



COUNTY OF MONROE
COMIDA

INDUSTRIAL DEVELOPMENT AGENCY

GOVERNANCE COMMITTEE MINUTES

February 16, 2024

Time & Place: 12:00 p.m. at City Place, 50 West Main Street

Board Present: J. Popli, A. Burr, N. Jones

Board Absent: J. Alloco

Also Present: R. Baranello, Esq., R. Finnerty, A. Clark, A. Liss, L. Bolzner, R. King, T. Reidy, C. Nadler

Chair Popli called the meeting to order at 12:04 p.m.

The draft minutes of the December 19, 2023 meeting were presented. On motion by N. Jones, second by A. Burr, all aye, the minutes were unanimously approved.

Chair Popli gave an overview of the current status of the Pittsford Canalside Properties, LLC project application and litigation. Pittsford Canalside Properties, LLC applied for and was denied benefits by resolution dated May 16, 2023 and then commenced an Article 78 proceeding arguing that Mr. Alloco had a conflict of interest in reviewing, and voting on, the application, and that Mr. Alloco improperly influenced other COMIDA board members to oppose the application. The Court denied Pittsford Canalside's request to disqualify other board members based upon purported influence by Mr. Alloco but remanded the matter back to COMIDA "for further consideration of whether Mr. Alloco has a conflict of interest under COMIDA's Conflict of Interest Policy." The Court noted that if "the Board, through that process, finds that there is no conflict, its determination stands as it was otherwise adequate, rational and sound." On the other hand, if "the Board finds a conflict of interest, Mr. Alloco will be precluded from deliberations and voting, and the Board shall hold a new vote on the project."

Chair Popli noted that the Governance Committee is tasked with evaluating Mr. Alloco's purported conflict of interest. Once the Governance Committee evaluates the purported conflict of interest, the Governance Committee will vote on a recommendation to be made to the full COMIDA Board. Chair Popli stated that while Mr. Alloco is a member of the Governance Committee, he has recused himself from all discussions regarding the purported conflict of interest.

It was noted that no one signed up to make public comments.

The Governance Committee reviewed the following materials in analyzing whether Mr. Alloco has a conflict of interest: the COMIDA conflict of interest policy, and all pleadings and papers filed in connection with the Article 78 proceeding commenced by Pittsford Canalside in Monroe County Supreme Court. The Governance Committee also observed that in advance of the May 16, 2023 vote, no one perceived any conflict of interest as no one raised the issue and there is evidence that Pittsford Canalside expected Mr. Alloco to participate in review of the proposed project. The Governance Committee also sought guidance from counsel to better understand factually analogous conflict of interest authority. The Governance Committee acknowledges and understands that the facts and findings outlined in such authority are non-binding as each conflict of interest is evaluated on a case-by-case basis. Chair Popli asked the committee members to affirm they have reviewed all of the materials, all aye.

During discussion, Chair Popli stated that Pittsford Canalside has alleged that Mr. Alloco has a conflict of interest based on his ownership of a real estate management company that owns and operates commercial and residential properties within Monroe County, meaning the issue presented is whether Mr. Alloco's mere presence in the same industry as Pittsford Canalside constitutes a conflict of interest that would warrant his recusal from the considering and voting on Pittsford Canalside's application for COMIDA benefits. The Governance Committee has had the benefit of reviewing factual affidavits submitted by Mr. Alloco and Christopher DiMarzo in connection with the Article 78 proceeding. The Governance Committee also relies upon its knowledge of the residential real estate and rental markets in Monroe County. Based on current market dynamics, the construction of Pittsford Canalside's housing development would have little to no impact on the residential rental market in Pittsford, New York.

Mr. Jones asked what the role of the Ethics Officer is. Ms. Baranello stated that Chair Burr is the Ethics Officer and sits on the Governance Committee. Per the Conflict of Interest Policy, Chair Burr is going through the process as part of the committee and Ethics Officer and will make a report to the full board at the board meeting.

With no further comments or questions, Chair Popli noted that the COMIDA Conflict of Interest Policy does **not** require this Committee to seek guidance from New York State Agencies in every conflict of interest determination. In this case, the Governance Committee consulted with counsel regarding the matter. He then asked if any member of the Governance Committee feels the need to also seek the guidance of New York State Agencies, all nay.

Upon motion by N. Jones, second by A. Burr, all aye, the committee resolved to recommend to the full COMIDA board a finding that Joseph Alloco did not have a conflict of interest that warranted recusal or precluded him from reviewing and voting on Pittsford Canalside's application for COMIDA benefits.

There being no further business to discuss, on motion by A. Burr, second by N. Jones, all aye, the meeting of the Governance Committee was adjourned at 12:21 p.m.