

**MINUTES OF A MEETING OF THE
JOINT GOVERNANCE COMMITTEE OF THE
ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (ECIDA),
BUFFALO & ERIE COUNTY REGIONAL DEVELOPMENT CORP. (RDC)
AND
BUFFALO & ERIE COUNTY INDUSTRIAL LAND DEVELOPMENT CORP. (ILDC)**

- MEETING:** March 17, 2021, at the Erie County Industrial Development Agency, 95 Perry Street, Suite 403, Buffalo, New York 14203
- LIVE STREAMED:** This meeting is being live-streamed and made accessible on the Agency's website at www.ecidany.com.
- PRESENT:** Howard Johnson, Hon. Brian J. Kulpa Brenda W. McDuffie, Kenneth A. Schoetz, David J. State and Maria Whyte
- EXCUSED:** Tyra Johnson
- OTHERS PRESENT:** John Cappellino, President/CEO; Mollie Profic, Chief Financial Officer; Karen M. Fiala, Vice President/Secretary; Grant Lesswing, Business Development Officer; Brian Krygier, Systems Analyst; Carrie Hocieniec, Administrative Coordinator; Beth O'Keefe, Business Development Officer; Atiqa Abidi, Assistant Treasurer; Jamee Lanthier, Compliance Officer; and Robert Murray, Esq., General Counsel/Harris Beach PLLC
- GUESTS:** None.

There being a quorum present at 10:33 a.m., the Meeting of the Members of the Joint Governance Committee of the Erie County Industrial Development Agency (ECIDA), Buffalo and Erie County Regional Development Corporation (RDC) and the Buffalo and Erie County Industrial Land Development Corporation (ILDC) was called to order by its Chair, Ms. McDuffie.

MINUTES

The February 9, 2021 minutes of the joint meeting of the Governance Committee of the ECIDA, RDC and ILDC were presented. Upon motion made by Mr. Johnson and seconded by Mr. Schoetz, the approval of the February 9, 2021 meeting minutes was unanimously carried.

At this point in time, Ms. Whyte joined the meeting.

2020 PAAA ANNUAL REPORT

Ms. O’Keefe and Karen Fiala reviewed the 2020 PAAA annual report.

Ms. Whyte moved and Mr. Johnson seconded to accept and recommend the report as proposed be forwarded to the members of the ECIDA Board for approval. Ms. McDuffie called for the vote and the motion was then unanimously approved.

BOARD OF DIRECTORS 2020 SELF-EVALUATION

Ms. Fiala reviewed the Board of Directors 2020 self-evaluation.

Ms. Whyte moved and Mr. Johnson seconded to accept and recommend the 2020 Board of Directors self-evaluation be forwarded to the members of the ECIDA Board for approval. Ms. McDuffie called for the vote and the motion was then unanimously approved.

RE-ADOPTION OF ECIDA/RDC/ILDC POLICES

Mr. Cappellino advised the members that the following polices have had no changes made to them:

- a. Whistleblower Policy
- b. Governance Committee Charter
- c. Property Disposition Guidelines
- d. Real Property Acquisition Policy
- e. Defense & Indemnification Policy
- f. Board Member Compensation, Reimbursement & Attendance Policy
- g. Travel, Conferences, Meals & Entertainment Policy
- h. Statement of Duties & Responsibilities of the Board of Directors
- i. Statement of the Competencies & Personal Attributes Required of Board Members
- j. Code of Ethics & Conflict of Interest Policy

Mr. Johnson moved and Mr. Schoetz seconded to approve of the re-adoption of the above listed ECIDA/RDC/ILDC policies. Ms. McDuffie then called for the vote and the motion was unanimously approved.

GOVERNANCE COMMITTEE 2020 SELF-EVALUATION

Ms. O’Keefe reviewed the Governance Committee 2020 self-evaluation.

Mr. Schoetz moved and Mr. Johnson seconded to approve of the 2020 Governance Committee self-evaluation. Ms. McDuffie then called for the vote and the motion was unanimously approved.

ADOPTION OF ECIDA/RDC/ILDC POLICES

Ms. Profic reviewed the following polices for adoption:

- a. Procurement Policy
- b. Sexual Harassment Policy
- c. ECIDA Employee Compensation Program.

Ms. Whyte moved and Mr. Johnson seconded to approve of the adoption of the above listed ECIDA/RDC/ILDC policies. Ms. McDuffie then called for the vote and the motion was unanimously approved.

PARIS REPORT UPDATE

Ms. Fiala gave an update on the PARIS report, noting ECIDA is on schedule to timely complete the report.

BOARD MEMBER PAAA TRAINING UPDATE

Ms. Fiala confirmed all members are in compliance with working towards timely compliance.


RESULTS OF ECIDA'S 2020 PERFORMANCE MEASURES, ECIDA MISSION STATEMENT AND 2021 PERFORMANCE MEASURES

Ms. O'Keefe reviewed the 2020 performance measures report and the 2021 performance measures.

Ms. Whyte moved and Mr. Johnson seconded to accept and recommend the 2020 Performance Measures Report and the 2021 Performance Measurers Report be forwarded to the members of the ECIDA Board for approval. Ms. McDuffie called for the vote and the motion was then unanimously approved.

There being no further business to discuss, the meeting was adjourned at 10:44 a.m.

Dated: March 17, 2021



Gerald Manhard, Assistant Secretary