

**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 13, 2018, at the Erie County Industrial Development Agency, 95 Perry Street, Suite 403, Buffalo, New York 14203

PRESENT: Hon. Diane Benczkowski, Tyra Johnson and Maria Whyte

EXCUSED: Brenda W. McDuffie¹ and David J. State

OTHERS

PRESENT: Steve Weathers, Chief Executive Officer; John Cappellino, Executive Vice President; Mollie Profic, Controller; Atiqa Abidi, Senior Accountant, Karen M. Fiala, Assistant Treasurer, Dawn Boudreau, Compliance Officer; and Robert G. Murray, Secretary

GUESTS: Andrew Federick, Erie County Senior Economic Development Specialist

There being a quorum present at 3:05 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 Ms. Whyte who presided over the meeting in the absence of the presence of its Chair, Ms. McDuffie.

MINUTES

The March 21, 2016 minutes of the joint meeting of the Governance Committee of the ECIDA, RDC and ILDC were presented. Upon motion made by Ms. Benczkowski, and seconded by Ms. Johnson, the approval of the March 21, 2016 meeting minutes was unanimously carried.

RESULTS OF ECIDA'S 2017 PERFORMANCE MEASURES

Ms. Profic introduced a report explaining the 2017 performance measures for the ECIDA and its affiliates. The report outlines the Agency's mission, goals, and objectives and how the organization has achieved the goals, with metrics to support the conclusions. Ms. Benczkowski moved, and Ms. Johnson seconded, to approve of the ECIDA 2017 performance measures report.

¹ Ms. McDuffie participated via telephone conference call, however, she did not count for quorum purposes and is not considered present or eligible for purposes of voting on any action items.

Ms. Whyte called for the vote and the ECIDA's 2017 Performance Measures report was unanimously approved.

ECIDA MISSION STATEMENT AND 2018 PERFORMANCE MEASURES

Ms. Profic reviewed the ECIDA's mission statement and 2018 performance measures for the ECIDA and its affiliates. For 2018, discussion ensued about inserting a standard to acknowledge the ECIDA and ILDC efforts as related to the acquisition and redevelopment of the Bethlehem Steel property. Ms. Whyte directed staff to create a new goal to address brownfield redevelopment as so related to the Bethlehem Steel project. Upon motion made by Ms. Johnson and seconded by Ms. Benczkowski, the 2018 Mission Statement and Performance Measures, with the inclusion of the new brownfield goal, was unanimously approved.

2017 PAAA ANNUAL REPORT

Ms. Boudreau reviewed the PAAA annual report required by the Authority Budget Office. Upon motion made by Ms. Benczkowski and seconded by Ms. Johnson, a motion to adopt the 2017 PAAA Annual Report was unanimously approved.

BOARD OF DIRECTORS 2017 SELF-EVALUATION

Ms. Boudreau then reviewed the summary results of the confidential evaluations of Board performance submitted by Board Members. Discussion ensued regarding comments to the survey and reminding members to keep confidential information as discussed closed to outside sources. There being no further comments, Ms. Whyte directed that the report be received and filed.

GOVERNANCE COMMITTEE 2017 SELF-EVALUATION

Ms. Boudreau discussed the 2017 Self-Evaluation and explained that the evaluation is required to be completed by the Governance Committee members, and that the questions track responsibilities that are set forth in the Committee's Charter. There being no further comments, Ms. Whyte directed that the report be received and filed.

RE-ADOPTION OF ECIDA/RDC/ILDC POLICIES

Ms. Boudreau confirmed that all policies were forwarded to outside counsel, Harris Beach, for review, and that Harris Beach has recommended that no changes need to be made to any of the policies. Ms. Benczkowski moved, and Ms. Johnson seconded, to re-adopt the following policies:

- a. Code of Ethics;
- b. Whistleblower Policy;
- c. Governance Committee Charter;
- d. Property Disposition Guidelines;
- e. Property Acquisition Policy;

- f. Defense & Indemnification Policy;
- g. Board Member Compensation, Reimbursement and Attendance Policy;
- h. ECIDA Employee Compensation Program;
- i. Travel, Conferences, Meals & Entertainment Policy;
- j. Statement of Duties & Responsibilities of the Board of Directors; and
- k. Statement of the Competencies & Personal Attributes Required of Board Members.

Ms. Whyte called for the vote, and the aforementioned policies were then unanimously re-adopted.

ADOPTION OF ECIDA/RDC/ILDC POLICIES

Procurement Policy. Ms. Boudreau presented the Procurement Policy and reviewed certain changes as proposed to be made to the policy. Ms. Johnson moved, and Ms. Benczkowski seconded, to approve of the Procurement Policy, as amended. Ms. Whyte called for the vote, and the Procurement Policy, as amended, was unanimously approved.

Professional Services RFP Process. Mr. Weathers reviewed the Professional Services RFP Process and Policy noting that specific changes have been made to permit professionals to be engaged for an initial term of three years, with the opportunity for two additional one year terms based on satisfactory performance. Ms. Benczkowski moved and Ms. Johnson seconded to approve of the Professional Services RFP Process and Policy, as amended. Ms. Whyte called for the vote, and the Professional Services RFP Process and Policy, as amended, was unanimously approved.

PARIS REPORT UPDATE

Ms. Boudreau explained PARIS reporting requirements require the collection of information regarding Board members, staff, etc. She noted the 2018 report will be completed on or about March 31, 2018, which is in accordance with the deadline required by the Authority Budget Office.

2017 LOCAL LABOR REPORT UPDATE

Ms. Boudreau reported that 95.52% of all laborers were supplied locally. Ms. Boudreau noted that the local labor policy requires 90% local labor participation, and as such, there were no violations of the Agency's Local Labor Policy requirements.

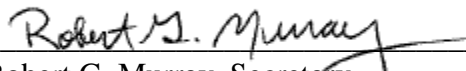
BOARD MEMBER PAAA TRAINING UPDATE

Ms. Boudreau provided members with an update on PAAA training.

Mr. Weathers then thanked Ms. Boudreau for her excellent compliance reporting efforts and initiative and acknowledged all of her excellent work.

There being no further business to discuss, the meeting was adjourned at 3:45 p.m.

Dated: March 13, 2018


Robert G. Murray, Secretary