

**MINUTES OF THE MEETING  
OF THE  
MEMBERSHIP OF THE  
ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (ECIDA)**

**DATE AND PLACE:** March 27, 2019, at the Erie County Industrial Development Agency (the “ECIDA” or “Agency”), 95 Perry Street, 5<sup>th</sup> Floor ESD Conference Room, Buffalo, New York 14203

**PRESENT:** Hon. April Baskin, Hon. Diane Benczkowski, Rev. Mark E. Blue, Hon. Bryon W. Brown, Hon. Joseph H. Emminger, Dottie Gallagher, Tyra Johnson, Hon. Brian J. Kulpa, Richard Lipsitz, Jr., Brenda W. McDuffie, John J. Mudie, Hon. Glenn R. Nellis, Sister Denise Roche, Kenneth A. Schoetz and Charles F. Specht

**EXCUSED:** James F. Doherty, Hon. Mark C. Poloncarz, Hon. Darius G. Pridgen, and Art Wingerter

**OTHERS PRESENT:** Steve Weathers, Chief Executive Officer; John Cappellino, Executive Vice President; Karen M. Fiala, Assistant Treasurer; Mollie Profic, Chief Financial Officer; Dawn Boudreau, Compliance Officer and Robert G. Murray, Secretary

**GUESTS:** Michael Szukala, Chair, Audit & Finance Committee; Andrew Federick, Erie County Senior Economic Development Specialist; Christopher Pawenski, Coordinator, Industrial Assistance Program, of the Erie County Environment & Planning Department

There being a quorum present at 12:02 p.m., the meeting was called to order by Ms. McDuffie.

**MINUTES**

The minutes of the February 27, 2019 meeting of the members were presented. Mr. Kulpa moved and Ms. Benczkowski seconded, to approve of the minutes. Ms. McDuffie called for the vote, and the minutes were then unanimously approved.

**REPORTS/ACTION ITEMS/INFORMATION ITEMS**

Financial Report. Ms. Profic presented the February 2019 financial report, noting that the balance sheet shows that the Agency finished the month with total assets of \$29.2 million and net assets of \$21.8 million. The monthly income statement shows operating income of \$77,000. Operating revenue was slightly over budget by \$3,000. Operating expenses were under budget by \$12,000. After factoring in strategic investments and depreciation, there was a net loss of \$113,000 for the month. The year-to-day income statement shows revenues of \$302,000, being

\$125,000 below budget for the year, and expenses of \$450,000, being about \$15,000 below budget. After special project grants, strategic initiatives, and depreciation, there is currently a net loss of \$308,000 for the year. Ms. McDuffie directed that the report be received and filed.

Finance and Audit Committee Update. Ms. Profic updated members on the most recent joint meeting of ECIDA, RDC and ILDC Finance and Audit Committee. Ms. McDuffie directed that the report be received and filed.

Finance and Audit Committee Self-Evaluation. Ms. Profic reviewed the required Finance and Audit Committee self-evaluation noting that all the core responsibilities of the Finance and Audit Committee as mandated under the New York Public Authorities Law and as set forth in the Finance and Audit Committee Charter, were met and satisfied. Ms. McDuffie directed that the report be received and filed.

At this point in time, Mr. Emminger and Mr. Brown joined the meeting.

Audited Financial Statements. Ms. Profic noted that the auditing firm, Freed Maxick CPAs, issued an unmodified (clean) opinion on the financial statement indicating that the financial statements present fairly, in all material respects, the financial position of the Corporation as of December 31, 2018 and the changes in financial position and cash flows for the years then ended in conformity with the accounting principles generally accepted in the United States of America. Ms. Profic then reviewed the report to the Board prepared by the auditing firm which documents the auditors required communications, a summary of accounting estimates made within the financials, some recently issued accounting standards and the management letter noting that no significant deficiencies or material weaknesses. Ms. Profic noted that a management's discussion and analysis was provided which gives an overview of the financial statements. There were total assets of \$29.8 million at December 31, 2018, a decrease from \$33.8 million in 2017. The majority of assets are current, with cash comprising the largest portion at \$17.3 million. This is consistent with the prior year-end and Ms. Profic noted that of the \$17.3 million, \$6.7 million is available for Agency operations, leaving \$10.6 million in the Agency's UDAG account. There was also a \$5.1 million dollar decrease in grants receivable to \$2.2 million from \$7.3 million in 2017, as grant amounts awarded in 2017 were received in 2018. Under non-current assets, the most significant changes are a \$537,000 decrease in investments. This represents the sale of Athenex stock in 2018. Restricted cash increased \$2.7 million due to PILOT payments received in the Main Street district (Conventus project) and 500 Seneca PIF funds. Current liabilities decreased to \$1.4 million from \$7.0 million in 2017, mainly due to a decrease in unearned revenue of \$6.0 million. This figure reflects unearned grant revenue and corresponds to the decrease in grants receivable. This amount decreases as grant revenue is recognized. Non-current liabilities increased by \$1.2 million to \$6.3 million at year-end. The Agency's net position increased from \$21.6 million to \$22.1 million in 2018. This is a result of a \$456,000 increase in net position for 2018. The statement of revenues, expenses and changes in net position (income statements) detail the increase in net position for the year. Operating revenues of \$2.2 million were down compared to \$2.7 million in 2017, due mainly to a decrease in administrative fees. Administrative fees were just under \$1.2 million in 2018, about 60% of our budget for the year (\$1.96 million) and a decrease of \$762,000 from 2017. Operating expenses decreased \$578,000 to \$2.9 million in 2018. Salaries and benefits increased \$26,000 due to a cost of living increase. General administrative expenses decreased \$582,000 due to decreases in consulting costs and sponsorships. Special project revenue of \$8.2 million

represents grant revenues recognized in income in the railroad trust fund. Special project expenses of \$7.2 million include grant expenses of \$6.8 million. Non-operating revenues include the investment gain on Athenex stock. Ms. Profic noted the draft financial statements were reviewed in detail with the Finance and Audit Committee which recommended approval to the Board.

General discussion ensued. Mr. Schoetz queried as to note 6 on the management discussion and analysis regarding notation that the ECIDA relies extensively upon administrative fees to generate the majority of its annual revenue and concluding that as a result of current uncertain economic conditions and potential legislative/board actions, the Agency's ability to generate administrative fees necessary to support operations may be limited in the future. Ms. Profic responded that while a concern, legislative action is out of the IDA's control; however, she also stated that the IDA has sufficient cash balances at this point in time.

At this point in time, Ms. Baskin joined the meeting.

Mr. Nellis moved and Mr. Mudie seconded to approve of the 2018 Audited Financial Statements. Ms. McDuffie called for the vote and the 2018 Audited Financial Statements were unanimously approved.

2018 Investment Report. Ms. Profic reviewed the 2018 Investment Report. There being no questions, Sister Denise moved and Mr. Blue seconded to approve of the 2018 Investment Report. Ms. McDuffie called for the vote and the 2018 Investment Report was unanimously approved.

Governance Committee Update. Ms. Boudreau noted that no quorum was present at the March Governance Committee meeting. Ms. Boudreau reviewed the required Governance Committee self-evaluation noting that all the core responsibilities of the Governance Committee as mandated under the New York Public Authorities Law and as set forth in the Governance Committee Charter, were met and satisfied. Ms. McDuffie directed that the report be received and filed. Ms. Boudreau also reviewed the results of the ABO required Board Self-Evaluations. The Committee did not note any significant issues resulting from the evaluations. Governance Committee Chair, Brenda McDuffie, will email the ECIDA, RDC, and ILDC Board Self-Evaluation Summary Sheets to the ABO.

2019 Tax Incentive Induced/Closing Schedule/Estimated Real Property Tax Impact. Ms. Fiala presented this report. Ms. McDuffie directed that the report be received and filed.

Port Terminal Operating Agreement Renewal. Mr. Cappellino reviewed the existing Port Terminal Operating Agreement by and between the Agency and Gateway Trade Center noting that the existing agreement has expired by its term and he then presented members with a resolution seeking approval to extend the Port Terminal Operating Agreement to permit Gateway Trade Center to continue to operate and maintain the Port Terminal facility for an additional term of up to 5 years. Mr. Lipsitz moved and Sister Denise seconded to approve of the Operating Agreement amendment. Ms. McDuffie then called for the vote and the following resolution was then unanimously approved:

RESOLUTION AUTHORIZING THE AMENDMENT OF THAT CERTAIN OPERATING AGREEMENT BY AND BETWEEN THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") AND GATEWAY TRADE CENTER, INC., ("GATEWAY") IN FURTHERANCE OF THE AGENCY'S OPERATION OF THE PORT TERMINAL PUBLIC WAREHOUSE AND TRANSSHIPMENT FACILITY LOCATED IN THE CITY OF LACKAWANNA, ERIE COUNTY, NEW YORK

Policy Committee Update. Mr. Lipsitz updated members on the most recently completed Policy Committee meeting and noted that the Committee reviewed and recommended for approval four projects, three of which will be presented to the IDA board members at this meeting. Ms. McDuffie directed that the report be received and filed.

**INDUCEMENT RESOLUTIONS**

Steuben Foods, Inc., 1150 Maple Road, Elma, New York. Ms. Fiala reviewed this proposed sales tax and real property tax abatement benefits project involving the expansion of the Company's warehouse along with equipment purchases involving the construction of an 82,500 sq. ft. facility.

As a condition precedent of receiving Financial Assistance, and as a material term and condition established by the Agency in connection with its approval of the Project, Ms. Fiala noted that the Company must, subject to potential modification, termination and/or recapture of Financial Assistance, submit, on at least an annual basis or as otherwise indicated below, through the conclusion of the later of two (2) years following either (i) the construction completion date; or (ii) the termination of the Agent Agreement, a certification, as so required by the Agency, confirming:

- (i) Investment Commitment- the total investment actually made with respect to the Project at the time of Project completion equals or exceeds \$14,326,055.00 (which represents the product of 85% multiplied by \$16,854,183.00, being the total project cost as stated in the Company's application for Financial Assistance).
- (ii) Employment Commitment - that there are at least 564 existing full time equivalent ("FTE") employees located at, or to be located at, the Facility as stated in the Company's application for Financial Assistance (the "Baseline FTE"); and
  - the number of current FTE employees in the then current year at the Facility; and
  - that the Company has maintained and created FTE employment at the Facility equal to 587 FTE employees [representing the sum of 564 Baseline FTE plus 23 (the product of 85% multiplied by 27 being the total number of new FTE employee positions as proposed to be created by the Company as stated in the Company's application for Financial Assistance)]. In an effort to confirm and verify the Company's employment numbers, the Agency requires that, at a minimum, the Company provide employment data to the Agency on a

quarterly basis, said information to be provided on the Agency's "Quarterly Employment Survey" form to be made available to the Company by the Agency.

- (iii) Local Labor Commitment - that the Company adheres to and complies with the Agency's Local Labor Workforce Certification Policy on a quarterly basis during the construction period.
- (iv) Equal Pay Commitment – that the Company adheres to and complies with the Agency's Pay Equity Policy.
- (v) Unpaid Real Property Tax Policy Commitment – that the Company is compliant with the Agency's Unpaid Real Property Tax Policy.

General discussion followed. Mr. Mudie moved and Mr. Blue seconded to approve the Project as proposed. Ms. McDuffie then called for the vote and the following resolution was unanimously approved:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY: (i) ACCEPTING THE APPLICATION OF STEUBEN FOODS, INC., AND/OR INDIVIDUAL(S) OR AFFILIATE(S), SUBSIDIARY(IES), OR ENTITY(IES) FORMED OR TO BE FORMED ON ITS BEHALF (INDIVIDUALLY, AND/OR COLLECTIVELY, THE "COMPANY") IN CONNECTION WITH A CERTAIN PROJECT DESCRIBED BELOW; (ii) RATIFYING THE SCHEDULING, NOTICING, AND CONDUCTING OF A PUBLIC HEARING IN CONNECTION WITH THE PROJECT; (iii) MAKING A DETERMINATION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT; (iv) APPOINTING THE COMPANY, OR ITS DESIGNEE, AS ITS AGENT TO UNDERTAKE THE PROJECT; (v) AUTHORIZING THE UNDERTAKING OF THE PROJECT TO PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES TAX EXEMPTION BENEFIT FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT AND (B) A PARTIAL ABATEMENT FROM REAL PROPERTY TAXES BENEFIT THROUGH THE PILOT AGREEMENT; AND (vi) AUTHORIZING THE NEGOTIATION AND EXECUTION OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, A PAYMENT-IN-LIEU-OF-TAX AGREEMENT, AN AGENT AND FINANCIAL ASSISTANCE PROJECT AGREEMENT, AND RELATED DOCUMENTS

Unifrax 1, LLC/Line 7 Project, 55 Pirson Parkway, North Youngmann Commerce Center Business Park, Tonawanda, New York. Ms. Fiala reviewed this proposed sales tax, mortgage recording tax and real property tax abatement benefits project involving the construction of 90,000 sq. ft. of new manufacturing space along with the purchase of related machinery and equipment.

As a condition precedent of receiving Financial Assistance, and as a material term or condition as established by the Agency in connection with its approval of the Project, Ms. Fiala

noted that the Company must, subject to potential modification, termination and/or recapture of Financial Assistance for failure to meet and maintain the commitments and thresholds as described below, submit, on at least an annual basis or as otherwise indicated below through the termination of the PILOT Agreement, a certification, as so required by the Agency, confirming:

- (i) Investment Commitment – the total investment actually made with respect to the Project at the time of Project completion equals or exceeds \$30,600,000.00 (which represents the product of 85% multiplied by \$36,000,000.00, being the total project cost as stated in the Company’s application for Financial Assistance).
- (ii) Employment Commitment – that there are at least twenty-seven (27) existing full time equivalent (“FTE”) employees located at, or to be located at, the Facility as stated in the Company’s application for Financial Assistance (the “Baseline FTE”); and
  - the number of current FTE employees in the then current year at the Facility; and
  - that the Company has maintained and created FTE employment at the Facility equal to thirty-five (35) FTE employees [representing the sum of 27 Baseline FTE plus 8, the product of 85% multiplied by 10 (being the total number of new FTE employee positions as proposed to be created by the Company as stated in the Company’s application for Financial Assistance)]. In an effort to confirm and verify the Company’s employment numbers, the Agency requires that, at a minimum, the Company provide employment data to the Agency on a quarterly basis, said information to be provided on the Agency’s “Quarterly Employment Survey” form to be made available to the Company by the Agency.
- (iii) Local Labor Commitment - that the Company adheres to and complies with the Agency’s Local Labor Workforce Certification Policy on a quarterly basis during the construction period.
- (iv) Equal Pay Commitment – that the Company adheres to and complies with the Agency’s Pay Equity Policy.
- (v) Unpaid Real Property Tax Policy Commitment – that the Company is compliant with the Agency’s Unpaid Real Property Tax Policy.

Ms. McDuffie noted that the project has received support from organized labor. General discussion ensued. Mr. Lipsitz moved and Mr. Emminger seconded to approve the Project as proposed. Ms. McDuffie then called for the vote and the following resolution was unanimously approved:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY: (i) ACCEPTING THE APPLICATION OF UNIFRAX I LLC, AND/OR INDIVIDUAL(S) OR AFFILIATE(S), SUBSIDIARY(IES), OR ENTITY(IES) FORMED OR TO BE FORMED ON ITS BEHALF

(INDIVIDUALLY, AND/OR COLLECTIVELY, THE “COMPANY”) IN CONNECTION WITH A CERTAIN PROJECT DESCRIBED BELOW; (ii) RATIFYING THE SCHEDULING, NOTICING, AND CONDUCTING OF A PUBLIC HEARING IN CONNECTION WITH THE PROJECT; (iii) MAKING A DETERMINATION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT; (iv) APPOINTING THE COMPANY, OR ITS DESIGNEE, AS ITS AGENT TO UNDERTAKE THE PROJECT; (v) AUTHORIZING THE UNDERTAKING OF THE PROJECT TO PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES TAX EXEMPTION BENEFIT FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT, (B) A MORTGAGE RECORDING TAX EXEMPTION BENEFIT FOR FINANCING RELATED TO THE PROJECT, AND (C) A PARTIAL ABATEMENT FROM REAL PROPERTY TAXES BENEFIT THROUGH THE PILOT AGREEMENT; AND (vi) AUTHORIZING THE NEGOTIATION AND EXECUTION OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, A PAYMENT-IN-LIEU-OF-TAX AGREEMENT, AN AGENT AND FINANCIAL ASSISTANCE PROJECT AGREEMENT, AND RELATED DOCUMENTS

McKesson Corporation, 2871 Broadway, Cheektowaga, New York. Mr. Cappellino presented this proposed sales tax exemption benefit project involving the Company’s construction of leasehold improvements and the purchase of related machinery and equipment located within an existing spec building facility consisting of approximately 45,000 sq. ft. Mr. Cappellino commented that the Company will be occupying spec building space originally constructed by Benderson Development Corporation and approved by the Agency in 2015.

As a condition precedent of receiving Financial Assistance, and as a material term or condition established by the Agency in connection with its approval of the project, Mr. Cappellino noted that the Company must, subject to potential modification, termination and/or recapture of Financial Assistance for failure to meet and maintain the commitments and thresholds as described below, submit, on at least an annual basis or as otherwise indicated below through the conclusion of the later of two (2) years following either (i) the construction completion date, or (ii) the termination of the Agent Agreement, a certification, as so required by the Agency, confirming:

- (i) Investment Commitment – the total investment actually made with respect to the Project at the time of Project completion equals or exceeds \$15,470,000.00 (which represents the product of 85% multiplied by \$18,200,000.00, being the total project cost as stated in the Company’s application for Financial Assistance).
- (ii) Employment Commitment – that there are at least 62 existing full time equivalent (“FTE”) employees located at, or to be located at, the Facility as stated in the Company’s application for Financial Assistance (the “Baseline FTE”); and
  - the number of current FTE employees in the then current year at the Facility; and

- that the Company has maintained and created FTE employment at the Facility equal to 73 FTE employees [representing the sum of the Baseline FTE plus 11 (the product of 85% multiplied by 13 being the total number of new FTE employee positions as proposed to be created by the Company as stated in the Company’s application for Financial Assistance)]. In an effort to confirm and verify the Company’s employment numbers, the Agency requires that, at a minimum, the Company provide employment data to the Agency on a quarterly basis, said information to be provided on the Agency’s “Quarterly Employment Survey” form to be made available to the Company by the Agency.
- (iii) Local Labor Commitment – that the Company adheres to and complies with the Agency’s Local Labor Workforce Certification Policy on a quarterly basis during the construction period.
  - (iv) Equal Pay Commitment – that the Company adheres to and complies with the Agency’s Pay Equity Policy.
  - (v) Unpaid Real Property Tax Policy Commitment – that the Company is compliant with the Agency’s Unpaid Real Property Tax Policy.

General discussion ensued. Ms. Benczkowski moved and Mr. Emminger seconded to approve the Project as proposed. Ms. McDuffie then called for the vote and the following resolution was unanimously approved:

RESOLUTION OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY: (i) ACCEPTING THE APPLICATION OF MCKESSON CORPORATION, AND/OR INDIVIDUAL(S) OR AFFILIATE(S), SUBSIDIARY(IES), OR ENTITY(IES) FORMED OR TO BE FORMED ON ITS BEHALF (INDIVIDUALLY, AND/OR COLLECTIVELY, THE “COMPANY”) IN CONNECTION WITH A CERTAIN PROJECT DESCRIBED BELOW; (ii) RATIFYING THE SCHEDULING, NOTICING, AND CONDUCTING OF A PUBLIC HEARING IN CONNECTION WITH THE PROJECT; (iii) MAKING A DETERMINATION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT; (iv) APPOINTING THE COMPANY, OR ITS DESIGNEE, AS ITS AGENT TO UNDERTAKE THE PROJECT; (v) AUTHORIZING THE UNDERTAKING OF THE PROJECT TO PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF A SALES TAX EXEMPTION BENEFIT FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT; AND (vi) AUTHORIZING THE NEGOTIATION AND EXECUTION OF AN AGENT AND FINANCIAL ASSISTANCE PROJECT AGREEMENT, AND RELATED DOCUMENTS

## **REVIEW AND ADOPTION OF POLICIES, REPORTS AND COMMITTEE CHARTERS**

The 2018 Mission Statement, Performance Measures and Results. Ms. Profic reviewed the 2018 Mission Statement and related results. Mr. Brown moved and Mr. Kulpa seconded to approve of the statement and results. Ms. McDuffie called for the vote and the 2018 Mission Statement, Performance Measures and Results was unanimously approved.

The 2019 Mission Statement, Performance Measures and Results. Ms. Profic reviewed the 2019 Mission Statement and related results and noted that objective 1(d) for goal #1 is a new item. Ms. Gallagher queried if any other changes to the goals are necessary due to a concern that the number of deals is declining and uncertainty that the proposed prevailing wage bill that would be placed on IDA financial assistance may have on deal flow. Ms. Gallagher also asked how the Agency will react to, if passed, a prevailing wage mandate or what can the Agency do as it will be difficult for it to continue to attract investment and undertake its mission.

Mr. Weathers responded that the Agency staff has prepared an analysis of 2018 results with 2019 projections and stated he has tasked staff with considering ways by which the Agency may reshape its revenue stream. Ms. Gallagher emphasized her concern that if future revenue is uncertain, perhaps the Agency should increase its sales calls. Ms. Gallagher then stated that the prevailing wage bill, if passed, would negatively impact ECIDA deal flow. Mr. Weathers stated that the Agency should endeavor to find alternative revenue streams in addition to administrative fees.

Mr. Brown then asked that the proposed 2019 metric indicating that M/WBE Loans decreased from \$200,000 to \$100,000–\$150,000 be revised to separate minority business lending from women business lending instead of lumping women and minority business lending together and also noted that he will be objecting to the 2019 Mission Statement because the M/WBE Loan metric amount is decreasing. Mr. Brown stated that the Agency should not be establishing a goal to decrease lending related to minority and women owned businesses. General discussion ensued regarding the process by which the lending metric was established and prior year lending results.

Ms. McDuffie recommended that the goal/metric be revised to reflect a \$250,000 figure. Mr. Brown stated he would support a \$250,000 figure and again asked staff to consider separating minority lending from women business owned lending. More discussion ensued. Ms. McDuffie then directed staff to separate minority business lending metrics from women business owned lending metrics and further asked staff to confirm the procedure for establishing this particular goal/metric and to calculate the three year lending average as the 2019 metric and insert that figure into the goal/metric.

Mr. Brown then moved and Mr. Kulpa seconded to approve of Ms. McDuffie's recommendation. Ms. McDuffie called for the vote and the 2019 Mission Statement and Performance Measures, including the amendment as proposed by Ms. McDuffie, was unanimously approved.

2018 Public Authorities Report. Ms. Boudreau reviewed the Agency's 2018 Public Authorities Report. Sister Denise moved and Mr. Lipsitz seconded to approve of the report as proposed. Ms. McDuffie called for the vote and the 2018 Public Authorities Report was then unanimously approved.

Procurement Policy. Ms. McDuffie presented members with an amendment to the existing Procurement Policy that now requires the Agency to seek and purchase goods from veterans, not-for-profit organizations that serve and employ people who are blind and severely handicapped, and from correctional industry programs if they meet Agency needs. Ms. Boudreau emphasized that a new Authority Budget Office guidance recommends that authorities include this new preferred source of procurement within procurement policies. Mr. Lipsitz then moved and Mr. Nellis seconded to adopt the amendment to the Procurement Policy. Ms. McDuffie called for the vote and the amendment to the Procurement Policy was unanimously approved.

## **RE-ADOPT POLICIES AND CHARTERS**

Ms. Boudreau noted that Items 5-18 on the agenda were reviewed by counsel, that no Authority Budget Office recommended changes had been made, and as such, the staff recommends that the policies and charters items numbered 5-18 be approved without any changes. Mr. Lipsitz moved and Mr. Blue seconded to approve of the various polices and charters. Ms. McDuffie called for the vote and the following policies and charters were then unanimously approved:

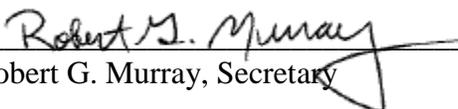
- Investment & Deposit Policy
- Code of Ethics
- Whistleblower Policy and Procedures
- Defense & Indemnification Policy
- Finance & Audit Committee Charter
- Governance Committee Charter
- Property Disposition Guidelines
- Property Acquisition Policy
- Board Member Compensation, Reimbursement & Attendance Policy
- Employee Compensation Program
- Travel, Conferences, Meals & Entertainment Policy
- Statement of Duties & Responsibilities of the Board of Directors
- Statement of the Competencies & Personal Attributes Required by Board Members
- Corporate Credit Card Policy

## **MANAGEMENT TEAM REPORTS**

2018 Year in Review. Mr. Weathers presented members with the Agency's 2018 annual report.

There being no further business to discuss, Ms. McDuffie adjourned the meeting of the Agency at 1:09 p.m.

Dated: March 27, 2019

  
Robert G. Murray, Secretary