



Meeting Agenda – Governance & Nominating Committee
 Genesee County Economic Development Center
 Thursday, March 4, 2021, 3:00pm
 Location: Electronically

Page #s	Topic	Discussion Leader	Desired Outcome
	1. Call to Order – Enter Public Session Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 220.1 issued on March 12, 2020 suspending the Open Meetings Law, this Meeting is being held electronically via conference call instead of a public meeting open for the public to attend in person.	C. Yunker	
	1a. Executive Session: Nothing at this time.		
	2. Chairman's Report & Activities 2a. Agenda Additions / Other Business	C. Yunker	
2-3	2b. Minutes: February 4, 2021		Vote
	3. Discussions / Official Recommendations to the Board:		
4	3a. GGLDC Board Member – Term End Date (x2)	L. Farrell	Discussion
	3b. Board Member Evaluation	L. Farrell	Discussion
5-7	3c. Local Labor Policy	M. Masse	Disc / Vote
8	3d. Adjustment to Standard Pilot Structure	C. Suozzi	Discussion
	4. Adjournment	C. Yunker	Vote



**GCEDC Governance & Nominating Committee Meeting
Thursday, February 4, 2021
Location: Electronically
2:30 p.m.**

MINUTES

ATTENDANCE

Committee Members: P. Zelif, C. Yunker, M. Gray, T. Bender
Staff: S. Hyde, L. Farrell, M. Masse, P. Kennett, L. Casey, J. Krencik, C. Suozzi
Guests: S. Noble-Moag (GGLDC Board Member), G. Torrey (GGLDC Board Member),
D. Cunningham (GGLDC Board Member)
Absent:

1. CALL TO ORDER / ENTER PUBLIC SESSION

C. Yunker called the meeting to order at 2:30 p.m. via conference call / video conference.

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo’s Executive Order 202.1 issued on March 12, 2020 suspending the Open Meetings Law, this Meeting is being held electronically via conference call / video conference instead of a public meeting open for the public to attend in person.

1a. Executive Session: Nothing at this time.

2. CHAIRMAN’S REPORT & ACTIVITIES

2a. Agenda Additions / Deletions / Other Business – Nothing at this time.

2b. Minutes: June 4, 2020

P. Zelif made a motion to approve the June 4, 2020 meeting minutes as presented; the motion was seconded by M. Gray. Roll call resulted as follows:

P. Zelif - Yes
M. Gray- Yes
C. Yunker - Yes
T. Bender - Yes

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. Board Self-Evaluation Process/Questionnaire – L. Farrell will provide a copy of the confidential evaluation of board performance questionnaire to the Committee via email. The questionnaire was reviewed and no changes were recommended. Responses should be submitted to the Board Chair. The Board Chair will then compose a summary report, which will be submitted to the ABO by March 31, 2021.

2b

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3b. Authority Self-Evaluation of Prior Year Performance – L. Farrell shared that Public Authorities are required to perform a self-evaluation of prior year’s goals/measurements annually. This report shows the results against the goals and measurements that were set for 2020. This report will be submitted into PARIS.

M. Masse stated that the Agency set a goal of capital investment commitment of \$32M for 2020. The actual result from projects was \$83M for 2020. The Agency also pledged to create 90 jobs from projects in 2020. These projects resulted in 78 jobs pledged in 2020 but did not include jobs related to the Rochester Regional Health bond transaction because they failed to report. M. Masse reviewed, in detail, all agency performance results relative to 2020 goals.

P. Zeliff made a motion to recommend to the full Board approval of the Authority Self-Evaluation of Prior Year Performance; the motion was seconded by M. Gray. Roll call resulted as follows:

P. Zeliff -	Yes
M. Gray-	Yes
C. Yunker -	Yes
T. Bender -	Yes

The item was approved as presented.

3c. Mission Statement & Measurement Report – L. Farrell shared that the Authority’s Board must annually review the authority’s mission statement and performance goals to ensure that its mission has not changed and that the authority’s performance goals continue to support its mission. This report will be posted to the website and submitted into PARIS.

M. Masse stated that the capital investment and job creation goals are based on an average of the last four years of actual pledged capital investment and job creation. Mega projects are removed from this average. M. Masse recommends that the Agency set a goal of capital investment commitment of \$35M for 2021, which does not include any Mega projects (over \$50M capital investment commitment). M. Masse also recommends the Agency set a job creation goal of 90 jobs from projects in 2021. The other suggested goals are over-arching goals that the entire staff can work towards achieving and are still consistent with the Agency’s mission.

M. Gray made a motion to recommend approval of the Mission Statement & Measurement Report with the amendment that the capital investment commitment excludes any Mega project(s); the motion was seconded by P. Zeliff. Roll call resulted as follows:

P. Zeliff -	Yes
M. Gray-	Yes
C. Yunker -	Yes
T. Bender -	Yes

The item was approved as presented.

4. ADJOURNMENT

As there was no further business, T. Bender made a motion to adjourn at 2:51 p.m., seconded by P. Zeliff, and passed unanimously.

2b

GCEDC											GGLDC						
Name	GCEDC Board Member	GCEDC STAMP Committee	GCLDC Employment & Comp Committee	GCEDC Governance & Nominating Committee	GCEDC Audit & Finance Committee (Bank Signers)	Housing Committee	GCEDC Officers	GCEDC Start Date	Term End Date	GCEDC Board Training	GGLDC Board Members	GGLDC Governance & Nominating Committee	GGLDC Audit & Finance Committee (Bank Signers)	GGLDC Officers	GGLDC Start Date	Term End Date	GGLDC Board Training
Amy Vanderhoof	1	1	1					7/11/2018	6/30/2024	3/13/2019							
Paul J. Battaglia	1		1		1	Chair		6/30/2013	6/30/2025	12/23/2014	1		1		3/6/2014	6/30/2025	12/23/2014
Todd Bender	1		Chair	1	1			8/9/2017	6/30/2023	9/22/2017	1		1		8/9/2017	6/30/2023	9/22/2017
Craig Yunker	1	1		Chair		1		7/1/2014	6/30/2026	11/7/2014	1	1			6/4/2015	6/30/2026	11/7/2014
Peter Zelfiff	1	Chair	1		1	1	Chairman	2/28/2014	6/30/2022	2/6/2013	1				2/7/2019	6/30/2022	2/6/2013
Matthew Gray	1			1	Chair	1	Vice Chair	7/1/2015	6/30/2021	3/23/2016							
Chad Klozbach	1	1						11/24/2020	12/31/2021	12/9/2020							
Thomas Felton											1		1	Vice Chairman	8/4/2011	6/30/2025	6/22/2012
Mary Ann Wiater											1				8/2/2013	6/30/2021	3/27/2013
Sarah Noble-Moag											1	Chair		Secretary	8/12/2014	6/30/2026	11/7/2014
Gregg Torrey											1	1		Treasurer	1/19/2017	6/30/2021	1/19/2017
Don Cunningham											1	1	Chair	President & CEO / Chairman	9/1/2017	6/30/2023	4/11/2018
	7	4	4	4	4	4					9	4	4				
NEED	7	4	4	4	4	4					9	4	4				
4 People are required for a quorum in the GCEDC											5 people are required for a quorum in the GGLDC						
GCEDC Board Members are appointed by the County Legislature.											6 people are required if it involves capital improvements, sale, purchase, mortgage, or lease of property (Majority plus 1)						
The Audit & Finance Committee members, the President & CEO and the VP of Operations are authorized bank signers. All checks (line of credit withdrawals) require two signatures and must be co-signed by at least one board member.											The Audit & Finance Committee members are authorized bank signers. Two Bank account signers are required to sign every check and line of credit withdrawals.						
** Chad Klotzbach is verbally assigned to the GCEDC Board by the Legislative Chair.											1/16/14 - GGLDC Board Member Term Limits (as recommended by the Governance Committee) - - Nine GGLDC board members are appointed via majority vote by the GCEDC board of directors. - Four of the nine board positions will be independent of the GCEDC board; 6 year terms. - Five of the nine board positions will be held by GCEDC board members; coterminous with GCEDC appointments. - These five board positions should be filled with the four most senior members of the GCEDC board and the Legislative Liaison OR the four most senior members of the GCEDC board and any member that is chosen based on current circumstances at the time of vacancy.						
Secretary: Penny Kennett Treasurer: Lezlie Farrell											GGLDC Board Members are appointed by the GCEDC						
Committees are made up of the Board Chair plus three board members.											Committees are made up of the Board Chair plus three board members.						

Name	GCFC Board Member	GCFC Bank Signer	GCFC Audit Committee	GCFC Governance Committee	GCFC Officers	GCFC Start Date	GGLDC Board Training	Appointed by the GC Legislature	Appointed by the GCEDC
Tom Turnbull	1	1	1		Secretary	12/9/2015	2/3/2016	X	
Maureen Marshall	1			1		11/5/2009	9/14/2011	X	
Hollis Upson	1	1	1	1	Treasurer	11/5/2009	3/8/2013	X	
Dr. William Lapple	1					5/11/2016	5/22/2019	X	
Matthew Gray	1				Vice Chair	6/4/2020	12/23/2014		X
Pete Zelfiff	1	1		1	Chair	8/3/2017	2/6/2013		X
	6	3	2	3					
Need	6	3	3	3				4	2
4 people are required for a quorum in the GCFC.		Authorized Bank Signers: 3/25/20 - Paul Battaglia, Pete Zelfiff, Tom Turnbull & Hollis Upson			Signers of Agreements: Chair, Vice Chair and Secretary				
4 people are appointed by the Genesee County Legislature									
2 appointed by the GCEDC (1/19/17 - the board approved the Chair and Vice Chair to serve this board)									



Local Construction Labor Policy

Project applicants (the "Company"), with projected / committed capital investment for facility construction of greater than or equal to \$5,000,000 (except solar projects as defined later), as a condition to receiving Financial Assistance (including a sales tax exemption, mortgage recording tax exemption, real property tax abatement, and/or bond proceeds) from the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), will be required to utilize qualified Local Labor, as defined below, for all projects involving the construction, expansion, equipping, demolition and/or remediation of new, existing, expanded or renovated facilities (collectively, the "Project Site"). Solar projects in excess of 5 MW (AC) will be subject to the Local Construction Labor Policy as well.

Local Labor Defined

Local Labor is defined as individuals residing in the following Counties: Genesee, Orleans, Monroe, Wyoming, Livingston, Wayne, Ontario, Seneca, Yates, Niagara, Erie, Chautauqua, Cattaraugus and Allegany (collectively, the "Local Labor Area").

Local Labor Requirement

At least 90% of the total number of Project employees, excluding construction project management, of the general contractor, subcontractor, or subcontractor to a subcontractor (collectively, the "Workers") working on the Project Site must reside within the Local Labor Area. Companies do not have to be local companies as defined herein, but must employ local Workers residing within the Local Labor Area to qualify under the 90% local labor criteria.

It is understood that at certain times, Workers residing within the Local Labor Area may not be available with respect to a Project. Under this condition, the Company is required to contact the Agency to request a waiver of the Local Labor Requirement (the "Local Labor Waiver Request") based on the following circumstances: (i) warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers; (ii) specialized construction for which qualified Local Labor Area Workers are not available; (iii) documented lack of Workers meeting the Local Labor Area requirement; or (iv) cost differentials in bids whereby use of local labor significantly increases the construction cost of the project. Prior to the granting of said waiver, the lowest bidding contractor which bid said construction project using local labor would have the right of first refusal to bid and match the lowest bid as a remedy to ensure compliance with this policy. Comprehensive documentation and justification will be required including documented evidence and verification by GCEDC staff or agents that the "right of first refusal" remedy has been effected unsuccessfully.

The GCEDC may require an outside consultant of their choosing be hired by the Project to assist in reviewing any waiver requests that may be submitted.

The Agency shall evaluate the Local Labor Waiver Request and make its determination related thereto based upon the supporting documentation received with such waiver request.

Local Labor Reporting Requirement

Companies authorized to receive Financial Assistance from the Agency will be required to file or cause to be filed a Local Labor Utilization Report (the "Report") on such form as made available by the Agency, and as directed by the Agency, which will identify, for each Worker, the city, town, or village and associated zip code that each such Worker is domiciled in. The Report shall be submitted to the Agency or its designated agents as follows: (i) immediately prior to commencement of construction activities; and (ii) on or by the next following quarterly dates of January 1, April 1, July 1, and October 1 and each quarterly date thereafter through the construction completion date.

The Agency, or its designated agents, shall have the right, during normal business hours, to examine and copy the applicable books and records of the Company and to perform spot checks of all Workers at the Project site to verify compliance with the Local Labor Requirement throughout the construction period.

Enforcement

If Agency staff determines that: (i) the Local Labor Requirement is not being met; or (ii) upon use of its reasonable discretion, discovers or becomes aware of a compliance issue related to the Local Labor Requirement, then written notice delivered by Certified Mail of said Local Labor Requirement violation (the "Notice of Violation") shall be provided to the Company.

The Company shall have 10 business days thereafter to either:

- (i) provide written confirmation to the Agency indicating that it has cured the violation and is now in compliance with the Local Labor Requirement;
- (ii) submit the Local Labor Waiver Request as described above; or
- (iii) confirm in writing its inability to meet the Local Labor Requirement.

If the Company does not respond to the Agency's Notice of Violation, or if the Company confirms its inability to meet the Local Labor Requirement then the Agency shall immediately terminate any and all Financial Assistance being provided to the Project in accordance with the terms of the underlying agreements between the Agency and the Company with respect to the Project. If a Local Labor Waiver Request is submitted and the Agency declines to issue the requester waiver, then the Company shall have 10 business days after receipt of the notice of the waiver request denial to provide written confirmation to the Agency indicating that it has cured the violation and is now in compliance with the Local Labor Requirement. If the Agency does not receive such confirmation, the Agency shall then immediately terminate any and all Financial Assistance being provided to the Project in accordance with the terms of the underlying agreements between the Agency and the Company with respect to the Project.

| Revised 3/4/21

3c

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GCEDC

Chris Suozzi – Business Development

Governance Committee Report

March 4, 2021

Traditional PILOT

Discussion: In the past, we have called our “Traditional” PILOT Program a 60% abatement that ramped up over 10 years beginning at 0% for the first two years, then ramping, 20% every two years (See below). This traditional PILOT was used in non-competitive situations. Considering COVID-19 and the pressure our local municipalities are financially undergoing, we thought a new model would assist our local partners and still be effective from a business development standpoint.

Year	Current Traditional PILOT		Proposed Traditional PILOT	
	Abated	Non-Abated	Abated	Non-Abated
1	100%	0%	80%	20%
2	100%	0%	80%	20%
3	80%	20%	80%	20%
4	80%	20%	70%	30%
5	60%	40%	70%	30%
6	60%	40%	70%	30%
7	40%	60%	50%	50%
8	40%	60%	50%	50%
9	20%	80%	30%	70%
10	20%	80%	20%	80%
11 & Onward	0%	100%	0%	100%
Average Abatement All Years	60%		60%	
Average Abatement Years 1-6	80%		75%	
Average Abatement Years 7-10	30%		38%	

Action Requested: There is no policy change required, but Staff is requesting recommendation from the Committee to move forward with this new Traditional Model.