

THSE MINUTES HAVE NOT YET BEEN APPROVED

County of Chautauqua Industrial Development Agency (CCIDA), Chautauqua Region Economic Development Corporation (CREDC) & Chautauqua County Capital Resource Corporation (CRC)

GOVERNANCE COMMITTEE MEETING

BWB Building
BWB Building, 201 West Third Street, Jamestown, NY
June 24, 2025
10:00 a.m.

CCIDA Staff Present:

Mark Geise, CEO
Shelby Bilskie, CFO
Jeanette Lo Bello - CCIDA Staff

Committee Members Present:

Gary Henry
Amy Harding
Kevin Muldowney

Also Present:

Milan Tyler - Phillips Lytle
Ted Wightman - CCIDA Board Member

Please Note: Due to technical difficulty the very beginning of this meeting was not recorded.

- The meeting was called to order at 10:00 a.m. by the Board Chairman, Gary Henry.
- There were three Governance Committee Members present for the meeting.
- The last Governance Committee Meeting Minutes from March 25, 2025 were approved. (Motion made by Amy Harding and seconded by Kevin Muldowney.

Committee

Aye (3 Members Present)

Mark Geise

You know, our Handbook was at least the last amendment, I think, was done back what twenty years?

Shelby Bilskie

2017

Mark Geise

2017. It was a small amendment, but when we looked at it, and you know, we're trying to update everything, there was a lot of lot of stuff that needed to be updated. In fact, we started with consulting our labor attorney about it, and he provided suggestions and when we started to do that revision it was, so much work we're like, let's just start over, basically. So, we got a template from an attorney in Buffalo that specializes in Labor Law. He sent us a template, and we went and started with that, and then imported sections from the old Employee Handbook that weren't in that template that were more specific to the IDA.

Shelby Bilskie

As far as just general policies.

Mark Geise

Yeah, general policies. So, we put together this sort of - did everyone get this or no.

Shelby Bilskie

No.

Mark Geise

Okay? So, you know, between -we're going to tag team.

Shelby Bilskie

Yeah.

Mark Geise

One of the things that we really looked at was the Vacation Policy. Basically, the staff could carry over an unlimited amount of vacation. Currently and what would happen is when they ended their employment or retired, or whatever then we would have to pay that out and we felt really strongly that it's important that everyone take their vacation. It's good to step away for a while and reboot and we looked at the County's Policy, too and so what we're proposing here is that they can carry over a week - 40 hours. They can carry that over and we'll pay them out up to 40 hours, and they need to use the rest or lose it.

Shelby Bilskie

Yup.

Mark Geise

So, that's basically the vacation.

Shelby Bilskie

Yeah, and we really wanted it written in a way that employees aren't feeling guilty for taking the time off. We really want to stress that we care about the employees. We want them to rest. We want them to take time with their families and not feel like they have to show up every single day, and can't use their time, because it's a benefit you know, as a part of their employment.

Mark Geise

Yeah, for a reason.

Shelby Bilskie

Yep.

Mark Geise

The other thing we did is the Vacation Policy we didn't - I can't remember if we had one in terms of accrual -an accrual schedule in the old one but we revised that so that they get two weeks - so when they start employment, they get two weeks' vacation

Kevin Muldowney

Nice.

Mark Geise

Okay, up to five and then when they surpass five years, they get another week, so there'll be three weeks. Then when they pass fifteen years, they get four weeks. No, I'm sorry up to fifteen after ten they get four weeks. and then, after 15 years, you get 5 weeks.

Shelby Bilskie

Yep, and previously it was as soon as you're hired you get three weeks so we could hire somebody off the street. They could be, you know, a subpar employee and they have three weeks' vacation. So, if they come in for a week and then they quit. We have to pay them out three weeks. So, we are also trying to mitigate that risk a little bit, too. That's what we did by changing the accrual schedule.

Mark Geise

So, let me say it again more fluently. They start with two weeks, after five years they get three weeks, after ten years they get four weeks, and after fifteen years again five weeks and then the way that works is, yeah, we already talked about you know, what they can carry over, etc. Somebody's grandfathered in if they have more than that and if somebody doesn't have that yet, we're giving them and there's an example of both with our staff.

Shelby Bilskie

Yep, yep. So, we have somebody that's been here longer than fifteen years who is getting another week because of this change and I will also add that given this transition status of 2025, we are because we have some employees that have well over eighty hours of accrued time, and we're not going to take that away from them. So, for 2025 we will roll over up to a week, and everything else will be paid out.

So, nobody's losing anything. As far as the accruals go everybody's grandfathered in at where they currently are. They'll increase once they hit the appropriate benchmark given the new accrual schedule, which, again, is beneficial to a couple of employees, because they'll get another week sooner rather than later.

Mark Geise

And those that had an extra week won't lose it. They just won't get another week until they reach that benchmark.

Shelby Bilskie

Yeah.

Kevin Muldowney

That's fair.

Mark Geise

Yep.

Milan Tyler

Mark, can I ask a question?

Mark Geise

Yeah.

Milan Tyler

It says vacation time for the year will accrue in its entirety on January 1st of each year. What about someone who's hired like on June 30th?

Shelby Bilskie

Then we, I think it's in there, maybe further down, we prorate it. I think.

Mark Geise

Yeah, because we did that employee.

Shelby Bilskie

Yeah, and then, if somebody's anniversary is on September of whatever year, once they hit July 1st then or no, I'm sorry if somebody's anniversary is May of whatever year they'll get the next accrual bump in July, and then, if it's September, it'll be January first 1st so it'll be either July 1st or January 1st whatever one follows that.

Mark Geise

By the way, one of the reasons why you know other than what we just said, you know, people need to take vacation - this has all been on our books.

Shelby Bilskie

Yeah. So, there's a big liability.

Shelby Bilskie

On the balance sheet.

Mark Geise

You know, that we're going to take a hit, but now we're sort of taking care of it every year other than that extra week so it's not a big liability on our books.

Then the sick day policy again - there was an unlimited amount of sick days that people could accumulate. Most didn't, but some did. So, now we're capping that at seventy-five days maximum accrual. Once that limit is reached, they no longer accrue hours biweekly. Then if they go below, it again, that seventy-five days, then they can build it back up to 75 days,

Shelby Bilskie

Next pay.

Mark Geise

Because basically, again, at the end of their employment, we would pay that out.

Shelby Bilskie

That's not paid out.

Mark Geise

Oh, no, that's not paid out. You're right. Yeah.

Kevin Muldowney

So, it was never paid out? the sick time.

Shelby Bilskie

No, no, sick times not paid out.

Mark Geise

And then, in terms of sort of policy to comply with State law it was a number of things that weren't included, like Prohibition of Discrimination based on Reproductive Health Decisions, Break Time for Nursing Employees and Lactation Accommodations, Policy concerning Sexual and other Unlawful Harassment, Cell Phone Policy.

I think that we did have that but we updated it.

Shelby Bilskie

Yeah, yep, we updated it to match the current policy. No change in the current policy. It just didn't have - it was the reimbursement for employees was by minute.

Mark Geise

Yeah, it was, instead of \$50.00

Shelby Bilskie

It was dated. So, we just updated it to what we're currently doing.

Mark Geise

So, then the New York Paid Sick and Family Leave Benefits which matches the New York State. PSL and PFL Regulations, I don't know what that stands for.

Shelby Bilskie

Paid sick leave, paid family leave.

Mark Geise

Paid sick leave, paid family leave. Airborne Infectious Disease Exposure Prevention Plan, Licensure and Employment of Persons Previous Convicted of one or more criminal offenses, and then all of our policies. Then all of the IDA policies and there are more than a dozen, more than a dozen policies. We basically say in the handbook that the staff needs to read them, get up to speed on those and comply with those. Want to add anything else?

Shelby Bilskie

Nope, the only other thing that I forgot to add on the talking points was, there's an actual form, for, like a harassment complaint included in the Handbook.

Mark Geise

And at the end there's an acknowledgment form that they've read everything and agree to comply and sign it and then we get that.

Shelby Bilskie

And what we'll do is if this does get approved by the Board today, we can send out another version. We have gone over kind of the high-level changes just because, you know, this is a public meeting we didn't want the staff to be surprised by anything, you know, beforehand. So, we went over it so they do have a copy of it but we'll kind of recirculate it, and have everybody, you know take a week or so to read through it and get fresh signatures on the acknowledgement page.

Mark Geise

And if there are any other, maybe amendments we need to make, we can make them in the future.

Shelby Bilskie

Yeah.

Mark Geise

Any other questions?

Kevin Muldowney

Are they all Full-Time employees?

Shelby Bilskie

We do have some Part time employees. Yep, so they won't be impacted by the major changes, which is the time off because they don't accrue the time off so really, it would just be all of the actual policies that are updated.

Ted Wightman

How many full-time employees?

Shelby Bilskie

Full time employees we have eleven and then we have three part time. Does that sound right?
We have 14 in total.

Mark Geise

Yup.

Gary Henry

Do we have a recommendation to approve the Employee Handbook to the Board?

Kevin Muldowney

So, moved.

Gary Henry

Do we have a second?

Amy Harding

I'll second.

Gary Henry

All in favor say Aye.

Committee

Aye

Gary Henry

Opposed? Ok. We will recommend that to the Board. Next, we'll move into New Business B - Present & Review 5 -Year EDA Revolving Loan Fund (RLF) Plan and recommend approval by the CCIDA Board

Mark Geise

So, when the IDA was granted funding through the EDA for that \$10 million dollars to augment our existing Loan fund it required a plan and then there's a five-year update to that plan. So, we - it's funny because the original plan was said, this is what we're going to do and we had to change all of that - this is what we're doing. Okay? and there wasn't a lot of substantive changes, more than sort of updating and there was the verbiage that they used. They called it AL Tech and we're, you know, it's EDA Cares Act, and we call it the Revolving Loan Fund and then, by the way, there's a copy of that in the back – Its after the grey tab number six -where the blue sheet is. So, we went through and we updated this whole thing, cleaned it up, formatted it and so we'll kick this over to the EDA. We'll see if they have any questions or comments.

Shelby Bilskie

And we do have sorry to interrupt. We do have quite a bit of time, because the deadline - Rich Dixon says it's a soft deadline, you know, as long as it's give or take around the five years but the 5 years is up July 22nd and that's the same day as our next board meeting. So that's why we wanted to get it in front of you and of course we don't want to waste everybody's time with two meetings when we can just knock all this out. So, if there are any revisions or anything that that comes back, we definitely have time to kind of incorporate that but I don't foresee any issues, because, like, Mark said, there really isn't a lot of updates, you know, there's nothing that we really needed to change - oh, there was the one, the really, the big change was the update to the cash utilization and all I did was update it to the current which I can't even remember what page it was, but I just updated it to the current regulation which changes every year. So, they provide it by January 1st. Just say, you know you have to utilize, you know you can only have about 15% I think, is what it is right now - 14.7% available in the bank.

Mark Geise

And then, of course, also attaching the CEDS

Shelby Bilskie

STEDO

Mark Geise

STEDO CEDS Comprehensive Economic Development Strategy. They update that every year. So, attaching that most current version.

Shelby Bilskie

Yup.

Gary Henry

Any questions?

Milan Tyler

So, if the Board approves this, it's still subject to EDA approval, correct?

Shelby Bilskie

I think EDA acceptance.

Mark Geise

I suppose they could come back and say, hey, you gotta – If so, we'll bring it back again.

Gary Henry

Do we have a motion to recommend the EDA Revolving Loan Fund plan to the Board?

Amy Harding

So moved.

Gary Henry

Do we have a second?

Kevin Muldowney

Second.

Gary Henry

All those in favor say Aye.

Committee

Aye

Gary Henry

Opposed? Ok. That's been recommended. Next, we'll move into New Business C - Present & Review Amendments to the LEAD Program and recommend approval by the CCIDA Board

Mark Geise

Let me see if I can jump on this first. So, we had passed a Resolution a couple of years ago that allowed the Transaction Committee to approve all projects that involve sales tax exemptions and mortgage recording tax exemptions where the total benefits don't exceed \$100,000 - by the Transaction Committee

Milan Tyler

Sales tax only.

Mark Geise

Sales tax only sorry. Sales tax only where it doesn't exceed \$100,000. Well, that's rubbed some of our auditors the wrong way. They feel like the Board should have that ultimate approval and not a Transaction Committee, a subset of the Board, even though we had a Resolution allowing us to do that. So, we think that it makes more sense to have it come to the Board for final approval, and that there would be a subgroup of the basically, what was the Transaction Committee that would recommend it for approval to the Board, and then the Board would make that final. It was originally done to sort of save time. You know, no Due Diligence Resolution like these bigger projects where somebody's presenting all that stuff.

Milan Tyler

So, the law requires a Board Resolution and Public Hearing if it's over \$100,000, so there's no legal requirement for any further Board approval. In fact, the Board passed resolution delegating its authority to this Transactions Committee, but the ABO in particular hates that.

Mark Geise

Yeah.

Milan Tyler

They're legally wrong, but they hate it. So, and again, as Mark said, it was thought that if we didn't have to come to the Board we could do these small transactions very, very quickly. It turns out that we're doing one, maybe two a year, and that so far the Project Managers have told us it's never been a problem - that some applicant needs this sales tax letter, you know, in a week. So, they think that it's not going to be a problem to come back to the full board. It's a little more work for the Board Members, because now you have to approve these, but it's another one or two a year. So, it's not thought to be a problem and quite honestly, if it is a problem, you can always change your mind and redo it somehow.

Gary Henry

Ok. Do we have a motion to approve that change to the LEAD Program?

Kevin Muldowney

Motion.

Amy Harding

I'll second.

Gary Henry

All those in favor say Aye.

Committee

Aye.

Gary Henry

Opposed? Ok. That has been recommended. Then we'll move into New Business D - Discuss future revisions to the CCIDA By-Laws by the end of 2025

Mark Geise

So, we're not making any decisions now. We haven't even started with revising the By-Laws but those too are really outdated, and there are a number of things that we need to address in those to bring it up to date.

Shelby Bilskie

So, the last revision on those was 2015. So, we're at ten years.

Mark Geise

Yeah.

Shelby Bilskie

So, by the end of the year we'll get those updated.

Milan Tyler

So, to extend your Board if you want to go onto the websites and take a look at the By-Laws.

Mark Geise

Yep.

Milan Tyler

Feel free to make any recommendations but I think that staff is, gonna you know, start with looking at them, and then, you know, we'll come back and make a recommendation at some point.

Gary Henry

I don't think we need to vote on that. Any Old Business to come before the Committee? Hearing none, we will consider the meeting adjourned and we have a few minutes before the actual Board Meeting. Thank you.

This meeting is adjourned at 10:22 a.m.

Secretary

Chairman