



Meeting Agenda – Governance & Nominating Committee
 Genesee Gateway Local Development Corp.
 Thursday, February 4, 2021, 2:30 p.m.
 Location: Electronically

Page #	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.	S. Noble-Moag	
2-4	2. Chairman's Report & Activities 2a. Agenda Additions / Other Business 2b. Minutes: June 4, 2020	S. Noble-Moag	Vote
5	3. Discussions / Official Recommendations to the Board: 3a. Board Self-Evaluation Process/Questionnaire	L. Farrell	Discussion
6	3b. Authority Self-Evaluation of Prior Year Performance	L. Farrell / M. Masse	Disc / Vote
7-8	3c. Mission Statement & Measurement Report	L. Farrell / M. Masse	Disc / Vote
9-11	3d. Water Works Corp Board Appointments	M. Masse	Disc / Vote
12-13	3e. Sewer Works Corp Board Appointments	M. Masse	Disc / Vote
	4. Adjournment	S. Noble-Moag	Vote



**GGLDC Governance & Nominating Committee Meeting
Thursday, June 4, 2020
Location: Electronically
3:00 p.m.**

MINUTES

ATTENDANCE

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

1. CALL TO ORDER / ENTER PUBLIC SESSION

S. Noble-Moag called the meeting to order at 3:48 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 7, 2020

G. Torrey made a motion to approve the May 7, 2020 meeting minutes as presented; the motion was seconded by D. Cunningham. Roll call resulted as follows:

D. Cunningham - Yes
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 - Yes
- 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.

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

- D. Cunningham - Yes
- 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.

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

- D. Cunningham - Yes
- 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.

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

- D. Cunningham - Yes
- 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.

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

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

The item was approved as presented.

3f. Code of Ethics – L. Farrell shared that the Committee requested this policy be reviewed annually. No changes are being recommended.

3g. Committee Self- Evaluation - This discussion occurred in conjunction with the GCEDC Governance & Nominating discussion regarding the Committee Self-Evaluation.

4. ADJOURNMENT

As there was no further business, C. Yunker made a motion to adjourn at 3:52 p.m., seconded by G. Torrey, and passed unanimously.

Confidential Evaluation of Board Performance

	Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree	Comments:
1	Board members have a shared understanding of the mission and purpose of the authority.					
2	The policies, practices and decisions of the Board are always consistent with this mission.					
3	Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.					
4	The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.					
5	The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.					
6	The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.					
7	Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.					
8	Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.					
9	The Board meets to review and approval all documents and reports prior to public release and is confident that the information being presented is accurate and complete.					
10	The Board knows that statutory obligations of the Authority and if the Authority is in compliance with state law.					
11	Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.					
12	Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.					
13	Individual Board members feel empowered to delay votes, defer agenda items, or table actions they feel additional information or discussion is required.					
14	The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.					
15	The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.					
16	Board members demonstrate leadership and vision and work respectfully with each other.					
Additional Comments:						
Date Completed:		Entity: GCEDC / GGLDC / GCFC				
		(circle one)				

Authority Self-Evaluation of Prior Year Performance

Local Public Authority Name: Genesee Gateway Local Development Corporation (GGLDC)

2020 Measurements:

1. Actively maintain and enhance other shovel-ready and high-tech commercialization assets owned by GGLDC in Genesee County.
2. Support the GCEDC economic development and selling process helping to facilitate capital investment and job creation commitments and tax base enhancement in the community.

2020 Budgeted goals versus actual results:

1. In 2020, the GGLDC continued to actively market and promote all of its shovel-ready and high-tech commercialization assets, while performing normal maintenance such as mowing, building maintenance and sign care. The GGLDC is also constantly reviewing the industry requirements of companies to ensure that our corporate business parks have the necessary infrastructure to be competitive and meet those potential companies' needs.
2. Supported the GCEDC economic development and selling processes, helping to facilitate capital investment and job creation commitments and tax base enhancement in the community.

New York State Local Public Authority Mission Statement and Measurement Report

Local Public Authority Name: Genesee Gateway Local Development Corporation (GGLDC)

Fiscal Year: January 1, 2021 – December 31, 2021

Enabling Legislation (enables Local Public Authority Mission Statement): LDCs are formed and empowered to conduct certain projects pursuant to Not-For-Profit Corporation Law § 1411. Distinguished from IDAs (which exist as public benefit corporations), LDCs are established as charitable corporations that are empowered to construct, acquire, rehabilitate and improve for use by others, industrial or manufacturing plants in the territory in which its operations are principally to be conducted (“Benefited Territory”) and to make loans. LDCs can provide financial assistance for the construction, acquisition, rehabilitation, improvement, and maintenance of facilities for others in its Benefited Territory. Specific LDC powers include the ability to: (i) disseminate information and furnish advice, technical assistance and liaison services to Federal, State and local authorities; (ii) to acquire by purchase, lease, gift, bequest, devise or otherwise, real or personal property; and (iii) to borrow money and to issue negotiable bonds, notes and other obligations. LDCs are empowered to sell, lease, mortgage or otherwise dispose of or encumber facilities or any real or personal property or any interest therein.

Mission Statement: GGLDC’s mission is to assist local economic development efforts by making real estate development investments to bolster shovel-ready tech and industrial park development and to provide tax and other related financial assistance to commercially viable projects in Genesee County thereby enabling the continued development of a sustainable long-term economy.

2021 Measurements:

1. Actively maintain and enhance other shovel-ready and high-tech commercialization assets owned by GGLDC in Genesee County.
2. Support the GCEDC economic development and selling process helping to facilitate capital investment and job creation commitments and tax base enhancement in the community.
3. Support the GCEDC’s efforts in workforce training and development and innovation/entrepreneurship.
4. Act as good stewards on behalf of the County and its Stakeholders, promoting collaborative efforts, accountability and communication.

Authority Stakeholder(s): Genesee County Legislature

Authority Beneficiaries: The residents and taxing jurisdictions of Genesee County

Authority Customers: The Business Community of Genesee County

Authority self-evaluation of prior year performance (based upon established measurements): To Be provided by March 31, 2021 related to 2020 performance.

Governance Certification:

1. Have the Board members acknowledged that they have read and understood the mission of the public authority?

Board of Directors Response: Yes

2. Who has the power to appoint management of the public authority?

Board of Directors Response: The Board of Directors

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority.

Board of Directors Response: The Board has not adopted a final, written policy; however, the Board follows the prudent and reasonable past practice of appointing responsible individuals.

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

Board of Directors Response: The role of the Board regarding the implementation of the public authority's mission is to provide strategic input, guidance, oversight, mission authorization, policy setting and validation of the authority's mission, measurements and results. The role of management is to collaborate with the Board in strategy development / strategy authorization and to implement established programs, processes, activities and policies to achieve the public authority's mission.

5. Has the Board acknowledged that they have read and understood the response to each of these questions?

Board of Directors Response: Yes

Water Works and Sewer Works Appointment of Board of Directors

Discussion: The GGLDC has completed the formation of STAMP Water Works, Inc. and STAMP Sewer Works, Inc. and is the sole shareholder of each of these corporations. The Board of Directors is to be appointed by a resolution adopted by the shareholders. The proposed resolution is attached, but the names of the directors can be filled in at the meeting.

The Water Works and Sewer Works Corp.'s by laws state that the Board of Directors shall be no less than three, but no more than ten, with the exact number set by the resolution. This Board of Directors could be a mix of GGLDC and GCEDC Board Members and probably should include a couple of the GCEDC STAMP Committee members. It would be recommended to have seven members, with four from the GGLDC and three from the GCEDC.

Fund Commitment: None.

Committee Action Request: Make a recommendation to the full Board of the names of the Board of Directors for the Water Works and Sewer Works Corporations

**GENESEE GATEWAY LOCAL DEVELOPMENT CORPORATION
AUTHORIZING RESOLUTION**

(Appointment of Board of Directors to STAMP Water Works, Inc.)

A regular meeting of the Genesee Gateway Local Development Corporation (the "Corporation") was convened on _____, _____, 2021, at 4:00 p.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. # /2021 -
RESOLUTION OF THE GENESEE GATEWAY LOCAL DEVELOPMENT CORPORATION AUTHORIZING (I) THE APPOINTMENT OF THE BOARD OF DIRECTORS OF STAMP WATER WORKS, INC.

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE GENESEE GATEWAY LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

The undersigned, incorporator of STAMP Water Works, Inc., a New York corporation formed under Section 3 of the Transportation Corporations Law, executes this resolution to set forth action taken as follows:

Section 1: The following named persons have been nominated and elected by me as directors of the corporation to hold office until the first annual meeting of shareholders and until their successors are elected and shall have qualified:

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.

Section 2: These Resolutions shall take effect immediately upon adoption.

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Donald Cunningham	[]	[]	[]	[]
Thomas H. Felton	[]	[]	[]	[]
Sarah Noble-Moag	[]	[]	[]	[]
Mary Ann Wiater	[]	[]	[]	[]
Paul Battaglia	[]	[]	[]	[]
Todd Bender	[]	[]	[]	[]
Craig Yunker	[]	[]	[]	[]
Gregg Torrey	[]	[]	[]	[]
Pete Zeliff	[]	[]	[]	[]

The Resolutions were thereupon duly adopted.

**GENESEE GATEWAY LOCAL DEVELOPMENT CORPORATION
AUTHORIZING RESOLUTION**

(Appointment of Board of Directors to STAMP Sewer Works, Inc.)

A regular meeting of the Genesee Gateway Local Development Corporation (the "Corporation") was convened on _____, _____, 2021, at 4:00 p.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. # ___/2021 - ___
RESOLUTION OF THE GENESEE GATEWAY LOCAL DEVELOPMENT CORPORATION AUTHORIZING (I) THE APPOINTMENT OF THE BOARD OF DIRECTORS OF STAMP SEWER WORKS, INC.

NOW, THEREFORE, BE IT RESOLVED BY THE DIRECTORS OF THE GENESEE GATEWAY LOCAL DEVELOPMENT CORPORATION AS FOLLOWS:

The undersigned, incorporator of STAMP Sewer Works, Inc., a New York corporation formed under Section 3 of the Transportation Corporations Law, executes this resolution to set forth action taken as follows:

Section 1: The following named persons have been nominated and elected by me as directors of the corporation to hold office until the first annual meeting of shareholders and until their successors are elected and shall have qualified:

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.

Section 2: These Resolutions shall take effect immediately upon adoption.

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Donald Cunningham	[]	[]	[]	[]
Thomas H. Felton	[]	[]	[]	[]
Sarah Noble-Moag	[]	[]	[]	[]
Mary Ann Wiater	[]	[]	[]	[]
Paul Battaglia	[]	[]	[]	[]
Todd Bender	[]	[]	[]	[]
Craig Yunker	[]	[]	[]	[]
Gregg Torrey	[]	[]	[]	[]
Pete Zelif	[]	[]	[]	[]

The Resolutions were thereupon duly adopted.