



Meeting Agenda – Governance & Nominating Committee
 Genesee Gateway Local Development Corp.
 Thursday, July 1, 2021, 3:00 p.m.
 Location: Innovation Zone Conference Room, Suite 107

Page #	Topic	Discussion Leader	Desired Outcome
	1. Call to Order – Enter Public Session	S. Noble-Moag	
2-6	2. Chairman's Report & Activities 2a. Agenda Additions / Other Business 2b. Minutes: June 3, 2021	S. Noble-Moag	Vote
7-8	3. Discussions / Official Recommendations to the Board: 3a. Code of Ethics	L. Farrell	Disc / Vote
9	3b. Commission Fees Policy	M. Masse/ C. Suozzi	Discussion
	4. Adjournment	S. Noble-Moag	Vote



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

MINUTES

ATTENDANCE

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

1. CALL TO ORDER / ENTER PUBLIC SESSION

S. Noble-Moag called the meeting to order at 3:36 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: May 6, 2021

G. Torrey made a motion to approve the May 6, 2021 meeting minutes as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:

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

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. Officer Appointments – The current slate of officers is set to expire on June 30th. It is suggested to appoint the following slate of officers:

Chair / President / CEO - D. Cunningham
Vice-Chair - T. Felton
Treasurer - G. Torrey
Secretary - S. Noble-Moag

C. Yunker made a motion to recommend to the full Board the Slate of Officers as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

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

The item was approved as presented.

3b. Procurement Policies and Procedures - L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

C. Yunker made a motion to recommend to the full Board the approval of the Procurement Policies and Procedures as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

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

The item was approved as presented.

3c. Investment Policy – L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

C. Yunker made a motion to recommend to the full Board the approval of the Investment Policy as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

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

The item was approved as presented.

3d. Disposition of Property Guidelines – L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

C. Yunker made a motion to recommend to the full Board the approval of the Disposition of Property Guidelines as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

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

The item was approved as presented.

3e. Governance & Nominating Committee Charter – L. Farrell shared that this charter is required to be reviewed annually.

G. Torrey made a motion to approve the Governance & Nominating Committee Charter as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:

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

The item was approved as presented.

3f. Code of Ethics – L. Farrell stated that the Committee had reviewed this policy at the last Committee meeting. No changes are being recommended by staff, but S. Noble-Moag had asked for clarification regarding Article IV of the Code of Ethics. L. Farrell reported back to the committee that, per the policy, the Ethics Officer defaults to the Board Chair. The Committee requested that the policy language should state that the Ethics Officer “*is*” the Board Chair as opposed to “*defaults*” to the Board Chair.

The Committee moved agenda item 3g, Committee Self-Evaluation, to the last discussion point.

3h. STAMP Water Works Corp Board Appointments – At the March 25, 2021 Board meeting, the following appointments were made to the Water and Sewer Works boards.

1. Pete Zeliff – GCEDC Member
2. Paul Battaglia – GCEDC Member
3. Craig Yunker – GCEDC Member
4. TBD – GCEDC Member
5. Tim Hens – Professional Representative
6. Steve Mountain – Professional Representative
7. 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.

Update: The Town of Alabama has appointed Rob Crossen to be the representative through 12/31/21. GGLDC Board approval is necessary. Additionally, a GCEDC member must be appointed to the STAMP Water and Sewer Works Corp Boards.

C. Yunker made a motion to recommend to the full Board appointment of Rob Crossen and Marianne Clattenburg to the STAMP Water Works Corp Board; the motion was seconded by G. Torrey. Roll call resulted as follows:

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

The item was approved as presented.

2b

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3i. STAMP Sewer Works Corp Board Appointments – At the March 25, 2021 Board meeting, the following appointments were made to the Water and Sewer Works boards.

1. Pete Zeliff – GCEDC Member
2. Paul Battaglia – GCEDC Member
3. Craig Yunker – GCEDC Member
4. TBD – GCEDC Member
5. Tim Hens – Professional Representative
6. Steve Mountain – Professional Representative
7. 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.

Update: The Town of Alabama has appointed Rob Crossen to be the representative through 12/31/21. GGLDC Board approval is necessary. Additionally, a GCEDC member must be appointed to the STAMP Water and Sewer Works Corp Boards.

C. Yunker made a motion to recommend to the full Board appointment of Rob Crossen and Marianne Clattenburg to the STAMP Sewer Works Corp Board; the motion was seconded by G. Torrey. Roll call resulted as follows:

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

The item was approved as presented.

Executive Session

C. Yunker made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 3:46 p.m., for the following reasons:

1. The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

The motion was seconded by G. Torrey and approved by all members present.

Re-Enter Public Session

C. Yunker made a motion to enter back into public session at 3:48 p.m., seconded by G. Torrey and approved by all.

3g. Committee Self- Evaluation - After reviewing the Governance & Nominating Committee Charter, S. Noble-Moag stated that the Committee feels that it is meeting its obligations to the Board and County. Candid discussions,

informed by the staff, occur by the Committee. The Committee successfully carries out its duties outlined by the Charter.

4. ADJOURNMENT

As there was no further business, G. Torrey made a motion to adjourn at 3:49 p.m., seconded by C. Yunker, and passed unanimously.

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.
Revised 7.1.21

GCEDC

Chris Suozzi- Vice President of Business & Workforce Development
Governance Committee Report

July 1, 2021

Commission Fee Policy

Discussion: To discuss the commission to license Real Estate professionals:

GCEDC/GGLDC has been utilizing real estate professionals for years to assist with business development activities.

GCEDC staff has a healthy and productive relationship to the commercial realtors in our local region from Buffalo to Rochester. We are members of NYSCAR and NAIOP in both regions and actively attend meetings.

The GCEDC had a previous policy to pay professionals (Lawyers, accountants, real estate professionals) a commission/referral fee of 6% on any projects referred to the GCEDC that made it to closing. After discussion by the committee at that time they felt that the fixed percentage did not match the current market rate for commissions and that they would prefer to only pay real estate commissions that would be considered on a case-by-case basis. This is how we currently treat all commissions.

Generally, GCEDC/GGLDC has paid market rate commissions to real estate professionals who lead the business development to our agency. These professionals have actively supported GCEDC's goals of increasing opportunities for our communities through expanding capital investment. These real estate professionals are essentially acting as site selectors for these smaller projects or will work with site selectors. In a lot of these instances where our sites get considered it is only because of the relationship that the GCEDC staff has with the realtor.

One example: Project Wave 2011

CBRE brought the deal to GCEDC
Sold 81 acres
\$37,000 per acre
10% Commission fee paid.

The other issue is that the realtor will mention his commission percentage up front before we start to work with the company and if we negotiate that rate off of market, we will run the risk of them not promoting our site to the company. The realtors do a lot of work in the background marketing our site to the company utilizing their relationship with us to get the promotional information and background to pitch the GCEDC sites. The commission is also usually not brought forward for Board approval until the deal with the company is ready to go and it would make it difficult to try and change the commission rate at the time the deal is being brought forward.

It is recommended by staff to work with our real estate professionals and continue to discuss commission plans on a case-by-case basis.