

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

**95 Perry Street, 4<sup>th</sup> Floor – Vista Room  
Buffalo, New York  
March 5, 2025  
12:00 p.m.**

**Call to Order:**

Committee Members Present:

Thomas Halligan  
Thomas A. Kucharski (Chair)  
Nadine Marrero  
Dennis M. Penman  
Karen Utz

Committee Members Absent:

Hon. Christopher P. Scanlon  
Dennis W. Elsenbeck

Officers Present:

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

Others Present: Alexis M. Florczak, Hurwitz Fine P.C.; Soma Hawramee, ECIDA Compliance Manager; Brian Krygier, Director of IT, ECIDA; and Angelo Rhodes II, Northland Project Manager.

**Roll Call:** The meeting was called to order at 12:05 p.m. by Mr. Kucharski. A quorum of the Committee was present. Ms. Marrero joined the meeting during the presentation of item 3.

- 1.0 Approval of Minutes of the March 19, 2024 Meeting** – The minutes of the March 19, 2024 meeting of the Governance Committee were presented. Mr. Penman made a motion to approve the minutes. The motion was seconded by Ms. Utz and unanimously carried (4-0-0).
- 2.0 2024 Governance Committee Self-Evaluation** – Mr. Kucharski 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. Halligan 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 2024 Mission Statement & Performance Measurements Results** – Ms. Merriweather presented a written evaluation and overview of BUDC's achievement of the performance measurements that were established by the Board of Directors for the 2024 calendar year. Each year, BUDC develops a set of written performance measurements relating to BUDC projects, initiatives and operations in relation to its mission. The measurements are reviewed with Governance Committee and approved by the Board of Directors. The report is annually submitted to the Authorities Budget Office. Ms. Merriweather presented a summary of the 2024 performance measurements results. After a discussion regarding the 2024 performance measurements results, Ms. Utz made a motion to accept the 2024 Mission Statement & Performance Measurements results in the form presented. The motion was seconded by Mr. Penman and unanimously carried (5-0-0).

- 4.0 2025 Mission Statement & Performance Measurements** – Ms. Merriweather reviewed the proposed performance measurements for 2025 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. A number of new performance measurements were identified by BUDC staff for incorporation in the 2025 performance measurements based on the progression of existing projects and BUDC's involvement in additional initiatives consistent with its mission. The new performance measurements for 2025 are noted in bold and include coordinating with SHPO to advance on the demolition of 741 and 777 Northland Avenue, issuing a request for proposals for a general contractor to construct the 631 Northland project, and coordinating with the City of Buffalo and other partners to advocate for development tools, partnerships, and resources to support the recommendations outlined in the Queen City Hub Revisited initiative. After a discussion, Mr. Halligan made a motion to recommend that the Board of Directors adopt the 2025 Mission Statement and Performance Measurements in the form presented. The motion was seconded by Ms. Marrero and unanimously carried (5-0-0).
- 5.0 Public Authorities 2024 Annual Report** – Ms. Profic presented the 2024 Public Authorities annual report. Mr. Halligan made a motion to recommend that the Board of Directors approve the 2024 Public Authorities Annual Report. The motion was seconded by Mr. Penman and unanimously carried (5-0-0).
- 6.0 Readoption Items for Review**
- a. Governance Committee Charter Review** – Mr. Kucharski presented the BUDC Governance Committee Charter. Staff is not recommending any changes to the charter. Mr. Penman made a motion to approve the Governance Committee charter as presented. The motion was seconded by Ms. Utz and unanimously carried (5-0-0).
  - 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.
  - 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.
  - 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.
  - 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.
  - 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.
  - 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.
  - 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.

At the conclusion of the presentation of items 6(b) through 6(h), Mr. Halligan made a motion to recommend that the Board of Directors approve for re-adoption without changes the following policies: (i) the Procurement Policy, (ii) the Property Acquisition Guidelines, (iii) the Property Disposition Guidelines, (iv) the Grant Administration Policy, (v) the Code of Ethics Policy, (vi) Whistleblower Policy, and (vii) the Travel, Conferences, Meals & Entertainment Policy. The motion was seconded by Ms. Marrero and unanimously carried (5-0-0).

- 7.0 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.
- 8.0 2024 Board Performance Evaluation Process Update & Review** – Mr. Zanner reviewed with the Committee the summary results of the Board of Directors self-evaluation process. Fourteen of nineteen Board members submitted survey responses, which are due by the end of the month. Overall, the summary results were favorable and consistent with prior years.
- 9.0 Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Ms. Utz, seconded by Ms. Marrero and unanimously carried, the March 5, 2025 meeting of the Governance Committee was adjourned at 12:40 p.m.

Respectfully submitted,



Kevin J. Zanner, Secretary