

**Minutes of the Governance Committee Meeting  
of  
Buffalo Urban Development Corporation**

**95 Perry Street  
Buffalo, New York  
January 11, 2023  
12:00 p.m.**

**Call to Order:**

**Committee Members Present:**

Dennis W. Elsenbeck  
Thomas Halligan  
Thomas A. Kucharski (Committee Chair)  
Brendan R. Mehaffy  
Dennis M. Penman  
Karen Utz

**Committee Members Absent:**

Hon. Byron W. Brown

**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.; Soma Hawramee, ECIDA Compliance Officer; Laurie Hendrix, ECIDA Administrative Coordinator; and Antonio Parker, BUDC Project Manager.

**Roll Call:** Mr. Penman called the meeting to order at 12:05 p.m. A quorum of the Committee was present. Mr. Mehaffy and Mr. Kucharski joined the meeting during the presentation of agenda item 2. Ms. Utz left the meeting prior to the presentation of agenda item 3.

- 1.0 Approval of Minutes of the June 23, 2022 Meeting** – The minutes of the June 23, 2022 meeting of the Governance Committee were presented. Mr. Elsenbeck made a motion to approve the minutes. The motion was seconded by Mr. Halligan and unanimously carried (4-0-0).
- 2.0 Draft BUDC Videoconferencing Procedures** – Ms. Merriweather presented her January 11, 2023 memorandum regarding video-conferencing procedures for BUDC meetings. Recent amendments to the NYS Open Meetings Law authorize remote meeting participation by Board members of public entities under specified circumstances. Ms. Merriweather noted the draft resolution and procedures are being presented to the Committee for informational purposes and asked for Committee input. A Committee discussion followed Ms. Merriweather's presentation. While there are some benefits to remote participation in promoting Board engagement and transparency, members of the Committee noted that the in-person quorum requirement under the new legislation is a limiting factor. The Committee requested that BUDC staff seek feedback from other public entities that have adopted videoconferencing procedures and report back at a future Committee meeting.

- 3.0 Draft BUDC Litigation Policy** – Ms. Merriweather presented her January 11, 2023 memorandum regarding a proposed litigation policy. Members of the Committee commented favorably regarding the intent of the policy, specifically the aspect of the policy that provides BUDC discretion in contracting with a business that is in active litigation against BUDC. Mr. Kucharski noted that there is pending state legislation regarding contractor registration requirements that may provide additional context for further modification and evaluation of the draft policy.
- 4.0 BUDC New Board Member Orientation** – Ms. Merriweather reported that a new Board member orientation is scheduled to take place January 23, 2023 for new Board members Nathan Marton, Commissioner of the Department of Public Works, and Scott Bylewski, Director of Erie County Real Property Tax Services.
- 5.0 PAAA Training Update** – Ms. Merriweather reported that BUDC staff is preparing for the March Governance Committee and Board of Directors meetings. Ms. Profic added that Soma Hawramee will oversee the annual Board self-evaluation surveys.
- 6.0 Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Mr. Penman, seconded by Mr. Elsenbeck and unanimously carried, the January 11, 2023 meeting of the Governance Committee was adjourned at 12:42 p.m.

Respectfully submitted,

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Kevin J. Zanner, Secretary