

**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:** June 2, 2022
- LIVE STREAMED:** This meeting is being live-streamed and made accessible on the Agency's website at www.ecidany.com.
- PRESENT:** Thomas Baines, Brenda McDuffie, Kenneth Schoetz, David State and Maria Whyte
- EXCUSED:** Hon. Howard Johnson and Tyra Johnson
- OTHERS PRESENT:** John Cappellino, President/CEO; Mollie Profic, Chief Financial Officer; Atiqa Abidi, Assistant Treasurer; Brian Krygier, Systems Analyst; Carrie Hocieniec, Operations Assistant and Robert G. Murray, Esq., General Counsel/Harris Beach PLLC
- GUESTS:** Zachary Evans on behalf of the County

There being a quorum present at 11:06 a.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 22, 2022 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 22, 2022 meeting minutes was unanimously carried.

EXTENSION OF LEGAL CONTRACTS

At this point in time, Mr. Murray recused himself from the Committee meeting given that his law firm's contract is one of the contracts being considered for renewal.

Mr. Cappellino gave a brief background about the ECIDA's Professional Services Procurement Policy for the new members of the committee. The ECIDA has a Professional Services Procurement Policy that sets up a number of different terms for contracts that are required by our Procurement Policy to RFP for professional services. Mr. Cappellino stated that

the Agency has separate contract timing for its various professionals, like banking, accounting, and legal professional services, said timing running independently of each other. The Policy that was passed by the boards for professional services indicates that the maximum length of a contract extension that we can have with a professional service provider is 5-years. In 2019, when we last did the legal RFP, the action that was approved by the board included a 3-year upfront contract with two 1-year extensions to get us to 5-years. As you see in the memo that was sent out in your package, in late 2018, we went through an RFP process and brought recommendations from our working group. We did a number of interviews, we reviewed RFP's and we had 6 or 7 different legal firms that bid, and we made recommendation to the board for the slate of legal representation that you see before you.

Primary Counsels:

- | | | |
|----|-------------------------|----------------|
| 1) | General Counsel | Harris Beach |
| 2) | Tax-Exempt Bond Counsel | Hodgson Russ |
| 3) | Loan Counsel | Hurwitz & Fine |

Conflict Counsels:

- | | | |
|----|--------------------|----------------|
| 1) | General Counsel | Hurwitz & Fine |
| 2) | Tax-Exempt Counsel | Harris Beach |
| 3) | Loan Counsel | Hodgson Russ |

Mr. Cappellino advised that the Agency's staff reviews the professional services, prepares surveys and communicates to the legal firms if there are any issues that come up as a result of the performance of the legal teams. Mr. Cappellino reported that the 3-year period that staff has had a working relationship between the legal firms has been very positive. There have been no major concerns or issues. At this point, from the staff's perspective, we are requesting to exercise the option that would extend the contract through 2023 for all legal counsel and then at that point there would be one more extension that would be eligible under the original approval and probably would start the RFP process sometime towards the end of the next 1-year extension if the Agency were to do that. We would be required by our current policy to RFP for legal services again at that point in time.

This request does not have to go to the board of directors for approval. The way the approval was written, the Governance Committee may approve the 1-year extension as long as there are no major concerns from the staff or service provision to exercise the approval of the 1-year extension. Mr. Cappellino advised there were none for this 1-year extension.

Ms. Whyte stated she was comfortable with this assessment and very satisfied with our counsel.


Mr. Schoetz advised that he hasn't had any direct observation of the work of Hodgson Russ or Hurwitz & Fine. Mr. Schoetz stated that Harris Beach has done a really good job and Mr. Murray is very responsive and there have been no public snafus and based on Mr. Cappellino's comments, the internal work has been done correctly and guidance has been good. Mr. Schoetz would endorse the extension as set forth in the memo.

Ms. McDuffie stated that she concurred and thanked Ms. Whyte and Mr. Schoetz for their comments and that Harris Beach has been a counsel that the Agency can rely on. Harris Beach has a breadth of experience and access to experience of the firm relative to their work with other IDA's as well as the legal work done locally. Ms. McDuffie stated she has had some interaction not only at the board level but also, in questions she has asked Mr. Murray. She stated he has been very responsive and offered good guidance and she wholeheartedly recommends and supports everyone else's comments relative to this matter.

Ms. Whyte moved and Mr. Schoetz seconded to approve of the proposed 1-year extension of the legal contracts proposed. Ms. McDuffie then called for the vote and the 1-year contract extension was unanimously approved.

There being no further business to discuss, Ms. McDuffie asked for a motion to adjourn the meeting. Ms. Whyte moved and Mr. Schoetz seconded, and meeting was adjourned at 11:17 a.m.

Dated: June 2, 2022


Carrie Hocieniec, Assistant Secretary