



**Joint Governance Committee Meeting  
OF THE  
ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
BUFFALO & ERIE COUNTY REGIONAL DEVELOPMENT CORP.  
BUFFALO & ERIE COUNTY INDUSTRIAL LAND DEVELOPMENT CORP.**

**January 23, 2019 at 1:30 p.m.  
ECIDA Offices  
95 Perry Street  
4<sup>th</sup> Floor – Vista Room  
Buffalo, New York 14203**

**Agenda**

1. Approval of Minutes – March 13, 2018
2. Legal RFP recommendations
3. Adjournment

**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 13, 2018, at the Erie County Industrial Development Agency, 95 Perry Street, Suite 403, Buffalo, New York 14203

**PRESENT:** Hon. Diane Benczkowski, Tyra Johnson and Maria Whyte

**EXCUSED:** Brenda W. McDuffie<sup>1</sup> and David J. State

**OTHERS**

**PRESENT:** Steve Weathers, Chief Executive Officer; John Cappellino, Executive Vice President; Mollie Profic, Controller; Atiqa Abidi, Senior Accountant, Karen M. Fiala, Assistant Treasurer, Dawn Boudreau, Compliance Officer; and Robert G. Murray, Secretary

**GUESTS:** Andrew Federick, Erie County Senior Economic Development Specialist

There being a quorum present at 3:05 p.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 Ms. Whyte who presided over the meeting in the absence of the presence of its Chair, Ms. McDuffie.

**MINUTES**

The March 21, 2016 minutes of the joint meeting of the Governance Committee of the ECIDA, RDC and ILDC were presented. Upon motion made by Ms. Benczkowski, and seconded by Ms. Johnson, the approval of the March 21, 2016 meeting minutes was unanimously carried.

**RESULTS OF ECIDA'S 2017 PERFORMANCE MEASURES**

Ms. Profic introduced a report explaining the 2017 performance measures for the ECIDA and its affiliates. The report outlines the Agency's mission, goals, and objectives and how the organization has achieved the goals, with metrics to support the conclusions. Ms. Benczkowski

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<sup>1</sup> Ms. McDuffie participated via telephone conference call, however, she did not count for quorum purposes and is not considered present or eligible for purposes of voting on any action items.

moved, and Ms. Johnson seconded, to approve of the ECIDA 2017 performance measures report. Ms. Whyte called for the vote and the ECIDA's 2017 Performance Measures report was unanimously approved.

### **ECIDA MISSION STATEMENT AND 2018 PERFORMANCE MEASURES**

Ms. Profic reviewed the ECIDA's mission statement and 2018 performance measures for the ECIDA and its affiliates. For 2018, discussion ensued about inserting a standard to acknowledge the ECIDA and ILDC efforts as related to the acquisition and redevelopment of the Bethlehem Steel property. Ms. Whyte directed staff to create a new goal to address brownfield redevelopment as so related to the Bethlehem Steel project. Upon motion made by Ms. Johnson and seconded by Ms. Benczkowski, the 2018 Mission Statement and Performance Measures, with the inclusion of the new brownfield goal, was unanimously approved.

### **2017 PAAA ANNUAL REPORT**

Ms. Boudreau reviewed the PAAA annual report required by the Authority Budget Office. Upon motion made by Ms. Benczkowski and seconded by Ms. Johnson, a motion to adopt the 2017 PAAA Annual Report was unanimously approved.

### **BOARD OF DIRECTORS 2017 SELF-EVALUATION**

Ms. Boudreau then reviewed the summary results of the confidential evaluations of Board performance submitted by Board Members. Discussion ensued regarding comments to the survey and reminding members to keep confidential information as discussed closed to outside sources. There being no further comments, Ms. Whyte directed that the report be received and filed.

### **GOVERNANCE COMMITTEE 2017 SELF-EVALUATION**

Ms. Boudreau discussed the 2017 Self-Evaluation and explained that the evaluation is required to be completed by the Governance Committee members, and that the questions track responsibilities that are set forth in the Committee's Charter. There being no further comments, Ms. Whyte directed that the report be received and filed.

### **RE-ADOPTION OF ECIDA/RDC/ILDC POLICIES**

Ms. Boudreau confirmed that all policies were forwarded to outside counsel, Harris Beach, for review, and that Harris Beach has recommended that no changes need to be made to any of the policies. Ms. Benczkowski moved, and Ms. Johnson seconded, to re-adopt the following policies:

- a. Code of Ethics;
- b. Whistleblower Policy;
- c. Governance Committee Charter;

- d. Property Disposition Guidelines;
- e. Property Acquisition Policy;
- f. Defense & Indemnification Policy;
- g. Board Member Compensation, Reimbursement and Attendance Policy;
- h. ECIDA Employee Compensation Program;
- i. Travel, Conferences, Meals & Entertainment Policy;
- j. Statement of Duties & Responsibilities of the Board of Directors; and
- k. Statement of the Competencies & Personal Attributes Required of Board Members.

Ms. Whyte called for the vote, and the aforementioned policies were then unanimously re-adopted.

### **ADOPTION OF ECIDA/RDC/ILDC POLICIES**

Procurement Policy. Ms. Boudreau presented the Procurement Policy and reviewed certain changes as proposed to be made to the policy. Ms. Johnson moved, and Ms. Benczkowski seconded, to approve of the Procurement Policy, as amended. Ms. Whyte called for the vote, and the Procurement Policy, as amended, was unanimously approved.

Professional Services RFP Process. Mr. Weathers reviewed the Professional Services RFP Process and Policy noting that specific changes have been made to permit professionals to be engaged for an initial term of three years, with the opportunity for two additional one year terms based on satisfactory performance. Ms. Benczkowski moved and Ms. Johnson seconded to approve of the Professional Services RFP Process and Policy, as amended. Ms. Whyte called for the vote, and the Professional Services RFP Process and Policy, as amended, was unanimously approved.

### **PARIS REPORT UPDATE**

Ms. Boudreau explained PARIS reporting requirements require the collection of information regarding Board members, staff, etc. She noted the 2018 report will be completed on or about March 31, 2018, which is in accordance with the deadline required by the Authority Budget Office.

### **2017 LOCAL LABOR REPORT UPDATE**

Ms. Boudreau reported that 95.52% of all laborers were supplied locally. Ms. Boudreau noted that the local labor policy requires 90% local labor participation, and as such, there were no violations of the Agency's Local Labor Policy requirements.

**BOARD MEMBER PAAA TRAINING UPDATE**

Ms. Boudreau provided members with an update on PAAA training.

Mr. Weathers then thanked Ms. Boudreau for her excellent compliance reporting efforts and initiative and acknowledged all of her excellent work.

There being no further business to discuss, the meeting was adjourned at 3:45 p.m.

Dated: March 13, 2018

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Robert G. Murray, Secretary

# **Erie County Industrial Development Agency & Affiliates**

## **LEGAL REQUEST FOR PROPOSAL**

### **Outline of RFP Process**

#### **RFP Development/Review:**

The 2018 Legal Request for Proposal (RFP) process undertaken by ECIDA staff was based on the 2015 RFP process and feedback resulting from that process.. A draft of the RFP was distributed to the Governance Committee on August 24, 2018 for its review and comment. On September 7, 2018 the RFP was distributed to the ECIDA Board for informational purposes.

#### **RFP Notice/Distribution:**

Copies of the RFP were distributed on September 17, 2018 to the top 20 law firms with corporate-related expertise as referenced in the Business First “Book of Lists”. Public notices of the RFP were placed in The Buffalo News, The Buffalo Criterion, The Challenger News and posted on the ECIDA website. Copies of the RFP were also sent to the Minority Bar Association of WNY and Women’s Bar Association of WNY. Due to the public notices, two additional law firms that were not included in the top 20 list also inquired as to our RFP process.

#### **RFP Questions/Responses:**

RFP questions were due by September 24, 2018. One law firm submitted two questions related to current counsel fees/hours and conflict of interest matters. The responses were distributed to all law firms and posted on the ECIDA website.

#### **Evaluation of Responses:**

Seven responses were received on or before October 19, 2018. A list indicating each firm’s desired positions are outlined in Attachment A.

A committee comprised of seven ECIDA staff members reviewed the legal proposals based on the following criteria (also detailed in the RFP):

- 1) Qualifications and experience of the partners and associates to be assigned to the engagement (40% of total score)
- 2) Fees (25% of total score)
- 3) Qualifications and experience of the firm (25% of total score)
- 4) M/WBE Development (10%)

The ECIDA staff review committee short-listed the firms (outlined in Attachment A) and conducted interviews between December 4, 2018 and January 9, 2019 (3 for general counsel, 4 for loan counsel and 2 for tax-exempt bond counsel. ECIDA staff conducted reference checks as necessary.

#### **Next Steps:**

At the January 23, 2019 Governance Committee meeting at 1:30 p.m., we will provide Governance Committee members with additional details regarding the ECIDA staff review committee’s evaluations and recommendations for legal counsel.

## Erie County Industrial Development Agency

### Legal Proposals Received - 10/19/18

✓ = Bid Received
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S = Short-listed by Review Committee and interviewed
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	General Counsel		Tax-Exempt Bond Counsel		Loan Counsel	
	Primary	Conflict	Primary	Conflict	Primary	Conflict
Barclay Damon			✓	✓		
Ballard Spahr	✓	✓	✓	✓	✓	✓
Harris Beach	✓S		✓S		✓S	
Harter Secrest & Emery					✓S	
Hodgson Russ	✓S	✓S	✓S	✓S	✓S	✓S
Hurwitz & Fine	✓S	✓S			✓S	✓S
Lippes Mathias Wexler Friedman	✓	✓			✓	✓
<b>Total Number Proposing</b>	<b>5</b>	<b>4</b>	<b>4</b>	<b>3</b>	<b>6</b>	<b>4</b>