

Buffalo Urban Development Corporation

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**Buffalo Urban Development Corporation
Governance Committee Meeting
Thursday, December 16, 2021
10:00 am**

Via Conference Call & Live Stream Audio

Agenda

1. Approval of Minutes of June 28, 2021 Meeting *(Action) (Enclosure)*
2. Buffalo Lakeside Commerce Park Property Owners Association *(Action) (Enclosure)*
3. Updated 2021-2022 Committee Membership *(Information) (Enclosure)*
4. PAAA Reporting Process *(Information)*
5. Adjournment *(Action)*

Minutes of the Governance Committee Meeting of Buffalo Urban Development Corporation

Via Video Conference Call & Live Stream Audio

June 28, 2021
9:00 a.m.

Call to Order:

Committee Members Present:

Dennis W. Elsenbeck
Thomas Halligan
Thomas A. Kucharski (Committee Chair)
Amanda Mays
Brendan R. Mehaffy

Committee Members Absent:

Hon. Byron W. Brown
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.; and Jamee Lanthier, ECIDA Compliance Officer.

Roll Call: Mr. Kucharski called the meeting to order at 9:02 a.m. A quorum of the Committee was present. Mr. Mehaffy joined the meeting during the presentation of Item 2.0.

- 1.0 Approval of Minutes of the March 11, 2021 Meeting** – The minutes of the March 11, 2021 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 Re-appointment of Board Members (2021-2024)** – Mr. Merriweather presented the June 28, 2021 memorandum from Mayor Brown advising the Committee that he has re-appointed Ms. Curry, Ms. Burruss and Mr. Halligan as citizen members and directors of BUDC. Their new terms will begin effective as of the June 29, 2021 Board meeting and continue until the annual meeting in June of 2024, and until their successors are duly appointed.
- 3.0 Appointment of Officers (2021-2022)** – Ms. Merriweather presented the proposed slate of officers for 2021-2022 as follows:

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

Mr. Halligan made a motion to recommend that the Board of Directors approve the proposed slate of officers. The motion was seconded by Mr. Eisenbeck and unanimously carried (5-0-0).

- 4.0 Appointment of Committee Members (2021-2022)** – Ms. Merriweather presented the slate of proposed appointees to the Downtown, Audit & Finance, Governance, Real Estate and Loan Committees. Ms. Mays made a motion to recommend that the Board of Directors approve the committee appointments as presented. The motion was seconded by Mr. Halligan and unanimously carried (5-0-0).
- 5.0 PAAA Training Update** – Ms. Lanthier reported on upcoming Board member training opportunities, noting that no Board members required new training, and updates would be provided to Board members eligible for refresher training.
- 6.0 Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Mr. Halligan, seconded by Mr. Eisenbeck and unanimously carried, the June 28, 2021 meeting of the Governance Committee was adjourned at 9:11 a.m.

Respectfully submitted,

Kevin J. Zanner, Secretary

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Item 2

MEMORANDUM

TO: BUDC Governance Committee

FROM: Rebecca Gandour, Executive Vice President

SUBJECT: Buffalo Lakeside Commerce Park Property Owners Association

DATE: December 16, 2021

In 2015, BUDC formed the Buffalo Lakeside Commerce Park Property Owners Association (the "POA"). The purpose of the POA is to provide a mechanism for property owners to collectively fund the maintenance of certain common areas of BLCP, principally Ship Canal Commons.

Prior to BUDC's sale of the 255 Ship Canal Parkway parcel to Uniland, BUDC was the sole Member of the POA. Accordingly, there was only a limited governance structure in place for the POA. With Uniland now a Member of the POA, it is recommended that a more formal POA governance structure be established.

This matter was initially discussed at the September Audit & Finance Committee meeting and was presented for information purposes to seek preliminary input and comment from the Real Estate Committee at its October and November meetings.

Based on prior discussions and input from the Real Estate Committee, a five-member Board structure for the POA is being proposed. The Board structure would be similar to the BBRC Board, with a subset of the Real Estate Committee serving as Directors of the POA. In addition, we are proposing that a representative of Uniland also serve on the Board. We propose the following slate of Directors for the POA:

Thomas A. Kucharski
Maria R. Whyte
Dennis M. Penman
Janique S. Curry

Uniland representative (TBD)

We also propose the following slate of officers for the POA:

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

Action:

We are requesting that the BUDC Governance Committee recommend that the Board of Directors: (i) approve the proposed slate of Directors and Officers for the POA; (ii) authorize the calling of a membership meeting of the POA for the purpose of electing the POA Board of Directors; and (iii) authorize the calling of a POA Board of Directors meeting for the purpose of electing officers.

BUDC BOARD MEETING OF THE DIRECTORS

QUORUM = 10

	Board of Directors Name	Phone	RSVP	Term Expires	Committee
1	Hon. Byron W. Brown <i>(Bernadette Taylor)</i>	851-4841		<i>ex-officio</i>	Governance
2	Hon. Darius Pridgen <i>(Marc Pope)</i>	851-9668 851-9668		<i>ex-officio</i>	Downtown
3	Trina Burruss <i>(No Assistant)</i>	887-2656 310-0412		6/30/24	Audit & Finance Downtown
4	Daniel Castle <i>(Courtney Scordato)</i>	858-7674 858-7495		<i>ex-officio</i>	Downtown
5	James Comerford, Jr. <i>(No Assistant)</i>	851-4972 854-0172		<i>ex-officio</i>	Audit & Finance Downtown
6	Janique S. Curry <i>(No Assistant)</i>	2456-5554 553-9169		6/30/24 BBRC	Audit & Finance Real Estate
7	Dennis W. Elsenbeck <i>(No Assistant)</i>	861-1660		6/30/23	Governance
8	Mike Finn <i>(Marren Miller)</i>	851-5636		<i>ex-officio</i>	Downtown
9	Darby Fishkin <i>(No Assistant)</i>	259-9982		6/30/23	Downtown
10	Dottie Gallagher <i>(Kathleen Sullivan)</i>	852-2762 541-1728		<i>ex-officio</i>	Downtown Loan Committee
11	Thomas Halligan <i>(No Assistant)</i>	481-9314		6/30/24	Governance
12	Thomas Kucharski <i>(Kari Bonaro)</i>	480-3912 541-1708		<i>ex-officio</i> BBRC	Governance - Chair Real Estate
13	Amanda Mays <i>(Sonia Lombardo)</i>	846-8212 846-8233		<i>ex-officio</i>	Downtown Governance
14	Brendan Mehaffy <i>(Lanette Boulware)</i>	851-5059		<i>ex-officio</i> BBRC	Downtown - Chair Governance Loan Committee - Chair Real Estate
15	Kimberley A. Minkel <i>(Lara Seniw)</i>	855-7230 855-7369		<i>ex-officio</i> BBRC	Real Estate - Chair Downtown
16	David Nasca <i>(Michelle Baumgarten)</i>	926-2002 926-2032		6/25/22	Audit & Finance
17	Dennis Penman <i>(No Assistant)</i>	860-3030		6/25/22 BBRC	Audit & Finance - Chair Real Estate Governance
18	Maria Whyte <i>(Kara Nicotra)</i>	858-2932 858-7643		<i>ex-officio</i> BBRC	Real Estate
19	Vacant			<i>ex-officio</i>	

*Need 10 for a quorum