

Buffalo Urban Development Corporation

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Governance Committee Meeting
Monday, June 17, 2024
BUDC Offices, 95 Perry Street – 4th Floor
Vista Room
12:00 pm

Agenda

1. Approval of Minutes of March 19, 2024 Meeting (*Action*) (*Enclosure*)
2. Appointment of Officers (2024 - 2025) – (*Recommendation*) (*Enclosure*)
3. Appointment of BUDC Citizen Board Members – (*Informational*) (*Enclosure*)
4. Appointment of Committee Members (2024 - 2025) – (*Recommendation*) (*Enclosure*)
5. PAAA Training Update (*Informational*)
6. Adjournment (*Action*)

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

**95 Perry Street, 4th Floor – Vista Room
Buffalo, New York
March 19, 2024
12:00 p.m.**

Call to Order:

Committee Members Present:

Dennis W. Elsenbeck
Thomas Halligan
Brendan R. Mehaffy
Karen Utz

Committee Members Absent:

Hon. Byron W. Brown
Thomas A. Kucharski (Chair)
Dennis M. Penman

Officers Present:

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

Others Present: Alexis M. Florczak, Hurwitz Fine P.C.; Soma Hawramee, ECIDA Compliance Manager; and Michelle Moore, ECIDA Compliance Associate.

Roll Call: The meeting was called to order at 12:07 p.m. by Mr. Mehaffy, who served as chair of the meeting. A quorum of the Committee was present.

- 1.0 Approval of Minutes of the November 20, 2023 Meeting** – The minutes of the November 20, 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 2023 Governance Committee Self-Evaluation** – Ms. Hawramee presented the Governance Committee self-evaluation form that was included in the agenda materials and distributed to the Committee in advance of the meeting. Mr. Elsenbeck made a motion to approve the Governance Committee self-evaluation as presented. The motion was seconded by Ms. Utz and unanimously carried (4-0-0).
- 3.0 2023 Mission Statement & Performance Measurements Results** – Ms. Merriweather and Ms. Gandour presented a written evaluation and overview of BUDC's achievement of the Performance Measurements that were established by the Board of Directors for the 2023 calendar year. Mr. Halligan made a motion to accept the 2023 Mission Statement & Performance Measurements results in the form presented. The motion was seconded by Ms. Utz and unanimously carried (4-0-0).
- 4.0 2024 Mission Statement & Performance Measurements** – Ms. Merriweather reviewed the proposed Performance Measurements for 2024 that were included in the agenda materials distributed to the Committee in advance of the meeting. No changes to the BUDC mission

statement are being proposed. The new performance measurements for 2024 are noted in bold and include advancing the design for 631 Northland, beginning construction to further the Phase 3 Northland redevelopment and assisting with the implementation of Downtown and Waterfront infrastructure improvements. In response to a question from Mr. Eisenbeck, the Committee discussed the importance of addressing upgrades to electric capacity to meet the needs of future development at Northland. Mr. Eisenbeck then made a motion to recommend that the Board of Directors adopt the 2024 Mission Statement and Performance Measurements in the form presented. The motion was seconded by Mr. Halligan and unanimously carried (4-0-0).

5.0 Public Authorities 2023 Annual Report – Ms. Merriweather presented the 2023 Public Authorities annual report. Mr. Halligan made a motion to recommend that the Board of Directors approve the 2023 Public Authorities Annual Report. The motion was seconded by Ms. Utz and unanimously carried (4-0-0).

6.0 BUDC Credit Card Policy Adoption – Ms. Merriweather presented the proposed BUDC Credit Card Policy. Ms. Merriweather noted that the policy includes a requirement that the BUDC Board of Directors adopt a resolution to authorize BUDC to apply for a credit card with specific borrowing limits and related terms and conditions. Mr. Eisenbeck made a motion to recommend that the BUDC Board of Directors approve the BUDC Credit Card Policy as presented. The motion was seconded by Mr. Halligan and unanimously carried (4-0-0).

7.0 Readoption Items for Review

a. Governance Committee Charter Review – Ms. Merriweather presented the BUDC Governance Committee Charter. Staff is not recommending any changes to the charter. Mr. Eisenbeck made a motion to approve the Governance Committee charter as presented. The motion was seconded by Ms. Utz and unanimously carried (4-0-0).

b. Procurement Policy Review – Ms. Merriweather presented the Procurement Policy. Staff is not recommending any changes to the Procurement Policy and the Committee did not propose any changes. The Procurement Policy will be submitted to the Board for re-adoption as presented.

c. Property Acquisition Guidelines Review Ms. Merriweather presented the Property Acquisition Guidelines. Staff is not recommending any changes to the Property Acquisition Guidelines and the Committee did not propose any changes. The Property Acquisition Guidelines will be submitted to the Board for re-adoption as presented.

d. Property Disposition Guidelines Review – Ms. Merriweather presented the Property Disposition Guidelines. Staff is not recommending any changes to the Property Disposition Guidelines and the Committee did not propose any changes. The Property Disposition Guidelines will be presented to the Board for re-adoption as presented.

e. Grant Administration Policy – Ms. Merriweather presented the Grant Administration Policy. Staff is not recommending any changes to the policy and the Committee did not propose any changes. The policy will be presented submitted to the Board for re-adoption as presented.

f. Code of Ethics Review – Ms. Merriweather presented the Code of Ethics. Staff is not recommending any changes to the Code of Ethics and the Committee did not propose any changes. The Code of Ethics will be submitted to the Board for re-adoption as presented.

g. Whistleblower Policy Review – Ms. Merriweather presented the Whistleblower Policy. Staff is not recommending any changes to the Whistleblower Policy and the Committee did not propose any changes. The Whistleblower Policy will be submitted to the Board for re-adoption as presented.

- h. **Travel, Conferences, Meals & Entertainment Policy Review** – Ms. Merriweather presented the Travel, Conferences, Meals & Entertainment Policy. Staff is not recommending any changes to the Travel, Conferences, Meals & Entertainment Policy and the Committee did not propose any changes. The Travel, Conferences, Meals & Entertainment Policy will be submitted to the Board for re-adoption as presented.
- 8.0 **Miscellaneous Items – PAAA Training, New Board Member Orientation, Updated Summary of Employee Benefits** – Ms. Hawramee reviewed a series of miscellaneous items with the Governance Committee, including PAAA training, new Board member orientation activities and the updated summary of employee benefits.
- 9.0 **2023 Board Performance Evaluation Process Update & Review** – Mr. Zanner reviewed with the Committee the summary results of the Board of Directors self-evaluation process. Twelve of nineteen Board members submitted survey responses, which are due by the end of the month. Overall, the summary results were consistent with prior years.
- 10.0 **Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Mr. Halligan, seconded by Ms. Utz and unanimously carried, the March 19, 2024 meeting of the Governance Committee was adjourned at 12:37 p.m.

Respectfully submitted,

Kevin J. Zanner, Secretary

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Item 2

2024 – 2025

Buffalo Urban Development Corporation

Slate of Officers

Chairman:	Hon. Byron W. Brown, Mayor
Vice Chairman:	Dennis Penman
President:	Brandy Merriweather
Executive Vice President:	Rebecca Gandour
Secretary:	Kevin J. Zanner, Esq.
Treasurer:	Mollie Profic
Assistant Treasurer:	Atiqa Abidi

Hon. Byron W. Brown, Chairman of the Board • Dennis Penman, Vice Chairman • Brandy Merriweather, President
Rebecca Gandour, Executive Vice President • Mollie Profic, Treasurer • Atiqa Abidi, Assistant Treasurer • Kevin J. Zanner, Secretary

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Item 3

MEMORANDUM

TO: BUDC Governance Committee

FROM: Mayor Byron W. Brown, Chairman

RE: Appointment of BUDC Citizen Board Members

DATE: June 17, 2024

I am advising the BUDC Governance Committee of my decision to re-appoint Janique Curry and Thomas Halligan as Citizen Members and Directors of BUDC. Their new terms will begin effective as of the June 25, 2024 Board meeting and continue until the Annual Meeting in June of 2027, and until their successors are duly appointed. I am appreciative of the wisdom and commitment that both of these members have given to the Board over their respective years of service.

I am also appointing Crystal Morgan as a Citizen Member and Director of BUDC for a term beginning on June 25, 2024, continuing until the Annual Meeting in June of 2027. Crystal Morgan is Assistant Vice President of Pursuit and has extensive experience in banking, business development and community lending. I believe that Crystal's experience will prove to be a valuable addition to the BUDC Board of Directors.

Hon. Byron W. Brown, Chairman of the Board • Dennis Penman, Vice Chairman • Brandye Merriweather, President
Rebecca Gandour, Executive Vice President • Mollie Profic, Treasurer • Atiqah Abidi, Assistant Treasurer • Kevin J. Zanner, Secretary

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Item 4

Slate of 2024-2025 BUDC Board Committee Members

Audit & Finance (5)

Amdur
Curry
Morgan (Pending)
Nasca
Penman (Chair)

Governance (7)

Brown
Elsenbeck
Halligan
Kucharski (Chair)
Mehaffy
Penman
Utz

Real Estate (7)

Bylewski
Curry
Holden
Kucharski
Mehaffy
Minkel (Chair)
Penman

Downtown (10)

Amdur
Castle
Fishkin
Gallagher
Marton
Mehaffy (Chair)
Minkel
Morgan (Pending)
Scanlon
Utz

Loan (2)

Gallagher
Mehaffy (Chair)

TBD (Evans Bank)*Mike Anthony (M&T Bank)* Joseph Burden (HSBC)* TBD (KeyBank)* TBD

* *These Loan Committee Members are appointed by their respective organizations.*

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Rebecca Gandour, Executive Vice President • Mollie Profic, Treasurer • Atiqah Abidi, Assistant Treasurer • Kevin J. Zanner, Secretary