

**Minutes of the Governance Committee Meeting
of
Buffalo Urban Development Corporation
95 Perry Street
June 8, 2017
12:00 p.m.**

Call to Order:

Committee Members Present:

Thomas Beauford, Jr.
Janique S. Curry
Dennis W. Elsenbeck
Thomas A. Kucharski (Chair)
Brendan R. Mehaffy

Committee Members Absent:

Hon. Byron W. Brown
Dennis M. Penman

Officers Present:

Peter M. Cammarata, President
Brandye Merriweather, Vice President
Mollie Profic, Treasurer
Kevin J. Zanner, Secretary
Bradley Bach, Assistant Treasurer

Others Present: Dawn Boudreau, ECIDA Compliance Officer.

Roll Call: The Secretary called the roll of the members of the Governance Committee at 12:15 p.m. A quorum of the Committee was present.

- 1.0 Approval of Minutes of the March 10, 2016 Meeting** – The minutes of the March 10, 2016 meeting of the Governance Committee were presented. Mr. Mehaffy made a motion to approve the minutes. The motion was seconded by Mr. Beauford and unanimously carried.
- 2.0 Re-appointment of Board Member (2017–2020)** – Mr. Cammarata informed the Committee that the term of Board member Dennis W. Elsenbeck is scheduled to expire, and that Mayor Brown intends to reappoint Mr. Elsenbeck for new three year term at the annual meeting.
- 3.0 Appointment of Officers (2017–2018)** – Mr. Cammarata presented the proposed slate of officers for 2017-2018 as follows:

Chair:	Hon. Byron W. Brown
Vice Chair:	Dennis M. Penman
President:	Peter M. Cammarata
Executive Vice President:	David A. Stebbins
Vice President:	Brandye Merriweather
Treasurer:	Mollie Profic
Secretary:	Kevin J. Zanner
Assistant Treasurer:	Bradley Bach

Mr. Mehaffy made a motion to recommend that the Board of Directors approve the proposed slate of officers. The motion was seconded by Mr. Beauford and unanimously carried.

- 4.0 Appointment of Committee Members (2017 – 2018)** – Mr. Cammarata circulated the slate of proposed appointees to the Downtown, Audit & Finance, Governance, Real Estate and Loan Committees of BUDC. Mr. Zanner reviewed with the Committee the independent member requirements applicable to the Audit & Finance Committee and Governance Committee. Following a discussion regarding the proposed Committee assignments, Mr. Mehaffy made a motion to recommend that the Board approve the proposed Committee appointments as set forth in the slate presented to the Committee. The motion was seconded by Mr. Beauford and unanimously carried.
- 5.0 BBRP Loan Program Conflict of Interest Disclosure** – The Committee reviewed a conflict of interest matter relating to a proposed BBRP loan to First Amherst Development. This item was referred to the Committee by the Downtown Committee in accordance with the BUDC conflict of interest policy. Mr. Zanner explained that under the Not-for-Profit Corporation Law, BUDC may not make a loan to a BUDC officer or director or to a business entity in which the BUDC officer or director serves as a director or officer or has a substantial financial interest. Applying this legal standard to the proposed loan, BUDC would not be able to proceed with the proposed loan as Mr. Obletz, a BUDC Board member, is the principal officer and owner of First Amherst Development. The Committee agreed to report its review of this item to the Downtown Committee.
- 6.0 Board Vacancy** – Mr. Cammarata reported that there remains one vacancy on the Board of Directors which is subject to Mayoral appointment. The Committee discussed preparing a list of potential candidates to forward to the Mayor for consideration.
- 7.0 Procurement Policy** – Mr. Zanner updated the Committee regarding a recently issued Policy Guidance from the Authorities Budget Office relating to procurement policies. After a discussion, the Committee decided to form a subcommittee to examine and recommend changes to the procurement policy. Mr. Kucharski and Mr. Beauford volunteered to serve on the subcommittee. Mr. Zanner and members of the BUDC executive staff will also participate.
- 8.0 PAAA PARIS Report Certification - Completed 3/31/2017** – Mr. Cammarata reported that the PAAA PARIS report was certified and submitted by the March 31, 2017 deadline.
- 9.0 Public Authorities Law Compliance Letters - Completed 3/31/2017** – Mr. Cammarata informed the Committee that all Public Authorities Law compliance letters were mailed in advance of the March 31, 2017 deadline.
- 10.0 Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Mr. Mehaffy, seconded by Mr. Beauford and unanimously carried, the June 8, 2017 meeting of the Governance Committee was adjourned at 1:05 p.m.

Respectfully submitted,



Kevin J. Zanner, Secretary