker made a motion to approve the June 6, 2024, meeting minutes as presented; the motion was seconded by D. Cunningham. Roll call resulted as follows:

D. Cunningham - Yes
G. Torrey - Absent
C. Yunker - Yes
S. Noble-Moag - Yes

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 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.

The Committee stated there are no recommendations for change.

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.

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.

D. Cunningham made a motion to approve the Authority Self-Evaluation of Prior Year Performance as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:

D. Cunningham -	Yes
G. Torrey -	Absent
C. Yunker -	Yes
S. Noble-Moag -	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.

M. Masse also stated that new goals were added this year to include: "Ensure capitalization of the STAMP Water Works Corporation and STAMP Sewer Works Corporation" and "Implement the strategic planning process with board and staff participation".

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.

D. Cunningham made a motion to approve the Mission Statement & Measurement Report as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:

D. Cunningham -	Yes
G. Torrey -	Absent
C. Yunker -	Yes
S. Noble-Moag -	Yes

The item was approved as presented.

3d. S. Mountain Resignation from STAMP Water Works, Inc. – Due to a conflict of interest, S. Mountain submitted his resignation from the STAMP Water Works and STAMP Sewer Works Board of Directors. He works for the Town of Batavia, which is the O&M operator for STAMP Water Works, and he is also the engineer for the Village of Oakfield Wastewater Treatment Facility. The Committee accepted his resignation.

3e. Board Member Appointment - STAMP Water Works, Inc. – C. Yunker suggested J. Ambrewster, an engineer with the Town of Batavia, as a potential Board member for STAMP Water Works and STAMP Sewer Works. M. Masse will contact him.

M. Gray entered the meeting at 3:48pm.

3f. Board Member Appointment – STAMP Sewer Works, Inc. - C. Yunker suggested J. Ambrewster, an engineer with the Town of Batavia, as a potential Board member for STAMP Water Works and STAMP Sewer Works. M. Masse will contact him.

4. ADJOURNMENT

As there was no further business, C. Yunker made a motion to adjourn at 3:49 p.m., seconded by D. Cunningham, 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 location¹, 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’s 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

¹ 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 ² (the “Effective Date”), and the Statute shall expire on July 1, 2026.³

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.”⁴

Subsection 1 of the Statute defines a Local Public Body as any (i) public corporation as defined in § 66 of the General Construction Law,⁵ (ii) political subdivision, and committees, sub-committees or similar bodies thereof as defined in § 100 of the General Municipal Law,⁶ 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.⁷

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

² 2022 N.Y. Assembly Bill A9006C

³ 2022 N.Y. Assembly Bill A9006C Part WW §4

⁴ See N.Y. Pub. Off. Law § 103-A(1)

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

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

⁷ See N.Y. Pub. Off. Law. § 103-A(1)

⁸ “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.⁹ 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.¹⁰

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,¹¹ 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.¹²

(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.¹³

(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.¹⁴

⁹ See N.Y. Pub. Off. Law § 103-A(2)

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

¹¹ 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)

¹² 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)

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

¹⁴ 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 emergencies¹⁵ 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 formally discussed or voted on,¹⁶ with limited exceptions.¹⁷
- (E) Meeting minutes must include which members participated remotely and must be made available to the public pursuant to POL §106.¹⁸
- (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.¹⁹
- (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.²⁰
- (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.²¹
- (I) Qualified Entities must maintain an official website to conduct meetings.²²

¹⁵ “[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)

¹⁶ “[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)

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

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

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

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

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

²² 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.²³

²³ See N.Y. Pub. Off. Law § 103-A(5)

3a

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Genesee Gateway Local Development Corp.

Current Officers

Don Cunningham, Chairman / President & CEO
Jonathan Tretter, Vice Chairman
Sarah Noble-Moag, Secretary
Gregg Torrey, Treasurer

Authorized to request information regarding all bank accounts and transfer funds between accounts for the GGLDC and GABLLC

Lezlie Farrell
Penny Kennett

The following are authorized signers 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)

Bank Account Authorized Signers

Audit & Finance Committee members are authorized bank signers.

All GGLDC checks and / or Line of Credit withdrawals must be signed by two authorized signors.

GGLDC is the sole member of the GAB, LLC. The above approvals apply to the GAB, LLC as well.

3b/3c/3d/3e

2024 Board Member Meeting List X=Attended

Board	Member	Jan	Feb	Mar		April	May	June	July	Aug	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	9/23/2024	10/3/2024	10/31/2024	No Meeting	12/5/2024	12/18/2024		
LDC																			
	Sarah Noble-Moag				X		X	X			X	X		X			X		
	Gregg Torrey	X	X	X			X	X		X	X	X	X				X	X	
	Don Cunningham	X		X	X		X		X	X		X	X	X			X	X	
	Paul Battaglia	X	X	X				X	X	X	X	X	X	X			X	X	
	Craig Yunker			X	X		X	X	X	X	X	X		X			X	X	
	Peter Zeliff	X	X	X	X		X	X		X	X	X					X		
	Jonathan Tretter		X	X	X		X			X	X	X		X			X	X	
	Mark Brooks	X		X	X		X	X	X	X	X	X	X	X		X	X	X	X
	Marianne Clattenburg	X	X	X	X		X	X	X	X		X	X	X		X			