

**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)**

DATE: March 13, 2023 at the Erie County Industrial Development Agency, 95 Perry Street, 4th Floor Conference Room, Buffalo, New York 14203

PRESENT: Thomas Baines, Zachary Evans, Brenda McDuffie, Tyra Johnson, Kenneth Schoetz and David J. State¹

EXCUSED: Hon. Howard Johnson

OTHERS PRESENT: John Cappellino, President/CEO; Elizabeth A. O’Keefe, Vice President of Operations; Mollie Profic, Chief Financial Officer; Atiqah Abidi, Assistant Treasurer; Soma Hawramee, Compliance Portfolio Officer; Brian Krygier, Systems Analyst; Carrie Hocieniec, Operations Assistant and Pietra G. Zaffram, Esq., General Counsel/Harris Beach PLLC

GUESTS: None.

There being a quorum present at 12:07 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 13, 2023 minutes of the joint meeting of the Governance Committee of the ECIDA, RDC and ILDC were presented. Upon motion made by Mr. Evans and seconded by Mr. Schoetz, the approval of the February 13, 2023 meeting minutes was unanimously carried.

¹ Mr. State participated via video conference, and counted for quorum purposes, pursuant to Section 103-A of the New York State Public Officer’s Law and the Agency’s Videoconferencing Participation Policy.

2022 PAAA ANNUAL REPORT

Ms. Profic reviewed the report. Mr. Schoetz moved, and Ms. Johnson seconded, to recommend the 2022 PAAA Annual Report to the Board. Ms. McDuffie called for the vote and the motion was unanimously carried.

RESULTS OF ECIDA'S 2022 PERFORMANCE MEASURES

Ms. O'Keefe reviewed this report. Upon motion made by Mr. Schoetz and seconded by Ms. Johnson, the Committee resolved to recommend the ECIDA's 2022 Performance Measures to the Board.

ECIDA MISSION STATEMENT & 2023 PERFORMANCE MEASURES

Ms. O'Keefe reviewed the ECIDA Mission Statement and the 2023 Performance Measures. Ms. O'Keefe mentioned that Objective 2(D) is new.

Upon motion to approve the ECIDA's Mission Statement and the 2023 Performance Measures made by Mr. Evans and seconded by Mr. Schoetz, Ms. McDuffie called for the vote, and the motion was unanimously carried.

BOARD OF DIRECTORS 2022 SELF-EVALUATION/SURVEY

Ms. Profic reviewed the Board of Directors 2022 self-evaluation and survey. Ms. McDuffie noted that 11 out of 19 Board members responded. Mr. Evans queried whether the member who responded they "somewhat disagreed" was someone who does not show up to meetings. Ms. Profic advised that this the survey is conducted confidentially, so the Agency does not know. Ms. McDuffie remarked that there will be an opportunity afforded to board members to meet with her and ask questions and/or comment on process/procedures.

Mr. State queried if there is a section to allow Board to go into Executive Session to allow person who is dissatisfied to speak freely without taking action. Mr. Baines inquired if the Agency allows for designees or proxies. Ms. Profic advised it does not.

Upon motion to approve the ECIDA's Board of Directors 2022 Self-Evaluation/Survey made by Mr. Schoetz and seconded by Mr. Evans, Ms. McDuffie called for the vote, and the motion was unanimously carried.

GOVERNANCE COMMITTEE 2022 SELF-EVALUATION

Ms. Profic reviewed the 2022 Governance Committee self-evaluation. Upon motion to approve the Governance Committees 2022 Self-Evaluation made by Mr. Baines and seconded by Ms. Johnson, Ms. McDuffie called for the vote, and the motion was unanimously carried.

ADOPTION OF ECIDA/RDC/ILDC POLICIES

Airborne Infectious Disease Policy. Ms. Profic advised that this policy is required under New York State's HERO Act and the Agency used the DOL template. Ms. Johnson queried as to when the DOL template was created and Ms. Profic advised around 2020/2021. Ms. Johnson commented that this policy should be updated periodically.

Upon motion to approve the Airborne Infectious Disease Policy made by Ms. Johnson and seconded by Mr. Baines, Ms. McDuffie called for the vote, and the motion was unanimously carried.

RE-ADOPTION OF ECIDA/RDC/ILDC POLICIES

Ms. Profic reviewed the following ECIDA/RDC/ILDC Policies for re-adoption:

- a. Board Member Compensation, Reimbursement & Attendance Policy
- b. Code of Ethics & Conflict of Interest Policy
- c. Defense & Indemnification Policy
- d. ECIDA Employee Compensation Program
- e. Fee Structure Policy (ECIDA & ILDC only)
- f. Governance Committee charter
- g. Procurement Policy
- h. Property Disposition Guidelines
- i. Real Property Acquisition Policy
- j. Sexual Harassment Policy
- k. Statement of Duties & Responsibilities of the Board of Directors
- l. Statement of the Competencies & Personal Attributes Required of Board Members
- m. Travel, Conferences, Meals & Entertainment Policy
- n. Whistleblower Policy

Upon motion made by Mr. Evans and seconded by Mr. Schoetz, the Committee unanimously resolved to re-adopt the above policies a-n.

PARIS REPORT UPDATE

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

BOARD MEMBER PAAA TRAINING UPDATE

Ms. Profic reviewed the Board Member PAAA Training status and dates with the Committee. Ms. Profic advised that 16/19 Board members have completed training.

There being no further business to discuss, Ms. McDuffie adjourned the meeting at 12:50 p.m.

Dated: March 13, 2023



Elizabeth A. O'Keefe, Secretary