

**Jefferson County Local Development Corporation**

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Watertown, New York 13601

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www.jcldc.com

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**TO:** JCLDC Governance Committee  
W. Edward Walldroff, Chair  
Paul Warneck  
Greg Gardner  
Bill Johnson

**FROM:** Donald Alexander, CEO

**DATE:** August 27, 2020

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

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A JCLDC Governance Committee meeting has been scheduled via zoom for **Thursday, September 3, 2020 at 9:15 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=RnFGSFJlRlI1dkg1MXFrYmtscKhvZz09>

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  
Christine Powers  
Media

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**GOVERNANCE COMMITTEE MEETING via Zoom**  
**Thursday, September 3, 2020**  
**9:15 AM**

**AGENDA**

- I. Review Current Bylaws
- II. Mission Statement/Proposed Performance Measurements
- III. Review Current Policies and Procedures
  - a. Audit and Finance Committee Charter
  - b. CEO and CFO Annual Report Certification
  - c. Certification of No Conflict of Interest
  - d. Code of Ethics Policy
  - e. Compensation, Reimbursement and Attendance Policy
  - f. Conflicts of Interest 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. Fixed Asset Policy
  - m. Governance Committee Charter
  - n. Independent Director Certification
  - o. Information Security Policy
  - p. Investment Policy with Financial Internal Control System
  - q. Lending/Collection Policy & Procedures
  - r. Policy for Charge Card Expenditures
  - s. Policy Regarding Possession and Use of Electronic Devices
  - t. Procurement Policy
  - u. Real Property Acquisition Guidelines
  - v. Records Retention and Disposition Schedule MI-1
  - w. Sexual Harassment Policy
  - x. Travel Policy
  - y. Whistleblower Policy
- IV. Other
- V. Adjourn

**BY-LAWS**

**OF**

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**

Adopted September 3, 2009  
Amended: October 7, 2010  
December 1, 2011  
Amended August 29, 2013  
Reviewed October 3, 2019

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**BY-LAWS**  
**OF**  
**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**

**ARTICLE I - THE CORPORATION**

**SECTION 1. - NAME.**

The Corporation shall be known as "Jefferson County Local Development Corporation."

**SECTION 2. - OFFICES.**

The principal office of the Corporation shall be located within the Offices of the Jefferson County Industrial Development Agency (the "Agency") in the City of Watertown, New York. 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 initial Member of the Corporation shall be the Jefferson County Industrial Development Agency (the "Agency"), a public benefit corporation of the State of New York whose members shall serve as the Directors of the Corporation, ex officio, provided, however, that such Directors shall not be the same persons as the Chief Executive Officer ("CEO") or the Chief Financial Officer ("CFO") of the Corporation.

**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 CORPORATION.

The Members shall hold an annual meeting of the Corporation 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 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; provided, however, that such Directors shall not be the same persons as the CEO or the CFO of the Corporation.

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

At the annual meeting of the Corporation, the CEO and the CFO of the Corporation shall present an annual report showing in appropriate detail the following information:

(a) A complete verified or 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 MEETING OF THE CORPORATION.

Special meetings of the Corporation may be called at any time by the President and shall be called by the Secretary within fourteen (14) days of receipt of a written request from ten percent (10%) or more 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 meeting.

### 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 of the Corporation. At each membership meeting, the President, or, in his or her absence, the chairperson chosen by a majority of the Members present, shall preside. The Secretary, or in his or her absence, a person chosen by a majority of the Members present, 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 Bylaws, the vote of the 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 right 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 no less than seven but no more than eleven, with seven of such Directors being comprised of the members of the Agency, who are appointed from time to time by the County, and up to an additional four Directors who shall be appointed by the Agency. The Voting Directors shall exercise all rights of Directors as described herein and in the Certificate of Incorporation or any applicable resolution.

(b) Voting Directors shall be eligible to serve an unlimited number of consecutive terms.

(d) Neither the CEO nor the CFO shall serve as Directors of the Corporation.

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

(a) Any Director of the Corporation may resign at any time by giving written notice to the President or the Secretary. The resignation by or removal of a member of the Agency from the Agency board shall have the effect of resignation or removal of that Director of the Corporation. 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.

(b) Any Director may be removed from the Board with or without cause by the affirmative vote of the Members.

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

Newly created directorships resulting from an increase in the number of directors, and vacancies occurring for any reason, shall be filled by the Members as soon as practicable but in no event later than sixty (60) days after the increase or vacancy occurs. A Director elected 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 elected and takes office.

### SECTION 5. - ANNUAL MEETING.

The annual meeting of the Board of Directors shall be held after the annual meeting 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 voting Director of the Corporation prior to the meeting.

#### SECTION 6. - ANNUAL REPORT.

The President 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 the President or any other officer of the Corporation. Written notice shall be mailed or delivered to each voting 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.

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

Notice of a meeting need not be given to any voting 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 voting Directors may from time to time by resolution determine.

#### SECTION 10. – OPEN MEETINGS

To the extent required by 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

To the extent required by 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. - QUORUM AND ADJOURNED MEETINGS.

(a) A majority of the entire Board of voting 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 voting 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 voting Directors.

(c) Any one or more directors may participate in a meeting of the Board by means of a conference telephone or similar means of communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

#### SECTION 13. - 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 voting 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 voting 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 voting Directors present at the time of the vote at a duly convened meeting at which a quorum is present.

#### SECTION 14. - ORGANIZATION.

At each Annual Meeting of the Board of Directors, a Chairman, Vice Chairman, Treasurer and Secretary of the Corporation shall be chosen by a majority of the voting Directors present. The Chairman or his or her designated Director shall preside at all meetings of the Corporation's Board of Directors. The Secretary, or, in his or her absence, a person chosen by a majority of the voting Directors present, shall keep complete and accurate minutes of the meeting.

#### SECTION 15. - ATTENDANCE AT MEETINGS.

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

#### SECTION 16. - COMPENSATION.

The Directors shall serve without compensation. All Directors may be reimbursed for reasonable expenses incurred in the performance of corporate duties.

#### SECTION 17. - 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.

#### SECTION 18. - CORPORATE COMPLIANCE.

The Corporation shall comply in all respects with applicable provisions of the Public Authorities Accountability Act of 2005 ("PAAA") and the Public Authority Reform Act of 2009 ("PARA").

#### SECTION 19. - CODE OF ETHICS; CONFLICT OF INTEREST.

The Corporation shall adopt and maintain a code of ethics and conflict of interest policy that are applicable to members, officers and employees pursuant to Article 18 of the GML, and that at a minimum, includes the standards established in Section 74 of the Public Officers Law.

#### SECTION 20. - ADMINISTRATIVE POLICIES.

The Corporation shall establish policies regarding: investments, travel, property acquisition and disposition, procurement, and, defense and indemnification, and such other policies as determined necessary or desirable by the Board of Directors from time to time.

#### SECTION 21. - BOARD TRAINING.

In accordance with PAAA, Directors of the Corporation must participate in state approved training regarding their legal, fiduciary, financial and ethical responsibilities within one year of appointment.

### 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 voting 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) The Corporation shall have the following Standing Committees:

- (i) Governance Committee. The Corporation hereby establishes and shall maintain a Governance Committee that shall: (1) keep the Board of Directors informed of

current best governance practices; (2) review corporate governance trends; (3) update the Corporation's corporate governance principles; (4) advise the Council, as the Agency's appointing entity, and the Agency, as sole Member of the Corporation, on the skills and experiences required of potential Board members; (5) examine ethical and conflict of interest issues; (6) perform self-evaluations; and (7) recommend periodic by-law revisions, including rules and procedures for the conduct of business of the Corporation. The Governance Committee shall operate and be governed by charter adopted by the Board of Directors and amended from time to time.

- (ii) Audit and Finance Committee. The Corporation hereby establishes and shall maintain an Audit and Finance Committee that shall recommend to the Board of Directors the hiring of a certified independent public accounting firm for the Corporation, establish the compensation to be paid to the accounting firm, provide direct oversight of the performance of the independent audit performed by; the accounting firm hired for such purpose, and to review proposals for the issuance of debt and to make recommendations regarding such proposed issuance. The Audit and Finance Committee shall operate and be governed by charter adopted by the Board of Directors and amended from time to time.

#### SECTION 2. - SPECIAL COMMITTEES.

The Board of Directors, by resolution adopted by a majority of the entire Board of voting 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 the President from among the Directors, with the approval of the Board.

#### SECTION 3. - MEETINGS.

Meetings of committees shall be held at such times and places as shall be fixed by the respective committee chairmen, 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 President, or his or her designee, may attend all committee meetings.

#### 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. Any one or more members of a committee may participate in a meeting of the committee by

means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

## **ARTICLE V - OFFICERS**

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

The Corporation shall have a Chief Executive Officer (“CEO”), a Chief Financial Officer (“CFO”), and a Secretary and other officers and assistant officers as the Board of Directors may determine. The offices of CEO and Secretary shall not be held by the same person. No Director shall hold the office of CEO or of CFO. 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 elected by the voting Directors from among the members of the Board at its annual meeting. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend for one year after his or her election and until a successor is elected or appointed and qualified. Officers shall be eligible to serve an unlimited number of consecutive terms.

### **SECTION 3. - ADDITIONAL OFFICERS.**

Additional officers may be elected 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 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 vote of the voting Directors, with or without cause, at any time, provided there is a quorum of not less than a majority of the entire Board of voting 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 President or the Secretary. 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 voting Directors.

## SECTION 7. – CHIEF EXECUTIVE OFFICER.

The CEO shall be the chief executive officer of the Corporation and shall generally supervise all its affairs. The CEO 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 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 Corporation's Members, Directors and officers and their residence addresses. The Secretary shall be responsible for supervising the preparation and maintenance of the books and records of the Corporation. The 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 President. From time to time, the Board of Directors may designate duties of the Secretary to an appointed Acting Secretary who will perform such duties as may be assigned to him or her.

## SECTION 9. – CHIEF FINANCIAL OFFICER.

It shall be the duty of the CFO 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 CFO shall perform such other duties as may be assigned to him or her by the Board of Directors or the President. From time to time, the Board of Directors may employ or contract with an appointed Acting Treasurer to whom the Board of Directors may designate certain duties of the CFO and other such duties as may be assigned to him or her.

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

### SECTION 1. - EXECUTION OF CONTRACTS.

The Board of Directors, except as these By-laws otherwise provide, 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 the Chief Executive Officer and the Secretary, Chief Financial Officer or Acting Secretary.

#### 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.

#### 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.

**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. - BYLAW CHANGES.**

These By-laws may be amended, repealed or adopted only by the Members of the Corporation.

JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION  
MISSION STATEMENT

Adopted April 7, 2011  
Amended October 4, 2018  
October 3, 2019

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 LOCAL 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”) and the Jefferson County Industrial Development Agency (the “Agency”) pursuant to a Certificate of Incorporation (the “Certificate”) filed with the Secretary of State on September 9, 2009 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 Agency serves as the sole Member of the Corporation and the Directors of the Corporation are appointed by the Agency Board. 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 Audit/Finance Committee Charter;
- b) Corporation CEO & CFO Annual Report Certification;
- c) Corporation Certification of No Conflict of Interest;

- d) Corporation Code of Ethics Policy;
- e) Corporation Compensation, Reimbursement and Attendance Policy;
- f) Corporation Conflicts of Interest 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 Fixed Asset Policy;
- m) Corporation Governance Committee Charter;
- n) Corporation Independent Director Certification;
- o) Corporation Information Security Policy;
- p) Corporation Investment Policy with Internal Controls;
- q) Corporation Lending/Collection Policy and Procedures;
- r) Corporation Policy for Charge Card Expenditures;
- s) Corporation Policy Regarding Possession and Use of Electronic Devices;
- t) Corporation Procurement Policy;
- u) Corporation Real Property Acquisition Guidelines;
- v) Corporation Records Retention and Disposition Schedule MI-1;
- w) **Corporation Sexual Harassment Policy;**
- x) Corporation Travel Policy; and
- y) 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 to advance the job opportunities, health, general prosperity and economic welfare of the people of the 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, the Agency and the County. 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 Local Development Corporation

**Public Authority's Mission Statement:**

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

**Date Adopted:** April 7, 2011, Amended 10/01/20

<b>List of Performance Goals:</b>	<b>2019 Results:</b>
1. Loans approved	1.
2. Tax incentives provided	2.
3. Job Creation	3.
4. Job Retention	4.
5. Capital Investment Leveraged	5.

**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 JCLDC have read and understand the mission statement that was adopted on April 7, 2011.

- 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 JCLDC.

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

The JCLDC's bylaws give the Board of Directors authority to appoint a Chief Executive Officer following a competitive search process under the direction of the Executive Committee.

- 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 JCLDC'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 LOCAL DEVELOPMENT CORPORATION**

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

Adopted 10/7/10

Amended 12/1/11

Reviewed 10/03/19

#### **I. Purpose**

Pursuant to the By-laws of Jefferson County Local 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.

**CERTIFICATE OF THE CHIEF EXECUTIVE OFFICER  
AND THE CHIEF FISCAL OFFICER OF THE  
JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**

The undersigned, being the duly appointed chief executive officer and chief fiscal officer of the Jefferson County Local Development Corporation (the "Corporation"), 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 Corporation, dated as of [date], 20\_\_\_, 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 present in said report.

The Annual Report is hereby approved.

IN WITNESS WHEREOF, the undersigned chief executive officer and chief fiscal officer have executed this Certificate as of the \_\_\_ day of \_\_\_\_\_, 20\_\_\_.

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

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

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION  
CERTIFICATION OF NO CONFLICT OF INTEREST**

Adopted 09/03/09 – Review Date 10/03/19

I, \_\_\_\_\_, being a duly appointed (member/officer/employee) of the Jefferson County Local 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 membership position with 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

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION  
ANNUAL CERTIFICATION OF NO CONFLICT OF INTEREST**

I, \_\_\_\_\_, being a (member/  
officer/employee) of the Jefferson County Local Development Corporation (the "Corporation"),  
DO HEREBY CERTIFY, as follows:

1. This Certificate is being delivered for purposes of complying with the provisions of *Not-For-Profit Corporation Law of the State of New York*.
2. That I own, directly or indirectly, five percent (5%) or more of the stock or other equity interest of the following companies:

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3. That I am an officer or employee of the following companies:

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4. That I am a member of the board of directors of the following companies:

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IN WITNESS WHEREOF, I have hereunto set my hand this \_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Signature

**CODE OF ETHICS**  
**OF**  
**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**

Adopted 09/03/09 – Reviewed 10/03/19

The members of the board (the “Board”) of the Jefferson County Local Development Corporation (the “Corporation”), a duly established public benefit corporation 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) not, 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) fail to 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; or (8) fail to 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.

It is the responsibility of each director of the Corporation to disclose any actual or perceived conflict in writing to the Board and then recuse himself/herself from all discussion of the transaction and abstain from voting. It is the responsibility of each employee of the Corporation to disclose any actual or perceived conflict in writing to his/her immediate supervisor and then recuse himself/herself from any discussion or activity on such matter.

Directors, officers and employees of the Corporation may request a Conflicts of Interest Opinion from the Corporation’s counsel in order to determine whether a certain set of facts may be an actual or perceived conflict of interest and the actions that must or should be taken, if any.

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY**

Adopted 09/03/09 – Review Date 10/03/19

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 Local Development Corporation (the “Corporation”) shall serve without salary at the pleasure of the County of Jefferson, New York (the “County”) 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. 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 LOCAL DEVELOPMENT CORPORATION  
CONFLICTS OF INTEREST  
POLICY**

**Adopted by the Board of Directors: July 1, 2010 – Review Date October 3, 2019**

Section 1. Purpose.

The purpose of this Policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable New York State and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2. Definitions.(a) Interested Person. Any director, officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in the corporate system of which the Corporation is a part, he or she is an interested person with respect to all entities in the corporate system.

(b) Financial Interest. A person has a financial interest if he or she personally has, directly or indirectly, through business, investment or family:

(1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

(2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or



(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial in nature.

A financial interest is not necessarily a conflict of interest, but any director, officer, or member of a committee with Board delegated powers who has a financial interest may declare that he/she has a conflict of interest and thereby become subject to the procedures set forth in Section 3(c) of this Policy. If such a person with a financial interest is not sure whether it creates a conflict of interest, he/she shall make disclosures pursuant to Section 3(a) of this Policy, and the Board or committee shall then determine whether a conflict of interest exists in accordance with Section 3(b).

### Section 3. Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(1) An interested person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest, and he/she shall not otherwise use personal influence with respect thereto.

(2) The Chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation. In conformity with that determination, it shall make its decision as to whether to enter into the transaction or arrangement. If, however, the majority vote of disinterested members is not sufficient to constitute action by a committee, the matter shall be submitted to a vote of the Board, and if the majority vote of disinterested directors is not sufficient to constitute action by the Board, the matter shall be submitted to a vote of the Corporation's members.

(d) Violations of the Conflicts of Interest Policy.

(1) If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall contain:

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 5. Compensation.

A voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. No

voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board or any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person:

- (a) has received a copy of the Conflicts of Interest Policy of the Corporation;
- (b) has read and understands that Policy;
- (c) has agreed to comply with that Policy; and
- (d) understands that the Corporation is a charitable organization and that in order to

maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether transactions and other relationships result in inurement, impermissible private benefit, or an excess benefit transaction.
- (c) Whether partnership and joint venture arrangements and arrangements with other organizations conform to written policies, are properly recorded, reflect reasonable payments for

goods and services, further the Corporation's charitable purposes and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

(d) Whether agreements to provide services and agreements with other entities, employees, and third party payors further the Corporation's charitable purposes and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts.

In conducting the periodic reviews provided for in Section 7 of this Policy, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

Section 9. Loans.

No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through the ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest, except a loan to another Type B not-for-profit corporation.

Section 10. Compliance with Laws.

It is the intention of the Corporation that in all matters related to the Corporation, all directors, corporate officers and members of committees with Board delegated powers shall adhere to applicable federal and state laws and regulations. If there is doubt as to the legality of any action or transaction, reasonable legal assistance should be obtained.

Section 11. Gifts and Favors.

No director, corporate officer or member of a committee with Board delegated powers shall be involved with gifts, entertainment, loans, or other favors of any kind if the value or frequency of the same is such that a sense of obligation to the donor is created, or can be perceived to be created, that would affect the Corporation or influence the acts or judgment of such person. Both the actual and perceived ability of the recipient to complete his/her Corporation related duties in a fair and unbiased manner may not be compromised.

Section 12. Political Activity.

The Corporation respects the rights of directors, corporate officers and members of committees with Board delegated powers to be or not to be involved on an individual basis with political activities of their own choosing. No Corporation funds may be used in connection with any such activity and no individual may make political contributions on behalf of the Corporation.

Section 13. Community Activities.

The Corporation encourages and respects the rights of directors, corporate officers and members of committees with Board delegated powers to become involved in various community service activities as they individually deem appropriate. Such activities, however, shall not interfere with the performance by any such person of his/her duties to the Corporation. Special care must be taken that perceptions not be created that such person is acting on behalf of the Corporation by virtue of the Corporation related position held by the individual. Corporation funds may not be used for community activities not directly related to the mission of the Corporation.

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**DEFENSE AND INDEMNIFICATION POLICY**

Adopted 09/03/09 – Review Date 10/03/19

Pursuant to the Bylaws of the Jefferson County Local Development Corporation (the “Corporation”), the Corporation shall indemnify all members of the Board of the Corporation and each officer and employees thereof, in the performance of their duties, and to the extent authorized by the Board, 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, Amended December 5, 2013

Reviewed October 3, 2019

The following is the policy of the Jefferson County Local 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. Charitable contributions or sponsorships of events not associated with Corporation's mission.
4. Purchases of alcohol or tobacco products.
5. Assignment of cell phones, tablets or vehicles to non-Corporation staff.
6. Personal use of Corporation resources including but not limited to office supplies.

The Corporation 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.



**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**DISPOSITION OF REAL PROPERTY GUIDELINES**

Adopted October 7, 2010  
Amended 12/1/11  
Reviewed 10/03/19

**SECTION 1. DEFINITIONS.**

A. "Contracting officer" shall mean the officer or employee of Jefferson County Local Development Corporation (hereinafter, 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 New York State Public Authorities Law.

C. "Property" shall mean personal property in excess of five thousand dollars (\$5,000.00) 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 2 below.

B. The Corporation shall:

- (i) publish, not less frequently than annually, a report listing all 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.

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 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 pursuant to which the 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 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 (\$15,000.00);
  - (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) such action is otherwise authorized by law.

(iv) Exceptions to Publicly Advertising for Bids and Obtaining Fair Market Value

(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) 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) Purpose of transfer is within purpose, mission or statute of the Corporation; or
- (3) Written notification to Governor, Speaker, and Temporary President. Such notification is subject to denial. Denial by Governor is in the form of a certification. Denial by legislature is in the form of a resolution. Denial must be made within 60 days of receiving notification during January through June. Provided no denial then Corporation may effectuate transfer. However, a local Agency may obtain local approval from the chief executive and legislature of the political subdivision in lieu of the notification to the Governor, Speaker and Temporary President provided the local Corporation's enabling legislation provides for such approval and the property was obtained by the Corporation from the political subdivision.

(B) If below FMV transfer is proposed, the following information is required to be provided to the Corporation's board and the public:

- (1) Description of Asset;
- (2) Appraisal of the FMV of the asset;
- (3) 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) Value received compared to FMV;
- (5) Names of private parties to the transaction and value received;
- (6) Names of private parties that have made an offer, the value of offer, and purpose for which the asset would have been used.

(C) Board 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.

(v) 90 Day Notice of Negotiated Disposals:

(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 (\$15,000.00);

(2) any real property that has an estimated fair market value in excess of one hundred thousand dollars (\$100,000.00), 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 \$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 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) not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Corporation making such disposal.

This Policy is subject to modification and amendment at the discretion of the Corporation 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 the Chief Executive Officer of the Corporation.

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION  
EQUAL EMPLOYMENT OPPORTUNITY POLICY**

Adopted 10/7/10 – Reviewed 10/03/19

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 LOCAL DEVELOPMENT CORPORATION  
EXTENSION OF CREDIT TO BOARD MEMBERS AND OFFICERS**

The Jefferson County Local 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 Local Development Corporation.

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION  
FIXED ASSET POLICY**

Adopted 1/4/18  
Reviewed 10/03/19

**PURPOSE:**

The purpose of this fixed asset policy is to establish guidelines for Management to follow in recording the purchase price of assets on the JCLDC's records as to whether they are to be capitalized or expensed.

**OBJECTIVE:**

To capitalize fixed asset purchases with a value of \$1,000.00

To capitalize improvements that extend the estimated useful life of sites or buildings with a value of at least \$1,000.00

**PROCEDURE:**

All fixed asset purchases are to be treated as complete units. If a purchase is less than the capitalization thresholds noted above, it will be expensed. If a purchase exceeds the capitalization threshold, it is to be capitalized and depreciated on the straight-line basis over the appropriate life using the standard use life table.

**REVIEW:**

This policy will be reviewed for updates annually.



## **JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**

### **GOVERNANCE COMMITTEE CHARTER**

Adopted 10/7/10 – Reviewed 10/3/19

#### **Purpose**

Pursuant to the By-laws of Jefferson County Local 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 LOCAL 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 Local 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 Agency, 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 Agency or received any other form of financial assistance valued at more than \$15,000 from the Agency.

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

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

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



Full Policy  
available upon  
request (142 pages)

## Information Security Policy

Version 3.0

February 16, 2017

Jefferson County Local Development Corporation  
800 Starbuck Ave  
Suite 800  
Watertown, NY 13601

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## Introduction

### *Overview*

This security policy was created to communicate the requirements for secure use of company resources, and represents Jefferson County Local Development Corporation's strategy for how it will implement Information Security principles and technologies. This security policy differs from security processes and procedures, in that the policy provides both high level and specific guidelines on how the Company is to protect its data, but does not specify exactly how that is to be accomplished. This provides leeway to choose which security devices and methods are best in consideration of all factors. This policy is technology and vendor independent, as its intent is to set policy only, which can then be implemented in any manner that accomplishes the specified goals.

### *Scope*

The security policy covers Jefferson County Local Development Corporation's information systems and resources. Perhaps more importantly, it covers the Company data stored on these systems as well as any backups or hardcopies of this data.

Where credit card data is stored or transmitted (i.e., the cardholder data environment), more restrictive requirements will apply. Thus, Jefferson County Local Development Corporation should limit the scope of the cardholder data environment to the fullest extent possible.

### *Goals*

The goals of this security policy are to accomplish the following:

1. To allow for the confidentiality and privacy of Jefferson County Local Development Corporation's information.
2. To provide protection for the integrity of Jefferson County Local Development Corporation's information.
3. To provide for the availability of Jefferson County Local Development Corporation's information.

This is commonly referred to as the "CIA Triad" of Confidentiality, Integrity, and Availability, an approach which is shared by all major security regulations and standards. Additionally, this approach is consistent with generally-accepted industry best practices for security management.

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### ***Intent***

This security policy indicates senior management’s commitment to maintaining a secure network, which allows the IT Staff to do a more effective job of securing Jefferson County Local Development Corporation’s information assets.

A security policy may also provide legal protection to Jefferson County Local Development Corporation, by specifying exactly how users can and cannot use the network, how they should treat confidential information, and the proper use of encryption.

It is the intent of this security policy to clearly communicate the requirements necessary for compliance with any applicable regulations, specifically the Payment Card Industry Data Security Standard Version 3.1 (PCI DSS 3.1), as well as any data confidentiality agreements with third parties.

### ***Implementation***

This policy requires the appointment of an Information Security Manager, who will be responsible for implementation and ongoing security administration. Specific guidance on this position can be found within this document. The Information Security Manager doesn’t necessarily need to be an independent position, but can be a designation fulfilled by an existing employee (i.e., the IT Manager) as long as that employee has the authority to hold a management role, and the resources and abilities to commit to the position. This policy must be implemented with full support of management and/or the executive team.

Policies designated as “End User” policies must be distributed to and formally accepted in writing by the users. Specific guidance regarding security policy implementation and ongoing management can be found within this document.

### ***Revision History***

<u>Revision</u>	<u>Date</u>	<u>Notes</u>
Revision 1.0	2/10/2012	First Revision for PCI DSS 2.0 compliance
Revision 2.0	1/24/2014	Revised for PCI DSS 3.0 compliance
Revision 3.0	5/15/2015	Revised for PCI DSS 3.1 compliance

# JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION

## INVESTMENT POLICY

Adopted 09/03/09 – Amended 12/01/11

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 behalf of the Jefferson County Local Development Corporation (the "Corporation") or on behalf of any other entity or individual.
2. Objectives – The primary objectives of the Corporation's investment activities are, in priority order:
  - a. to conform to 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 money’s 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: (i) deposits and investments are safeguarded against loss from unauthorized use or disposition, (ii) transactions are executed in accordance with management's authorization and recorded properly and (iii) all deposits, investments and transactions are managed in compliance with applicable laws and regulations.
6. 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 Section 512 of 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 Section VII (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 Executive Director or Chairman 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 governing board.
- c. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the governing board.

All purchased obligations, unless registered or inscribed in the name of the local government, 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 local government, 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 government for a term not to exceed 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 government 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 governing board.

## 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 local government 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 local government to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the local government, 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 local government, 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 LOCAL DEVELOPMENT CORPORATION  
FINANCIAL INTERNAL CONTROL SYSTEM**

Adopted December 1, 2011

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.

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION  
LENDING/COLLECTION POLICY AND PROCEDURES**

Adopted 10/07/10  
Amended 09/06/12  
09/04/14  
11/6/14  
3/5/15  
Amended 12/3/15  
12/5/19

**1. GENERAL STATEMENT**

The Jefferson County Local Development Corporation (JCLDC) functions, among other activities, as a lending institution, making loans for economic development purposes to qualified applicants. Loan procedures will be reviewed periodically to insure that all rules and regulations are being complied with.

The JCLDC will review applications for need of JCLDC funds, appropriateness of project and ability to attain the stated goals.

The Board of Directors (BOD) has the ability to approve exceptions to the lending policy in order to enhance the agency's ability to stimulate economic development and help spur job creation/retention.

**2. LENDING AREA**

The loans will be made to businesses and industries situated in or having a significant positive economic impact in Jefferson County.

**3. TYPES OF LOANS**

The JCLDC may lend funds to businesses and/or non-profit entities for the following purposes:

Business/real estate acquisition  
Working Capital  
Fixed assets  
Inventory

There must be a positive economic benefit to Jefferson County as defined by:

- a. job creation
- b. job retention
- c. community redevelopment
- d. community enhancement
- e. generate positive net cash flow as defined – businesses that generate a substantial portion of their revenue from sales outside the County

#### **4. DESCRIPTION OF LOAN PROGRAMS**

The loan program is defined in Exhibit A.

#### **5. EQUITY CONTRIBUTION OF BORROWER**

A minimum equity contribution of 10% of the total eligible project costs is required of the Borrower. The equity contribution required for a start-up business may be greater, depending upon the circumstances. The equity contribution can be in the form of cash or substantial equity in collateral being offered.

#### **6. INTEREST RATES AND REPAYMENT TERMS**

Interest rates on the JCLDC loans will be determined by the Board of Directors. The interest rates will generally range from prime minus 3 to prime plus 2 and will generally be on fixed rate basis adjusted every 5 years, when applicable. Staff will review interest rates on January 1 of each year to determine if adjustment should be made. Recommendations will be made to the Loan Review Committee for applicable loans. Repayment terms for real estate loans will generally range from 10 to 20 years; repayment terms for machinery and equipment purchases will generally range from 7 to 10 years.

#### **7. CLOSING FEES**

The Borrower shall pay all costs connected with the issuance of the loan.

Specific fees are outlined in Exhibit A for each loan program.

#### **8. DOCUMENTS**

The JCLDC will require the completed written business plan and application to include three years of personal financial statements, three years of tax returns and/or business financials. Closing documents necessary to perfect its security interest are required by its commitment letter to fully comply with all Federal regulations and will include personal guarantees.

#### **9. RESPONSIBILITY OF LOAN REVIEW COMMITTEE**

The Chairman will appoint a minimum of three representatives of the Board to serve on this Committee for the purpose of initially determining the eligibility of a prospective loan and analysis of the application for presentation to the Board. Upon completion of this analysis, the committee will provide a recommendation to the Board at the next scheduled meeting.

#### **10. RESPONSIBILITY OF BOARD OF DIRECTORS**

The Board will maintain an active Loan Review Committee. The Board will act on the recommendations of the Committee at their regular scheduled meetings. The Chief Executive Officer will prepare a letter advising the Borrower of the Board's decision. If approved, the letter, among other things, will set forth the general and specific terms and conditions under which the JCLDC is willing to grant the loan, such as the interest rate, repayment period, expected collateral, etc. The letter will also advise the proposed Borrower that he/she will be obligated to pay all costs incurred by the JCLDC in connection with his application, even if the loan does not close as expected. The letter must include an acceptance within two weeks. The offer shall expire in 120 days from the date of the letter allowing a reasonable time for the proposed Borrower to meet the terms and conditions of the loan. An extension of the letter must be approved by the Board of Directors. For JCLDC loans for projects which will have construction financing, the commitment shall be for the anticipated construction period plus two months, and the construction must start within 180 days. The Board of Directors must approve an extension of the commitment. The Chief Executive Officer will present to the Board a written report of all delinquent accounts for the Board's review.

## 11. COLLECTION PROCEDURE

The following collection policy will be administered by the JCLDC:

### A. 15 days delinquent

When a loan is 15 days delinquent, a late payment notice is sent by the staff to the Borrower requesting the loan be brought current or may otherwise be placed in default.

### B. 30 days delinquent

When a loan is 30 days delinquent, a telephone call is made to the Borrower from the JCLDC staff in order to define the reason for the delinquency. The regular monthly billing is sent to the Borrower, which will include two months payment due plus a late fee, as stated in the Note. A second delinquent letter will be sent requesting the loan be brought current as is subject to be placed in default. **The JCLDC Staff reserves the right to submit any delinquency to a nationally accredited Credit Reporting Agency if a delinquency has not been cured within 30 days following transmittal of the default letter.**

### C. 60 days delinquent

A third delinquent letter will be sent demanding the loan be brought current immediately; otherwise, the loan is subject to being placed in default and will be turned over to JCLDC attorney within a certain period of time. At this time, the staff will determine the best collection course to pursue.

## 12. REPORTS TO BE KEPT

The original loan documents should be kept in the Office of the JCLDC. In addition to these, the following reports are to be kept and updated as needed:

1. current financial reports – updated annually

2. evidence of insurance (includes hazard insurance and flood insurance, if required by the loan documents) – updated annually
3. UCC-1 Financing Statements – updated every five years
4. Annual Employment Report
5. Periodic site visits
6. Annual financial statements and/or personal financial statements and tax returns

It is the responsibility of the JCLDC staff to attempt to receive and update the above documents.

### **13. ENVIRONMENTAL RISK CONSIDERATION**

To reduce the JCLDC's potential liability the JCLDC will require Environmental Site Assessments which satisfy the standards set forth by the United States Environmental Protection Agency's "All Appropriate Inquiry" Final Rule, 40 C.F.R. Part 312.

### **14. APPRAISALS**

The loan amount cannot exceed the appraisal of real estate or equipment unless approved by the Board. All real estate loan requests will require an acceptable appraisal report determined by the loan review committee.

### **15. RESERVE FOR BAD DEBT**

Customer account balances are considered on a case-by-case basis. Management individually reviews all accounts receivable balances and based on an assessment of current creditworthiness, estimates the accounts, if any, that will not be collected, and uses this amount to establish the annual reserve.

**EXHIBIT A**  
**JCLDC Loan Program**

**Jefferson County Local Development Corporation (JCLDC)  
Revolving Loan Fund (RLF)**

- Purpose:** The loan fund targets manufacturing and eligible service businesses.
- Area of Availability:** Businesses in Jefferson County.
- Eligible Activities:** Manufacturing businesses either start-up or expanding; however, deviation for service based businesses will be addressed on a case by case basis. Also, entities that will enhance the community and economic development initiatives of the County.
- Employment Eligibility:** None.
- Funding Uses:** Fixed assets, working capital and inventory.
- Funding Limitations:** Loans generally range from \$25,000 to \$250,000 or 40% of the total project costs, whichever is less. Multiple loans can be made with a maximum aggregate amount not to exceed \$500,000.
- Equity Participation:** Equity participation of at least ten (10) percent of the total project costs.
- Interest Rate:** Generally, interest rates range from Prime minus 3% to Prime plus 2%. Rates determined on a project specific basis.
- Repayment Terms:** Will be determined on a case by case basis. Amortization of the loan shall not exceed five (5) years.
- Applicant agrees to provide timely repayment of any loan associated with this application according to the terms and conditions found in Loan Documents and as agreed to by participating parties. Staff reserves the right to submit any delinquency to a nationally accredited Credit Reporting Agency if a delinquency has not been cured within 30 days following transmittal of a default letter.
- Administered By:** Jefferson County Local Development Corporation (JCLDC)  
800 Starbuck Avenue, Suite 800  
Watertown, NY 13601

**Jefferson County Local Development Corporation (JCLDC)  
Revolving Loan Fund (RLF) – Cont.**

**Application Deadline:** Must be submitted by the 15th day of the month.

**Fees:** Application fee of \$250.00 is payable to the JCLDC at the time the application is submitted. A loan closing fee of 1.5% is due at the time of closing. A ½% fee is for any modification request is due at the time of request.

**Point of Contact:** Lyle Eaton, JCLDC, 315-782-5865



# Jefferson County Local Development Corporation

Adopted October 3, 2013, Reviewed October 3, 2019

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## Policy for Charge Card Expenditures:

- Each employee is responsible for any credit card issued to them.
- Each employee is responsible to obtain and keep the credit card receipts for all charges including purchases via telephone and internet.
- Each employee is responsible to pay the balance in full on each statement. Carry over balances are not authorized.

## Reimbursement Procedures:

- The employee will complete an Employee Expense Report obtained via Group Docs/Company Forms/Employee Expense Report.
- The employee will attach all receipts to the Employee Expense Report for reimbursement. Expenses over \$25.00 must have a receipt attached or reimbursement will not be authorized without a written explanation to and approval from the Chief Executive Officer.
- The employee will submit the Employee Expense Report to the Chief Executive Officer for approval.
- The Chief Executive Officer will forward the Employee Expense Report to the Chief Financial Officer for reimbursement.
- The Chief Executive Officers expense report shall be audited by the Chief Financial Officer and approved by the Board Treasurer prior to issuing check.
- Reimbursement will be processed within five business days after receipt by the Chief Financial Officer.

Each employee understands that any balance due on the credit card upon termination of employment will be deducted from his or her final pay check unless all receipts have been submitted prior to departure with a statement from the credit card company.

Failure to provide the necessary documents to the Chief Financial Officer will result in a delay of the final pay check until the statement is received.

Failure to abide by these procedures could result in disciplinary actions including termination of employment.

**I have read and understand the above Policy:**

\_\_\_\_\_  
Employee Signature

\_\_\_\_\_  
Date

JCLDC POLICY REGARDING POSSESSION AND USE OF CORPORATION-  
ISSUED ELECTRONIC EQUIPMENT

Adopted January 2, 2014, Reviewed October 3, 2019

Equipment Issued Description and Serial Number \_\_\_\_\_  
Equipment Issued to \_\_\_\_\_  
Date of Issuance \_\_\_\_\_  
Corporation position held: Board of Director \_\_\_\_\_ Staff \_\_\_\_\_

### Use Policy

The Jefferson County Local Development Corporation has issued the above electronic equipment for exclusive use in Corporation related activities. This device is not to be used for personal activities and is provided to the above-named individual for the sole purpose of enhancing their Corporation- related activities.

#### Loaning the Device

The device is not to be loaned or allowed to be borrowed or traded by or to any other individual and the material contained therein is understood to be completely confidential.

#### Responsibility for the Device

The above individual acknowledges that they are responsible for this device and should the device become lost or stolen, the Corporation maintains the right to charge the individual for the replacement value of this device.

#### Damage to the Device

Should the device become damaged and/or fails to function properly, the device must be returned to the Corporation so that its qualified Agent can render service to the device. No individuals unauthorized by the Corporation are to provide service or complete any modifications to the device without the express written consent of the Corporation or its Agent.

#### Service to the Device

If the device should fail to function properly, the individual in possession of the device should first execute a list of simple steps, outlined below\*\* , in an attempt to resolve the problem. If those simple steps fail to solve the problem the device should be immediately returned to the Corporation for service.

### Software Downloads

Only software related to activities authorized by the Corporation or the recognized Agent of the JCLDC can be loaded on the device. If the user can identify software that, in their opinion, will assist in their ability to exercise their responsibility related to the Corporation than a request for that software to be loaded on their device must be made to the Corporation or authorized Agent. These 'exceptions' will then be included in a list of authorized software maintained by the Agent of the LDC.

Updates to existing software or downloads of additional software must be completed by the authorized Agent of the LDC.

### Download Precautions

Precautions regarding the downloading of new or additional software must be taken to insure the proper integration of each machine within the system being used by the Corporation. If simple downloads of updated material can be done by the individual, instructions and recommendations will be provided by our Agent to all Corporation representatives with a device.

### Passwords

If passwords are required for individual machines, those passwords will be issued to the individual machine by the Corporation and then made known to the individual in possession of the device. No unauthorized passwords that might prevent the Corporation from capturing stored data on the machines will be permitted.

### Device Wear and Tear

Normal 'wear and tear' of the device will be considered the responsibility of the Corporation, however, in the event of damage by mis-use of the device, repairs for that damage or machine replacement may be considered the responsibility of the individual user. That determination will be made by the Corporation.

### Data Plans

The Corporation will maintain an adequate data plan to allow your machine to function to its fullest capacity. This will include the use of the 'cloud' for data storage and transfer.

### Legal Compliance for Data Storage and Transfer

It should be noted that certain data that the user may be privy to must be considered in light of any compliance issues that it may be implicated. As an example, data regarding health related issues must be held in strict confidence or risk violating HIPAA laws. Although not recommended, if any data of this nature is stored on your device it remains the user responsibility to protect it.

### Annual Device Maintenance

At least once every year, the device must undergo inspection and maintenance typically on or about the anniversary date of the device being placed in service.

### Relinquishment

When service to the Jefferson County Local Development Corporation is concluded for whatever reason, the device must be returned to the Corporation in acceptable condition as soon as possible. It is noted that the device is an asset of the JCLDC and any material contained therein or the device itself is LDC property.

### BYOD Policy

The Corporation does not have a formal policy for the use of personal electronic devices in the pursuit of Corporation business. The Corporation, however, recognizes that employees will have personal devices with them and will use them occasionally as part of their daily activities. The Corporation discourages the use of personal devices in corporation activities and is not responsible for repair or replacement of any personal devices.

*I have read and have understood the implications of this policy relating to my stewardship of the device identified by the serial number above. I further acknowledge that I have received said device and it is now within my possession:*

---

*Signature*

-0-

\*\* Attempt to reboot the machine by turning it off and on twice  
Insure battery is fully charged by attaching charging device to electrical outlet  
Call technical Agent: Steel Potter, Northern Computers, Office: 315-779-1385

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**PROCUREMENT POLICY**

Adopted 10/7/10 – Amended 12/3/15

Reviewed 10/3/19

A. Introduction

1. Scope – In accordance with the Not-For-Profit Corporation Law (the “N-PCL”) and the Public Authorities Accountability Act of 2005, Jefferson County Local Development Corporation (the “Corporation”) desires to adopt procurement policies which will apply to the procurement of goods and services to be paid for by the Corporation for its own use and account.
2. Purpose – Pursuant to the N-PCL, the primary objectives of this policy are to assure the prudent and economical use of the Corporation’s monies, 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

1. Determination Required – Prior to commencing any procurement of goods and services, the President/CEO or an authorized designee shall prepare a written statement setting forth the basis for (1) the determination that competitive bidding is not required for such procurement, and if applicable (2) the determination that such procurement is not subject to any requirements set forth in this policy. Such written statements shall be maintained by the President/CEO or such authorized designee in a specially designated procurement file.
2. Procedure for determining whether Procurements are subject to Competitive Bidding – The procedure for determining whether a procurement of goods and services is subject to competitive bidding shall be as follows:
  - a. The President/CEO or an authorized designee shall make the initial determination as to whether competitive bidding is required. This determination will be based whether the Corporation contemplates expenditures of (1) the performance of any construction contract (services, labor or

construction), and (2) for any purchase contract (acquisition of commodities, materials, supplies or equipment).

- b. The President/CEO or such authorized designee shall review the purchase request against prior years' expenditures, if any, and a good faith effort will be made to determine whether it is known or can reasonably be expected that the aggregate purchases of a similar nature will exceed the above competitive bidding procedures shall be followed for said expenditure.
  - c. The President/CEO or such authorized designee shall present any legal issues regarding the applicability of the competitive bidding requirements stated herein to the Corporation's Counsel.
3. Methods of Competition to be used for Non-Bid Procurements and Procurements Exempt by Statute – Alternative proposals or quotations for goods and services may be secured by use of written requests for proposals ("RFP"), requests for qualifications ("RFQ"), and/or written quotations, verbal quotations or any other method of procurement which furthers the purposes of this Section.
4. Procedures for the Purchase of Commodities, Equipment or Goods:
- a. Up to \$500 The discretion of the President/CEO or authorized designee.
  - b. \$501 - \$3,000 Documented verbal quotations from at least three vendors.
  - d. \$3,001 - \$10,000 and up- Written/fax quotations from at least three vendors.
5. Procedures for the Purchase of Construction or other Services:
- a. Up to \$1000 The discretion of the President/CEO or authorized designee.
  - b. \$1,001 - \$5,000 Documented verbal quotations from at least three vendors.

- c. \$5,001 - \$20,000 and up Written/fax quotations from at least three vendors.
6. Basis for the Award of Contracts – Contracts will be awarded to the lowest responsible vendor who meets the specifications.
7. Circumstances justifying an Award to other than the Lowest Cost quoted.
  - a. Delivery requirements
  - b. Quality requirements
  - c. Quality
  - d. Past vendor performance
  - e. The unavailability of three or more vendors who are able to quote on a procurement.
  - f. It may be in the best interests of the Corporation to consider only one vendor who has previous expertise with respect to a particular procurement.
8. Documentation
  - a. For each purchase made the President/CEO or authorized designee shall set forth in writing the category of procurement that is being made and what method of procurement is specified.
  - b. The basis for any determination that competitive bidding is not required shall be documented, in writing, by the President/CEO or such authorized designee, and filed with the purchase order or contract therefore.
  - c. For those items not subject to competitive bidding such as professional services, emergencies, purchased under city contracts or procurements from sole sources, documentation should include a memo to the files which details why the procurement is not subject to competitive bidding and include, as applicable:
    - (1) a description of the facts giving rise to the emergency and that they meet the statutory criteria; or
    - (2) a description of the professional services; or
    - (3) written verification of city contracts; or
    - (4) opinions of Counsel, if any; or
    - (5) a description of sole source items and how such determinations were made.

d. Whenever an award is made to other than the lowest quote the reasons for doing so shall be set forth in writing and maintained in the procurement file.

Whenever the specified number of quotations cannot or will not be secured, the reasons for this shall be indicated in writing and maintained in the procurement file.

9. Exceptions to Bidding

a. Professional Services – This category includes services which require special education and/or training, license to practice or are creative in nature. Examples of professional services are: lawyers, doctors, accountants, engineers, artists, etc.

b. Emergency Situation – An emergency exists if the delay caused by soliciting quotes would endanger the health, welfare or property of the municipality or of the citizens. With approval by the President/CEO such emergency shall not be subject to competitive bidding or the procedures stated above.

c. Resolution Waiving Bidding Requirements – The Corporation may adopt a resolution waiving the competitive bidding requirements whenever it is determined to be impracticable.

d. Sole Source – Defined as a situation when there is only one possible source from which to procure goods and/or services and it is shown that the item needed has unique benefits, the cost is reasonable for the product offered and there is no competition available. In this situation, a request for a resolution waiving bidding requirements, as described above, is required.

e. Single Source – Defined as a situation in which, although two or more contractors can supply the required product or services, the corporation has determined that it is in its best interest to procure from a particular contractor or vendor without seeking competitive quotes or proposals due to overriding considerations; and for which the reasonableness of cost can be determined. Examples would include the following:

- The selected contractor has familiarity or previous experience with the particular project for which services are needed, helping to ensure continuity, effectiveness, and efficient completion;



- The corporation has a specific design or specification for which it feels the selected contractor is best suited to deliver;
- The corporation needs maintenance for a particular piece of equipment, and that maintenance must be provided by a particular vendor to maintain the warranty.

In any case where a single source contract is awarded, the corporation shall document in the procurement record the circumstances leading to the selection of the vendor, including the alternatives considered, the rationale for selecting the specific vendor and the basis upon which it determined the cost was reasonable.

f. True Lease – Prices will be obtained through quotations whenever possible. The award shall be made on the basis of goods and/or services to be provided, ability to meet the specifications desired and price.

g. Insurance – All insurance policies shall be procured in accordance with the following procedures:

(1) Premium less than \$10,000 – documented telephone quotations from at least three agents (if available).

(2) Premium over \$10,001 – written quotations/fax or proposals from at least three agents (if available)

10. Minority and Women Business Enterprises – It is the goal of the Corporation to provide opportunities for the purchase of goods and services from certified minority and/or women-owned business enterprises (“M/WBE”). To that end, the Corporation shall use its best efforts to solicit bids and proposals from such businesses by utilizing available lists of M/WBE firms certified with the County of Jefferson and/or the State of New York and by notifying them of opportunities to submit proposals and/or bids for goods or services when practical. Such certified M/WBE firms will be provided sufficient time to submit proposals and/or bids in response to any solicitations.
11. Input from members of the Corporation – Comments concerning the procurement policy shall be solicited from the members of the Corporation from time to time.

12. Annual Review – the Corporation shall annually review its policies and procedures.
13. Unintentional Failure to Comply – The unintentional failure to comply with the provisions of this policy shall not be grounds to void action taken or give rise to a cause of action against the Corporation or any officer thereof.

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION  
REAL PROPERTY ACQUISITION GUIDELINES  
Adopted 6/7/18 – Reviewed 10/3/19**

The Jefferson County Local 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

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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



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REV. 2006

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# Jefferson County Local Development Corporation

## Sexual Harassment Policy

Adopted October 4, 2018 – Reviewed October 3, 2019

### Introduction

Jefferson County Local Development Corporation is committed to maintaining a workplace free from sexual harassment. Sexual harassment is a form of workplace discrimination. All employees are required to work in a manner that prevents sexual harassment in the workplace. This Policy is one component of Jefferson County Local Development Corporation's commitment to a discrimination-free work environment. Sexual harassment is against the law<sup>1</sup> and all employees have a legal right to a workplace free from sexual harassment and employees are urged to report sexual harassment by filing a complaint internally with the Jefferson County Local Development Corporation. Employees can also file a complaint with a government agency or in court under federal, state or local antidiscrimination laws.

### Policy:

1. Jefferson County Local Development Corporation's policy applies to all employees, applicants for employment, interns, whether paid or unpaid, contractors and persons conducting business, regardless of immigration status, with the Jefferson County Local Development Corporation. In the remainder of this document, the term "employees" refers to this collective group.
2. Sexual harassment will not be tolerated. Any employee or individual covered by this policy who engages in sexual harassment or retaliation will be subject to remedial and/or disciplinary action (e.g., counseling, suspension, termination).
3. Retaliation Prohibition: No person covered by this Policy shall be subject to adverse action because the employee reports an incident of sexual harassment, provides information, or otherwise assists in any investigation of a sexual harassment complaint. The Jefferson County Local Development Corporation will not tolerate such retaliation against anyone who, in good faith, reports or provides information about suspected sexual harassment. Any employee of the Jefferson County Local Development Corporation who retaliates against anyone involved in a sexual harassment investigation will be subjected to disciplinary action, up to and including termination. All employees, paid or unpaid interns, or non-employees<sup>2</sup> working in the workplace who believe they have been subject to such retaliation should inform a supervisor, manager, or Donald C. Alexander, CEO. All employees, paid or unpaid interns or non-

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<sup>1</sup> While this policy specifically addresses sexual harassment, harassment because of and discrimination against persons of all protected classes is prohibited. In New York State, such classes include age, race, creed, color, national origin, sexual orientation, military status, sex, disability, marital status, domestic violence victim status, gender identity and criminal history.

<sup>2</sup> A non-employee is someone who is (or is employed by) a contractor, subcontractor, vendor, consultant, or anyone providing services in the workplace. Protected non-employees include persons commonly referred to as independent contractors, "gig" workers and temporary workers. Also included are persons providing equipment repair, cleaning services or any other services provided pursuant to a contract with the employer.

employees who believe they have been a target of such retaliation may also seek relief in other available forums, as explained below in the section on Legal Protections.

4. Sexual harassment is offensive, is a violation of our policies, is unlawful, and may subject Jefferson County Local Development Corporation to liability for harm to targets of sexual harassment. Harassers may also be individually subject to liability. Employees of every level who engage in sexual harassment, including managers and supervisors who engage in sexual harassment or who allow such behavior to continue, will be penalized for such misconduct.
5. The Jefferson County Local Development Corporation will conduct a prompt and thorough investigation that ensures due process for all parties, whenever management receives a complaint about sexual harassment, or otherwise knows of possible sexual harassment occurring. The Jefferson County Local Development Corporation will keep the investigation confidential to the extent possible. Effective corrective action will be taken whenever sexual harassment is found to have occurred. All employees, including managers and supervisors, are required to cooperate with any internal investigation of sexual harassment.
6. All employees are encouraged to report any harassment or behaviors that violate this policy. The Jefferson County Local Development Corporation will provide all employees a complaint form for employees to report harassment and file complaints.
7. Managers and supervisors are **required** to report any complaint that they receive, or any harassment that they observe or become aware of, to Donald C. Alexander, CEO.
8. This policy applies to all employees, paid or unpaid interns, and non-employees and all must follow and uphold this policy. This policy must be provided to all employees and should be posted prominently in all work locations to the extent practicable (for example, in a main office, not an offsite work location) and be provided to employees upon hiring.

### What Is “Sexual Harassment”?

Sexual harassment is a form of sex discrimination and is unlawful under federal, state, and (where applicable) local law. Sexual harassment includes harassment on the basis of sex, sexual orientation, self-identified or perceived sex, gender expression, gender identity and the status of being transgender.

Sexual harassment includes unwelcome conduct which is either of a sexual nature, or which is directed at an individual because of that individual’s sex when:

- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment, even if the reporting individual is not the intended target of the sexual harassment;
- Such conduct is made either explicitly or implicitly a term or condition of employment; or
- Submission to or rejection of such conduct is used as the basis for employment decisions affecting an individual’s employment.

A sexually harassing hostile work environment includes, but is not limited to, words, signs, jokes, pranks, intimidation or physical violence which are of a sexual nature, or which are directed at an individual because of that individual's sex. Sexual harassment also consists of any unwanted verbal or physical advances, sexually explicit derogatory statements or sexually discriminatory remarks made by someone which are offensive or objectionable to the recipient, which cause the recipient discomfort or humiliation, which interfere with the recipient's job performance.

Sexual harassment also occurs when a person in authority tries to trade job benefits for sexual favors. This can include hiring, promotion, continued employment or any other terms, conditions or privileges of employment. This is also called "quid pro quo" harassment.

Any employee who feels harassed should report so that any violation of this policy can be corrected promptly. Any harassing conduct, even a single incident, can be addressed under this policy.

### **Examples of sexual harassment**

The following describes some of the types of acts that may be unlawful sexual harassment and that are strictly prohibited:

- Physical acts of a sexual nature, such as:
  - Touching, pinching, patting, kissing, hugging, grabbing, brushing against another employee's body or poking another employee's body;
  - Rape, sexual battery, molestation or attempts to commit these assaults.
- Unwanted sexual advances or propositions, such as:
  - Requests for sexual favors accompanied by implied or overt threats concerning the target's job performance evaluation, a promotion or other job benefits or detriments;
  - Subtle or obvious pressure for unwelcome sexual activities.
- Sexually oriented gestures, noises, remarks or jokes, or comments about a person's sexuality or sexual experience, which create a hostile work environment.
- Sex stereotyping occurs when conduct or personality traits are considered inappropriate simply because they may not conform to other people's ideas or perceptions about how individuals of a particular sex should act or look.
- Sexual or discriminatory displays or publications anywhere in the workplace, such as:
  - Displaying pictures, posters, calendars, graffiti, objects, promotional material, reading materials or other materials that are sexually demeaning or pornographic. This includes such sexual displays on workplace computers or cell phones and sharing such displays while in the workplace.
- Hostile actions taken against an individual because of that individual's sex, sexual orientation, gender identity and the status of being transgender, such as:
  - Interfering with, destroying or damaging a person's workstation, tools or equipment, or otherwise interfering with the individual's ability to perform the job;



- Sabotaging an individual's work;
- Bullying, yelling, name-calling.

### **Who can be a target of sexual harassment?**

Sexual harassment can occur between any individuals, regardless of their sex or gender. New York Law protects employees, paid or unpaid interns, and non-employees, including independent contractors, and those employed by companies contracting to provide services in the workplace. Harassers can be a superior, a subordinate, a coworker or anyone in the workplace including an independent contractor, contract worker, vendor, client, customer or visitor.

### **Where can sexual harassment occur?**

Unlawful sexual harassment is not limited to the physical workplace itself. It can occur while employees are traveling for business or at employer sponsored events or parties. Calls, texts, emails, and social media usage by employees can constitute unlawful workplace harassment, even if they occur away from the workplace premises, on personal devices or during non-work hours.

## **Retaliation**

Unlawful retaliation can be any action that could discourage a worker from coming forward to make or support a sexual harassment claim. Adverse action need not be job-related or occur in the workplace to constitute unlawful retaliation (e.g., threats of physical violence outside of work hours).

Such retaliation is unlawful under federal, state, and (where applicable) local law. The New York State Human Rights Law protects any individual who has engaged in "protected activity." Protected activity occurs when a person has:

- made a complaint of sexual harassment, either internally or with any anti-discrimination agency;
- testified or assisted in a proceeding involving sexual harassment under the Human Rights Law or other anti-discrimination law;
- opposed sexual harassment by making a verbal or informal complaint to management, or by simply informing a supervisor or manager of harassment;
- reported that another employee has been sexually harassed; or
- encouraged a fellow employee to report harassment.

Even if the alleged harassment does not turn out to rise to the level of a violation of law, the individual is protected from retaliation if the person had a good faith belief that the practices were unlawful. However, the retaliation provision is not intended to protect persons making intentionally false charges of harassment.

## Reporting Sexual Harassment

**Preventing sexual harassment is everyone's responsibility.** Jefferson County Local Development Corporation cannot prevent or remedy sexual harassment unless it knows about it. Any employee, paid or unpaid intern or non-employee who has been subjected to behavior that may constitute sexual harassment is encouraged to report such behavior to a supervisor, manager or Donald C. Alexander, CEO. Anyone who witnesses or becomes aware of potential instances of sexual harassment should report such behavior to a supervisor, manager or Donald C. Alexander, CEO.

Reports of sexual harassment may be made verbally or in writing. A form for submission of a written complaint is attached to this Policy, and all employees are encouraged to use this complaint form. Employees who are reporting sexual harassment on behalf of other employees should use the complaint form and note that it is on another employee's behalf.

Employees, paid or unpaid interns or non-employees who believe they have been a target of sexual harassment may also seek assistance in other available forums, as explained below in the section on Legal Protections.

## Supervisory Responsibilities

All supervisors and managers who receive a complaint or information about suspected sexual harassment, observe what may be sexually harassing behavior or for any reason suspect that sexual harassment is occurring, **are required** to report such suspected sexual harassment to Donald C. Alexander, CEO.

In addition to being subject to discipline if they engaged in sexually harassing conduct themselves, supervisors and managers will be subject to discipline for failing to report suspected sexual harassment or otherwise knowingly allowing sexual harassment to continue.

Supervisors and managers will also be subject to discipline for engaging in any retaliation.

## Complaint and Investigation of Sexual Harassment

**All** complaints or information about sexual harassment will be investigated, whether that information was reported in verbal or written form. Investigations will be conducted in a timely manner, and will be confidential to the extent possible.

An investigation of any complaint, information or knowledge of suspected sexual harassment will be prompt and thorough, commenced immediately and completed as soon as possible. The investigation will be kept confidential to the extent possible. All persons involved, including complainants, witnesses and alleged harassers will be accorded due process, as outlined below, to protect their rights to a fair and impartial investigation.

Any employee may be required to cooperate as needed in an investigation of suspected sexual harassment. The Jefferson County Local Development Corporation will not tolerate retaliation against employees who file complaints, support another's complaint or participate in an investigation regarding a violation of this policy.

While the process may vary from case to case, investigations should be done in accordance with the following steps:

- Upon receipt of complaint, Donald C. Alexander, CEO will conduct an immediate review of the allegations, and take any interim actions (e.g., instructing the respondent to refrain from communications with the complainant), as appropriate. If complaint is verbal, encourage the individual to complete the "Complaint Form" in writing. If he or she refuses, prepare a Complaint Form based on the verbal reporting.
- If documents, emails or phone records are relevant to the investigation, take steps to obtain and preserve them.
- Request and review all relevant documents, including all electronic communications.
- Interview all parties involved, including any relevant witnesses;
- Create a written documentation of the investigation (such as a letter, memo or email), which contains the following:
  - A list of all documents reviewed, along with a detailed summary of relevant documents;
  - A list of names of those interviewed, along with a detailed summary of their statements;
  - A timeline of events;
  - A summary of prior relevant incidents, reported or unreported; and
  - The basis for the decision and final resolution of the complaint, together with any corrective action(s).
- Keep the written documentation and associated documents in a secure and confidential location.
- Promptly notify the individual who reported and the individual(s) about whom the complaint was made of the final determination and implement any corrective actions identified in the written document.
- Inform the individual who reported of the right to file a complaint or charge externally as outlined in the next section.

## Legal Protections And External Remedies

Sexual harassment is not only prohibited by the Jefferson County Local Development Corporation but is also prohibited by state, federal, and, where applicable, local law.

Aside from the internal process at the Jefferson County Local Development Corporation, employees may also choose to pursue legal remedies with the following governmental entities. While a private attorney is not required to file a complaint with a governmental agency, you may seek the legal advice of an attorney.

In addition to those outlined below, employees in certain industries may have additional legal protections.

### State Human Rights Law (HRL)

The Human Rights Law (HRL), codified as N.Y. Executive Law, art. 15, § 290 et seq., applies to all employers in New York State with regard to sexual harassment, and protects employees, paid or unpaid interns and non-employees, regardless of immigration status. A complaint alleging violation of the Human Rights Law may be filed either with the Division of Human Rights (DHR) or in New York State Supreme Court.

Complaints with DHR may be filed any time **within one year** of the harassment. If an individual did not file at DHR, they can sue directly in state court under the HRL, **within three years** of the alleged sexual harassment. An individual may not file with DHR if they have already filed a HRL complaint in state court.

Complaining internally to the Jefferson County Local Development Corporation does not extend your time to file with DHR or in court. The one year or three years is counted from date of the most recent incident of harassment.

You do not need an attorney to file a complaint with DHR, and there is no cost to file with DHR.

DHR will investigate your complaint and determine whether there is probable cause to believe that sexual harassment has occurred. Probable cause cases are forwarded to a public hearing before an administrative law judge. If sexual harassment is found after a hearing, DHR has the power to award relief, which varies but may include requiring your employer to take action to stop the harassment, or redress the damage caused, including paying of monetary damages, attorney's fees and civil fines.

DHR's main office contact information is: NYS Division of Human Rights, One Fordham Plaza, Fourth Floor, Bronx, New York 10458. You may call (718) 741-8400 or visit: [www.dhr.ny.gov](http://www.dhr.ny.gov).

Contact DHR at (888) 392-3644 or visit [dhr.ny.gov/complaint](http://dhr.ny.gov/complaint) for more information about filing a complaint. The website has a complaint form that can be downloaded, filled out, notarized and mailed to DHR. The website also contains contact information for DHR's regional offices across New York State.

## **Civil Rights Act of 1964**

The United States Equal Employment Opportunity Commission (EEOC) enforces federal anti-discrimination laws, including Title VII of the 1964 federal Civil Rights Act (codified as 42 U.S.C. § 2000e et seq.). An individual can file a complaint with the EEOC anytime within 300 days from the harassment. There is no cost to file a complaint with the EEOC. The EEOC will investigate the complaint, and determine whether there is reasonable cause to believe that discrimination has occurred, at which point the EEOC will issue a Right to Sue letter permitting the individual to file a complaint in federal court.

The EEOC does not hold hearings or award relief, but may take other action including pursuing cases in federal court on behalf of complaining parties. Federal courts may award remedies if discrimination is found to have occurred. In general, private employers must have at least 15 employees to come within the jurisdiction of the EEOC.

An employee alleging discrimination at work can file a "Charge of Discrimination." The EEOC has district, area, and field offices where complaints can be filed. Contact the EEOC by calling 1-800-669-4000 (TTY: 1-800-669-6820), visiting their website at [www.eeoc.gov](http://www.eeoc.gov) or via email at [info@eeoc.gov](mailto:info@eeoc.gov).

If an individual filed an administrative complaint with DHR, DHR will file the complaint with the EEOC to preserve the right to proceed in federal court.

## **Local Protections**

Many localities enforce laws protecting individuals from sexual harassment and discrimination. An individual should contact the county, city or town in which they live to find out if such a law exists. For example, employees who work in New York City may file complaints of sexual harassment with the New York City Commission on Human Rights. Contact their main office at Law Enforcement Bureau of the NYC Commission on Human Rights, 40 Rector Street, 10th Floor, New York, New York; call 311 or (212) 306-7450; or visit [www.nyc.gov/html/cchr/html/home/home.shtml](http://www.nyc.gov/html/cchr/html/home/home.shtml).

## **Contact the Local Police Department**

If the harassment involves unwanted physical touching, coerced physical confinement or coerced sex acts, the conduct may constitute a crime. Contact the local police department.

# Sexual Harassment Prevention Policy Notice



Combating  
Sexual Harassment

## **Sexual harassment is against the law.**

All employees have a legal right to a workplace free from sexual harassment, and **Jefferson County Local Development Corporation** is committed to maintaining a workplace free from sexual harassment.

Per New York State Law, **Jefferson County Local Development Corporation** has a sexual harassment prevention policy in place that protects you. This policy applies to all employees, paid or unpaid interns and non-employees in our workplace, regardless of immigration status.

**If you believe you have been subjected to or witnessed sexual harassment, you are encouraged to report the harassment to a supervisor, manager or Chairman of our Board of Directors so we can take action.**

**Copies of our complete policy may be found: in the offices of our CEO, CFO or in our File Room under 'Sexual Harassment Policy'.**

**Our Complaint Form may be found: in the offices of our CEO, CFO or in our File Room under 'Sexual Harassment Policy'.**

**If you have questions and to make a complaint, please contact:**

Donald C. Alexander, CEO

800 Starbuck Avenue, Watertown, NY 13601  
Or by calling 315-782-5865

For more information and additional resources, please visit:

[www.ny.gov/programs/combating-sexual-harassment-workplace](http://www.ny.gov/programs/combating-sexual-harassment-workplace)

# JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION

## TRAVEL POLICY

Adopted 09/03/09 – Amended 12/01/11  
Reviewed 10/03/19

### Section 1. APPLICABILITY

This policy shall apply to every member of the board (the “Board”) of the Jefferson County Local 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 President/CEO prior to such travel. Provided, however, in the instance where the President/CEO 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. All determinations made pursuant to this section shall be made by the Treasurer. In the instance where such determinations regard the travel of the Treasurer, the President shall make such determinations.

**JEFFERSON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**WHISTLEBLOWER POLICY**

Adopted 09/03/09

Amended 12/01/11

Reviewed 10/03/19

Every member of the board (the "Board") of the Jefferson County Local 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 their 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 a recommendation 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.