

## Jefferson County Industrial Development Agency

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[www.jcida.com](http://www.jcida.com)

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

**FROM:** David Zembiec, CEO

**DATE:** October 8, 2021

**SUBJECT:** Governance Committee Meeting Notice

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A JCIDA Governance Committee meeting has been scheduled for **Friday, October 15, 2021 at 8:15 a.m.**

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

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

Thank you.

pss

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

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
GOVERNANCE COMMITTEE MEETING  
Friday, October 15, 2021  
8:15 AM**

**AGENDA**

- I. Proposed Bylaws
- II. Review Mission Statement/Performance Measurements
- III. Review the following Policies and Procedures:
  - a. Disposition of Real Property Guidelines
  - b. Proposed Investment Policy with Financial Internal Control System
  - c. Procurement Policy
- IV. Annual Confidential Board Evaluations
- V. Other
  - a. Proposed Local Labor Policy
- VI. Adjourn

**BYLAWS  
OF THE  
JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**Adopted April 7, 2011**

**Amended December 1, 2011**

**Amended April 5, 2012**

**Amended October 4, 2012**

**Amended August 29, 2013**

**Amended October 5, 2017**

**~~Reviewed October 1, 2020~~ Proposed 11/4/21**

**DRAFT**

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**ARTICLE I - THE AGENCY**

**Section 1. NAME.** The name of the Agency shall be "The Jefferson County Industrial Development Agency" (JCIDA).

**Section 2. MISSION STATEMENT.** To advance the job opportunities, health, general prosperity, and economic welfare of the people of the County and to improve their recreation opportunities, prosperity and standard of living.

**Section 3. SEAL OF AGENCY.** The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

**Section 4. OFFICE OF AGENCY.** The office of the Agency shall be at 800 Starbuck Avenue, Suite 800 in the City of Watertown, New York, but the Agency may have other offices at such other places as the Agency may from time to time designate by resolution.

**Section 5. FISCAL YEAR.** The fiscal year of the Agency shall commence on the first day of October of each year and end on the last day of September.

**ARTICLE II - BOARD OF DIRECTORS**

**Section 1. BOARD MEMBER APPOINTMENTS.** There shall be seven board members for the JCIDA. All board member appointments are made by the Jefferson County Board of Legislators (JCBOL). All board members shall serve at the pleasure of the JCBOL.

**Section 2. - RESIGNATIONS AND REMOVAL OF DIRECTORS.**

(a) Any Director of the Agency may resign at any time by giving written notice to the Chairman 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 Agency. 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.

### **ARTICLE III - OFFICERS**

**Section 1. OFFICERS.** The officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and at the option of the Agency, an Assistant Secretary, and an Assistant Treasurer.

**Section 2. CHAIRMAN.** The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency the Chairman or board approved designee shall sign all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting the Chairman or board approved designee shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of the Agency.

**Section 3. VICE CHAIRMAN.** The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Agency shall appoint a new Chairman.

**Section 4. SECRETARY.** The Secretary shall review the records of the Agency, and shall review the record keeping procedures of the Agency and storage of such records. The Secretary shall ensure that the seal of the Agency is stored in a safe place and he/she, except as otherwise authorized by resolution of the Agency, shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Agency.

**Section 5. ASSISTANT SECRETARY.** The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary; and in the case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the secretary until such time as the Agency shall appoint a new Secretary.

**Section 6. TREASURER.** The Treasurer shall oversee the care and custody of all funds of the Agency. The Treasurer or board approved designee shall sign all instruments of indebtedness, all orders, and all checks for the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be counter-signed by the Chairman. Treasurer shall oversee with the Comptroller regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting an account of his transactions and also of the financial condition of the Agency. He/she shall give such bond for the faithful performance of his duties as the Agency may determine.

**Section 7. ASSISTANT TREASURER.** The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the treasurer; and in case of

resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Agency shall appoint a new Treasurer. He/she shall give such bond for the faithful performance of his duties as the Agency may determine.

**Section 8. ADDITIONAL DUTIES.** The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by the bylaws of the Agency, or by the rules and regulations of the Agency.

**Section 9. APPOINTMENT OF OFFICERS.** All officers of the Agency are appointed by the Board of Directors as recommended by the Nominating Committee.

**Section 10. VACANCIES.** Should any office become vacant, the Agency shall appoint a successor from among its membership at the next regular meeting, and such appointment shall be for the unexpired term of said office.

## ARTICLE VI - MEETINGS

**Section 1. ANNUAL MEETING.** The annual meeting of the Agency shall be held at the first meeting of the fiscal year.

**Section 2. REGULAR MEETINGS.** Regular meetings of the Agency may be held at such times and places as from time to time may be determined by resolution of the Agency.

**Section 3. SPECIAL MEETINGS.** The Chairman or CEO of the Agency may, when he/she deems it desirable, call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Agency or may be mailed, faxed or e-mailed to the business or home address of each member of the Agency at least two days prior to the date of such special meeting. Waivers of notice may be signed by any members failing to receive a proper notice. At such the call, but if all the members of the Agency are present at special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

**Section 4. QUORUM.** At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

**Section 5. ORDER OF BUSINESS.** At the regular meetings of the Agency the following shall be the order of business.

1. Call to Order
2. Pledge of Allegiance

3. Privilege of the Floor
4. Approval of the Minutes of the previous meeting
5. Treasurer's Report
6. Committee Reports
  - Executive Committee
  - Governance Committee
  - Loan Review Committee
  - Audit/Finance Committee
  - Nominating Committee
7. Unfinished Business
8. New Business
9. Counsel
10. Adjournment

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Agency.

**Section 6. MANNER OF VOTING.** The voting on all questions coming before the Agency shall be by consensus requiring a majority to pass or deny an action.

## ARTICLE V - COMMITTEES

**Section 1. EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the officers of the Agency and the immediate past chairman. The Executive Committee shall exercise the powers of the Board of Directors in the interim between meetings of the directors with general power to discharge the duties of the Board of Directors except as such power from time to time may be limited by the Board.

A majority of the Executive Committee shall constitute a quorum for the transaction of business.

The Executive Committee shall keep books of separate minutes and report their action at the next meeting of the Board of Directors or as often as they may be required by the Board.

**Section 2. GOVERNANCE COMMITTEE.** The Governance Committee shall be appointed by the Chairman and approved by the Board of Directors. The purpose of the committee is to (a) keep the Board informed of current best practices in corporate governance, (b) review corporate governance trends for applicability to the JCIDA, (c) update the JCIDA's corporate governance principles and governance practices, and (d) advise the Jefferson County Board of Legislators on the skills, qualities and professional or educational experiences necessary to be effective Board members. The Governance Committee shall be comprised of at least three members that are well versed in these areas of Corporate Governance.



**Section 3. LOAN REVIEW COMMITTEE.** The Loan Review Committee shall be appointed by the Chairman and approved by the Board of Directors. The purpose of the Loan Review Committee is to follow the adopted Lending Policy to review applications and business plans and make recommendations to the Board of Directors for loans and other incentives such as lease-leasebacks and PILOTs.

**Section 4. AUDIT COMMITTEE.** The Audit Committee shall be appointed by the Chairman and approved by the Board of Directors. The purpose of the committee is to (a) assure that the authority's board fulfills its responsibilities for the authority's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (b) provide an avenue of communication between management, the independent auditors, the internal auditors, and the board of directors. The Audit Committee shall be comprised of at least 3 members.

**Section 5. NOMINATING COMMITTEE.** The Nominating Committee shall be appointed by the Chairman and approved by the Board of Directors. The purpose of the Nominating Committee is to recommend officers for the Agency to be appointed at the regular monthly meeting of the Agency prior to the start of each fiscal year.

**Section 6. FINANCE COMMITTEE.** The Finance Committee shall be appointed by the Chairman and approved by the Board of Directors. It will review the Agency's budgets, proposals, and contracts. The Committee shall be composed of no less than three and no more than five members.

**Section 7. AD HOC COMMITTEES.** The Ad Hoc Committee(s) shall be appointed by the Chairman and approved by the Board of Directors. The Ad Hoc Committee(s) may be formed as needed at any regular meeting of the Agency.

## ARTICLE VI - INDEMNIFICATION

**Section 1. Authorized Indemnification.** Unless clearly prohibited by law or Section 2 of this Article, the Agency shall indemnify, defend and hold harmless any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil or administrative, investigative or otherwise, including any action by or in the right of the Agency, by reason that he or she, whether before or after adoption of this Section, (a) is or was a Member or officer of the Agency, or (b) is serving or served, in any capacity, at the request of the Agency, as a Member or officer of any affiliate of the Agency. The indemnification shall include, but shall not be limited to, all judgments, fines, penalties, amounts paid in settlement (provided the Agency shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

**Section 2. Prohibited Indemnification.** The Agency shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Members in good faith determine, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained a financial profit or other advantage to which he or she was not legally entitled.

**Section 3. Advancement of Expenses.** The Agency shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Agency, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Agency, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An Indemnified Person shall cooperate in good faith with any request by the Agency that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts among the interests of the parties.

**Section 4. Indemnification of Others.** Unless clearly prohibited by law or Section 2 of this Article, the Agency may approve indemnification as set forth in this Article for a person who is or was employed by the Agency or who is or was a volunteer for the Agency, and who is made, or threatened to be made, a party in any action or proceeding, as the result of such employment or volunteer activity.

**Section 5. Determination of Indemnification.** Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Members shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Members must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Member with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Members is not obtainable, the Members shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

**Section 6. Binding Effect.** Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by



amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

**Section 7. Insurance.** The Agency is not required to purchase Members' and officers' liability insurance, but the Agency may purchase such insurance if authorized and approved by the Members. To the extent permitted by law, such insurance may insure the Agency for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Members, officers, employees or volunteers of the Agency for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Agency.

## **ARTICLE VII - AMENDMENTS**

**Section 1. AMENDMENTS TO BYLAWS.** The bylaws of the Agency shall be amended only with the approval of at least a majority of all of the members of the Agency at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Agency.

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
MISSION STATEMENT

Adopted April 7, 2011  
Amended October 1, 2015  
Amended October 6, 2016  
Amended October 1, 2020

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 INDUSTRIAL DEVELOPMENT AGENCY (hereinafter called the "Agency") is established as a public benefit corporation of the State for the benefit of the County of Jefferson (the "County") pursuant to Title 1 of Article 18-A of the General Municipal Law ("GML") of the State, as amended, and Chapter 632 of the Laws of 1972 of the State as codified under GML Section 900-a, (hereinafter collectively called the "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").

Pursuant to the Act, the purposes of the Agency shall be to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research and recreation facilities including certain defined facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living. In furtherance of these purposes, the Agency is vested with powers as contained within the Act.

The Members of the Agency are appointed by the Board of Legislators of the County. Pursuant to and in accordance with the Act, the Agency has adopted By-laws governing the actions and activities of the Members of the Agency, along with agency officers and employees. In accordance with the Act, PAAA and PARA, the Agency has further adopted and complies with the following corporate policies (collectively, the "Agency Policies"):

- a) Agency Adaptive Reuse Determination;
- b) Agency Audit/Finance Committee Charter;
- c) Agency CEO & CFO Annual Report Certification
- d) Agency Certification of No Conflict of Interest & Jefferson County Financial

- Disclosure Form;
- e) Agency Code of Ethics Policy;
  - f) Agency Compensation, Reimbursement and Attendance Policy;
  - g) Agency Defense and Indemnification Policy;
  - h) Agency Discretionary Funds Policy;
  - i) Agency Disposition of Real Property Guidelines;
  - j) Agency Equal Employment Opportunity Policy;
  - k) Agency Evaluative Criteria – Project Type Listing & Matrix
  - l) Agency Extension of Credit to Board Members and Officers;
  - m) Agency Fixed Asset Policy;
  - n) Agency Governance Committee Charter;
  - o) Agency Independent Director Certification;
  - p) Agency Information Security Policy;
  - q) Agency Investment Policy with Internal Controls;
  - r) Agency Lending/Collection Policy and Procedures;
  - s) Agency Policy Regarding Possession & Use of Agency-Issued Electronic Equipment;
  - t) Agency Post Issuance Compliance Procedures
  - u) Agency Procurement Policy;
  - v) Agency Real Property Acquisition Guidelines;
  - w) Agency Recapture Policy and flow chart;
  - x) Agency Records Retention and Disposition Schedule MI-1;
  - y) Agency Rules for Public Hearings Conducted by the Agency;
  - z) Agency Travel Policy;
  - aa) Agency Uniform Guidance – Internal Controls;
  - bb) Agency Uniform Tax Exemption Policy; and
  - cc) Agency Whistleblower Policy.

In addition, as a public benefit corporation of the State, the Agency 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 Agency was established pursuant to the Act with purposes and powers and the Agency’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 and to improve their recreation opportunities, prosperity and standard of living. In furtherance of the purposes and powers vested in the Agency pursuant to the Act, the Agency shall undertake projects, programs and initiatives to achieve the purposes as set forth within the Act. In addition, and in doing so, the Agency shall adhere to its adopted policies and applicable statutory requirements, including PAAA, PARA, OML, FOIL, and SEQRA. Further, and in accordance with GML Section 900-a, the Agency shall take into consideration the local zoning and planning regulations as well as the regional and local comprehensive land use plans.

The Agency'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 Agency's purposes and Mission. In furtherance of these stated goals, the Agency 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 public benefit corporations.

### III. ANNUAL PERFORMANCE REVIEW MEASURES

The Agency shall annually review this Mission Statement and identify whether the Agency (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 Agency and the County.

In furtherance of the foregoing Performance Measures, the Agency shall further undertake the following annual measures:

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

## **Authority Mission Statement and Performance Measurements**

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**Name of Public Authority:** Jefferson County Industrial Development Agency (JCIDA)

**Public Authority's Mission Statement:**

To advance the job opportunities, health, general prosperity, and economic welfare of the people of the County and to improve their recreation opportunities, prosperity and standard of living.

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

<b>List of Performance Measures:</b>	<b>10/1/19 – 9/30/20 Results:</b>
1. Loans approved	1. 2
2. Tax incentives provided	2. 5 projects approved – benefits effective 2021
3. Job Creation	3. 3
4. Job Retention	4. 4
5. Capital Investment Leveraged	5. \$915,000

**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 JCIDA 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 JCIDA.

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

The JCIDA'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 JCIDA'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 Agency'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 INDUSTRIAL DEVELOPMENT AGENCY**

### **DISPOSITION OF REAL PROPERTY GUIDELINES**

Adopted October 7, 2010

Amended 12/1/11

Reviewed 10/01/20

#### **SECTION 1. DEFINITIONS.**

A. "Contracting officer" shall mean the officer or employee of the Jefferson County Industrial Development Agency (hereinafter, the "Agency") 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 Agency shall:

- (i) maintain adequate inventory controls and accountability systems for all property owned by the Agency 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 Agency shall:

- (i) publish, not less frequently than annually, a report listing all property owned in fee by the Agency. 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 Agency and the name of the purchaser for all such property sold by the Agency 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 Agency. The Agency shall have the right to dispose of its property for any valid corporate purpose.

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

C. Method of Disposition. Unless otherwise permitted, the Agency 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 Agency and/or contracting officer deems proper. The Agency 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 Agency shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Agency may enter into an agreement with the Commissioner pursuant to which the Commissioner may dispose of property of the Agency under terms and conditions agreed to by the Agency 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 Agency, purporting to transfer title or any other interest in property of the Agency 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 Agency 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 Agency, price and other factors considered; provided, that all bids may be rejected at the Agency'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 Agency, 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 Agency 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 Agency; 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 Agency 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 Agency's enabling legislation provides for such approval and the property was obtained by the Agency from the political subdivision.

(B) If below FMV transfer is proposed, the following information is required to be provided to the Agency'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 Agency making such disposal.

This Policy is subject to modification and amendment at the discretion of the Agency and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Agency is the Chief Executive Officer of the Agency.

# JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

## INVESTMENT POLICY

Adopted 10/1/09 – Reviewed ~~10/01/20~~ Proposed 11/4/21

### I. INVESTMENT AND DEPOSIT POLICY

**DRAFT**

#### A. Introduction

1. Scope – This investment and deposit policy applies to all monies and other financial resources available for investment and deposit on its own behalf or on behalf of any other entity or individual.
2. Objectives – The primary objectives of the local government's investment activities are, in priority order:
  - a. to conform with all applicable federal, state and other legal requirements (legal);
  - b. to adequately safeguard principal (safety);
  - c. to provide sufficient liquidity to meet all operating requirements (liquidity); and
  - d. to obtain a reasonable rate of return (yield).
3. Prudence – All participants in the investment process and all participants responsible for depositing the Agency's funds shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair confidence in the Agency 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 Agency's funds shall refrain from personal business activity that could conflict with proper execution of the investment program or the deposit of the Agency's funds or which could impair their ability to make impartial investment decisions.

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

1. Designation of Depositories

In accordance with the IDA Act, the Agency shall designate as depositories of its money those banks and trust companies authorized to serve as such pursuant to said law.

B. Investment Policy

1. Permitted Investments

Pursuant to GML Section 11, the Agency is authorized to invest monies 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 monies 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 Agency within such times as the proceeds will be needed to meet expenditures for purposes for which the monies 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 Agency within two years of the date of purchase.

## 2. Authorized Financial Institutions and Dealers

The Agency 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 Agency. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Chief Executive Officer or Chairman is responsible for evaluating the financial position and maintaining a listing of proposed depositaries, trading partners and custodians. Such listing shall be evaluated at least annually.

## 3. Purchase of Investments

The Agency 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 Article 5G of the GML 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 Agency by the bank or trust company shall be held pursuant to a written custodial agreement as described in GML Section 10.

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 Agency 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

In accordance with the provisions of GML, 10, all deposits of the Agency, 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 GML Section 10, 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 one 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 Agency 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 Agency 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 agency 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 monies.
- (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 INDUSTRIAL DEVELOPMENT AGENCY  
FINANCIAL INTERNAL CONTROL SYSTEM**

Review Date October 1, 2020 Proposed 11/4/21

**DRAFT**

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~~ Finance 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, the Chief Financial Officer or Finance Assistant shall prepare the bank deposit.

The Executive Assistant or ~~Office Assistant~~ Finance 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~~ Finance 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~~ Finance 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.

PILOT payments shall be processed in the same manner and deposited to the proper account. Disbursements will be made to the proper taxing jurisdiction when due.

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

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## **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~~ Finance 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~~ Finance 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.

Checks not printed on the accounting system must be entered as a manual check with all of the above approvals required.

## **FINANCIAL STATEMENTS:**

Financial statements and supporting schedules shall be prepared monthly by the Chief Financial Officer or Finance Assistant 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 INDUSTRIAL DEVELOPMENT AGENCY  
PROCUREMENT POLICY

Adopted 10/1/09 – Amended 12/3/15

Reviewed 10/1/20

A. Introduction

1. Scope — In accordance with Article 18-A of the General Municipal Law (the "IDA Act"), Section 104-b of the General Municipal Law, and the Public Authorities Accountability Act of 2005, the Jefferson County Industrial Development Agency is required adopt procurement policies which will apply to the procurement of goods and services not subject to the competitive bidding requirements of Section 103 of the GML and paid for by an IDA for its own use and account.
2. Purpose — Pursuant to Section 104-b of the GML, the primary objectives of this policy are to assure the prudent and economical use of public monies in the best interests of the taxpayers of a political subdivision or district, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.

B. Procurement Policy

1. Determination Required — Prior to commencing any procurement of goods and services, the Chief Executive Officer 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 Chief Executive Officer 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 Chief Executive Officer or an authorized designee shall make the initial determination as to whether competitive bidding is required. This determination will be based on Section 103 of the GML which requires competitive bidding for expenditures of (1) more than \$20,000 for the performance of any public works contract (services, labor or construction), and (2) more than \$10,000 for any purchase contract (acquisition of commodities, materials, supplies or equipment).
  - b. The Chief Executive Officer or such authorized designee shall review the purchase request against prior years' expenditures 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 Chief Executive Officer or such authorized designee shall present any legal issues regarding the applicability of the competitive bidding requirements stated herein to the Agency'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 shall be secured by use of written requests for proposals or written quotations, verbal quotations or any other method of procurement which furthers the purposes of this Section except for items excepted herein (see 7 below) or procurements made pursuant to:
  - a. GML, Section 103 (3) (through county contracts), or
  - b. GML, Section 104 (through state contracts), or
  - c. State Finance Law, Section 175-b (from agencies for the blind or severely handicapped), or
  - d. Correction Law, Section 186 (articles manufactured in correctional institutions).
4. Procedures for the Purchase of Commodities, Equipment or Goods under \$10,000.
  - a. Up to \$500                      The discretion of the Chief Executive Officer or authorized designee.
  - b. \$501 - \$3,000                Documented verbal quotations from at least three vendors.
  - c. \$3,001 - \$10,000          Written/fax quotations from at least three vendors.
5. Procedures for the Purchase of Public Works or Services under \$20,000.
  - a. Up to \$1000                      The discretion of the Chief Executive Officer or authorized designee.
  - b. \$1,001 - \$5,000                Documented verbal quotations from at least three vendors.
  - c. \$5,001 - \$20,000          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 Agency to consider only one vendor who has previous expertise with respect to a particular procurement.
8. Documentation
  - a. For each purchase made the Chief Executive Officer 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 Chief Executive Officer 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 county contracts or procurements from sole sources, documentation should include a memo to the file 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 county 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.

- e. 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. 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 Chief Executive Officer such emergency shall not be subject to competitive bidding or the procedures stated above.
- b. Resolution Waiving Bidding Requirements — The Agency may adopt a resolution waiving the competitive bidding requirements whenever it is determined to be impracticable.
- c. 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.
- d. 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.
- e. 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)
- f. 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.
- g. Single Source — Defined as a situation in which, although two or more contractors can supply the required product or services, the agency 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 agency has a specific design or specification for which it feels the selected contractor is best suited to deliver;
- The agency 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 agency 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.

10. Minority and Women Business Enterprises — It is the goal of the Agency 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 Agency 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 Agency — Comments concerning the procurement policy shall be solicited from the members of the Agency from time to time.
12. Annual Review — the Agency shall annually review its policies and procedures.
13. Unintentional Failure to Comply — The unintentional failure to comply with the provisions of Section 104-b of the GML shall not be grounds to void action taken or give rise to a cause of action against the Agency or any officer thereof.

**Summary Results of Confidential Evaluation of Board Performance  
2020-2021**

	<b>Criteria</b>	<b>Agree</b>	<b>Somewhat Agree</b>	<b>Somewhat Disagree</b>	<b>Disagree</b>
1	Board members have a shared understanding of the mission and purpose of the Authority.	6	1		
2	The policies, practices and decisions of the Board are always consistent with this mission.	5	2		
3	Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	4	3		
4	The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	7			
5	The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	4	3		
6	The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.	7			
7	Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	7			
8	Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	7			
9	The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	6	1		
10	The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	6	1		
11	Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	7			
12	Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	6	1		
13	Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	7			
14	The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	7			
15	The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	5	2		
16	Board members demonstrate leadership and vision and work respectfully with each other.	7			

Name of Authority: Jefferson County Industrial Development Agency

Date Completed:

**Jefferson County Industrial Development Agency  
2020-2021 Confidential Evaluation of Board Performance**

	Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
1	Board members have a shared understanding of the mission and purpose of the Authority.	X			
2	The policies, practices and decisions of the Board are always consistent with this mission.	X			
3	Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	X			
4	The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	X			
5	The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	X			
6	The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.	X			
7	Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	X			
8	Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	X			
9	The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	X			
10	The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	X			
11	Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	X			
12	Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	X			
13	Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	X			
14	The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	X			
15	The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	X			
16	Board members demonstrate leadership and vision and work respectfully with each other.	X			

Date Completed: 9/21/2021

**Jefferson County Industrial Development Agency  
2020-2021 Confidential Evaluation of Board Performance**

	Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
1	Board members have a shared understanding of the mission and purpose of the Authority.	✓			
2	The policies, practices and decisions of the Board are always consistent with this mission.		✓		
3	Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.		✓		
4	The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	✓			
5	The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	✓			
6	The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.	✓			
7	Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	✓			
8	Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	✓			
9	The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.		✓		
10	The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.		✓		
11	Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	✓			
12	Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	✓			
13	Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	✓			
14	The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	✓			
15	The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.		✓		
16	Board members demonstrate leadership and vision and work respectfully with each other.	✓			

Date Completed: 9/24/21



**Jefferson County Industrial Development Agency  
2020-2021 Confidential Evaluation of Board Performance**

	Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
1	Board members have a shared understanding of the mission and purpose of the Authority.	X			
2	The policies, practices and decisions of the Board are always consistent with this mission.	X			
3	Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.		X		
4	The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	X			
5	The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.		X		
6	The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.	X			
7	Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	X			
8	Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	X			
9	The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	X			
10	The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	X			
11	Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	X			
12	Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.		X		
13	Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	X			
14	The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	X			
15	The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	X			
16	Board members demonstrate leadership and vision and work respectfully with each other.	X			

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

9/24/21

**Jefferson County Industrial Development Agency  
2020-2021 Confidential Evaluation of Board Performance**

	Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
1	Board members have a shared understanding of the mission and purpose of the Authority.		✓		
2	The policies, practices and decisions of the Board are always consistent with this mission.		✓		
3	Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.		✓		
4	The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	✓			
5	The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	✓			
6	The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.	✓			
7	Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	✓			
8	Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	✓			
9	The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	✓			
10	The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	✓			
11	Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	✓			
12	Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	✓			
13	Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	✓			
14	The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	✓			
15	The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	✓			
16	Board members demonstrate leadership and vision and work respectfully with each other.	✓			

Date Completed: 28 Sept 2021

**Jefferson County Industrial Development Agency  
2020-2021 Confidential Evaluation of Board Performance**

	Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
1	Board members have a shared understanding of the mission and purpose of the Authority.	✓			
2	The policies, practices and decisions of the Board are always consistent with this mission.	✓			
3	Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	✓			
4	The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	✓			
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7	Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	✓			
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9	The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	✓			
10	The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	✓			
11	Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	✓			
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13	Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	✓			
14	The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	✓			
15	The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.		✓		
16	Board members demonstrate leadership and vision and work respectfully with each other.	✓			

Date Completed: 9/29/21

**Jefferson County Industrial Development Agency  
2020-2021 Confidential Evaluation of Board Performance**

	<b>Criteria</b>	<b>Agree</b>	<b>Somewhat Agree</b>	<b>Somewhat Disagree</b>	<b>Disagree</b>
1	Board members have a shared understanding of the mission and purpose of the Authority.	X			
2	The policies, practices and decisions of the Board are always consistent with this mission.	X			
3	Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	X			
4	The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	X			
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13	Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	X			
14	The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	X			
15	The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	X			
16	Board members demonstrate leadership and vision and work respectfully with each other.	X			

Date Completed: 10/7/2021

**Jefferson County Industrial Development Agency  
2020-2021 Confidential Evaluation of Board Performance**

	Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
1	Board members have a shared understanding of the mission and purpose of the Authority.	✓			
2	The policies, practices and decisions of the Board are always consistent with this mission.	✓			
3	Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	✓			
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10	The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	✓			
11	Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	✓			
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14	The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	✓			
15	The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	✓			
16	Board members demonstrate leadership and vision and work respectfully with each other.	✓			

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

10/7/21