

Erie County Industrial Development Agency (ECIDA) Buffalo & Erie County Regional Development Corporation (RDC) Buffalo & Erie County Industrial Land Development Corporation (ILDC)

Joint Nominating Committee Meeting

April 14, 2023 At 12:00 p.m. ECIDA Offices 95 Perry Street, 4th Floor Buffalo, New York 14203

- 1. Approval of Minutes March 31, 2022
- 2. Proposed Committee Assignments and Officers
- 3. Adjournment

MINUTES OF A JOINT MEETING OF THE NOMINATING COMMITTEES OF THE ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (ECIDA) BUFFALO AND ERIE COUNTY REGIONAL DEVELOPMENT CORPORATION (RDC) AND

BUFFALO AND ERIE COUNTY INDUSTRIAL LAND DEVELOPMENT CORPORATION (ILDC)

DATE:

March 31, 2022

PRESENT:

Rev. Mark E. Blue, Dottie Gallagher, Richard Lipsitz, Jr., Hon.

Mark C. Poloncarz, Sister Denise Roche, and Kenneth A. Schoetz

EXCUSED:

Howard Johnson and Renee Wilson

OTHERS PRESENT:

John Cappellino, Chief Executive Officer; Mollie Profic, Chief Financial Officer/Assistant Secretary; Beth O'Keefe, Vice President of Operations; Brian Krygier, Director of Information Technology; Carrie Hocieniec, Operations Assistant; Robbie Ann McPherson, Director of Marketing & Communications and Robert

G. Murray, Esq., Harris Beach PLLC/General Counsel

GUEST:

None.

There being a quorum present at 12:02 p.m., the Meeting of the Members of the Joint Nominating Committee of the Erie County Industrial Development Agency, Buffalo and Erie County Regional Development Corporation and the Buffalo and Erie County Industrial Land Development Corporation was called to order by its Chair, Mr. Poloncarz.

MINUTES

The minutes of the May 18, 2021 Meeting of the Joint Nominating Committee were presented, and upon motion made by Sister Denise and seconded by Ms. Gallagher, approval of the minutes was unanimously carried.

PROPOSED COMMITTEE ASSIGNMENTS AND OFFICERS

Mr. Cappellino reviewed the entire slate of committee member appointments and officer position appointments, noting changes over the prior year's appointments. General discussion ensued.

Mr. Lipsitz moved and Mr. Blue seconded to approve of the proposed committee member appointments and the officer position appointments as presented. Mr. Poloncarz called for the vote and the aforementioned motion was unanimously approved.

There being no further business to discuss, Mr. Poloncarz adjourned the meeting at 12:08 p.m.

Gerald Manhard, Assistant Secretary

2023-2024 ECIDA/RDC/ILDC Board Committees & Officers

| Executive Committee ECIDA/RDC | Current Committee Members | Proposed Committee Members |
|-------------------------------------|----------------------------------|----------------------------------|
| 7 Board | Chair - Brenda McDuffie (Chair) | Chair - Brenda McDuffie (Chair) |
| members, | Vice Chair - Richard Lipsitz | Vice Chair - Richard Lipsitz |
| President & | County Executive - Hon Mark | County Executive - Hon Mark |
| CEO, as | Poloncarz | Poloncarz |
| specified in By- | Mayor Buffalo – Hon. Byron Brown | Mayor Buffalo – Hon. Byron Brown |
| Laws | Hon. Joseph Emminger (Chair, RDC | Hon. Joseph Emminger (Chair, RDC |
| | Loan Committee) | Loan Committee) |
| | Glenn Nellis - (Representing the | Glenn Nellis - (Representing the |
| | Finance & Audit Committee) | Finance & Audit Committee) |
| | Hon. Darius Pridgen (Chair, Loan | Hon. Darius Pridgen (Chair, Loan |
| | Write-Off) | Write-Off) |
| | President & CEO John Cappellino | President & CEO John Cappellino |
| | [non-voting) | [non-voting] |

| Finance & Audit Committee ECIDA/RDC/ILDC | Current Committee Members | Proposed Committee Members | |
|--|------------------------------|-------------------------------|--|
| At least 3 Board | Michael Szukala (Chair) | Michael Szukala (Chair) | |
| members specified in | Penny Beckwith (M&T) | Penny Beckwith (M&T) | |
| By-Laws. Not less than | Allison DeHonney | Allison DeHonney | |
| 3 independent members | Brian Kulpa* | Denise McCowan* | |
| per PAL. | Denise McCowan* | Glenn Nellis* | |
| | Glenn Nellis* | Paul Vukelic* | |
| 3-4 Meetings a Year | William Witzleben (M&T) | William Witzleben (M&T) | |

| Governance Committee ECIDA/RDC/ILDC | Current Committee Members | Proposed Committee Members | |
|-------------------------------------|------------------------------|-------------------------------|--|
| At least 3 Board | Brenda McDuffie* (Chair) | Brenda McDuffie* (Chair) | |
| members specified in | Thomas Baines | Thomas Baines | |
| By-Laws. Not less than | Zachary Evans | Zachary Evans | |
| 3 independent members | Hon. Howard Johnson* | Michael Hughes | |
| per PAL. | Tyra Johnson* | Brian Kulpa | |
| | Ken Schoetz | Howard Johnson | |
| 1-2 Meetings a Year | David State | Tyra Johnson* | |
| | | Ken Schoetz* | |
| | | David State | |

2023-2024 ECIDA/RDC/ILDC Board Committees & Officers

| Loan Committee ECIDA/RDC | Current Committee Members | Proposed Committee Members | |
|-----------------------------|------------------------------|-------------------------------|--|
| By-Laws specify no more | Hon. Joseph Emminger | Hon. Joseph Emminger | |
| than 5 members of the | (Chair) | (Chair) | |
| Policy Committee plus 2 | Denise Abbott | Denise Abbott | |
| City members and 1 | [City 2] Rebecca Gandour | [City 2] Rebecca Gandour | |
| County member | [Other] Nancy LaTulip | [Other] Nancy LaTulip | |
| | [County 1] David McKinley | [County 1] David McKinley | |
| 6-12 Meetings a Year | (Community Bank N.A.) | (Community Bank N.A.) | |
| | [Other] Michael Taylor | [Other] Michael Taylor | |
| | (Pursuit Lending) | (Pursuit Lending) | |
| | [City 1] Royce Woods | [City 1] Royce Woods | |
| | (Evans Bank) | (Evans Bank) | |

| Loan Write-off Committee ECIDA/RDC/ILDC | Current Committee Members | Proposed Committee Members | | |
|---|------------------------------|---------------------------------|--|--|
| At least 3 Board members specified in | Hon. Darius Pridgen* (Chair) | Hon. Darius Pridgen* (Chair) | | |
| By-Laws | Penny Beckwith (M&T) | Penny Beckwith (M&T) | | |
| | Tyra Johnson* | Tyra Johnson* | | |
| 1 Meeting a Year | Ken Schoetz* | Ken Schoetz* | | |
| | William Witzleben (M&T) | William Witzleben (M&T) | | |

| Nominating Committee ECIDA/RDC/ILDC | Current Committee Members | Proposed Committee Members | |
|-------------------------------------|------------------------------|-------------------------------|--|
| No by-law requirement | Hon. Mark Poloncarz (Chair) | Hon. Mark Poloncarz (Chair) | |
| | Hon. Diane Benczkowski | Hon. Diane Benczkowski | |
| 1 Meeting a Year | Zachary Evans | Zachary Evans | |
| | Dottie Gallagher | Richard Lipsitz | |
| | Richard Lipsitz | Ken Schoetz | |
| | Ken Schoetz | | |

| Compensation Committee ECIDA | Current Committee Members | Proposed Committee Members | |
|------------------------------------|------------------------------|-------------------------------|--|
| No by-law requirement | Hon. Mark Poloncarz (Chair) | Hon. Mark Poloncarz (Chair) | |
| | Rev. Mark Blue | Rev. Mark Blue | |
| 1-2 Meetings a Year | Dottie Gallagher | Dottie Gallagher | |
| | Richard Lipsitz | Michael Hughes | |
| | Brenda McDuffie | Richard Lipsitz | |
| | Ken Schoetz | Brenda McDuffie | |
| | *Vacant | Ken Schoetz | |

^{*}Board members who fill seats required by By-laws Nominating Committee Approved Date - 04/14/2023 Board Approved Date - 04/26/2023

2023-2024 ECIDA/RDC/ILDC Board Committees & Officers

| Policy Committee ECIDA/RDC | Current Committee Members | Proposed Committee Members | | |
|-------------------------------|------------------------------|-------------------------------|--|--|
| At least 3 Board | Richard Lipsitz* (Chair) | Richard Lipsitz* (Chair) | | |
| members specified in | Denise Abbott | Denise Abbott | | |
| By-Laws | Hon. April Baskin | Hon. April Baskin | | |
| 40.40.14 | Rev. Mark Blue* | A.J. Baynes | | |
| 10-12 Meetings a year | Hon. Byron Brown | Rev. Mark Blue* | | |
| | Zachary Evans | Hon. Byron Brown | | |
| | Brenda McDuffie* | Zachary Evans | | |
| | Glenn Nellis | Dr. Susan McCartney | | |
| | Laura Smith | Brenda McDuffie* | | |
| | David State | Glenn Nellis | | |
| | Lavon Stephens | Laura Smith | | |
| | Hon. John Tobia | David State | | |
| | Paul Vukelic | Lavon Stephens | | |
| | *Vacant | Hon. John Tobia | | |
| | *Vacant | Paul Vukelic | | |

| Current Officers | | | Proposed Officers | | |
|-----------------------|---------------------------------|--|---------------------------------|--|---------------------|
| <u>OFFICERS</u> | ECIDA RDC | ILDC | ECIDA | RDC | ILDC |
| Chair | Brenda McDuffie | Hon. Mark Poloncarz | Brenda N | /lcDuffie | Hon. Mark Poloncarz |
| Vice Chair | Richard Lipsitz | Richard Lipsitz | | Richard Lipsitz | |
| President & CEO | John Cappellino | | John Cappellino | | |
| Vice President | Mollie Profic, Beth | Mollie Profic, Beth O'Keefe | | Mollie Profic, Beth O'Keefe | |
| Treasurer | Mollie Profic | Mollie Profic | | Mollie Profic | |
| Assistant Treasurers | Jerry Manhard, At | Jerry Manhard, Atiqa Abidi, Daryl Spulecki | | Jerry Manhard, Atiqa Abidi, Daryl Spulecki | |
| Secretary | Beth O'Keefe | Beth O'Keefe | | Beth O'Keefe | |
| Assistant Secretaries | Jerry Manhard, Carrie Hocieniec | | Jerry Manhard, Carrie Hocieniec | | |

| OTHER DESIGNATED | Current Designated Positions | Proposed Designated Positions |
|---------------------------------|------------------------------|-------------------------------|
| POSITIONS | | |
| Chief Financial Officer | Mollie Profic | Mollie Profic |
| Senior Accountant | Atiqa Abidi | Atiqa Abidi |
| Chief Lending Officer | Jerry Manhard | Jerry Manhard |
| Contracting Officer | Mollie Profic | Mollie Profic |
| (required in Property | | |
| Disposition Policy) | | |
| Electronic Records | Brian Krygier | Brian Krygier |
| Retention Officer | | |
| Ethics Officer | John Cappellino | John Cappellino |
| (required in Conflict-of- | | |
| Interest Policy) | | |
| FOIL Officer | Robbie Ann McPherson | Robbie Ann McPherson |
| FOIL Appeals Officer | John Cappellino | John Cappellino |
| Human Resources Officers | Mollie Profic, Pat Smith | Mollie Profic, Pat Smith |
| Non-electronic Records | Carrie Hocieniec | Carrie Hocieniec |
| Retention Officer | | |