

**MINUTES OF A MEETING OF THE
JOINT GOVERNANCE COMMITTEE OF THE
ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (ECIDA),
BUFFALO & ERIE COUNTY REGIONAL DEVELOPMENT CORP. (RDC)
AND
BUFFALO & ERIE COUNTY INDUSTRIAL LAND DEVELOPMENT CORP. (ILDC)**

- MEETING:** March 10, 2020, at the Erie County Industrial Development Agency, 95 Perry Street, Suite 403, Buffalo, New York 14203
- LIVE STREAMED:** This meeting is being live-streamed and made accessible on the Agency's website at www.ecidany.com.
- PRESENT:** Tyra Johnson, Brenda W. McDuffie, Kenneth A. Schoetz, David J. State and Maria Whyte
- EXCUSED:** Hon. Diane Benczkowski and Hon. Brian J. Kulpa
- OTHERS PRESENT:** Mollie Profic, Chief Financial Officer; Dawn Boudreau, Compliance Officer/Assistant Secretary; Beth O'Keefe, Business Development Officer; and Robert Murray, Esq., General Counsel/Harris Beach PLLC
- GUESTS:** None.

There being a quorum present at 12:03 p.m., the Meeting of the Members of the Joint Governance Committee of the Erie County Industrial Development Agency (ECIDA), Buffalo and Erie County Regional Development Corporation (RDC) and the Buffalo and Erie County Industrial Land Development Corporation (ILDC) was called to order by its Chair, Ms. McDuffie.

MINUTES

The February 10, 2020 minutes of the joint meeting of the Governance Committee of the ECIDA, RDC and ILDC were presented. Upon motion made by Ms. Whyte, and seconded by Mr. Schoetz, the approval of the February 10, 2020 meeting minutes were unanimously carried.

2019 PAAA ANNUAL REPORT

Ms. Boudreau reviewed the report. Ms. Whyte moved, and Mr. Schoetz seconded, to recommend the 2019 PAAA Annual Report to the Board. Ms. McDuffie called for the vote and the motion was unanimously carried.

BOARD OF DIRECTORS 2019 SELF-EVALUATION

Ms. Boudreau reviewed the Board of Directors 2019 self-evaluation. Ms. McDuffie directed that the report be received and filed.

GOVERNANCE COMMITTEE 2019 SELF-EVALUATION

Ms. Boudreau reviewed the 2019 Governance Committee self-evaluation. Ms. McDuffie directed that the report be received and filed.

RE-ADOPTION OF ECIDA/RDC/ILDC POLICIES

The Committee reviewed the following ECIDA/RDC/ILDC Policies for re-adoption:

- a. Whistleblower Policy
- b. Governance Committee charter
- c. Property Disposition Guidelines
- d. Property Acquisition Policy
- e. Defense & Indemnification Policy
- f. Board Member Compensation, Reimbursement & Attendance Policy
- g. ECIDA Employee Compensation Program
- h. Travel, Conferences, Meals & Entertainment Policy
- i. Statement of Duties & Responsibilities of the Board of Directors
- j. Statement of the Competencies & Personal Attributes Required of Board Members
- k. Procurement Policy

Upon motion made by Ms. Whyte, and seconded by Mr. State, the Committee unanimously resolved to re-adopt the above policies a-k.

ADOPTION OF ECIDA/RDC/ILDC POLICIES

The Committee reviewed the Code of Ethics and Conflict of Interest Policy, as amended. Upon motion made by Ms. Whyte and seconded by Mr. State, the Committee unanimously resolved to adopt the Code of Ethics and Conflict of Interest Policy as amended.

PARIS REPORT UPDATE

Ms. Boudreau reviewed the PARIS Report with the Committee. Ms. McDuffie directed that the report be received and filed.

2019 LOCAL LABOR REPORT UPDATE

Ms. Boudreau reviewed the 2019 Local Labor Report with the Committee. Ms. McDuffie directed that the report be received and filed.

BOARD MEMBER PAAA TRAINING UPDATE

Ms. Boudreau reviewed the Board Member PAAA Training status and dates with the Committee.

RESULTS OF ECIDA'S 2019 PERFORMANCE MEASURES

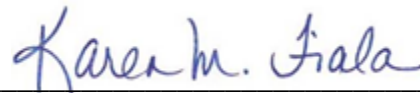
Ms. O'Keefe reviewed this report. Upon motion made by Mr. Schoetz and seconded by Ms. Whyte, the Committee resolved to recommend the ECIDA's 2019 Performance Measures to the Board.

ECIDA MISSION STATEMENT & 2020 PERFORMANCE MEASURES

Ms. O'Keefe reviewed the ECIDA Mission Statement and the 2020 Performance Measures. Upon motion to approve the ECIDA's Mission Statement and the 2020 Performance Measures made by Ms. Whyte and seconded by Ms. Johnson, Ms. McDuffie called for the vote, and the motion was unanimously carried.

There being no further business to discuss, the meeting was adjourned at 12:34 p.m.

Dated: March 10, 2020



Karen M. Fiala, Secretary