



**ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
BUFFALO & ERIE COUNTY REGIONAL DEVELOPMENT CORP.
BUFFALO & ERIE COUNTY INDUSTRIAL LAND DEVELOPMENT CORP.**

**Joint Governance Committee Meeting
Friday, October 18, 2024 at 12:00 p.m.
ECIDA Offices - 95 Perry Street, 4th Floor
Buffalo, New York 14203**

Agenda

1. Approval of Minutes – March 20, 2024 (Action) (Pages 2-4)
2. Legal RFP Recommendations (Action Item) (Pages 5-6)
3. 2025 Meeting Schedule (Informational) (Page 7)
4. Adjourn

**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 20, 2024 at the Erie County Industrial Development Agency, 95 Perry Street, 4th Floor Conference Room, Buffalo, New York 14203
- PRESENT:** Thomas Baines, Zachary Evans, Hon. Brian Kulpa, Brenda McDuffie, Tyra Johnson and David State
- EXCUSED:** Michael Hughes, Hon. Howard Johnson and Kenneth Schoetz
- OTHERS PRESENT:** John Cappellino, President & CEO; Beth O’Keefe, Vice President of Operations; Mollie Profic, Chief Financial Officer; Atiqah Abidi, Accounting Manager; Brian Krygier, Director of Information Technology; Carrie Hocieniec, Operations Assistant/Assistant Secretary; Soma Hawramee, Compliance Portfolio Manager; Michelle Moore, Compliance Associate; and Robert Murray, Esq., General Counsel/Harris Beach PLLC
- GUESTS:** None.

There being a quorum present at 12:09 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 January 31, 2024 minutes of the joint meeting of the Governance Committee of the ECIDA, RDC and ILDC were presented. Upon motion made by Mr. Kulpa and seconded by Mr. State, the approval of the January 31, 2024 meeting minutes was unanimously carried.

2023 PAAA ANNUAL REPORT

Ms. Profic reviewed the report. General discussion ensued. Mr. State 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 2023 PERFORMANCE MEASURES

Ms. O'Keefe reviewed this report. General discussion ensued. Upon motion made by Ms. Johnson and seconded by Mr. Kulpa, the Committee resolved to recommend the ECIDA's 2023 Performance Measures to the Board.

ECIDA MISSION STATEMENT & 2024 PERFORMANCE MEASURES

Ms. O'Keefe reviewed the ECIDA's Mission Statement and the 2024 Performance Measures. Mr. Kulpa commented on business outreach efforts and Mr. Cappellino discussed ECIDA and RDC outreach and marketing efforts. General discussion ensued about other outreach efforts targeting small and mid-size businesses.

Upon motion to approve the ECIDA's Mission Statement and the 2024 Performance Measures made by Mr. Kulpa and seconded by Mr. State, Ms. McDuffie called for the vote, and the motion was unanimously carried.

2023 BOARD OF DIRECTORS EVALUATION/SURVEY

Ms. Profic reviewed the Board of Directors 2023 self-evaluation and survey. General discussion ensued.

Upon motion to approve the ECIDA's Board of Directors 2023 Self-Evaluation/Survey made by Mr. Kulpa and seconded by Mr. State, Ms. McDuffie called for the vote, and the motion was unanimously carried.

GOVERNANCE COMMITTEE 2023 SELF-EVALUATION

Ms. Profic reviewed the 2023 Governance Committee self-evaluation. Upon motion to approve the Governance Committees 2023 Self-Evaluation made by Ms. Johnson and seconded by Mr. State, 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. Airborne Infectious Disease Policy
- b. Board Member Compensation, Reimbursement & Attendance Policy
- c. Code of Ethics & Conflict of Interest Policy
- d. Defense & Indemnification Policy
- e. ECIDA Employee Compensation Program
- f. Fee Structure Policy (ECIDA & ILDC only)
- g. Governance Committee charter
- h. Procurement Policy
- i. Professional Services RFP Process and Policy

- j. Property Disposition Guidelines
- k. Real Property Acquisition Policy
- l. Sexual Harassment Policy
- m. Statement of Duties & Responsibilities of the Board of Directors
- n. Statement of the Competencies & Personal Attributes Required of Board Members
- o. Travel, Conferences, Meals & Entertainment Policy
- p. Whistleblower Policy

Upon motion made by Mr. Evans and seconded by Ms. Johnson, the Committee unanimously resolved to re-adopt all of the policies as identified in a-p, above.

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. Hawramee updated members on ABO best-practices training.

There being no further business to discuss, Ms. McDuffie adjourned the meeting at 1:00 p.m.

Dated: March 20, 2024

Elizabeth A. O'Keefe, Secretary

Erie County Industrial Development Agency & Affiliates

LEGAL REQUEST FOR PROPOSAL

Outline of RFP Process

RFP Development/Review:

The 2024 Legal Request for Proposal (RFP) process undertaken by ECIDA staff was based on the 2018 RFP process and feedback resulting from that process. A draft of the RFP was distributed to the Governance Committee on June 27, 2024 for review and comment.

RFP Notice/Distribution:

Copies of the RFP were distributed on July 17, 2024 to the top 10 law firms with corporate-related expertise as referenced in the Business First “Book of Lists”, plus a currently engaged firm outside of that list. Public notices of the RFP were placed in The Buffalo News, The Buffalo Criterion, The Challenger News and posted on the ECIDA website. Copies of the RFP were also sent to the Erie County Bar Association, Minority Bar Association of WNY and Women’s Bar Association of WNY for distribution to their membership.

RFP Questions/Responses:

RFP questions were due by July 26, 2024. One law firm submitted a question related to current counsel hourly rates. The response was posted on the ECIDA website for reference by all bidders.

Evaluation of Responses:

Five responses were received on or before August 23, 2024. A list indicating each firm’s desired positions are outlined in Attachment A.

A committee comprised of five ECIDA staff members reviewed the legal proposals based on the following criteria (also detailed in the RFP):

- 1) Qualifications and experience of the partners and associates to be assigned to the engagement (40% of total score)
- 2) Fees (25% of total score)
- 3) Qualifications and experience of the firm (25% of total score)
- 4) M/WBE Development (10%)

The ECIDA staff review committee short-listed the firms (outlined in Attachment A) and conducted interviews on September 25-26 (2 for general counsel, 3 for loan counsel and 2 for tax-exempt bond counsel. ECIDA staff conducted reference checks as necessary.

Next Steps:

At the October 18, 2024 Governance Committee meeting at 12:00 p.m., we will provide Governance Committee members with additional legal details regarding the ECIDA staff review committee’s evaluations and recommendations for legal counsel.

**Erie County Industrial Development Agency
Legal Proposals Received - 8/23/24**

<p>X = Bid Received Shaded = Short-listed by Review Committee and interviewed</p>
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	General Counsel		Tax-Exempt Bond Counsel		Loan Counsel	
	Primary	Conflict	Primary	Conflict	Primary	Conflict
Harris Beach	X	X	X	X	X	X
Hawkins Delafield Wood			X	X	X	X
Hodgson Russ			X	X	X	X
Hurwitz Fine	X	X			X	X
Rupp Pfalzgraf	x	x			x	x
Total Number Proposing	3	3	3	3	5	5



ECIDA/RDC/ILDC Governance Committee-2025
Meetings will be at 12:00 p.m.

Wednesday, January 29

Wednesday, February 19

Wednesday, March 19