

**Jefferson County Civic Facility Development Corporation**

800 Starbuck Avenue, Suite 800

Watertown, New York 13601

Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915

---

**TO:** JCCFDC Governance Committee  
W. Edward Walldroff, Chair  
Bill Johnson  
Paul Warneck

**FROM:** Donald Alexander, CEO

**DATE:** August 27, 2020

**SUBJECT:** Governance Committee Meeting Notice via Zoom

---

A JCCFDC Governance Committee meeting has been scheduled via zoom for **Thursday, September 3, 2020 at 10:00 a.m.**

The purpose of the meeting is to review the bylaws, mission statement/performance measurements, and current policies/procedures.

Please confirm your attendance with Peggy Sampson [pssampson@jcida.com](mailto:pssampson@jcida.com) at your earliest convenience.

**Zoom meeting information below:**

Join Zoom Meeting

<https://zoom.us/j/6202741706?pwd=RnFGSFJuRII1dkg1MXFrYmtsckhvZz09>

Meeting ID: 620 274 1706

Password: 800

1 929 205 6099 US (New York)

Thank you.

pss

c: David Zembiec  
David Converse  
Rob Aliasso  
John Jennings  
Lisa L'Huillier  
Kent Burto  
Greg Gardner  
Christine Powers  
Media

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION**  
**GOVERNANCE COMMITTEE MEETING via Zoom**  
**Thursday, September 3, 2020**  
**10:00 AM**

**AGENDA**

- I. Review Current Bylaws
- II. Mission Statement/Proposed Performance Measurements
- III. Review Current Policies and Procedures
  - a. Acknowledgment of Fiduciary Duties & Responsibilities
  - b. Audit and Finance Committee Charter
  - c. CEO and CFO Annual Report Certification
  - d. Certification of No Conflict of Interest & Jefferson County Financial Disclosure Form
  - e. Code of Ethics Policy
  - f. Compensation, Reimbursement and Attendance Policy
  - g. Defense and Indemnification Policy
  - h. Discretionary Funds Policy
  - i. Disposition of Real Property Guidelines
  - j. Equal Employment Opportunity Policy
  - k. Extension of Credit to Board Members and Officers
  - l. Governance Committee Charter
  - m. Independent Director Certification
  - n. Investment Policy with Financial Internal Control System
  - o. Post Issuance Compliance Procedures
  - p. Procurement Policy
  - q. Real Property Acquisition Guidelines
  - r. Records Retention and Disposition Schedule MI-1
  - s. Travel Policy
  - t. Whistleblower Policy
- IV. Other
- V. Adjourn

**BY-LAWS**

**OF**

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION**

Adopted June 2, 2011  
Reviewed October 3, 2019

**BY-LAWS**  
**OF**  
**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION**

**ARTICLE I - THE CORPORATION**

**SECTION 1. - NAME.**

The Corporation shall be known as "JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION" (hereinafter, the "Corporation").

**SECTION 2. - OFFICES.**

The principal office of the Corporation shall be located in Jefferson County, New York (the "County"). The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the activities of the Corporation may require.

**SECTION 3. - PURPOSES.**

The Corporation shall have such purposes as are now or hereafter set forth in its Certificate of Incorporation.

**ARTICLE II - MEMBERSHIP**

**SECTION 1. - COMPOSITION OF MEMBERSHIP.**

The sole Member of the Corporation shall be the County, acting by and through the Chair of its Board of Legislators, ex officio. The Corporation shall be managed by its Board of Directors in accordance with the provisions contained herein.

**SECTION 2. - RIGHTS AND POWERS OF THE MEMBERS.**

The Members shall have and exercise all the rights and powers of corporate membership created by the laws of the State of New York, the Certificate of Incorporation and the By-Laws of the Corporation.

### SECTION 3. - ANNUAL MEETING OF THE MEMBERS

The Members shall hold an annual meeting of the Members within six months after the end of each fiscal year at a convenient time and place designated by the Members. At the annual meeting, the Members shall appoint Directors pursuant to Article III hereof for positions where a new directorship is created or the term of a Director has expired, receive the annual report and transact such other business as may properly come before the meeting.

### SECTION 4. - ANNUAL REPORT TO THE MEMBERS.

At the annual meeting of the Members, the Directors or designated officer of the Corporation shall present an annual report showing in appropriate detail the following information:

- (a) A complete audited financial statement of the Corporation for the fiscal year immediately preceding the date of the report showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Corporation; and
- (b) A summary of the activities of the Corporation during the preceding year.

The annual report shall be filed with the minutes of the annual meeting.

### SECTION 5. - SPECIAL MEETINGS OF THE MEMBERS.

Special meetings of the Members may be called at any time by a majority of the Members and shall be called by the Secretary within fourteen (14) days of receipt of a written request from a majority of the Members. Such request shall state the purpose or purposes for the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of such special meeting; provided, however, if by unanimous consent all of the Members present at such meeting elect to transact business not previously described in the aforementioned notice, then the Corporation may transact such other business.

### SECTION 6. - PLACE OF MEETINGS; ORGANIZATION

All membership meetings shall be held at the principal office of the Corporation or at such other convenient location as may be determined by the Members. At each membership meeting, the Members shall select, by a vote of a majority of Members present, a Member to preside. The Secretary, or, in his or her absence, a person chosen by the Members, shall keep complete and accurate minutes of the meeting.

### SECTION 7. - NOTICE OF MEMBERSHIP MEETINGS; WAIVERS

(a) Notice of each membership meeting shall state the purpose or purposes for which the meeting is called, the place, date and time of the meeting and, unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Such notice shall be given either personally or by mail to each Member not less than

ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to a Member at his or her address as it appears on the record of Members or, if he or she shall have filed with the Secretary a written request that notices be mailed to some other address, then directed to such other address.

(b) Formal notice of meeting need not be given to a Member if he or she executes a waiver of notice, either before or after the meeting. The attendance of a Member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

#### SECTION 8. – QUORUM OF MEMBERS

(a) The presence of at least a majority of the Members shall constitute a quorum for the transaction of business at any annual or special membership meeting.

(b) A majority of the Members present at a meeting, whether or not a quorum is present, may adjourn any membership meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Members if the time and place is announced at the meeting adjourned.

#### SECTION 9. - ACTION BY THE MEMBERS

(a) Each Member shall be entitled to one vote on each matter properly submitted to the Members for action at any meeting of the Members. Unless otherwise required by law or these By-Laws, the vote of a majority of Members present at the time of a vote at a duly convened meeting, provided a quorum is then present, shall be the act of the Members.

(b) Every Member entitled to vote at a meeting of Members may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the Member or the Member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

#### SECTION 10. - PROPERTY RIGHTS OF MEMBERS

The Members shall not have any rights or interests in or to the property or assets of the Corporation.

## ARTICLE III - BOARD OF DIRECTORS

### SECTION 1. - POWER OF BOARD OF DIRECTORS.

The Corporation shall be managed by its Board of Directors, which shall establish all general policies governing its operations.

### SECTION 2. - NUMBER, ELECTION AND TERM OF DIRECTORS.

(a) The number of Directors shall be seven as established by a resolution adopted by the Members. The Directors shall be appointed by the Members, the initial sole Member shall be the County, acting by and through the Chair of the Board of Legislators of the County. The Directors shall exercise all rights of Directors as described herein and in the Certificate of Incorporation or any applicable resolution. Any subsequent increase or decrease in the size of the Board of Directors will require the approval of the Members. As used in these By-laws, "the entire Board of Directors" means the total number of Directors that the Corporation would have if there were no vacancies on the Board.

(b) All Directors shall serve at the pleasure of the Members.

(c) The Chief Executive Officer, as defined herein, may serve on the Board of Directors of the Corporation; provided, however, in such event, shall not participate in determining the level of compensation or reimbursement, or time and attendance rules for the position of Chief Executive Officer.

(d) All Directors of the Board shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as Directors within one (1) year of appointment to the Board. Thereafter, the Directors shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Corporation and the adhere to the highest standards of responsible governance.

(e) As soon as practicable and in compliance with Section 2825 of the Public Authorities Law, the majority of the Directors shall be Independent Directors, as such term is defined in paragraph (g) below.

(f) Independence. For the purposes of these By-Laws, an Independent Director means any person who:

(i) is not, and in the past two (2) years has not been, employed by the Corporation or another corporate body having the same ownership and control of the Corporation in an executive capacity;

(ii) is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for

goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Corporation;

(iii) is not a relative of an executive officer or employee in an executive position of the Corporation or another corporate body having the same ownership and control of the Corporation; and

(iv) is not, and in the past two (2) years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or another corporate body having the same ownership and control of the Corporation.

(g) Board Offices. A Chairperson, Vice-Chairperson, Treasurer and Secretary shall be elected from among the Directors of the Board at the organizational meeting and subsequent annual meetings of the Board of Directors. The term of office for the Chairperson, Vice-Chairperson, Treasurer and Secretary shall extend for one year after his or her election and until a successor is elected. The Chairperson, Vice-Chairperson, Treasurer and Secretary shall be eligible to serve an unlimited number of consecutive terms.

### SECTION 3. - RESIGNATIONS AND REMOVAL OF DIRECTORS.

(a) Any Director of the Corporation may resign at any time by giving written notice to the other Directors or to the Chairman or Chief Executive Officer, or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

(b) Any Director may be removed from the Board with or without cause by the Members or for cause by vote of a majority of the Directors provided there is a quorum of not less than a majority of the entire Board present.

### SECTION 4. - NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of Directors shall be filled as described in the resolution approving such increase. Newly created directorships resulting from any vacancies occurring for any reason shall be filled by the Members. In each case, such appointments shall be made as soon as practicable but in no event later than sixty (60) days after the increase or vacancy occurs. A Director appointed to fill a vacancy caused by resignation, death, disability or removal shall hold office for the unexpired term of his or her predecessor in office and until a successor is appointed and takes office.

### SECTION 5. - ANNUAL MEETING.

The annual meeting of the Board of Directors shall be held after the annual meeting of the Members of the Corporation described in Article II, Section 3 above at a convenient time and



location designated by the Board. Written notice of the annual meeting shall be mailed or delivered to each Director of the Corporation prior to the meeting.

#### SECTION 6. - ANNUAL REPORT.

A Director designated by the Members or the Chief Executive Officer and the Treasurer shall present at the annual meeting of the Board of Directors a copy of the annual report described in Article II, Section 4 above.

#### SECTION 7. - SPECIAL MEETINGS AND NOTICE.

Special meetings of the Board of Directors may be called at any time by a majority of Directors or by the Chief Executive Officer or any other officer of the Corporation. Written notice shall be mailed or delivered to each Director of the Corporation prior to the meeting. Said notice shall state the purposes, time and place of the special meeting and that no business other than that specified in the notice may be transacted; provided, however, if by unanimous consent all of the Directors present at such meeting elect to transact business not previously described in the aforementioned notice, then the Directors may transact such other business.

#### SECTION 8. - WAIVERS OF NOTICE.

Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

#### SECTION 9. - PLACE OF MEETINGS.

The Board of Directors may hold its meetings at such place or places within or outside the State of New York as the Directors may from time to time by resolution determine.

#### SECTION 10. – OPEN MEETINGS

The Corporation is subject to Open Meetings Law, the Corporation shall comply with the Open Meetings Law of the State of New York, as set forth within Article 7 of the Public Officers Law.

#### SECTION 11. – FREEDOM OF INFORMATION

The Corporation is subject to Freedom of Information Law, the Corporation shall comply with the Freedom of Information Law of the State of New York, as set forth within Article 6 of the Public Officers Law.

## SECTION 12. – PUBLIC AUTHORITIES ACCOUNTABILITY ACT

The Corporation is subject to the Public Authorities Accountability Act of 2005, as amended by Chapter 506 of the Laws of 2009 (collectively, the “PAAA”) and shall comply with the PAAA, as set forth within the New York State Public Authorities Law.

## SECTION 13. – STATE ENVIRONMENTAL QUALITY REVIEW ACT

Upon the determination of the Board of Directors to do business within the State of New York, the Corporation shall comply with the State Environmental Quality Review Act, as set forth within Article 8 of the New York Environmental Conservation Law.

## SECTION 14. - QUORUM AND ADJOURNED MEETINGS.

(a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at meetings of the Board. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any Director(s).

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. Notice of the adjourned meeting shall be given to all Directors.

## SECTION 15. - ACTION BY THE BOARD OF DIRECTORS.

Any corporate action to be taken by the Board of Directors means action at a meeting of the Board. Each Director shall have one vote regarding any corporate action to be taken by the Board. Except as otherwise provided by law or these By-Laws, the vote of a majority of the Directors present at the time of the vote at a duly convened meeting at which a quorum is present shall be the act of the Board of Directors. All references to actions of the Board of Directors herein and in the Certificate of Incorporation shall mean the affirmative vote of a majority of the Directors present at the time of the vote at a duly convened meeting at which a quorum is present.

## SECTION 16. - ORGANIZATION.

At each meeting of the Board of Directors, the Chairperson, or, in his or her absence, the Vice-Chairperson shall preside. The Secretary, or, in his or her absence, a person chosen by a majority of the Directors present, shall keep complete and accurate minutes of the meeting.

## SECTION 17. - ATTENDANCE AT MEETINGS.

Attendance at each meeting of the Board shall be recorded by the Secretary or the designated Director in the minutes thereof.

## SECTION 18. - COMPENSATION.

The Directors shall serve in their capacity as Directors of the Jefferson County Civic Facility Development Corporation without compensation. All Directors may be reimbursed for reasonable expenses incurred in the performance of corporate duties.

## SECTION 19. - ANNUAL INDEPENDENT AUDIT.

The Audit Committee shall present to the Board upon its completion, the annual independent audit report performed in accordance with the requirements of the PAAA and generally accepted government auditing standards certified by a firm of independent public accountants. The certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

(i) the assets and liabilities, including the status of reserve, depreciation, special or other funds including the receipts and payments of such funds, of the Corporation as of the end of the fiscal year;

(ii) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(iii) the revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes during said fiscal period;

(iv) the expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period; and

(v) a schedule of the bonds and notes of the Corporation outstanding during said fiscal period, including all refinancings, calls, refundings, defeasements, and interest rate exchange or other such agreements, and for any debt issued during the fiscal period, together with a statement of the amounts redeemed and incurred during such fiscal period as a part of a schedule of debt issuance that include the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.

Furthermore, the certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

(i) all critical accounting policies and practices to be used;

(ii) all alternative treatments of financial information within generally accepted accounting principals that have been discussed with the management of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm;

(iii) other material written communications between the certified independent public accounting firm and the management of the Corporation, such as the management letter along

with management's response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

#### SECTION 20. - PROPERTY RIGHTS.

No Director of the corporation shall, by reason of that position, have any rights to or interest in the property or assets of the Corporation.

### ARTICLE IV - COMMITTEES

#### SECTION 1. - STANDING COMMITTEES.

(a) The Standing Committees of the Board shall be as described in subparagraph (b) below. Except as otherwise provided by these By-Laws, each Standing Committee shall consist of at least three Directors. No Standing Committee shall have authority as to the following matters:

- (i) The submission to the Members of any action requiring its approval;
- (ii) The filling of vacancies on the Board of Directors or any committee;
- (iii) The amendment or repeal of these By-Laws or the adoption of new By-Laws; or
- (iv) The amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable.

(b) Until changed by amendment of these By-Laws, the Corporation shall have the following Committees:

Audit and Finance Committee. There shall be an Audit and Finance Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the Directors of the Corporation at each annual meeting of the Board and shall serve until the next annual meeting. To the extent practicable, members of the Audit and Finance Committee should be familiar with corporate financial and accounting practices. The Audit and Finance Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the PAAA to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit. The Audit and Finance Committee shall have the responsibility to review proposals for the issuance of debt by the Corporation and its subsidiaries, if any, and make recommendations.

Governance Committee. There shall be a Governance Committee consisting entirely of Independent members, who shall be elected by a plurality of the votes cast by the Directors of the Corporation at each annual meeting of the Directors and shall serve until the next annual meeting. The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Corporation's corporate governance principles, and advise the Members and Directors on the skills and experience required of potential Directors.

## SECTION 2. - SPECIAL COMMITTEES.

The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may create Special Committees, which shall have only the powers specifically delegated to them and shall in no case have powers which are not authorized for Standing Committees. The members of Special Committees shall be appointed by a plurality of the votes cast by the Directors of the Corporation.

## SECTION 3. - MEETINGS.

Meetings of committees shall be held at such times and places as shall be fixed by the respective committee chairpersons, or by vote of a majority of all of the members of the committee. Written notice shall be mailed (via regular mail or electronic mail) or delivered to all members of the committee prior to each meeting. Written minutes of the proceedings shall be kept at all committee meetings and shall be submitted at the next meeting of the Board. The Chief Executive Officer and Chairperson of the Board of Directors of the Corporation, or their respective designees, may attend all committee meetings, but will not possess any voting rights unless otherwise granted by said committees.

## SECTION 4. - QUORUM.

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business.

## SECTION 5. - MANNER OF ACTING.

Any corporate action to be taken by a committee shall mean such action to be taken at a meeting of the committee. Action by a committee shall be taken by majority vote at a meeting.

## ARTICLE V - OFFICERS

### SECTION 1. – CHIEF EXECUTIVE OFFICER; CHIEF FINANCIAL OFFICER; OTHER OFFICERS.

The Corporation may have a Chief Executive Officer, a Chief Financial Officer, and a Secretary and other officers and assistant officers as the Board of Directors may determine. The offices of Chief Executive Officer and Secretary shall not be held by the same person. The officers shall have such duties as may be prescribed by these By-Laws and the Board of Directors.

### SECTION 2. - TERMS OF OFFICERS.

The officers shall be appointed by the Directors at its annual meeting. Unless a shorter term is provided in the resolution of the Board appointing such officer, the term of office of each officer shall extend for one year after his or her appointment and until a successor is appointed and qualified. Officers shall be eligible to serve an unlimited number of consecutive terms.

### SECTION 3. - ADDITIONAL OFFICERS.

Additional officers may be appointed for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine. Such positions may include an Acting Chief Financial Officer and Acting Secretary, and any other position established by the Board of Directors from time to time.

### SECTION 4. - REMOVAL OF OFFICERS.

Any officer may be removed by majority vote of the Directors, with or without cause, at any time, provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting at which such action is taken.

### SECTION 5. - RESIGNATION.

Any officer may resign at any time by giving written notice to the Board of Directors, the Chief Executive Officer or the Secretary; provided, however, the Chief Executive Officer must provide written notice of its intent to resign to the Board of Directors and the Secretary must provide written notice of its intent to resign to the Chairperson or the Board of Directors. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

### SECTION 6. - VACANCIES.

A vacancy in any office of the Corporation shall be filled by the majority vote of the entire Board of Directors.

SECTION 7. –CHIEF EXECUTIVE OFFICER.

The Board of Directors shall appoint the Chief Executive Officer by resolution, which resolution shall set the Chief Executive Officer's annual compensation. The Chief Executive Officer shall generally supervise all affairs of the Corporation. The Chief Executive Officer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. - SECRETARY.

It shall be the duty of the Acting Secretary to supervise the preparation of minutes of all meetings of the Members and the Board of Directors and its committees, the giving of all notices required to be given by the Corporation, and the keeping of a current list of the Members of the Corporation, Directors and officers and their residence addresses. The Acting Secretary shall be responsible for supervising the preparation and maintenance of the books and records of the Corporation. The Acting Secretary shall attend to such correspondence as may be assigned to him or her and perform all the duties customarily incidental to that office and such other duties as may be assigned to him or her by the Board of Directors or the Chief Executive Officer. From time to time, the Board of Directors may employ or contract with an appointed Acting Secretary to whom the Board of Directors may designate certain duties of the Secretary and other such duties as may be assigned to him or her.

SECTION 9. – TREASURER/CHIEF FINANCIAL OFFICER.

The Board of Directors shall appoint the Chief Financial Officer by resolution, which resolution shall set the Chief Financial Officer's annual compensation. It shall be the duty of the Chief Financial Officer of the Corporation, with oversight by the Treasurer, to oversee the financial affairs of the Corporation, report at each regular meeting of the Board of Directors, and participate in preparing the annual report of the Corporation and the filing of all required tax returns and other regulatory reports. The Chief Financial Officer shall perform such other duties as may be assigned to him or her by the Board of Directors, the Treasurer or the Chief Executive Officer.

SECTION 10. – JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY - PERSONNEL.

The Corporation may use the agents, employees and facilities of the County and/or the Jefferson County Industrial Development Agency ("JCIDA") to perform any or all of its functions as described in the Certificate of Incorporation and these By-Laws. In such event, the Corporation will, by resolution, enter into a contract with the County and/or JCIDA providing the terms upon which the County and/or JCIDA will provide the use of its agents, employees and facilities to the Corporation and the compensation, if any, that the Corporation shall pay to the County and/or JCIDA for the use by the Corporation of County and/or JCIDA agents, employees and facilities.

## **ARTICLE VI - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

### **SECTION 1. - EXECUTION OF CONTRACTS.**

The Board of Directors may on its own, except as these By-Laws otherwise provide, or may authorize any officer or officers, agent or agents, employee or employees, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

### **SECTION 2. - LOANS.**

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

### **SECTION 3. - CHECKS, DRAFTS, ETC.**

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, must be signed on behalf of the Corporation by two of following persons: the Chief Executive Officer, the Treasurer or the Chairperson of the Board.

### **SECTION 4. - DEPOSITS.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer may recommend and the Board of Directors approves.

### **SECTION 5. - INVESTMENTS.**

The Board of Directors may authorize the Corporation to contract with an investment advisor and custodian to manage its investments in accordance with an investment policy established by the Board.



## **ARTICLE VII - GENERAL**

### **SECTION 1. - SEAL.**

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

### **SECTION 2. - BOOKS AND RECORDS.**

There shall be kept by the Corporation (1) correct and complete books and records of account, (2) minutes and statements of written action by the Members, (3) minutes of the proceedings of the Board of Directors and its committees, (4) a current list of the Members, Directors and officers of the Corporation and their residence addresses, (5) a copy of the Certificate of Incorporation, and (6) a copy of these By-Laws. The foregoing items shall be subject to inspection and/or audit at any time by or at the direction of the Board of Directors.

### **SECTION 3. - INDEMNIFICATION.**

The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

### **SECTION 4. - INTERESTED DIRECTORS AND OFFICERS.**

The Board of Directors may adopt a policy regarding conflicts of interest which shall apply to all directors and officers.

### **SECTION 5. - LOANS TO MEMBERS AND OFFICERS.**

The Corporation, either directly or indirectly, including through any subsidiary, is prohibited from extending or maintaining credit, arranging for the extension of credit or renewing any extension of credit, in the form of a personal loan to or for any Member, Director, or Officer, or to any other company, corporation, firm, association or other entity in which one or more of the Members, Directors or Officers of the Corporation are members, director or officers or hold a substantial financial interest.

## **ARTICLE VIII - FISCAL YEAR**

The fiscal year of the Corporation shall commence on the first day of October of each calendar year and end on the last day of September.

## **ARTICLE IX - RULES OF ORDER AND BYLAW CHANGES**

### **SECTION 1. - RULES OF ORDER.**

Meetings of the Members and the Board of Directors and its committees shall be governed by Robert's Rules of Order, except in cases otherwise provided for by these By-Laws.

### **SECTION 2. – BY-LAW CHANGES.**

These By-Laws may be amended, repealed or adopted only by a majority of the Directors of the Corporation, or a majority of the Members, whose actions at all times shall supersede actions by the Directors.

JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
MISSION STATEMENT

Adopted May 3, 2012  
Amended 10/01/15  
Amended 10/04/18  
Reviewed 10/03/19

I. BACKGROUND:

Pursuant to Chapter 506 of the Laws of 2009, known as the Public Authorities Reform Act of 2009 ("PARA"), which added a new Section 2824-a in Public Authorities Law ("PAL") of the State of New York (the "State"), state and local public authorities are required to develop and adopt a mission statement and related performance measures to assist the authority determine how well it is carrying out its mission. For local authorities, as defined within PAL Section 2, this Mission Statement and the related Performance Measures are to be filed with the New York State Authority Budget Office ("ABO") by March 31, 2011.

JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION (hereinafter called the "Corporation") was established as private, not-for-profit local development corporation of the State as a supporting organization for the County of Jefferson (the "County") pursuant to a Certificate of Incorporation (the "Certificate") filed with the Secretary of State on April 25, 2011 pursuant to and in accordance with Section 1411 of the Not-for-Profit Corporation Law ("N-PCL" and herein, the "LDC Act") and constitutes a "Local Authority" as defined by PAL Section 2 and therefore is subject to the transparency, compliance and reporting requirements established pursuant to PARA and the Public Authorities Accountability Act of 2005 ("PAAA").

The Corporation was established exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burden of government and act in the public interest. Pursuant to the LDC Act and the Certificate, the Corporation is vested with powers to accomplish these corporate purposes.

The County, acting by and through the Chair of its Board of Legislators, serves as the sole Member of the Corporation and the Ex officio Directors of the Corporation are appointed from the Membership. Pursuant to and in accordance with the LDC Act, the Corporation has adopted By-laws governing the actions and activities of the Directors of the Corporation, along with its officers and employees. In accordance with the LDC Act, PAAA and PARA, the Corporation has further adopted and complies with the following corporate policies (collectively, the "Corporation Policies"):

- a) Corporation Acknowledgement of Fiduciary Duties & Responsibilities;
- b) Corporation Audit and Finance Committee Charter;
- c) Corporation CEO & CFO Annual Report Certification;

- d) Corporation Certification of No Conflict of Interest & Jefferson County Financial Disclosure Form;
- e) Corporation Code of Ethics Policy;
- f) Corporation Compensation, Reimbursement and Attendance Policy;
- g) Corporation Defense and Indemnification Policy;
- h) Corporation Discretionary Funds Policy;
- i) Corporation Disposition of Real Property Guidelines;
- j) Corporation Equal Employment Opportunity Policy;
- k) Corporation Extension of Credit to Board Members and Officers;
- l) Corporation Governance Committee Charter;
- m) Corporation Independent Director Certification;
- n) Corporation Investment Policy with Internal Controls;
- o) Corporation Post Issuance Compliance Procedures;
- p) Corporation Procurement Policy;
- q) Corporation Real Property Acquisition Guidelines;
- r) Corporation Records Retention and Disposition Schedule MI-1;
- s) Corporation Travel Policy; and
- t) Corporation Whistleblower Policy.

In addition, as a public benefit corporation of the State, the Corporation is subject to and complies with applicable provisions of the Public Officers Law, including the Open Meetings Law (“OML”) and Freedom of Information Law (“FOIL”), along with the State Environmental Quality Review Act (“SEQRA”).

## II. CORPORATION MISSION STATEMENT

The Corporation was established pursuant to the LDC Act with purposes and powers as set forth within the Certificate, and the Corporation’s Mission includes undertaking projects and programmatic initiatives in furtherance of and promote and provide initiatives to advance the job opportunities, health, general prosperity and economic welfare of the people of Jefferson County. In furtherance of the purposes and powers vested in the Corporation pursuant to the LDC Act, the Corporation shall undertake projects, programs and initiatives to achieve the purposes as set forth within the LDC Act. In addition, and in doing so, the Corporation shall adhere to its adopted policies and applicable statutory requirements, including PAAA, PARA, OML, FOIL, and SEQRA.

The Corporation’s goals include continued compliance with current obligations and responsibilities associated with ongoing projects and programs, in addition to identifying new projects and programs that will achieve the Corporation’s purposes and Mission. In furtherance of these stated goals, the Corporation will endeavor to comply with all applicable provisions of the Act, PAAA and PARA. With these stated goals established, the Corporation’s values are to maintain the highest ethical standards applicable to public officials and local authorities.

## III. ANNUAL PERFORMANCE REVIEW MEASURES

The Corporation shall annually review this Mission Statement and identify whether the Corporation (i) continues to meet its stated mission, goals and values; (ii) can quantify measures of improvement to better meet its stated mission, goals and values; (iii) can become more effective and efficient; and (iv) is meeting the interests of the Corporation. In furtherance of the foregoing Performance Measures, the Corporation shall further undertake the following annual measures:

- 1) Assure that all current Corporation Members have acknowledged that they have read and understood the mission of the Corporation;
- 2) An annual review and affirmation of the Corporation's membership, board, committee and management structure;
- 3) An annual review and affirmation of its policies, along with Corporation appointment of Management of the Corporation, along with articulation of the respective roles, goals and expectations of each.

## Authority Mission Statement and Performance Measurements

**Name of Public Authority:** Jefferson County Civic Facility Development Corporation

**Public Authority's Mission Statement:**

To advance the job opportunities, health, general prosperity and economic welfare of the people of Jefferson County.

**Date Adopted:** May 3, 2012, Amended 10/1/20

<b>List of Performance Goals:</b>	<b>2019 Results:</b>
1. Job Creation	1.
2. Job Retention	2.
3. Capital Investment Leveraged	3.

**Additional questions:**

- 1. Have the board members acknowledged that they have read and understood the mission of the public authority?**

Yes, the Board of Directors of the JCCFDC have read and understand the mission statement that was adopted on May 3, 2012.

- 2. Who has the power to appoint the management of the public authority?**

The Board of Directors has the power to appoint the management of the JCCFDC.

- 3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?**

The JCCFDC's bylaws give the Board of Directors authority to appoint management. They establish a process for removal of officers and for filling vacancies resulting from resignation or other reasons.

- 4. Briefly describe the role of the Board and the role of management in the implementation of the mission.**

The role of the Board of Directors regarding the implementation of the JCCFDC's mission is to provide oversight, input, policy setting and validation that serve to fulfill measurements and results. The Board annually reviews and approves the Corporation's mission.

The role of management in the implementation of the mission is to collaborate with the Board of Directors using established programs, policies, and activities as directed by the Board of Directors.

**5. Has the Board acknowledged that they have read and understood the responses to each of these questions?**

Yes, the Board of Directors acknowledged their understanding of the responses to each of these questions in public session.

## JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION ACKNOWLEDGEMENT OF FIDUCIARY DUTIES AND RESPONSIBILITIES

As a member of the Board of Directors of the Jefferson County Civic Facility Development Corporation (the "Corporation"), I understand that I have a fiduciary obligation to perform my duties and responsibilities to the best of my abilities, in good faith and with proper diligence and care, consistent with the enabling statute, mission, and By-Laws of the Corporation and the laws of New York State. The requirements set forth in this acknowledgement are based on the provisions of New York State law, including but not limited to the Public Authorities Reform Act of 2005, as amended by Chapter 506 of the Laws of 2009 of the State of New York, Public Officers Law, and General Municipal Law. As a member of the Board of Directors:

### I. Mission Statement

I have read and understand the mission of the Corporation; and the mission is designed to achieve a public purpose on behalf of the State of New York. I further understand that my fiduciary duty to this Corporation is derived from and governed by its mission.

I agree that I have an obligation to become knowledgeable about the mission, purpose, functions, responsibilities, and statutory duties of the Corporation and, when I believe it necessary, to make reasonable inquiry of management and others with knowledge and expertise so as to inform my decisions.

### II. Deliberation

I understand that my obligation is to act in the best interests of the Corporation and the people of the State of New York whom the Corporation serves.

I agree that I will exercise independent judgment on all matters before the Board of Directors.

I understand that any interested party may comment on any matter or proposed resolution that comes before the Board of Directors consistent with the laws governing procurement policy and practice, be it the general public, an affected party, a party potentially impacted by such matter or an elected or appointed public official. However, I understand that the ultimate decision is mine and will be consistent with the mission of the Corporation and my fiduciary duties as a member of the Corporation's Board of Directors.

I will participate in training sessions, attend Board and committee meetings, and engage fully in the Board's and committee's decision-making process.

### III. Confidentiality

I agree that I will not divulge confidential discussions and confidential matters that come before the Board of Directors for consideration or action.

### IV. Conflict of Interest

I agree to disclose to the Board any conflicts, or the appearance of a conflict, of a personal, financial, ethical, or professional nature that could inhibit me from performing my duties in good faith and with due diligence and care.

I do not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of my duties in the public interest.



Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Corporation Name: Jefferson County Civic Facility Development Corporation

Date: \_\_\_\_\_

## **JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION**

### **AUDIT AND FINANCE COMMITTEE CHARTER**

Adopted 5/3/2012 – Reviewed 10/03/19

#### **I. Purpose**

Pursuant to the By-laws of Jefferson County Civic Facility Development Corporation (the “Corporation”), and in accordance with the Public Authorities Accountability Act of 2005 and Public Authority Reform Act of 2009, there is established an Audit and Finance Committee of the Corporation whose purpose shall be to (1) assure that the Corporation’s board fulfills its responsibilities for the Corporation’s internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; (2) provide an avenue of communication between management, the independent auditors, the internal auditors, and the board of directors; and (3) review proposals for the issuance of debt by the Corporation and make recommendations regarding such proposals.

#### **II. Powers of the Audit and Finance Committee**

It shall be the responsibility of the audit and finance committee to:

- Appoint, compensate, and oversee the work of any public accounting firm employed by the Corporation.
- Conduct or authorize investigations into any matters within its scope of responsibility.
- Seek any information it requires from Corporation employees, all of whom should be directed by the board to cooperate with committee requests.
- Meet with Corporation staff, independent auditors or outside counsel, as necessary.
- Review proposals for the issuance of debt and make recommendations.
- Retain, at the Corporation’s expense, such outside counsel, experts and other advisors as the audit committee may deem appropriate.

The Corporation Board will ensure that the Audit and Finance Committee has sufficient resources to carry out its duties.

#### **III. Composition of Committee and Selection of Members**

The Audit and Finance Committee shall consist of at least three members of the Corporation Board who are independent as defined in the Public Authorities Accountability Act of 2005. The Corporation Board will appoint the Audit and Finance Committee members and the committee chair.

Audit and Finance Committee members shall be prohibited from being an employee of the Corporation or an immediate family member of an employee of the Corporation. In addition, audit and finance committee members shall not engage in any private business transactions with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation, or be an immediate family member of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

Ideally, all members on the Audit and Finance Committee shall possess or obtain a basic understanding of governmental financial reporting, auditing and debt issuances. The audit and finance committee shall have access to the services of at least one financial expert; whose name shall be disclosed in the annual report of the Corporation.

The Audit and Finance Committee's financial expert should have 1) an understanding of generally accepted accounting principles and financial statements; 2) experience in preparing or auditing financial statements of comparable entities; 3) experience in applying such principles in connection with the accounting for estimates, accruals and reserves; 4) experience with internal accounting controls, 5) debt issuances and 6.) an understanding of Audit and Finance Committee functions.

#### **IV. Meetings**

The Audit and Finance Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

Members of the Audit and Finance Committee are expected to attend each committee meeting, in person or via videoconference. The audit and finance committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

The Audit and Finance Committee will meet with the Corporation's independent auditor at least annually to discuss the financial statements of the Corporation.

Meeting agendas will be prepared for every meeting and provided to the audit and finance committee members along with briefing materials five business days before the scheduled audit and finance committee meeting. The audit and finance committee will act only on the affirmative vote of a majority of the members at a meeting. Minutes of these meetings will be recorded.

#### **V. Responsibilities**

The Audit and Finance Committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) the Corporation's internal auditors; (c) oversight of management's internal controls, compliance and risk assessment practices; (d) special investigations and whistleblower policies; and (e) issues related to debt issuance and the financial practices of the Corporation.

**A. Independent Auditors and Financial Statements**

The Audit and Finance Committee shall:

- Appoint, compensate and oversee independent auditors retained by the Corporation and pre-approve all audit services provided by the independent auditor.
- Establish procedures for the engagement of the independent auditor to provide permitted audit services. The Corporation's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the audit committee. Non-audit services include tasks that directly support the Corporation's operations, such as bookkeeping or other services related to the accounting records or financial statements of the Corporation, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.
- Review and approve the Corporation's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
- Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
- Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

**B. Internal Controls, Compliance and Risk Assessment**

The Audit and Finance Committee shall:

- Review management's assessments of the effectiveness of the Corporation's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

**C. Special Investigations**

The Audit and Finance Committee shall:

- Ensure that the Corporation has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers, or employees of the Corporation or any persons having business dealings with the Corporation or breaches of internal control.

- Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.
- Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation.

**D. Other Responsibilities of the Audit and Finance Committee**

The Audit and Finance Committee shall:

- Review proposals for the issuance of debt and to make recommendations.
- Present annually to the Corporation Board a written report of how it has discharged its duties and met its responsibilities as outlined in the charter.
- Obtain any information and training needed to enhance the committee members' understanding of the role of internal audits and the independent auditor, the risk management process, internal controls, debt issuances and a certain level of familiarity in financial reporting standards and processes.
- Review the committee's charter annually, reassess its adequacy, and recommend any proposed changes to the board of the Corporation. The Audit and Finance Committee charter will be updated as applicable laws, regulations, accounting and auditing standards change.

**FORM OF  
CERTIFICATE OF THE CHIEF EXECUTIVE OFFICER  
AND THE CHIEF FINANCIAL OFFICER  
OF THE JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION**

The undersigned Chief Executive Officer and Chief Financial Officer of the Jefferson County Civic Facility Development Corporation, a local development corporation organized pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certify, pursuant to subdivision 3 of Section 2800 of the Public Authorities Law, as follows:

The financial information provided within the Annual Report of the Jefferson County Civic Facility Development Corporation (the "Corporation"), dated as of \_\_\_\_\_, 20\_\_ (the "Annual Report"), is accurate, correct, and does not contain any untrue statement of material fact. The Annual Report does not omit any material fact which, if omitted, would cause the report to be misleading in light of the circumstances under which the report and any such statements made therein are made. The Annual Report fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presents in said report.

The Annual Report is hereby approved.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer and Chief Financial Officer have executed this Certificate as of this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name:  
Title: Chief Executive Officer

\_\_\_\_\_  
Name:  
Title: Chief Financial Officer

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
CERTIFICATION OF NO CONFLICT OF INTEREST**

I, \_\_\_\_\_, being a duly appointed (member/officer/employee) of the Jefferson County Civic Facility Development Corporation (the "Corporation"), do hereby certify pursuant to the By-laws and policies of the Corporation, that neither I nor my spouse, minor children, nor dependents has any interest in any contract with the Corporation; and I do further certify that I am not engaged in any activity which would constitute a conflict of interest, as defined within the Not-For-Profit Corporation Law of the State of New York.

Further, I hereby certify that I have (1) not accepted other employment which will impair my independence of judgment in the exercise of my official duties; (2) not accepted employment or engaged in any business or professional activity which will require me to disclose confidential information which I have gained by reason of my being a member of the Board of Directors of the Corporation; (3) not disclosed confidential information acquired in the course of my official duties nor used such information to further my own personal interests; (4) not used or attempted to use my position with the Corporation to secure unwarranted privileges or exemptions for myself or others; (5) not engaged in any transaction as a representative or agent of the Corporation with any business entity in which I have a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of my official duties; (6) not given reasonable basis for the impression that any person can improperly influence me or unduly enjoy my favor in the performance of my duties, or that I am affected by the kinship, rank, position or influence of any party or person; (7) abstained from making personal investments in enterprises which I have reason to believe may be directly involved with my responsibilities or which will otherwise create substantial conflict between my duty in the public interest and my private interests; and (8) endeavored to pursue a course of conduct which will not raise suspicion among the public that I am likely to be engaged in acts that are in violation of my Corporation responsibilities.

DATE: \_\_\_\_\_, 20\_\_

\_\_\_\_\_  
Signature

**ANNUAL STATEMENT OF FINANCIAL DISCLOSURE**

**COUNTY OF JEFFERSON**

For the period of **January 1, 2018 through December 31, 2018**

**Name and Address**

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Department or Agency

\_\_\_\_\_  
County Address

\_\_\_\_\_  
County Telephone

**Spouse and Children**

Provide the name of your spouse (if married) and the names of any dependent children.

\_\_\_\_\_  
Spouse

\_\_\_\_\_  
Child/Age

\_\_\_\_\_  
Child/Age

\_\_\_\_\_  
Child/Age

\_\_\_\_\_  
Child/Age

\_\_\_\_\_  
Child/Age



**INSTRUCTIONS**

PLEASE COMPLETE THE INFORMATION REQUESTED FOR EACH OF THE AREAS OF POTENTIAL CONFLICT SET FORTH AS ITEMS 1 THROUGH 5 (i.e., Financial Interests, Third-Party Reimbursements, Gifts and Honoraria, Interest in Contracts, Debts and Political Parties).

For the purpose of completing the "Reporting Category" for items 1a through 1d, 2, 3 and 4, no exact dollar amounts are to be included; rather all amounts are to be indicated using the following categories:

- "A"           \$     0 - \$ 5,000
- "B"           \$ 5,001 - \$ 20,000
- "C"           \$20,001 - \$ 60,000
- "D"           \$60,001 - \$100,000
- "E"           Over \$100,001

1. **Financial Interests**

- a. Business Positions - list any office, trusteeship, directorship, partnership, or other position in any business, association, proprietary, or not-for-profit organization for you, your spouse, and your dependent children, if any, and indicate whether these businesses are involved with the County of Jefferson in any manner.

Family Member	Position	Organization	County Dept. or Agency and Nature of Involvement	Reporting Category
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

- b. Outside Employment - Describe any outside occupation, employment, trade, business, or profession held by you, your spouse, and your dependent children, if any, and indicate whether such activities are regulated by any state or local agency, as well as any contract, promise or agreement for future employment with respect to your present employment with Jefferson County.

Family Member	Position	Organization	County Dept. or Agency and Nature of Involvement	Reporting Category
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

- c. Investments - Itemize and describe all investments or capital stock above a 5% share of ownership in any business, corporation or partnership, for you, your spouse, or your dependent children, if any. List the location of all real estate within the County, or within five (5) miles of the County, in which you, your spouse, or your dependent children, personally own or have an interest through those holdings listed above.

Family Member	Name and Address of Business	Description of Investment	Reporting Category
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- d. Other Income - Identify the source and nature of any other income from any source not described above, including teaching income, lecture fees, consultant fees, contractual income, or income which you continue to receive from past employment, or other income of any nature, for you, your spouse, and your dependent children, if any.

Family Member	Name and Address of Source	Nature of Income	Reporting Category
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

2. **Third-Party Reimbursements, Gifts and Honoraria**

Identify and describe the source of any third-party reimbursement for travel-related expenditures in excess of \$250 for any matter that relates to your official duties. The term "reimbursement" includes any travel-related expenses provided by anyone other than the County for speaking engagements, conferences, or fact-finding events that relate to your official duties. List the source of all gifts aggregating in excess of \$250 received during the last year by you, your spouse, or dependent children, excluding gifts from a relative. Gifts include cash, property, personal items, honoraria, forgiveness of debt and any other payments not reportable as income.

Source	Description and Reporting Category
_____	_____
_____	_____
_____	_____

3. **Interest in Contracts**

Describe any interest of you, your spouse, or your dependent children, if any, in any contract involving the County, or any municipality within the County.

Family Member	Contract Description	Reporting Category
_____	_____	_____
_____	_____	_____
_____	_____	_____

4. **Debts**

Describe all debts of you, your spouse and dependent children in excess of \$5,000.00.

Name of Debtor	Name of Creditor	Reporting Category
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

5. **Political Parties**

List any position you held within the last five (5) years as an officer of any political party, political committee, or political organization. The term "political organization" includes any independent body or any organization that is affiliated with, or a subsidiary of, a political party.

_____	_____
_____	_____

I hereby certify, under penalty of perjury, that the information disclosed on this form is true and complete, to the best of my knowledge.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**JEFFERSON COUNTY ETHICS CODE**  
**ANNUAL CERTIFICATION OF REVIEW**

Article VI of the Jefferson County Code of Ethics, enacted by Local Law No. 2 of 1990, as amended provides that:

Every official, officer and employee is required to attest, on an annual basis that he or she has reviewed the Code of Ethics of the County of Jefferson, to be made on or before March 31 of the year for which the employment is in effect. Such attestation is to be filed with the Ethics Board.

I HEREBY CERTIFY that in compliance with the foregoing rule, I have reviewed the Code of Ethics of Jefferson County, and have met the aforesaid review requirement for the current calendar year.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Date

**PLEASE FILE THIS CERTIFICATION WITH YOUR ANNUAL FINANCIAL DISCLOSURE STATEMENT.**

**CODE OF ETHICS  
OF  
JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION**

The members of the board (the "Board") of the Jefferson County Civic Facility Development Corporation (the "Corporation"), a duly established local development corporation created pursuant to Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the "State"), along with the officers and staff of the Corporation, shall comply with and adhere to the provisions of the Not-For-Profit Corporation Law of the State.

Further, no director, officer, or employee of the Corporation shall (1) accept other employment which will impair his or her independence of judgment in the exercise of his or her official duties; (2) accept employment or engage in any business or professional activity which will require him or her to disclose confidential information which he or she has gained by reason of his or her official position of authority; (3) disclose confidential information acquired by him or her in the course of his or her official duties nor use such information to further his or her personal interests; (4) use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself, herself or others; (5) engage in any transaction as a representative or agent of Corporation with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of his or her official duties; (6) by his or her conduct, give reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties, or that he or she is affected by the kinship, rank, position or influence of any party or person; (7) not abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or her or which will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest; and (8) not endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of his or her trust.

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY**

Pursuant to and in accordance with the Not-For-Profit Corporation Law of the State of New York, the members of the board (the "Board") of the Jefferson County Civic Facility Development Corporation (the "Corporation") shall serve without salary and be appointed as described in the By-Laws of the Corporation but may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board.

The officers, employees and agents of the Corporation shall serve at the pleasure of the Corporation at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board.

The members of the Board and officers of the Corporation shall be available as required to perform the operations of the Corporation and as set forth within the By-Laws of the Corporation, as may be amended, restated or revised by the Board from time to time, in accordance with the By-Laws. Said members and officers of the Corporation shall put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Corporation and any other directives of the Board relating to same.

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
DEFENSE AND INDEMNIFICATION POLICY**

Pursuant to the By-Laws of the Jefferson County Civic Facility Development Corporation (the "Corporation"), the Corporation shall indemnify all members of the Board of the Corporation and each officer and employee thereof, in the performance of their duties, and to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law of the State of New York.



## Discretionary Funds Policy

Adopted January 3, 2013

Reviewed October 3, 2019

The following is the policy of the Jefferson County Civic Facility Development Corporation (The Corporation) governing the use of the Corporation's Discretionary Funds.

As a broad statement of the Corporation's policy: The Corporation will not use its funds to further interests beyond those which are the enumerated power, duty and purpose of the Corporation. The use of its funds shall, in all cases, directly relate to the mission and public purpose of the Corporation.

As regards specific acceptable expenditures, the following examples are provided:

1. Travel expenses directly related to the Mission of the Corporation. These reimbursements should follow, wherever possible, guidelines established by the GSA as considered reasonable and responsible. This would include meals of staff operating in pursuit of the Corporation's mission. All of these expenses must be reasonable in nature and documented.
2. Meals and refreshments for Board members offered during official meetings of The Corporation and those other meetings that are directly related to Corporation business.
3. Expenditures that fall within acceptable standards for marketing the programs and policies of the Corporation.
4. Technology that supports the effective role of the Board of Directors and Staff to include tablets, cell phones and computers.

As regards to specific unacceptable expenditures, the following examples are provided:

1. Gifts for staff, directors and/or family members.
2. Subsidized or free use of the Corporation services for the personal use of current or former board members, staff, or family members.
3. Celebrations for special occasions that do not directly relate to the purpose of the Corporation, such as catering or decorations for summer picnics, office parties and holiday or retirement parties.
4. Charitable contributions or sponsorships of events not associated with Corporation's mission.

5. Purchases of alcohol or tobacco products.
6. Personal use of authority vehicles, unless properly documented for tax purpose.
7. Costs to purchase or mail holiday cards, invitations or expressions of sympathy to staff or families of Corporation staff.
8. Assignment of cell phones, tablets or vehicles to non-Corporation staff.
9. Personal use of Corporation resources including but not limited to office supplies.

Absent specific statutory power, public authorities may not use public funds to purchase items considered personal expenses or that are intended to personally benefit an employee or director. Expenses such as those listed above do not advance a public purpose and should be considered personal in nature and violate the policy of the Corporation.

-0-

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
DISPOSITION OF REAL PROPERTY GUIDELINES  
ADOPTED PURSUANT TO SECTION 2896 OF THE PUBLIC AUTHORITIES LAW**

Adopted 6/2/2011  
Reviewed 10/03/19

**SECTION 1. DEFINITIONS**

A. "Contracting officer" shall mean the officer or employee of the Jefferson County Civic Facility Development Corporation (the "Corporation") who shall be appointed by resolution to be responsible for the disposition of property.

B. "Dispose" or "disposal" shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the Public Authorities Law.

C. "Property" shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

**SECTION 2. DUTIES**

A. The Corporation shall:

(i) maintain adequate inventory controls and accountability systems for all property owned by the Corporation and under its control;

(ii) periodically inventory such property to determine which property shall be disposed of;

(iii) produce a written report of such property in accordance with subsection B herewith; and

(iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 3 below.

B. The Corporation shall

(i) publish, not less frequently than annually, a report listing all real property owned in fee by the Corporation. Such report shall consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Corporation and the name of the purchaser for all such property sold by the Corporation during such period; and

(ii) shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of

General Services, and the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly).

### SECTION 3. TRANSFER OR DISPOSITION OF PROPERTY

A. Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the "Contracting Officer") shall have supervision and direction over the disposition and sale of property of the Corporation. The Corporation shall have the right to dispose of its property for any valid corporate purpose.

B. Custody and Control. The custody and control of Corporation property, pending its disposition, and the disposal of such property, shall be performed by the Corporation or by the Commissioner of General Services when so authorized under this section and applicable law.

C. Method of Disposition. Unless otherwise permitted, the Corporation shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Corporation and/or contracting officer deems proper. The Corporation may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, no disposition of real property, any interest in real property shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction and provided further, that no disposition of any other property, which because of its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar property, shall be made without a similar appraisal..

D. Sales by the Commissioner of General Services (the "Commissioner"). When the Corporation, if authorized to do so by applicable law, shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Corporation may enter into an agreement with the Commissioner of pursuant to which Commissioner may dispose of property of the Corporation under terms and conditions agreed to by the Corporation and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.

E. Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Corporation, purporting to transfer title or any other interest in property of the Corporation in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to the closing.

F. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

(i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Corporation shall be made after publicly advertising for bids except as provided in subsection (iii) of this Section F.

(ii) Whenever public advertising for bids is required under subsection (i) of this Section F:

(A) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property proposed for disposition;

(B) all bids shall be publicly disclosed at the time and place stated in the advertisement; and

(C) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Corporation, price and other factors considered; provided, that all bids may be rejected at the Corporation's discretion.

(iii) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (i) and (ii) of this Section F but subject to obtaining such competition as is feasible under the circumstances, if:

(A) the personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significance, rarity, or other quality of similar effect, that would tend to increase its value, or if the personal property is to be sold in such quantity that, if it were disposed of under subsections (i) and (ii) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;

(B) the fair market value of the property does not exceed fifteen thousand dollars (\$15,000);

(C) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;

(D) the disposal will be to the state or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;

(E) under those circumstances permitted by subsection (v) below; or

(F) such action is otherwise authorized by law.

(iv) (A) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:

(1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars (\$15,000);

(2) any real property that has an estimated fair market value in excess of one hundred thousand dollars (\$100,000), except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph;

(3) any real property disposed of by lease, if the estimated annual rent over the term of the lease is in excess of fifteen thousand dollars (\$15,000); or

(4) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

(B) Each such statement shall be transmitted to the persons entitled to receive copies of the report required under Section 2(B) above not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Corporation.

(v) Disposal of Property for less than Fair Market Value ("FMV").

(A) No assets owned, leased or otherwise in the control of the Corporation may be sold, leased, or otherwise alienated for less than its FMV except if:

(1) the transferee is a government or public entity and terms of transfer require ownership and use to remain with the government or public entity; or

(2) the purpose of transfer is within purpose, mission of the Corporation; or

(3) the Corporation provides written notification to the Governor, the Speaker of the Assembly, and the Temporary President of the Senate; provided, however, that such notification is subject to denial by the Governor, the Speaker of the Assembly, and the Temporary President of the Senate pursuant to the PAAA.

(B) If the Corporation proposes to make a transfer below FMV, the following information is required to be provided to the Corporation's Board of Directors and the public:

(1) a full description of the asset;

(2) an appraisal of the FMV of the asset;

(3) a description of purpose of transfer, the kind and amount of the benefit to the public resulting from the transfer such as jobs and wages created or preserved;

(4) a statement of the value to be received compared to FMV;

(5) the names of any private parties participating in the transfer, and, if different than the information required by paragraph 4 immediately above, a statement of the value to the private party;

(6) the names of other private parties that have made an offer for the asset being transferred, the value offered, and the purpose for which the asset would have been used.

(C) The Board of Directors of the Corporation must make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.

The guidelines are subject to modification and amendment at the discretion of the Corporation board and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Corporation is Chief Executive Officer.

## **Jefferson County Civic Facility Development Corporation Equal Employment Opportunity Policy**

Our Corporation is committed to equal employment opportunity. We will not discriminate against qualified employees or applicants for employment in any aspect of employment including, but not limited to: recruitment, hiring, compensation, promotion, job assignments, transfers, demotions, training, leaves of absence, benefits, or termination. The policy prohibits discrimination on any legally-recognized basis including, but not limited to: race, color, creed, sex, pregnancy, age, disability, religion, citizenship, national origin, ancestry, military status, veteran status, marital status, sexual orientation, genetic predisposition or carrier status, arrest or conviction record, and any other category protected by federal, state or local law.

You may discuss equal employment opportunity related questions with the Human Resources Officer or any other member of management. If you have a complaint regarding discrimination or Equal Employment Opportunity, you should immediately report the matter to the Human Resources Officer. If the complaint involves the Human Resources Officer, or an employee makes a report to this Officer and the Officer either does not respond or does not respond in a manner the employee deems satisfactory or consistent with this policy, the employee is required to report the situation to any other member of management.

The Corporation will investigate all such complaints as quickly and confidentially as possible. Adverse action will not be taken against an employee because he or she, in good faith, reports or participates in the investigation of a violation of this policy. If you feel that you have been retaliated against for reporting a complaint or participating in an investigation, you should notify the Human Resources Officer or a member of management immediately.



**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
EXTENSION OF CREDIT TO BOARD MEMBERS AND OFFICERS**

The Jefferson County Civic Facility Development Corporation, the Board or any Member of the Board, may not directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any Board Member or Officer of the Jefferson County Civic Facility Development Corporation.

# JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION

## GOVERNANCE COMMITTEE CHARTER

Adopted 5/3/2012 – Review Date 10/03/19

### **Purpose**

Pursuant to the By-laws of Jefferson County Civic Facility Development Corporation (the “Corporation”), and in accordance with the Public Authorities Accountability Act of 2005 and Public Authority reform Act of 2009, there is established a Governance Committee of the Corporation whose purposes shall include:

- Keeping the Corporation Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Corporation,
- Updating the Corporation’s corporate governance principles and governance practices; and
- Advising those responsible for appointing directors to the Corporation Board on the skills, qualities and professional or educational experiences necessary to be effective Corporation Board members.

### **Powers of the Governance Committee**

The Corporation Board has delegated to the Governance Committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from Corporation staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Corporation’s expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Corporation Board’s adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Corporation Board for its approval.

### **Composition and Selection**

The Governance Committee shall be comprised of at least three (3) independent members, with the size of the Governance Committee to be determined by the Corporation Board from time to time. The Governance Committee members shall be appointed by, and will serve at the discretion of the Corporation’s Board of Directors. The Corporation Board may designate one member of the Governance Committee as its Chair. The members shall serve until their resignation, retirement, removal by the Corporation Board or until their successors shall be appointed and qualified. When feasible, the immediate past Governance Committee Chair will

continue serving as a member of the Governance Committee for at least one year to ensure an orderly transition.

The Governance Committee shall consist of at least three independent members as defined by the Public Authorities Accountability Act of 2005 and shall be prohibited from being an employee of the Corporation or an immediate family member of an employee of the Corporation. In addition, governance committee members shall not engage in any private business transactions with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation, or be an immediate family member of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

The Governance Committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

### **Committee Structure and Meetings**

The Governance Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting, in person or via videoconference.

Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting. Minutes of these meetings are to be recorded.

### **Reports**

The Governance Committee shall:

- Report its actions and recommendations to the Corporation Board at the next regular meeting of the Board.
- Report to the Corporation Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.
- Provide a self-evaluation of the governance committee's functions on an annual basis.

### **Responsibilities**

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to:

- (a) the Corporation's Board;

- (b) evaluation of the Corporation's by-laws and policies;
- (c) examine ethical and conflicts of interest;
- (d) perform board self-evaluations; and
- (e) other miscellaneous issues.

### **Relationship to the Corporation's Board**

The Corporation Board has delegated to the Governance Committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

- Develop the Corporation's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of Corporation Directors to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Corporation Board the number and structure of committees to be created by the Board.
- Develop and provide recommendations to the Corporation Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the Corporation's governance process.

### **Evaluation of the Corporation's Policies**

The Governance Committee shall:

- Develop, review on a regular basis, and update as necessary the Corporation's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Corporation Board any required revisions to the Corporation's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Corporation Board any required revisions to the Corporation's equal opportunity and affirmative action policies.

- Develop and recommend to the Corporation Board any required updates on the Corporation's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Corporation's procurement process.
- Develop and recommend to the Corporation Board any required updates on the Corporation's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Corporation Board any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's Board, such as the Corporation's By-laws. The Governance Committee will oversee the implementation and effectiveness of the By-laws and other governance documents and recommend modifications as needed.

#### **Other Responsibilities**

The Governance Committee shall:

- Review on an annual basis the compensation and benefits for the senior Corporation officials.
- Annually review, assess and make necessary changes to the Governance Committee charter and provide a self-evaluation of the governance committee.
- Examine ethical questions and conflicts of interest.

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
CERTIFICATE OF INDEPENDENCE FOR MEMBERS  
APPOINTED ON OR AFTER JANUARY 13, 2006**

The undersigned, having been appointed to serve as a member of the Jefferson County Civic Facility Development Corporation (the "Corporation") on or after January 13, 2006, hereby certifies, pursuant to subdivision 2 of Section 2825 of the Public Authorities Law, as follows:

He or she is not, and in the past two (2) years, has not been, employed by the Corporation, or an affiliate in an executive capacity or been employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Corporation or received any other form of financial assistance valued at more than \$15,000 from the Corporation.

He or she is not a relative of an executive officer or employee in an executive position of the Corporation or an affiliate.

He or she is not, and in the past two (2) years, has not been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or an affiliate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the \_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name:

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
INVESTMENT POLICY**

Adopted 6/2/2011

Reviewed 10/03/19

I. INVESTMENT AND DEPOSIT POLICY

A. Introduction

1. Scope – This investment and deposit policy applies to all monies and other financial resources available for investment and deposit on its own behalf or on behalf of any other entity or individual.
2. Objectives – The primary objectives of the Jefferson County Civic Facility Development Corporation's (the "Corporation") investment activities are, in priority order:
  - a. to conform with all applicable federal, state and other legal requirements (legal);
  - b. to adequately safeguard principal (safety);
  - c. to provide sufficient liquidity to meet all operating requirements (liquidity); and
  - d. to obtain a reasonable rate of return (yield).
3. Prudence – All participants in the investment process and all participants responsible for depositing the Corporation's funds shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair confidence in the Corporation to govern effectively.

Investments and deposits shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the investment process and all participants responsible for depositing the Corporation's funds shall refrain from personal business activity that could conflict with proper execution of the investment program or the deposit of the Corporation's funds or which could impair their ability to make impartial investment decisions.

4. Diversification – It is the policy of the Corporation to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling.

## 5. Internal Controls

- a. All moneys collected by an officer or employee of the Corporation shall be immediately deposited in such depositories and designated by the Corporation for the receipt of such funds.
- b. The Corporation shall maintain or cause to be maintained a proper record of all book, notes, securities or other evidences of indebtedness held by the Corporation for investment and deposit purposes.
- c. The Corporation is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

### 1. Designation of Depositories

The Corporation shall designate as depositories of its money those banks and trust companies authorized to serve as such pursuant to applicable law.

## B. Investment Policy

### 1. Permitted Investments

Pursuant to the Not-For-Profit Corporation Law ("N-PCL"), the Corporation is authorized to invest moneys not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- a. Special time deposit accounts;\*
- b. Certificates of deposit;\*
- c. Obligations of the United States of America;\*\*
- d. Obligations guaranteed by agencies of the United States of America where payment of principal and interest are guaranteed by the United States of America;\*\*
- e. Obligations of the State of New York;\*

\*Special time deposit accounts and certificates of deposit are permitted investments provided that (1) they shall be payable within such time as the proceeds shall be needed to meet expenditures for which the moneys were obtained and (2)



they are collateralized in the same manner as set forth in paragraph (C) below for deposits of public funds.

\*\*All investment obligations shall be payable or redeemable at the option of the Corporation within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the Corporation within two years of the date of purchase.

## 2. Authorized Financial Institutions and Dealers

The Corporation shall maintain a list of financial institutions and dealers, approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. All financial institutions with which the local government conducts business must be credit worthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Corporation. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Chief Executive Officer or Chairperson of the Board of Directors is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. Such listing shall be evaluated at least annually.

## 3. Purchase of Investments

The Corporation may contract for the purchase of investments:

- a. Directly, including through a repurchase agreement, from an authorized trading partner.
- b. By participation in a cooperative investment program with another authorized governmental entity pursuant to the N-PCL where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the Board of Directors.
- c. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the board of Directors.

All purchased obligations, unless registered or inscribed in the name of the Corporation, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the Corporation by the bank or

trust company shall be held pursuant to a written custodial agreement as described in the N-PCL.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for, the Corporation, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide the Corporation a perfected interest in the securities.

#### 4. Repurchase Agreements

Repurchase agreements are authorized subject to the following restrictions:

- a. All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
- b. Trading partners are limited to banks or trust companies authorized to do business in New York State and primary reporting dealers.
- c. Obligations shall be limited to obligations of the United States of America and obligations guaranteed by agencies of the United States of America.
- d. No substitution of securities will be allowed.
- e. The custodian shall be a party other than the trading partner.

### C. Deposit Policy

#### 1. Collateralization of Deposits

All deposits of the Corporation, including certificates of deposit and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:

- a. By pledge of "eligible securities" with an aggregate "market value" as provided by the N-PCL, equal to the aggregate amount of deposits from the categories designated in Exhibit A attached hereto.
- b. By an eligible "irrevocable letter of credit" issued by a qualified bank other than the bank with the deposits in favor of the Corporation for a term not to exceed ninety (90) days with an aggregate value equal to 140% of the

aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least on nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.

- c. By an eligible surety bond payable to the Corporation for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations. The terms and conditions of any eligible surety shall be approved by the Board of Directors.

## 2. Safekeeping and Collateralization

Eligible securities used for collateralizing deposits shall be held by the depository bank or trust company subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure Corporation deposits together with agreed upon interest, if any and any costs or expenses arising out of the collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events, which will enable the Corporation to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the Corporation, such securities shall be delivered in a form suitable for transfer or with an assignment in blank to the Corporation or its custodial bank.

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for, the Corporation, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of backing for any other deposit or other liabilities. The agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the Corporation a perfected interest in the securities.

A-1  
EXHIBIT A

**SCHEDULE OF ELIGIBLE SECURITIES**

- (1) Obligations issued, or fully insured or guaranteed as to the payment of principal and interest by the United States of America, an Agency thereof or a United States government sponsored corporation.
- (2) Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank and the African Development Bank.
- (3) Obligations partially insured or guaranteed by any Corporation of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of the insurance or guaranty.
- (4) Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation or such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.
- (5) Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (6) Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (7) Obligations of countries, cities and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest categories by at least one nationally recognized statistical rating organization.
- (8) Obligations of domestic corporations rated one of the two highest rating categories by at least one nationally recognized statistical rating organization.
- (9) Any mortgage related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by banks under the limitations established by bank regulatory agencies.
- (10) Commercial paper and bankers' acceptances issued by a bank, other than the Bank, rated in the highest short term category by at least one nationally recognized statistical rating organization and having maturities of not longer than 60 days from the date they are pledged.
- (11) Zero Coupon obligations of the United States government marketed as "Treasury strips".

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
FINANCIAL INTERNAL CONTROL SYSTEM**

Adopted 5/3/2012 – Reviewed 10/03/19

These procedures are developed to provide an internal control structure to preserve the assets of the organization. Procedures shall be reviewed at least annually by the independent auditors who will make recommendations to the Board of Directors for suggested changes. Interim changes may be recommended by management; however, such changes shall not be implemented until approved by independent auditors and the board.

The following are daily procedures for processing cash receipts and disbursements:

**CASH RECEIPTS:**

The Office Assistant or Executive Assistant shall open the daily mail and enter all cash payments in the accounting system. He/she shall make copies of the checks received and file same in the folder for the proper application of the payment.

Weekly, or as needed, Chief Financial Officer shall prepare the bank deposit.

The Executive Assistant or Office Assistant shall make all deposits.

The Chief Financial Officer shall be responsible assuring that all cash/checks are locked in the safe prior to deposit.

Upon completion of the deposit the Chief Financial Officer or Office Assistant shall enter the deposit into the daily cash receipts record, and post the payments to the proper G/L accounts. A separate record is made of all checks posted, and is compared to checks received (by the Office Assistant or Executive Assistant).

Discrepancies between checks received and posted shall be investigated at once and reported to the Chief Executive Officer if not reconciled.

All loan payments shall be entered on the appropriate amortization schedule with the date received.

All bank accounts shall be reconciled monthly and must agree with the General Ledger. Bank accounts shall be reconciled by the Office Assistant and approved by the Chief Executive Officer, Treasurer or Chief Financial Officer.

**CASH DISBURSEMENTS:**

All purchases must be made according to the procurement policy. Procurement Policies must be reviewed annually and approved by the Board of Directors.

All invoices received shall be reviewed by the Chief Financial Officer and verified for accuracy and completeness. The Office Assistant or Chief Financial Officer shall code all invoices and enter them in the system as payables. The Chief Financial Officer shall review all invoices prior to payment.

All invoices must be approved and properly initialed by an authorized signer prior to payment. Prior to filing paid invoices the Office Assistant will review all invoices for required information; missing information must be complete prior to filing.

All reimbursement for expense reports must be audited by the Chief Financial Officer and approved by the Chief Executive Officer prior to payment. Complete detail of expenses and mileage reimbursement, with receipts must be provided. Mileage reimbursement shall be at the IRS approved rate. Expenses in excess of \$25.00 must have receipts, unless approved by the Chief Executive Officer or Treasurer.

The Chief Executive Officers expense report shall be audited by the Chief Financial Officer and approved by the Board Treasurer prior to issuing check. The Chief Executive Officer must provide a separate business mileage record to the Chief Financial Officer monthly.

Checks in an amount greater than \$1,000 require two authorized signatures. Authorized signers shall be approved by the Board of Directors.

The Chief Financial Officer will not be an authorized signer.

Checks less than \$1,000 will require only one signature by an authorized signer of the corporation.

An authorized signer may not sign his/her check for reimbursement of approved travel, unless signed by a second officer of the corporation.

#### **FINANCIAL STATEMENTS:**

Financial statements and supporting schedules shall be prepared monthly by the Chief Financial Officer in a format approved by the Board of Directors.

A standard Income Statement and Balance Sheet with the following supporting schedules will be provided:

- Miscellaneous Receivables
- Cash Disbursements
- Cash Receipts- General Account
- Unrestricted Aged Payables
- Detailed Activity on All loan Funds
- Special reports as requested by the board.

General Ledger accounts to be reconciled on an ongoing basis.

All Financial Statements shall be reviewed by the Chief Executive Officer or Treasurer prior to presentation to the board.

All investment of funds must be in accordance with investment policies. Investment activities shall be reported to the board monthly. All investment decisions must have the Chief Executive Officers approval after review for compliance with current investment policies.

The Chief Financial Officer will provide a monthly detail of investments to include maturity date and percentage return.

## **POST-ISSUANCE COMPLIANCE PROCEDURES**

### **JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION Post-Issuance Tax Compliance Procedures For Conduit Tax-Exempt Bond Issues**

Adopted: January 8, 2015 – Reviewed: October 3, 2019

The purpose of these Post-Issuance Tax Compliance Procedures is to establish post issuance policies and procedures in connection with tax-exempt conduit bonds (the “Bonds”) issued by the Jefferson County Civic Facility Development Corporation (the “Issuer”) so that all applicable post-issuance requirements of federal income tax law needed to maintain the tax-exempt status of the Bonds are met. The Bonds are qualified private activity bonds issued by the Issuer the proceeds of which are lent to borrowers owning or operating a qualified facility (each, a “Borrower” and collectively, “Borrowers”). The Bonds are repaid from payments on the loan funded with Bond proceeds. The Issuer reserves the right to use its discretion as necessary and appropriate to make exceptions or request additional provisions as circumstances warrant. The Issuer also reserves the right to change these policies and procedures from time to time.

#### **General**

Inasmuch as the Issuer is a responsible conduit issuer authorizing the issuance of Bonds for Borrowers, the Issuer now identifies post-issuance tax compliance procedures for all Bonds authorized by the Issuer on behalf of Borrowers, as well as the Issuer’s expectations and requirements for all such Borrowers of Bond proceeds concerning these procedures.

#### **Post-Issuance Compliance Requirements**

##### **1. External Advisors / Documentation**

The Issuer and the Borrower shall consult with bond counsel and other legal counsel and advisors, as needed, throughout the Bond issuance process to identify requirements and to establish procedures necessary or appropriate so that the Bonds will continue to qualify for tax-exempt status. Those requirements and procedures shall be documented in the tax compliance agreement (“Tax Agreement”) and/or other documents pertaining to the Bonds that are finalized in connection with the issuance of the Bonds. Those requirements and procedures shall address future compliance with applicable arbitrage rebate requirements, ongoing limitations on private activities at facilities financed with the Bonds during (and in some cases beyond) the period that the Bonds or any bonds refunding the Bonds are outstanding, as well as applicable remediation provisions, and all other applicable post-issuance requirements of federal tax law.

The Borrower also shall consult with bond counsel and other legal counsel and advisors, as needed, following issuance of the Bonds to ensure that all applicable post-issuance requirements in fact are met. This shall include, without limitation, consultation in connection with any potential changes in use of Bond-financed or refinanced assets. Such requirement shall



be documented in the Tax Agreement and/or other documents pertaining to the Bonds which are executed in connection with the issuance of the Bonds.

The Issuer shall encourage or require the Borrower to engage expert advisors (each a "Rebate Service Provider") to assist in the calculation of arbitrage rebate payable in respect of the investment of Bond proceeds in the manner more fully set forth below.

Unless otherwise provided by the indenture or similar document relating to the Bonds, unexpended Bond proceeds shall be held by a trustee or other financial institution, and the investment of Bond proceeds shall be managed by the Borrower. The Borrower shall prepare (or cause the trustee to prepare) regular, periodic statements regarding the investments and transactions involving Bond proceeds and such statements shall be delivered to the Issuer if it so requests.

## 2. Arbitrage Rebate and Yield

The Borrower shall be responsible for compliance with all requirements under federal arbitrage laws. In particular, the Borrower is responsible for:

- determining the likelihood of complying with an arbitrage rebate exemption;
- if necessary, engaging the services of a Rebate Service Provider and, prior to each rebate calculation date, delivering or causing the trustee to deliver periodic statements concerning the investment of Bond proceeds to the Rebate Service Provider;
- providing to the Rebate Service Provider additional documents and information reasonably requested by the Rebate Service Provider;
- monitoring efforts of the Rebate Service Provider;
- assuring payment of required rebate amounts, if any, no later than 60 days after each 5-year anniversary of the issue date of the Bonds, and no later than 60 days after the last Bond of each issue is redeemed;
- during the construction period of each capital project financed in whole or in part by Bonds, monitoring the investment and expenditure of Bond proceeds and consulting with the Rebate Service Provider to determine compliance with any applicable exceptions from the arbitrage rebate requirements during each 6-month spending period up to 6 months or 18 months, as applicable, following the issue date of the Bonds;
- establishing procedures to ensure all investments are made at fair market value, and

## Post Issuance Compliance Procedures

- retaining copies of all arbitrage reports and investment records, and trustee statements as described below under “Record Keeping Requirements” and, upon request, providing such copies to the Issuer.

For Bonds issued after the date hereof, the Borrower, in the Tax Agreement relating to the Bonds and/or other documents finalized at or before the issuance of the Bonds, shall identify an employee and/or officer to undertake the tasks listed above.

### 3. Use of Bond Proceeds and Bond-Financed or Refinanced Assets:

The Borrower shall be responsible for:

- monitoring the use of Bond proceeds (including investment earnings and including reimbursement of expenditures made before bond issuance) and the use of Bond-financed or refinanced assets (e.g., facilities, furnishings or equipment) throughout the term of the Bonds to ensure compliance with covenants and restrictions set forth in the Tax Agreement relating to the Bonds;
- maintaining records identifying the assets or portion of assets that are financed or refinanced with proceeds of each issue of Bonds (including investment earnings and including reimbursement of expenditures made before bond issuance), including a final allocation of Bond proceeds as described below under “Record Keeping Requirements”;
- consulting with bond counsel and other legal counsel and advisers in the review of any change in use of Bond-financed or refinanced assets to ensure compliance with all covenants and restrictions set forth in the Tax Agreement relating to the Bonds;
- conferring at least annually with personnel responsible for the management, administration or use of Bond-financed or refinanced assets to identify and discuss any existing or planned use of Bond-financed or refinanced assets, so as to ensure that those uses are consistent with all covenants and restrictions set forth in the Tax Agreement relating to the Bonds;
- to the extent that the Borrower discovers that any applicable tax restrictions regarding use of Bond proceeds and Bond-financed or refinanced assets will or may be violated, consulting promptly with bond counsel and other legal counsel and advisers to determine a course of action to avoid or prevent this violation or to undertake a remedial action, pursuant to the applicable section(s) of the Treasury Regulations (i.e., Sections 1.141-12, 1.142-2, 1.144-2 and 1.145-2), if such counsel advises that such action is necessary to preserve the tax-exempt status of the Bonds;
- with respect to facilities financed with exempt facility bonds or qualified small issue manufacturing bonds, adopting any such procedures that bond counsel deems

## Post Issuance Compliance Procedures

appropriate to periodically assess whether such facility continues to qualify as an exempt facility or a qualified manufacturing facility, as applicable; and

- with respect to facilities financed with qualified small issue manufacturing bonds, track all capital expenditures paid or incurred with respect to the bond-financed facility and all other facilities in the same incorporated municipality during the six-year period commencing three (3) years prior to the date of issue of the Bonds and ending three (3) years after such date, to ensure that such expenditures do not exceed \$20,000,000, in accordance with Section 144(a)(4) of the Internal Revenue Code.

For Bonds issued after the date hereof, the Borrower, in the Tax Agreement relating to the Bonds and/or other documents finalized at or before the issuance of the Bonds, shall identify an employee and/or officer to undertake the tasks listed above.

All relevant records and contracts shall be maintained as described below.

#### 4. Reporting Requirement of the Borrower

Following the adoption of these procedures, the Issuer will require all Borrowers to file a certificate that identifies all assets financed with the bond issue (the "Completion Certificate") with the Issuer within six months after all Bond proceeds deposited in the Construction Fund, Project Fund or similar fund or otherwise to be advanced to pay the capital costs of the facilities being financed and all investment earnings thereon but in no event later than on the third anniversary date of issuance of the Bonds. The form of the Completion Certificate to be provided by the Borrowers is attached hereto as **Schedule I**. The Completion Certificate identifies total proceeds spent (including investment earnings) and allocates those funds to expenditures for capital assets.

In respect to Bonds issued after the adoption of these procedures, after filing the Completion Certificate, the Borrower shall file an annual update with the Issuer that either identifies any changes to the Completion Certificate or certifies that nothing has changed (assets sold, new contract, etc.) (the "Annual Certificate"). The form of the Annual Certificate to be filed by the Borrowers is attached hereto as **Schedule II**. In the event that such report indicates a new private use, it shall be accompanied by either (a) a certification of the Borrower that such use, together with other private uses, will not result in private use in excess of five percent (5%) of the proceeds of the Bonds; or (b) an opinion of bond counsel that such use will not cause the Bonds financing such project to become taxable or appropriate remedial action has been taken to preserve the bonds status as tax-exempt bonds.

In respect to Bonds issued after the adoption of these procedures, the Borrower shall supply the Issuer with all reports establishing that the proceeds have satisfied a spending exception to rebate and all reports prepared by the Rebate Servicer Provider that calculate rebate

liability. Such reports shall include Evidence of Rebate Calculation and payment (copy of check, if payment required).

5. Recordkeeping Requirement

The Borrower shall be responsible for maintaining the following documents for the term of each issue of Bonds (including refunding Bonds, if any) plus at least three years:

- a copy of the Bond closing transcript(s) and other relevant documentation delivered to the Borrower at or in connection with closing of the issue of Bonds;
- a copy of all material documents relating to capital expenditures financed or refinanced by Bond proceeds, including (without limitation) construction contracts, purchase orders, invoices, trustee requisitions and payment records, as well as documents relating to costs reimbursed with Bond proceeds and records identifying the assets or portion of assets that are financed or refinanced with Bond proceeds, including a final allocation of Bond proceeds and the Final Completion Report filed pursuant to the Loan Agreement; and
- a copy of all records of investments, investment agreements, arbitrage reports and underlying documents, including trustee statements, in connection with any investment agreements, and copies of all bidding documents, if any.

6. Issuer Requirements

The Issuer shall:

- cause bond counsel to prepare the initial Form 8038 to be filed in connection with the issuance of the Bonds and shall cause such Form to be duly filed;
- retain a copy of the Bond closing transcript; and
- retain a copy of all certificates and other documents supplied to the Issuer by the Borrower in connection with the Bonds.

The Issuer shall be responsible for the maintenance of such records for the term of each issue of Bonds (including refunding Bonds, if any) plus at least three years.

Schedule I

DRAFT

**PROJECT COMPLETION CERTIFICATE**

(To be filed 3 years after issuance and updated annually thereafter)

Name of Bonds: \_\_\_\_\_  
 Borrower: \_\_\_\_\_  
 Closing Date: \_\_\_\_\_  
 Project Description: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

I am a representative of the above-named Borrower and I hereby certify to the Jefferson County Civic Facility Development Corporation (the "Issuer") that all of the proceeds of the above-named Bonds have been expended and the Construction Fund/Project Fund should be closed.

I have attached Exhibit A hereto to identify the various assets paid for or constructed with proceeds of the Bonds and the investment earnings thereon ("Bond-Financed Assets"). All invoices representing costs of the Project should be retained by the Borrower in accordance with the retention policy attached as Schedule II hereto.

In addition, I hereby certify as follows:

A. \_\_\_\_\_ Bond Proceeds were the only source of funds used in the Project;  
OR

\_\_\_\_\_ Other sources of funds were contributed to Project Costs. Describe what other funds were utilized, what portion of the Project those other funds financed and what allocation method was used.

B. If a qualified 501(c)(3) bond issue:

\_\_\_\_\_ 100% of the Project is utilized by a governmental entity or a qualified 501(c)(3) organization in furtherance of its exempt purposes (i.e., no leases or non-qualifying management agreements, etc.); OR

\_\_\_\_\_ A portion of the Project is leased to, managed or used by a non-exempt person (a "mixed-use project"). If true, identify user and its actual use on attachment hereto.

C. If a governmental bond issue:

\_\_\_\_\_ 100% of the Project is utilized by a governmental entity organization in furtherance of its exempt purposes (i.e., no leases or non-qualifying management agreements, etc.); OR

\_\_\_\_\_ A portion of the Project is leased to, managed or used by a non-governmental entity(a "mixed-use project"). If true, identify user and its actual use on attachment hereto.

D. If an exempt facility issue or qualified small issue manufacturing issue:

\_\_\_\_\_ 100% of the Project is in use for its intended purpose; OR

\_\_\_\_\_ A portion of the Project is not in use for the intended purpose. If true, please describe.

E. If a qualified small issue manufacturing issue, provide a listing of all capital expenditures paid or incurred with respect to the bond-financed facility (listed by principal user and related person) and all other facilities in the same incorporated municipality during the six-year period commencing three (3) years prior to the date of issue of the Bonds and ending three (3) years after such date. Refer to the Schedule of Small Issue Capital Expenditures contained in the Tax Compliance Agreement.

**Schedule II**

**DRAFT**

**ANNUAL PROJECT COMPLIANCE CERTIFICATE**

Name of Bonds: \_\_\_\_\_  
Borrower: \_\_\_\_\_  
Closing Date: \_\_\_\_\_  
Project Description: \_\_\_\_\_

I am a representative of the above-named Borrower and I hereby certify to the Jefferson County Civic Facility Development Corporation (the "Issuer") that the following information in respect of the above-named Bonds is true.

A. All of the assets identified on the Project Completion Certificate previously filed with the Issuer are still in service, are still used by the Borrower in compliance with the terms of the Tax Agreement and have not otherwise been disposed of, otherwise any changes are reflected in the attached Exhibit A.

B. If a qualified 501(c)(3) issue:

\_\_\_\_\_ 100% of the Project is utilized by a governmental entity or a qualified 501(c)(3) organization in furtherance of its exempt purposes (no leases, non-qualifying management agreements, etc.) since Project completion; OR

\_\_\_\_\_ A portion of the Project is leased to, managed or used by a non-exempt person (a "mixed-use project") for any period of time since the last certificate filed with the Issuer. If true, identify user and its actual use on attachment hereto.

C. If a governmental issue:

\_\_\_\_\_ 100% of the Project is utilized by a governmental entity (no leases, non-qualifying management agreements, etc.) since Project completion; OR

\_\_\_\_\_ A portion of the Project is leased to, managed or used by a non-governmental entity (a "mixed-use project") for any period of time since the last certificate filed with the Issuer. If true, identify user and its actual use on attachment hereto.

Post Issuance Compliance Procedures

D. If an exempt facility issue or qualified small issue manufacturing issue:

\_\_\_\_\_ 100% of the Project is in use for its intended purpose; OR

\_\_\_\_\_ A portion of the Project has been sold or been taken out of service. If true, please describe.



**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
PROCUREMENT POLICY**

Adopted 6/2/2011

Reviewed 10/03/19

A. Introduction

1. Scope – In accordance with the Public Authorities Accountability Act of 2005, as amended by Chapter 506 of the Laws of 2009 of the State of New York, the Jefferson County Civic Facility Development Corporation (the “Corporation”) is required to adopt procurement policies that will apply to the procurement of goods and services not subject to the competitive bidding requirements the New York State General Municipal Law and paid for by the Corporation for its own use and account.

2. Purpose – The primary objectives of this policy are to assure the prudent and economical use of public monies in the best interests of the taxpayers of a political subdivision or district, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.

B. Procurement Policy

Any purchase/contract for goods or services with an annualized expenditure in excess of fifteen thousand (\$15,000) must adhere to the following:

Definitions:

*best value* - the basis for awarding all service purchases/contracts to the offerer which optimizes quality, cost and efficiency, among responsive and responsible offerers. Such basis shall be, whenever possible, quantifiable.

*responsible* - Such requirements may include, but are not limited to, the offerers' qualifications, financial stability and integrity.

*responsive* - Applies to the extent to which the offer has complied with the specifications or requirements of the solicitation for goods or services.

1) For the purchase of goods, proposals must be requested from a minimum of three (3) offerers. The lowest responsible, responsive bidder shall be accepted unless it is otherwise in the best interest of the Corporation, as justified in writing by the Contracting Officer of the Corporation. Such justification must be maintained in the procurement record.

2) For purchases of services, proposals must be requested from a minimum of three (3) offerers. The best value bidder shall be accepted unless it is otherwise in the best interest of the Corporation, as justified in writing by the Contracting Officer of the Corporation. Such justification must be maintained in the procurement record.

3) The requirement for competitive bidding may be waived upon prior written approval of the Contracting Officer provided that prior to the acceptance of such goods or services, a written statement is prepared describing the justification for waiving competitive bidding and the reasonableness of the proposed expenditure.

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
REAL PROPERTY ACQUISITION GUIDELINES**

The Jefferson County Civic Facility Development Corporation (the “Corporation”), a New York public not-for-profit corporation, in compliance with Section 2824(1)(e) of the New York State Public Authorities Law, hereby adopts the following Real Property Acquisition Guidelines (these “Guidelines”) as of June 7, 2018.

These Guidelines shall apply to the acquisition of real property until such time as the Corporation adopts new or revised Guidelines. The Board of Directors shall review and approve these Guidelines, with any necessary modifications and revisions, on an annual basis, or more frequently as the Board may determine.

**ARTICLE I  
Designation of Contracting Officer**

The Corporation hereby designates the Chief Executive Officer of the Corporation as the Corporation’s Contracting Officer in compliance with the provisions of New York State Public Authorities Law. The Contracting Officer shall hold this position until the Members of the Corporation designate a new Contracting Officer.

The Contracting Officer shall be responsible for the administration and implementation of these Guidelines. The Contracting Officer shall cause these Guidelines to be posted on the Corporation’s website so that they are available to the general public.

**ARTICLE II  
Application of Guidelines**

The procedures outlined in these Guidelines shall apply to the Corporation’s acquisition of all interests in real property except for acquisitions of interests in real property where the Corporation is involved for the benefit of a third party. As used in these Guidelines, “property” shall include all interests in real property. The Corporation shall acquire real property in a prudent manner.

**ARTICLE III  
Purpose**

The Corporation has adopted these Guidelines (i) to comply with the provisions of Section 2824(1)(e) of the New York State Public Authorities Law and (ii) to protect the Corporation’s interests when acquiring real property for its own benefit.

**ARTICLE IV**  
**Property Acquisition Requirements**

A. Acquisition for Fair Market Value. The Corporation shall endeavor not to pay more than fair market value for any property being acquired. Where the property is such that it is required for Corporation purposes and other property will not suffice, the Corporation may under such circumstances pay such reasonable amount in excess of what an independent qualified professional has determined to be fair market value in order to purchase the property. In such case the Corporation shall document the reasons why it is necessary to acquire such property and pay more than what was determined to be fair market value.

B. Determination of Fair Market Value. Prior to acquiring any parcel of real property, excepting property being gifted to the Corporation, the Contracting Officer shall take reasonable measures to determine the fair market value of the property to be acquired and shall negotiate the purchase price after determination of the fair market value. The fair market value of all real property shall be established by an appraisal conducted by an independent qualified professional. Fair market value of property that is unique in nature and therefore not subject to fair market value pricing shall be determined through an appraisal by an independent qualified professional. In the case of real property gifted to the Corporation, an appraisal shall not be required.

C. Environmental Review. Prior to the acquisition of any interest in real property covered by these Guidelines, the Corporation shall take necessary steps to determine whether there are any environmental concerns. The Corporation shall order a Phase I Environmental Report and, if warranted by the results of the Phase I Environmental Report, the Corporation shall order a Phase II Environmental Report. The Corporation shall comply with the New York State Environmental Quality Review Act (SEQRA) in any property purchase.

D. Title Review. The Corporation shall have Corporation General Counsel review the title documents supplied in connection with the acquisition and shall require fee title insurance unless Corporation Counsel determines that title insurance is not required.

E. Execution of Property Acquisition. Corporation General Counsel shall handle the purchase of property on behalf of the Corporation and the Corporation shall pay such reasonable fees as are required in connection with such purchase.

**ARTICLE V**  
**Yearly Property Report**

Each year the Contracting Officer shall publish a report listing all real property acquired by the Corporation during the previous twelve-month period. The report shall contain a full description of each parcel of real property purchased, the price paid by the Corporation and the name of the individual(s) or entity that sold the property. The Contracting Officer shall publish the report on the Corporation's website and shall deliver the report to the Comptroller, the Director of the Budget, the Commissioner of General Services, the New York State Legislature c/o the Speaker of the House, the Senate Majority Leader and the Authorities Budget Office.



THE STATE EDUCATION DEPARTMENT / THE UNIVERSITY OF THE STATE OF NEW YORK / ALBANY,  
NY 12230

New York State Archives  
Tel. 518-474-6926

To: Local Government Officials  
From: Geoffrey A. Huth, Director, Government Records Services  
Subject: *Records Retention and Disposition Schedule MI-1*  
Date: June 15, 2011

*Records Retention and Disposition Schedule MI-1*, last revised in 2006, contains the following advice in the Introduction regarding retaining records beyond their legal minimum retention periods for legal actions:

Some records may be needed to defend the local government in legal actions. Records that are being used in such actions must be retained for the entire period of the action even if their retention period has passed. **If the retention period has expired by the time the legal action ends, the record must be retained for at least one additional year** to resolve any need for the record in an appeal. If the retention period has **not** expired, the record must be retained for the remainder of the retention period, but not less than one year after the legal action ends. Prior to disposing of records, local officials may wish to consult with their county attorney to verify that no legal actions have been initiated which would require longer retention of the records.

On April 1, 2007, Chapter 13 of the State Finance Law, known as the "False Claims Act," went into effect. The law allows a local government to bring a civil action to recover financial losses from a fraudulent claim in triplicate, and in addition allows a private citizen with inside knowledge of such fraud to receive up to 30% of the proceeds. The broad scope of this statute covers almost any false claim or statement that involves a demand for payment from the local government or which deprives the government of revenues. Section 192 of this statute permits any legal action to be commenced "no later than ten years after the date on which the violation of this article is committed." This legal requirement may require that certain records covered by this schedule be retained for longer than their stated legal minimum retention periods, in some cases up to 10 years. This longer retention may not only involve specific records covered by items found in the Fiscal section, but also other records found throughout the schedule needed for supplementary documentation. In instances involving potential actions under the "False Claims Act," local officials may wish to consult with their attorney to verify whether any specific records warrant longer retention.

The New York State Archives intends to include this additional language in the Introduction of future editions of the *Schedule MI-1*. I invite you to contact my office or the State Archives' Regional Advisory Officer (RAO) in your region if you have any questions about how this statute affects the use of *Schedule MI-1*.



THE STATE EDUCATION DEPARTMENT / THE UNIVERSITY OF THE STATE OF NEW YORK / ALBANY,  
NY 12230

---

New York State Archives  
Tel. 518-474-6926

To: Local Government Officials  
From: Geoffrey A. Huth, Director, Government Records Services  
Subject: *Records Retention and Disposition Schedule MI-1*  
Date: May 16, 2011

*Records Retention and Disposition Schedule MI-1*, last revised in 2006, includes an item, Records filed by contractor or sub-contractor with local government related to public works project, in the Public Property and Equipment section. This item, #789, in the current version of the *Schedule MI-1*, authorizes records destruction three years after contract completion.

The Laws of 2008 (Chapter 8) effectively revised Section 220 (3-a) of the Labor Law upon which the retention and disposition of this contractor records item was based. The revised law lengthens the retention period of contractor records to five years after contract completion. To avoid premature destruction of these records, government officials should cease destroying records as authorized by the relevant item and should instead follow the indicated retention period prescribed by law and by the proposed new item below. The New York State Archives intends to revise this item in future editions of the *Schedule MI-1*.

The proposed revision of the item is as follows:

**[ ] Records filed by contractor or sub-contractor with local government related to public works project**, pursuant to Section 220 (3-a), Labor Law, including but not limited to copy or abstract of payroll, classification of workers employed on a project, and statement of work to be performed by each classification:

**RETENTION:** 5 years after contract completion

Please be aware that the proposed revisions are tentative until they are formally approved. I invite you to contact my office or the State Archives' Regional Advisory Officer (RAO) in your region if you have any questions about the *Schedule MI-1* or comments on the proposed revision.

**RECORDS RETENTION AND DISPOSITION  
SCHEDULE MI-1**

Section 185.14, 8NYCRR (Appendix K)

**FOR USE BY  
MISCELLANEOUS LOCAL GOVERNMENTS**

**The University of the State of New York  
THE STATE EDUCATION DEPARTMENT  
New York State Archives  
1988, revised 2006**

Rev. 2006



# THE UNIVERSITY OF THE STATE OF NEW YORK

## Regents of The University

ROBERT M. BENNETT, <i>Chancellor</i> , B.A., M.S. ....	Tonawanda
ADELAIDE L. SANFORD, <i>Vice Chancellor</i> , B.A., M.A., P.D. ....	Hollis
SAUL B. COHEN, B.A., M.A., Ph.D. ....	New Rochelle
JAMES C. DAWSON, A.A., B.A., M.S., Ph.D. ....	Peru
ANTHONY S. BOTTAR, B.A., J.D. ....	North Syracuse
MERRYL H. TISCH, B.A., M.A., Ed.D. ....	New York
GERALDINE D. CHAPEY, B.A., M.A., Ed.D. ....	Belle Harbor
ARNOLD B. GARDNER, B.A., LL.B. ....	Buffalo
HARRY PHILLIPS, 3rd, B.A., M.S.F.S. ....	Hartsdale
JOSEPH E. BOWMAN, JR., B.A., M.L.S., M.A., M.Ed., Ed.D. ....	Albany
LORRAINE A. CORTÉS-VÁZQUEZ, B.A., M.P.A. ....	Bronx
JAMES R. TALLON, JR., B.A., M.A. ....	Binghamton
MILTON L. COFIELD, B.S., M.B.A., Ph.D. ....	Rochester
JOHN BRADEMAS, B.A., Ph.D. ....	New York
ROGER B. TILLES, B.A., J.D. ....	Great Neck

### President of The University and Commissioner of Education

RICHARD P. MILLS

### Deputy Commissioner for Cultural Education

CAROLE F. HUXLEY

### Assistant Commissioner

CHRISTINE W. WARD

### Acting Director, Government Records Services

GEOFFREY A. HUTH

---

The State Education Department does not discriminate on the basis of age, color, religion, creed, disability, marital status, veteran status, national origin, race, gender, genetic predisposition or carrier status, or sexual orientation in its educational programs, services and activities. Portions of this publication can be made available in a variety of formats, including braille, large print or audio tape, upon request. Inquiries concerning this policy of nondiscrimination should be directed to the Department's Office for Diversity, Ethics, and Access, Room 530, Education Building, Albany, NY 12234.

REV. 2006

# CONTENTS

<b>Introduction .....</b>	<b>vii</b>
Purpose .....	vii
Adoption and Use of the Schedule .....	vii
Previous Schedules Superseded .....	vii
Archival Records .....	viii
Appraising Records for Historical or Research Significance .....	viii
Records Created Before 1910.....	ix
Coverage .....	x
Records of Local Governments Where Disposition is Governed by Specific Laws.....	xi
Canceled Obligations.....	xi
Records of Miscellaneous Local Governments Located in New York City .....	xii
Records of the New York City Board of Elections.....	xii
<b>How to Use <i>Schedule MI-1</i> .....</b>	<b>xii</b>
Adoption of <i>Schedule MI-1</i> and Request for Additional Copies .....	xii
Arrangement of Items on the Schedule .....	xiii
New or Revised Items.....	xiii
Unique Item Numbering System .....	xiii
Interpreting Schedule Items .....	xiii
Legal Actions .....	xiv
Additional Retention Requirement in Commissioner's Regulations .....	xiv
Audits .....	xv
Records That Have Been Microfilmed or Electronically Duplicated.....	xv
Electronic Records .....	xv
Public Access to Records.....	xvi
<b>Suggestions for Records Disposition .....</b>	<b>xvii</b>
<b>Reminders .....</b>	<b>xviii</b>
<b>Model Resolution.....</b>	<b>xx</b>
<b>More Information.....</b>	<b>xx</b>
<b>Records Descriptions and Retention Periods.....</b>	<b>1</b>
General.....	1
Archives/Records Management .....	10
Attorney or Counsel .....	12
Building and Property Regulation.....	13
Building/Property History Systems .....	13
Building and Construction (Regulation and Inspection).....	15
Planning .....	18
Zoning .....	21
Community College .....	23

Academic Affairs .....	23
Alumni .....	25
Athletics .....	25
Counseling Services.....	27
Development .....	27
Disabled Students .....	28
Financial Aid.....	28
Fiscal .....	28
Housing .....	29
Instruction .....	29
Miscellaneous .....	30
President.....	33a
Student Records .....	33a
Community Development/Urban Renewal .....	34
Cooperative Extension Association .....	36
Basic Administrative Records .....	36
Food and Nutrition Education Programs.....	37
Miscellaneous .....	38
Disaster Preparedness.....	40
Economic/Industrial Development .....	41
Educational Opportunity Center .....	42
Election.....	46
Electric and Gas Utility .....	49
Electronic Data Processing.....	52
General Administration .....	52
Systems and Application Development .....	53
Computer Operations and Technical Support.....	54
Data Administration.....	59
User/Office Automation Support .....	59
Network/Data Communication Services.....	60
Internet Services.....	61
Energy.....	62
Environmental Health .....	63
Animal Industry and Veterinary Medicine .....	63
Miscellaneous .....	63
Environmental Facilities: General .....	65
Environmental Facilities: Public Water Supply .....	69
Environmental Facilities: Wastewater Treatment .....	72
Environmental Facilities: Solid Waste Management Facilities .....	75
Environmental Management.....	80
Executive, Manager, and/or Administrator.....	82
Fiscal.....	83
Audit.....	83
Banking and Investment .....	83
Bonds and Notes .....	84
Budget .....	85

Claims and Warrants.....	86
General Accounting and Miscellaneous.....	87
Payroll .....	90
Purchasing.....	93
Reports .....	95
Heritage Area (Urban Cultural Park).....	96
Human Rights/Economic Opportunity .....	98
Insurance.....	99
Library/Library System .....	101
Local Development Corporation.....	103
Miscellaneous.....	105
Museum .....	109
Off-Track Betting Corporation .....	110
Personnel/Civil Service.....	112
Personnel.....	112
Civil Service.....	120
Port Facility .....	125
Public Access to Records .....	126
Public Employment and Training .....	127
Public Health .....	128
General .....	128
Fiscal .....	128
Facility and Patient Services.....	129
Patient Case Records and Related Materials.....	132
Laboratory .....	135
Radiological Health .....	140
Miscellaneous .....	142
Public Property and Equipment .....	147
Public Safety .....	162
E-911 and Related Records .....	162
Computer-Aided Dispatch.....	164
Public Safety: General .....	166
Emergency Medical Services .....	170
Fire Fighting and Prevention .....	172
Law Enforcement: General.....	175
Law Enforcement: Personal Property.....	180
Law Enforcement: Firearms .....	181
Law Enforcement: Motor Vehicles .....	182
Law Enforcement: Incarceration .....	184
Law Enforcement: Miscellaneous .....	186
Law Enforcement: N.Y.S.P.I.N. and Related Records .....	190
Recreation.....	192
Parks, Recreational Programs and Civic Centers.....	192
Mental Retardation and Developmental Disabilities (M.R.& D.D.) Recreational Programs .....	194
Camps.....	194

Regional Market Authority .....	197
Soil and Water Conservation District .....	198
Taxation and Assessment.....	200
Valuation and Assessment.....	200
Assessment Roll/Tax Roll .....	200
Tax Collection.....	201
Miscellaneous .....	202
Transportation and Engineering.....	203
Airport.....	203
Highway, Engineering, and Public Works .....	206
Public Transportation System.....	215
Toll Bridge or Toll Road .....	220
Youth Services .....	221
<b>Index .....</b>	<b>222</b>

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
TRAVEL POLICY**

Section 1.     **APPILICABILITY**

This policy shall apply to every member of the board (the "Board") of the Jefferson County Civic Facility Development Corporation (the "Corporation") and all officers and employees thereof.

Section 2.     **APPROVAL OF TRAVEL**

All official travel for which a reimbursement will be sought must be approved by the Chief Executive Officer prior to such travel; provided, however, in the instance where the Chief Executive Officer will seek reimbursement for official travel, such travel must be pre-authorized by the Board.

Section 3.     **PAYMENT OF TRAVEL**

The Corporation will reimburse all reasonable expenses related to meals, travel and lodging that were incurred by any director, officer or employee as a result of the performance of their official duties. All official travel shall be properly authorized, reported and reimbursed. Under no circumstances shall expenses for personal travel be charged to, or temporarily funded by the Corporation. It is the traveler's responsibility to report his or her travel expenses in a responsible and ethical manner, in accordance with this policy.

Section 4.     **TRAVEL EXPENSES**

Travelers may use their private vehicle for business purposes if it is less expensive than renting a car, taking a taxi, or using alternative transportation, or if it saves time. The traveler will be reimbursed at a standard mileage reimbursement rate.

Meals will be reimbursed at actual expense. Lodging will be reimbursed at actual expense up to certain daily rate caps established for various locations. The applicability of such caps shall be determined on a case by case basis taking into consideration availability of lodging and other extenuating circumstances.

Reimbursement for miscellaneous expenses shall be determined on a case-by-case basis.

Mileage rates and lodging caps will be established and from time to time amended by the Treasurer or his or her designee. All determinations made pursuant to this section shall be made by the Treasurer or his or her designee. In the instance where such determinations regard the travel of the Treasurer or his or her designee, the Chairman shall make such determinations.

**JEFFERSON COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION  
WHISTLEBLOWER POLICY**

Every member of the Board of Directors of the Jefferson County Civic Facility Development Corporation (the "Corporation") and all officer and employees thereof, in the performance of their duties shall conduct themselves with honesty and integrity and observe the highest standards of business and personal ethics as set forth in the Code of Ethics of the Corporation (the "Code").

Each member, officer or employee is responsible to report any violation of the Code (whether suspected or known) to the Corporation's Chief Executive Officer. In the event the suspected or known violation involves the Corporation's Chief Executive Officer, the report of such violation shall be made to the Corporation's Chairman. Reports of violations will be kept confidential to the extent possible. No individual, regardless of his or her position with the Corporation, will be subject to any retaliation for making a good faith claim and, any employee who chooses to retaliate against someone who has reported a violation, shall be subject to disciplinary action which may include termination of employment. Regardless, any claim of retaliation will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate offense.

The Chief Executive Officer or the Chairman, as the case may be, is responsible for immediately forwarding any claim to the Corporation's counsel who shall investigate the claim in a timely manner and report the results and recommendations for handling to the Chief Executive Officer, Chairman or Executive Committee, as appropriate in the best judgment of counsel.

In the event any member, officer or employee believes in good faith that disclosing information within the Corporation as set forth above would likely subject him or her to adverse action or be wholly ineffective, such individual may instead disclose the information to the Authorities Budget Office at 1-800-560-1770.