

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

Via Video Conference Call & Live Stream Audio

**June 23, 2022
2:00 p.m.**

Call to Order:

Committee Members Present:

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

Committee Members Absent:

Hon. Byron W. Brown

Officers Present:

Brandy 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.; Ellen Grant, Deputy Mayor, City of Buffalo; Soma Hawramee, ECIDA Compliance Officer; and Laurie Hendrix, ECIDA Administrative Coordinator.

Roll Call: Mr. Kucharski called the meeting to order at 2:00 p.m. A quorum of the Committee was present. Agenda items 3.0, 4.0 and 5.0 were presented first. Mr. Elsenbeck joined the meeting during the presentation of Item 1.0. Mr. Mehaffy left the meeting during the presentation of item 2.0.

The meeting was held via Zoom in accordance with the provisions of Article 7 of the Public Officers Law, as amended effective January 14, 2022, which authorizes public bodies to conduct meetings and take such action authorized by law without permitting in public in-person access to meetings and to authorize such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.

- 1.0 Approval of Minutes of the March 8, 2022 Meeting** – The minutes of the March 8, 2022 meeting of the Governance Committee were presented. Mr. Penman made a motion to approve the minutes. The motion was seconded by Mr. Mehaffy and unanimously carried.
- 2.0 BUDC Grant Administration Policy – Discussion Draft** – Ms. Merriweather presented the draft grant administration policy, a copy of which was included in the meeting packet. The draft policy is intended to establish formal procedures relating to pre-application assessment, thresholds, matching requirements, reporting, and the acceptance of donations. The Committee discussed the draft policy and obtained clarification from BUDC staff regarding the proposed

thresholds. Mr. Kucharski indicated that the Committee would undertake a further review of the policy in advance of the next Committee meeting.

3.0 Re-appointment and Appointment of BUDC Citizen Board Members (2022-2025) –

Ms. Merriweather presented Mayor Brown’s June 23, 2022 memorandum to the Committee regarding his re-appointment of Dennis Penman as a citizen member and director of BUDC. The memorandum also proposes the re-appointment of David Nasca and appointment of Elizabeth Holden as citizen members and directors of BUDC. Mr. Mehaffy made a motion to recommend that the Board of Directors: (i) approve the re-appointment of David Nasca as a citizen member and director of BUDC for a term of three (3) years and until his successor is duly elected, and (ii) approve the appointment of Elizabeth Holden as a citizen member and director of BUDC for a term of three (3) years and until her successor is duly elected. The motion was seconded by Mr. Penman and unanimously carried.

4.0 Appointment of Officers (2022-2023) – Ms. Merriweather presented the proposed slate of officers for 2022-2023 as follows:

Chair:	Hon. Byron W. Brown
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. Mehaffy made a motion to recommend that the Board of Directors approve the proposed slate of officers. The motion was seconded by Mr. Halligan and unanimously carried.

5.0 Appointment of Committee Members (2022-2023) – Ms. Merriweather presented the proposed slate of appointees to the Downtown, Audit & Finance, Governance, Real Estate and Loan Committees. Mr. Mehaffy made a motion to recommend that the Board of Directors approve the committee appointments as presented. The motion was seconded by Mr. Penman and unanimously carried.

6.0 PAAA Training Update – Ms. Profic introduced Soma Hawramee as ECIDA’s new compliance portfolio manager. She then reported on upcoming training opportunities for new Board members requiring new training and Board members eligible for refresher training.

7.0 Adjournment – There being no further business to come before the Governance Committee, upon motion made by Mr. Penman, seconded by Mr. Halligan and unanimously carried, the June 23, 2022 meeting of the Governance Committee was adjourned at 2:23 p.m.

Respectfully submitted,

Kevin J. Zanner, Secretary