



**Meeting Agenda – Governance & Nominating Committee**  
 Genesee Gateway Local Development Corp.  
 Thursday, May 6, 2021, 3:00 p.m.  
 Location: Electronically

Page #	Topic	Discussion Leader	Desired Outcome
	<b>1. Call to Order – Enter Public Session</b>  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.	S. Noble-Moag	
2-3	<b>2. Chairman's Report &amp; Activities</b>  2a. Agenda Additions / Other Business  2b. Minutes: March 4, 2021	S. Noble-Moag	Vote
	<b>3. Discussions / Official Recommendations to the Board:</b>		
4	3a. Officer Appointments	L. Farrell	Disc / Vote
4	3b. Authorized to Request Information Regarding Bank Accounts	L. Farrell	Disc / Vote
4	3c. Authorized Signers of Agreements, Contracts, etc.	L. Farrell	Disc / Vote
5-6	3d. Board Member Attendance	L. Farrell	Discussion
7-8	3e. Code of Ethics	L. Farrell	Discussion
9	3f. STAMP Water Works Corp Board Member Appointment	M. Masse	Disc / Vote
9	3g. STAMP Sewer Works Corp Board Member Appointment	M. Masse	Disc / Vote
	4. Adjournment	S. Noble-Moag	Vote



GGLDC Governance & Nominating Committee Meeting  
Thursday, March 4, 2021  
Location: Electronically  
3:00 p.m.

MINUTES

ATTENDANCE

Committee Members: S. Noble-Moag, C. Yunker, D. Cunningham  
Staff: S. Hyde, L. Farrell, M. Masse, P. Kennett, L. Casey, J. Krencik, C. Suozzi  
Guests: P. Zeliff (GCEDC/GGLDC Board Member), M. Gray (GCEDC Board Member), T. Bender  
(GCEDC/GGLDC Board Member), R. Crossen (Town of Alabama Supervisor)  
Absent: G. Torrey

1. CALL TO ORDER / ENTER PUBLIC SESSION

S. Noble-Moag called the meeting to order at 3:22 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.

2. CHAIRMAN’S REPORT & ACTIVITIES

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

**2b. Minutes: February 4, 2021**

**D. Cunningham made a motion to approve the February 4, 2021 meeting minutes as presented; the motion was seconded by T. Bender. Roll call resulted as follows:**

D. Cunningham - Yes  
G. Torrey - Absent  
C. Yunker - Yes  
S. Noble-Moag - Yes

**The item was approved as presented.**

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

**3a. Board Member Evaluation Process** - Evaluations have been completed and received by the Board Chair. The evaluations will be discussed in executive session at the May Board Meeting.

**3b. Water Works Corp Board Appointments** - D. Cunningham and P. Zeliff discussed potential appointments to the Water & Sewer Works Corporations Boards of Directors. Their recommendation to the Committee is that the Water and Sewer Works Corp Boards should be comprised of 4 GCEDC Board members, 1 Town of Alabama

Representative and 1 or 2 Professional Representative(s). Following this structure, the names that were brought forward for consideration were:

1. EDC Members: Pete Zelif, Paul Battaglia, Craig Yunker, Chad Klotzbach
2. Professional Representative: Tim Hens and/or Steve Mountain
3. Town of Alabama Representative: To be appointed by the Town of Alabama Town Board.

The names will go forward to the full Board if these individuals confirm interest in filling a Board seat.

**3c. Sewer Works Corp Board Appointments** – D. Cunningham and P. Zelif discussed potential appointments to the Water & Sewer Works Corporations Boards of Directors. Their recommendation to the Committee is that the Water and Sewer Works Corp Boards should be comprised of 4 GCEDC Board members, 1 Town of Alabama Representative and 1 or 2 Professional Representative(s). Following this structure, the names that were brought forward for consideration were:

1. EDC Members: Pete Zelif, Paul Battaglia, Craig Yunker, Chad Klotzbach
2. Professional Representative: Tim Hens and/or Steve Mountain
3. Town of Alabama Representative: To be appointed by the Town of Alabama Town Board.

The names will go forward to the full Board if these individuals confirm interest in filling a Board seat.

**4. ADJOURNMENT**

As there was no further business, D. Cunningham made a motion to adjourn at 3:36 p.m., seconded by P. Zelif, and passed unanimously.

## **Genesee Gateway Local Development Corp.**

### **Current Officers**

Don Cunningham, Chairman / President & CEO  
T. Felton, Vice Chairman  
S. Noble-Moag, Secretary  
G. Torrey, Treasurer

### **Authorized to request information regarding all bank accounts for the GGLDC and GABLLC**

L. Farrell  
P. Kennett

**The following are authorized signers of agreements, contracts, deeds and any other instruments as approved by the board or operational items within the approved budget limits.**

Chairman (per by-laws)  
Vice Chairman (per by-laws)

GGLDC is the sole member of the GAB, LLC. The above approvals apply to the GAB, LLC as well.

3a/3b/3c

2020 Board Member Meeting List X=Attended

Board LDC	Member	Jan 1/9/2020	Feb 2/6/2020	Mar 3/5/2020	Mar 3/26/2020	April No Meeting	May 5/7/2020	Jun 6/4/2020	Jul 7/2/2020	Jul 7/9/2020	Jul 7/28/2020	Aug 8/6/2020	Sep 9/3/2020	Oct 10/1/2020	Oct 10/29/2020	Nov 11/5/2020	Dec 12/3/2020	Dec 12/17/2020	Notes
		Meeting Cancelled No Quorum																	
	Thomas Felton			X	X		X	X	X	X	X	X	X	X	X	X	X		
	Mary Ann Wiater		X	X	X		X	X	X	X	X	X	X	X	X	X	X		
	Sarah Noble-Moag		X	X	X		X	X	X	X	X	X	X	X	X	X	X		
	Gregg Torrey		X	X	X		X	X	X	X	X	X	X	X	X	X	X		
	Don Cunningham		X	X	X		X	X	X	X	X	X	X	X	X	X	X		
	Paul Battaglia		X	X	X		X	X	X	X	X	X	X	X	X	X	X		
	Todd Bender		X	X	X		X	X	X	X	X	X	X	X	X	X	X		
	Craig Yunker		X	X	X		X	X	X	X	X	X	X	X	X	X	X		
	Peter Zeliff			X	X		X	X	X	X	X	X	X	X	X	X	X		

2021 Board Member Meeting List X=Attended

Board Member	Jan 1/7/2021	Feb 2/4/2021	Mar 3/4/2021	3/25/2021	April No Meeting	May 5/6/2021	Jun 6/3/2021	Jul 7/1/2021	Aug 8/5/2021	Sep 9/2/2021	Oct 10/7/2021	10/28/2021	Nov No Meeting	12/2/2021	Dec 12/16/2021	Notes
LDC																
Thomas Felton	X		X	X												
Mary Ann Wiater	X	X	X	X												
Sarah Noble-Moag	X	X	X	X												
Gregg Torrey	X	X	X	X												
Don Cunningham	X	X	X	X												
Paul Battaglia	X	X	X	X												
Todd Bender	X	X	X	X												
Craig Yunker	X	X	X	X												
Peter Zeff	X	X	X	X												

# GENESEE GATEWAY LOCAL DEVELOPMENT CORPORATION

## CODE OF ETHICS

The members of the board (the "Board") of the Genesee Gateway Local Development Corporation (the "Corporation"), a duly established public benefit corporation of the State of New York (the "State"), along with the officers and staff of the Corporation, shall comply with and adhere to the provisions of this Code of Ethics ("Code") adopted pursuant to and in accordance with Section 2824 of the Public Authorities Law and Article 18 of the General Municipal Law of the State.

### ARTICLE I CONFLICTS OF INTEREST

A conflict or a potential conflict exists whenever an officer or employee has an interest, direct or indirect, which conflicts with their duty to the Corporation or which could adversely affect an individual's judgment in the discharge of his or her responsibilities. No officer or employee shall:

1. Take action or participate in any manner whatsoever in his or her official capacity in the discussion, negotiation or the awarding of any contract or in any business or professional dealings with the Corporation in which the official or employee has or will have an interest, direct or indirect, in such contract or professional dealings.
2. Engage in, solicit, negotiate for or promise to accept private employment or render services for his or her personal benefit when such employment or service creates a conflict or impairs the proper discharge of his or her official duties.
3. Directly or indirectly solicit, accept, or agree to accept any gift or financial benefit from any person, other than a family member, who the Corporation officer or employee knows is considering, has, or within the previous twelve months has had, any business dealing with the Corporation that involves any discretionary act by the Corporation officer or employee. An Corporation officer or employee may accept from such person a gift or gifts which are customary on family, social, holiday or civic occasions, provided they do not total more than seventy-five dollars from any person within any calendar year, and further provided that they were not received under circumstances in which it reasonably might be inferred that such gift or gifts were intended to influence the officer or employee in the performance of his or her official duties or reward him or her for any official action. A gift or financial benefit shall include money, services, loan, travel, entertainment, hospitality, thing or promise thereof, or any other gratuity or promise thereof, including any financial transaction on terms not available to the general public, but shall not include a campaign contribution. Travel, room and board expenses incurred in the performance of official duties providing a legitimate public purpose shall be excluded from the provisions of this section.
4. Disclose confidential financial information acquired in the course of his or her official duties or use such information to further his or her personal interests.

5. Take action on a matter before the Corporation when, to his or her knowledge, the performance of that action would provide a pecuniary or material benefit to himself or herself.

## **ARTICLE II PROCEDURES FOR DISCLOSURE**

All directors, officers or employees of the Corporation shall adhere to the following procedures:

1. All conflicts of interest shall be disclosed in writing to the Ethics Officer as soon as practicable after learning of the conflict. In addition, in the event a director on the board of the Corporation has a conflict, he or she shall verbally disclose the conflict during a public session of a board meeting at which the matter creating the conflict appears on the agenda. Such verbal disclosure shall be recorded in the minutes of the meeting and be made part of the public record.

2. The director, officer or employee with the conflict of interest shall refrain from participating in discussions or decisions on the matter creating the conflict. In addition, in the event a director on the board of the Corporation has a conflict, he or she shall recuse him or herself from any deliberations and abstain from voting on such matter creating the conflict.

## **ARTICLE III PENALTIES**

Failure to comply with this Policy may result in penalties as provided for in law.

## **ARTICLE IV ETHICS OFFICER**

The Corporation's Board shall designate an officer, director or employee of the Corporation to serve as the Ethics Officer of the Corporation. In the event of a vacancy, the Corporation Board Chair shall serve as the Ethics Officer until such time as the Corporation Board appoints a successor.

## **ARTICLE V PROHIBITED CONFLICTS OF INTEREST**

General Municipal Law ("GML") Article 18 regulates financial conflicts of interest of directors, officers and employees of the Corporation. Therefore, notwithstanding any other provision contained in this Policy, financial conflicts of interest shall be governed by Article 18 of the GML.

Approved and adopted September 7, 2017.



**GGLDC**  
**Governance & Nominating Committee Report**  
**May 6, 2021**

**Water Works Corp. Board Appointments**  
**Sewer Works Corp. Board Appointments**

At the March 25, 2021 Board meeting, the following appointments were made to the Water and Sewer Works boards.

Pete Zeff – GCEDC Member  
Paul Battaglia – GCEDC Member  
Craig Yunker – GCEDC Member  
**TBD – GCEDC Member**  
Tim Hens – Professional Representative  
Steve Mountain – Professional Representative  
**TBD – Town of Alabama Representative**

The GGLDC previously agreed on a 7 member board with 4 of the 7 being GCEDC board members. The bylaws for both corporations allow the boards to be made up of between 3 – 9 members. With the current slate of board members, the corporations can meet, vote and operate without an additional appointment. However, that would result in 3 GCEDC members and 3 independent members on the boards.

The Town of Alabama Representative has not yet been determined. We will discuss amending the bylaws for these entities sometime in the future to allow the Town of Alabama to directly appoint one member to these boards.