

## **NCIDA/NCDC/NADC GOVERNANCE COMMITTEE AGENDA**

**Date:** Wednesday, March 9, 2022  
**Time:** 8:45 a.m.  
**Place:** Niagara County Center for Economic Development  
6311 Inducon Corporate Drive  
Sanborn, NY 14132

### **NCIDA Governance Committee Members:**

Jerald Wolfgang, Chairperson	Present
Clifford Scott, Member	Present – Arrived at 8:46 a.m.
Robert B. Cliffe, Member	Present

### **Copies to:**

Mark Onesi  
Kevin McCabe  
William L. Ross  
Scott Bridges  
Jason Krempa

### **Staff Present:**

Susan Langdon, Executive Director  
Andrea Klyczek, Assistant Director  
Michael S. Dudley, Finance Manager  
Caroline Caruso, Accounting Associate  
Susan Barone, Project Manager  
Mark J. Gabriele, Agency Counsel  
Julie Lamoreaux, Administrative Assistant

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### **1.0 Meeting Called to Order**

Mr. Wolfgang called the meeting to order at 8:45 a.m.

### **2.0 Roll Call**

Ms. Lamoreaux called the roll; a quorum was established.

### **3.0 Approval of Meeting Minutes**

#### **3.1 March 10, 2021**

***Mr. Wolfgang stated that he had reviewed the meeting minutes and he made a motion for approval; Mr. Cliffe seconded the motion. The motion passed.***

#### **4.0 Summary of Annual Board Evaluations**

Mr. Gabriele explained that under the Public Authorities Accountability Act (PAAA), the Board of Directors of the Agency are required to complete a self-evaluation each year. Questionnaires were sent to all board members and then summarized. The Board Evaluations are filled out anonymously as required by PAAA. A summary of the evaluations was in the agenda packet for the Board Members' review.

Mr. Gabriele stated that there was one evaluation that said "somewhat disagree" in the response column, which must be addressed. The item was "The Board meets to review and approve all documents and reports prior to the public release and is confident that the information being presented is accurate and complete." As a response, Mr. Gabriele stated the Agency does provide these documents for review at least by the Friday before the Wednesday Board Meeting. Ms. Langdon stated that the staff does, and will continue to try to get things to the Board sooner.

Mr. Gabriele informed the Board that the State law requires the Agency to disclose the information within 48 hours of the Board meeting. He informed the Board that they are free to contact him, or Agency staff to clarify any upcoming projects or issues before the Board Meetings.

#### **5.0 Reaffirm Governance Charter**

Mr. Gabriele stated that the Charter has not been revised or amended and the Board is required to reaffirm it on an annual basis at the March Annual Board meeting per the Public Authorities Accountability Act.

***Mr. Wolfgang motioned to reaffirm the Governance Charter; Mr. Scott seconded the motion. The motion passed.***

#### **6.0 Policy Discussion**

Mr. Gabriele brought up the subject of solar policy to discuss board members' opinion, since the projects can be very controversial. The State has taken the action to dictate the terms for solar projects, including pilot guidelines, and sales tax abatement on the State's portion of the sales taxable investment. The Board must decide whether the Agency should provide additional tax benefits to solar projects.

The committee discussed and decided this would be discussed at the regular Board meeting.

**7.0 Any Other Matters the Committee Wishes to Discuss**

There were no other matters for discussion at this time.

**8.0 Adjournment**

***Hearing no other comments, Mr. Wolfgang made a motion to adjourn the meeting, Mr. seconded he motion. The meeting adjourned at 9:15 a.m.***

Respectfully Submitted:

Reviewed By:

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Julie Lamoreaux  
Administrative Assistant

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Susan C. Langdon  
Executive Director