

Minutes of the Governance Committee Meeting of Buffalo Urban Development Corporation

**95 Perry Street
Buffalo, New York
November 20, 2023
12:00 p.m.**

Call to Order:

Committee Members Present:

Thomas Halligan
Thomas A. Kucharski (Committee Chair)
Brendan R. Mehaffy
Karen Utz

Committee Members Absent:

Hon. Byron W. Brown
Dennis W. Elsenbeck
Dennis M. Penman

Officers Present:

Brandye Merriweather, President
Rebecca Gandour, Executive Vice President
Mollie M. Profic, Treasurer
Kevin J. Zanner, Secretary
Atiqa Abidi, Assistant Treasurer

Others Present: Alexis M. Florczak, Hurwitz Fine P.C.; Talia Johnson-Huff, ECIDA Project and Facilities Manager; Antonio Parker, BUDC Project Manager; and Angelo Rhodes II, Northland Project Manager.

Roll Call: Mr. Kucharski called the meeting to order at 12:13 p.m. A quorum of the Committee was not present. Agenda item 2 was presented first for information purposes only. Ms. Utz joined the meeting during the presentation of agenda item 2 at which time a quorum was determined to be present.

- 1.0 Approval of Minutes of the January 11, 2023 Meeting** – The minutes of the January 11, 2023 meeting of the Governance Committee were presented. Mr. Halligan made a motion to approve the minutes. The motion was seconded by Ms. Utz and unanimously carried (4-0-0).
- 2.0 Northland Corridor Property Management & Leasing Services RFP – Conflict of Interest Disclosure Discussion** – Ms. Merriweather and Ms. Gandour reported on a conflict of interest disclosure received in connection with the RFP issued for Northland Corridor property management and leasing services. A total of six proposals were received in response to the RFP. One of the proposals is from Comvest Real Estate Management, a company in which BUDC Board member Darby Fishkin has an interest. Ms. Fishkin disclosed her interest to BUDC consistent with the BUDC Conflict of Interest Policy. A copy of the Conflict of Interest policy was included as part of the materials circulated prior to the Committee meeting. Mr. Zanner reviewed the policy with the Committee and the procedure to be followed in the event a Related Party Transaction is presented to the Board for its consideration and vote. It was acknowledged that this matter was brought to the Committee prior to an actual conflict of interest existing, but the Committee expressed appreciation for the transparency. The Committee also indicated that it was

supportive of the full BUDC Board reviewing and making findings required for a Related Party Transaction in the event the selection committee were to recommend Comvest for the work. Ms. Gandour and Mr. Rhodes noted that the selection committee will meet on November 29th to begin its review of the proposals. Up to four teams may be selected to interview with the selection committee, which will occur December 11th. It is likely that a recommendation will not be presented to the Real Estate Committee until its January meeting, followed by a presentation to the BUDC Board of Directors.

- 3.0 Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Mr. Mehaffy, seconded by Ms. Utz and unanimously carried, the November 20, 2023 meeting of the Governance Committee was adjourned at 12:31 p.m.

Respectfully submitted,



Kevin J. Zanner, Secretary