

Buffalo Urban Development Corporation

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**Buffalo Urban Development Corporation
Governance Committee Meeting
Thursday, June 23, 2022
2:00 pm**

Via Conference Call & Live Stream Audio

Agenda

1. Approval of Minutes of March 8, 2022 Meeting *(Action) (Enclosure)*
2. BUDC Grant Administration Policy – Discussion Draft *(Informational)(Enclosure)*
3. Appointment of BUDC Citizen Board Members - *(Recommendation) (Enclosure)*
4. Appointment of Officers (2022 - 2023) – *(Recommendation) (Enclosure)*
5. Appointment of Committee Members (2022 - 2023) – *(Recommendation) (Enclosure)*
6. PAAA Training Update *(Informational)*
7. Adjournment *(Action)*

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

Via Video Conference Call & Live Stream Audio

**March 8, 2022
12:00 p.m.**

Call to Order:

Committee Members Present:

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

Committee Members Absent:

Hon. Byron W. Brown
Brendan R. Mehaffy

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.; Laurie Hendrix, ECIDA Administrative Coordinator; and Antonio Parker, BUDC Project Manager.

Roll Call: Mr. Kucharski called the meeting to order at 12:07 p.m. A quorum of the Committee was present.

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 June 28, 2021 Meeting** – The minutes of the June 28, 2021 meeting of the Governance Committee were presented. Mr. Penman made a motion to approve the minutes. The motion was seconded by Mr. Elsenbeck and unanimously carried (4-0-0).
- 2.0 2021 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. Elsenbeck made a motion to approve the Governance Committee self-evaluation as presented. The motion was seconded by Mr. Halligan and unanimously carried (4-0-0).
- 3.0 2021 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 2021 calendar

year. Mr. Penman made a motion to accept the written evaluation in the form presented. The motion was seconded by Mr. Eisenbeck and unanimously carried (4-0-0).

- 4.0 2022 Mission Statement & Performance Measurements** – Ms. Merriweather informed the Committee that one change is proposed to the BUDC Mission Statement for 2022, which would recognize that BUDC is serving as the lead management entity for the Centennial Park Project. She then reviewed the proposed Performance Measurements for 2022 that were included in the agenda materials distributed to the Committee in advance of the meeting. Mr. Eisenbeck made a motion to recommend that the Board of Directors adopt the 2022 Mission Statement and Performance Measurements in the form presented. The motion was seconded by Mr. Halligan and unanimously carried (4-0-0).
- 5.0 Whistleblower Policy – Amendment Review** – Mr. Zanner presented the BUDC Whistleblower Policy and an overview of recently enacted amendments to Section 740 of New York Labor Law. Staff is recommending that conforming changes be made to Article V of the policy to reflect the notice and posting requirements under the recently amended Section 740. Mr. Halligan made a motion to recommend that the Board of Directors approve the proposed amendment to the Whistleblower Policy. The motion was seconded by Mr. Eisenbeck and unanimously carried (4-0-0).
- 6.0 Public Authorities 2021 Annual Report** – Ms. Profic previewed this item in draft form with the Committee and indicated that the report will be presented at the March 29, 2022 Board of Directors meeting.
- 7.0 2021 Board Performance Evaluation Process Update & Review** – Mr. Zanner reviewed with the Committee the summary results of the Board of Directors self-evaluation process. Eleven 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.
- 8.0 Governance Committee Charter Review** – Ms. Merriweather and Mr. Kucharski presented the BUDC Governance Committee Charter. Staff is not recommending any changes to the charter. Mr. Kucharski asked whether Committee members had any questions or proposed changes to the charter. There being none, the meeting advanced to the next agenda item.
- 9.0 Procurement Policy Review** – Ms. Gandour presented the BUDC Procurement Policy. Staff is not recommending any changes to the Procurement Policy. Mr. Kucharski asked whether Committee members had any questions or proposed changes to the Procure Policy. There being none, the meeting advanced to the next agenda item.
- 10.0 Property Disposition Guidelines Review** – Ms. Gandour presented the BUDC Property Disposition Guidelines. Staff is not recommending any changes to the Property Disposition Guidelines. Mr. Kucharski asked whether Committee members had any questions or proposed changes to the Property Disposition Guidelines. There being none, the meeting advanced to the next agenda item.
- 11.0 Code of Ethics Review** – Ms. Gandour presented the BUDC Code of Ethics. Staff is not recommending any changes to the Code of Ethics. Mr. Kucharski asked whether Committee members had any questions or proposed changes to the Code of Ethics. There being none, the meeting advanced to the next agenda item.
- 12.0 Travel, Conferences, Meals & Entertainment Policy Review** – Ms. Merriweather presented the BUDC Travel, Conferences, Meals & Entertainment Policy. Staff is not recommending any changes to the Travel, Conferences, Meals & Entertainment Policy. Mr. Kucharski asked whether Committee members had any questions or proposed changes to the

Travel, Conferences, Meals & Entertainment Policy. There being none, the meeting advanced to the next agenda item.

- 13.0 Miscellaneous Items –PAAA Training, New Board Member Orientation, Updated Summary of Employee Benefits** – Ms. Merriweather and Ms. Profic 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.
- 14.0 Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Mr. Elsenbeck, seconded by Mr. Penman and unanimously carried, the March 8, 2022 meeting of the Governance Committee was adjourned at 12:34 p.m.

Respectfully submitted,

Kevin J. Zanner, Secretary

BUFFALO URBAN DEVELOPMENT CORPORATION

GRANT ADMINISTRATION POLICY

A. Purpose.

This grant administration policy (the “Grant Administration Policy”) sets forth the requirements and procedures for the application, acceptance and administration of grant funding by Buffalo Urban Development Corporation or any of its subsidiary or affiliated companies (hereinafter “BUDC”).

B. Grant Application Procedures (Pre-Award).

1. Pre-Application Assessment.

BUDC staff is responsible for conducting a pre-application assessment in connection with potential grant funding. When pursuing grant funding opportunities, BUDC staff shall consider the following factors:

- a. Alignment with BUDC’s mission and purpose;
- b. Alignment with current or anticipated BUDC projects;
- c. Matching fund requirements, if any;
- d. Whether the grant funding includes a component that will pay or reimburse BUDC for administering the grant,
- e. Potential costs incurred by BUDC as a result of implementing the grant funding award; and
- f. Staffing capacity to administer the grant.

2. Application Submission.

Prior to submission of a grant application, the BUDC staff member(s) completing the application will ensure that the pre-application assessment factors noted in Section B(1) above have been evaluated and documented on the Pre-Application Grant Assessment, the form of which is attached hereto as Schedule A and made a part hereof. BUDC will retain a copy of the Pre-Application Grant Assessment in its file.

C. Grant Acceptance Procedures.

Upon BUDC’s receipt of a grant award, BUDC staff shall review the grant award notification and any grant agreements received and forward a copy of the same to BUDC legal counsel. If a grant award contains matching fund requirements that were not previously budgeted for, BUDC staff will follow the procedures for acceptance outlined in Section C(1). For all other grant awards, BUDC staff will follow the applicable procedure outlined in Section C(2).

1. Grants Requiring Matching Funds.

The approval of the BUDC Board of Directors (the “Board”) shall be required for any grant award that contains a matching fund requirement.

2. Approval Thresholds for Grant Awards Without Matching Fund Requirements.

- a. The BUDC President and Executive Vice President are each authorized to accept grant awards on behalf of BUDC in an amount up to \$500,000 and to execute the applicable grant agreements. The President or Executive Vice President will report the acceptance of the grant award at the next BUDC Board meeting following the date of acceptance.
- b. The Audit & Finance Committee, Downtown Committee, and Real Estate Committee, as applicable, are each authorized to approve, on behalf of BUDC, the acceptance of grant awards greater than \$500,000 but not in excess of \$1,000,000. The President or Executive Vice President shall report the applicable committee’s acceptance of the grant award at the next BUDC Board meeting following the date of acceptance.
- c. The approval of the BUDC Board shall be required for grant funds greater than \$1,000,000.

D. Grant Administration.

Following the acceptance of grant funds in accordance with Section C, BUDC staff shall implement applicable mechanisms for compliance with any grant agreement requirements, including reporting obligations, recordkeeping, and monitoring.

BUDC staff should also identify whether the pass through of a grant award and its obligations is to be implemented through the execution of a subgrant agreement. Should a subgrant agreement be necessary, BUDC staff will seek authorization for entering into a subgrant agreement in accordance with the approval thresholds outlined in Section C.

E. Procedure for Receipt and Management of Individual Donations.

BUDC, as a 501(c)(3), tax-exempt organization is authorized to accept donations from individuals and entities. BUDC will not accept any donations that: (i) are for purposes outside of BUDC’s mission and purpose; (ii) is not permitted by any applicable law; (iii) would result in BUDC violating its Certificate of Incorporation, Bylaws, or any policy or procedure applicable to

BUDC; (iv) would result in the potential revocation of its status as a 501(c)(3) tax-exempt organization; (v) would be too difficult or expensive to administer in relation to their value; or (vi) would result in any other unacceptable consequence. Decisions regarding the acceptance or refusal of a donation shall be made by the President or Executive Vice President, in consultation with the Chair of the Audit & Finance Committee or the relevant BUDC committee Chair if there is a stated purpose to the donation.

BUDC shall maintain a record of any donations received, including the identity of such donors and will disclose the receipt of any donations to the Audit & Finance Committee and Board on a periodic basis.

F. Effective Date; Amendments.

This Grant Administration Policy shall be effective as of the date that the Board approves the policy by affirmative vote of a majority of the Board and may be amended upon the affirmative vote of a majority of the Board.

Adopted: _____, 2022

Schedule A

Pre-Application Grant Assessment Form

See attached.

DRAFT

Buffalo Urban Development Corporation

Pre-Application Grant Assessment Form

Completed By: _____

Grant Name: _____

Associated BUDC Project: _____ Project Partner(s): _____

Description of Grant (including potential funding amount and grant source):

Does the Grant Contain a matching fund requirement? If yes, please describe. _____

Briefly describe how the Grant aligns with BUDC's mission and purpose and any current or future BUDC Projects:

Will the Grant, if awarded, require additional staffing or other in-kind services from BUDC? If yes, please describe.

What costs incurred by BUDC will the Grant, if awarded, cover and not cover?

If awarded, what impact will the Grant have on current BUDC staffing?

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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 23, 2022

Please be advised that I am re-appointing Dennis Penman as a Citizen Member and Director of Buffalo Urban Development Corporation (BUDC) for a (3) year term beginning on June 28, 2022 and continuing until the Annual Meeting in June of 2025, and until his successor is duly appointed.

I am also requesting the Governance Committee's consideration in re-appointing David Nasca as a Citizen Member and Director of BUDC for a term beginning on June 28, 2022 and continuing until the Annual Meeting in June of 2025, and until his successor is duly elected.

In addition, I am requesting the BUDC Governance Committee's consideration of Elizabeth Holden as a Citizen Member and Director of BUDC for a term beginning on June 28, 2022 continuing until the Annual Meeting in June of 2025. Elizabeth Holden is an attorney at Hodgson Russ and concentrates her practice on commercial real estate development projects and in real estate aspects of large-scale renewable energy projects. I believe that Elizabeth's experience will prove to be a valuable addition to the BUDC Board of Directors.

ACTION:

I am requesting that the Governance Committee: (1) make a recommendation for 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 (2) recommend 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.

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	Catherine Amdur <i>(No Assistant)</i>	851-4936		<i>ex-officio</i>	Audit & Finance Downtown
4	Trina Burruss <i>(No Assistant)</i>	887-2656 310-0412		6/30/24	Audit & Finance Downtown
5	Daniel Castle <i>(Courtney Scordato) (Melissa Wutz)</i>	858-7674 858-7495		<i>ex-officio</i>	Downtown
6	Janique S. Curry <i>(No Assistant)</i>	245-5554 / 245-5273 553-9169 (Cell)		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>(Erin Sinclair)</i>	480-3912 541-1708		<i>ex-officio</i> BBRC	Governance - Chair Real Estate
13	Brendan Mehaffy <i>(Lanette Boulware)</i>	851-5059		<i>ex-officio</i>	Downtown - Chair Governance
14	Kimberley A. Minkel <i>(Lara Seniw)</i>	855-7230 855-7369		<i>ex-officio</i> BBRC	Real Estate - Chair Downtown
15	David Nasca (Pending) <i>(Michelle Baumgarden)</i>	926-2002 926-2032		6/25/22	Audit & Finance
16	Dennis Penman <i>(No Assistant)</i>	860-3030		6/25/22 BBRC	Audit & Finance - Chair Real Estate Governance
17	Maria Whyte <i>(Kara Nicotra)</i>	858-2932 858-7643		<i>ex-officio</i> BBRC	Real Estate
18	ESD WNY Regional Director (Pending)			<i>ex-officio</i>	
19	Elizabeth Holden (Pending)	716-848-1692		<i>Citizen Appt</i>	Real Estate

*Need 10 for a quorum

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Item 4

2022 – 2023

Buffalo Urban Development Corporation

Slate of Officers

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

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Item 5

Slate of 2022-2023 BUDC Board Committee Members

Audit & Finance (5)

Burruss

Amdur

Curry

Nasca (Pending)

Penman (Chair)

Governance (7)

Brown

Elsenbeck

Halligan

Kucharski (Chair)

Mehaffy

Penman

TBD

Real Estate (7)

Curry

Kucharski

Mehaffy

Minkel (Chair)

Holden (Pending)

Penman

Whyte

Downtown (9)

Burruss

Amdur

Finn

Fishkin

Gallagher

Mehaffy (Chair)

Minkel

Pridgen

TBD

Loan (2)

Gallagher

Mehaffy (Chair)

Royce Woods (Evans Bank)*

Mike Anthony (M&T Bank)*

Joseph Burden (HSBC)*

Russ Gentner (KeyBank)*

TBD

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