

January 18, 2022

Via Zoom Meeting and Livestreamed on YouTube

Annual Meeting

Roll Call

- Nominations and Election of Officers
- Appointment of Committees

Regular Meeting

Roll Call

Public Comment

Approval of Previous Meeting Minutes (October 13, 2021)

Bills and Communications

Committee Reports

Treasurer's Report

Old and Unfinished Business

New Business

Resolution #2022-01 Adopt Required Policies:

- Mission Statement
- Investment Policy
- Disposition of Property Policy
- Procurement Policy

Public Comment

Date of Next Meeting: To Be Determined

Adjournment



FRANKLIN COUNTY CIVIC DEVELOPMENT CORPORATION
BOARD OF DIRECTORS MEETINGS

WEDNESDAY, OCTOBER 13, 2021
Via Zoom Meeting and Livestreamed on YouTube

REGULAR MEETING

Chair Martin called the Regular Meeting of the CDC to order at 3:03 pm. Maria conducted roll call with the following people present:

Sherry Boyea
Michael Doran
James Ellis
Stephen Erman
Madelyn Fleury
Justus Martin
Jeremy Evans, CEO
Maria Bourgeois, Operations Manager
Russ Kinyon, Economic Development Director
Absent: Archie McKee

Mr. Martin welcomed everyone to the meeting.

Accept Agenda: Motion to accept the meeting agenda made by Ms. Fleury, seconded by Mr. Erman. All in favor.

Public Comment Period: None.

Approval of Previous Meeting Minutes:

- The CDC board approved the meeting minutes of March 23, 2021 on a motion by Ms. Fleury, seconded by Ms. Boyea. All in favor.

Bills and Communications: None.

Committee Reports: None.

Treasurer's Report: Jeremy reviewed the January and September 2021 financials with the board.

- Motion to accept the financial reports for January – September 2021 by Ms. Boyea, seconded by Mr. Doran. All in favor.

Old & Unfinished Business: None

New Business:

Resolution #2021-03 2022 Budget: Jeremy reviewed the proposed 2022 CDC Budget with the Board.

- Motion to adopt Resolution #2021-03 as presented made by Ms. Fleury, seconded by Mr. Erman. All in favor.

Adjournment: After stating that the next regular meeting of the CDC is to be determined and with no other business to conduct, Mr. Martin adjourned the meeting at 3:05 pm on a motion by Ms. Fleury, seconded by Ms. Boyea. All in favor.

Franklin County Civic Development Corporation

Balance Sheet Prev Year Comparison

As of December 31, 2021

	<u>Dec 31, 21</u>	<u>Dec 31, 20</u>	<u>Dec 31, 20</u>
ASSETS			
Current Assets			
Checking/Savings			
Community Bank	11,119.14	12,617.97	12,617.97
Total Checking/Savings	11,119.14	12,617.97	12,617.97
Total Current Assets	11,119.14	12,617.97	12,617.97
TOTAL ASSETS	<u>11,119.14</u>	<u>12,617.97</u>	<u>12,617.97</u>
LIABILITIES & EQUITY			
Equity			
32000 · Unrestricted Net Assets	12,617.97	14,116.66	14,116.66
Net Income	-1,498.83	-1,498.69	-1,498.69
Total Equity	11,119.14	12,617.97	12,617.97
TOTAL LIABILITIES & EQUITY	<u>11,119.14</u>	<u>12,617.97</u>	<u>12,617.97</u>

Franklin County Civic Development Corporation

Profit & Loss Prev Year Comparison

01/05/22

January through December 2021

Accrual Basis

	<u>Jan - De...</u>	<u>Jan - Dec 20</u>	<u>Jan - Dec 20</u>	<u>Jan - D...</u>
Ordinary Income/Expense				
Income				
45000 · Investments				
45030 · Interest-Savings, Short-term CD	1.17	1.31	1.31	1.17
Total 45000 · Investments	1.17	1.31	1.31	1.17
Total Income	1.17	1.31	1.31	1.17
Net Ordinary Income	1.17	1.31	1.31	1.17
Other Income/Expense				
Other Expense				
Professional Services	1,500.00	1,500.00	1,500.00	1,500.00
Total Other Expense	1,500.00	1,500.00	1,500.00	1,500.00
Net Other Income	-1,500.00	-1,500.00	-1,500.00	-1,500.00
Net Income	<u><u>-1,498.83</u></u>	<u><u>-1,498.69</u></u>	<u><u>-1,498.69</u></u>	<u><u>-1,498.83</u></u>

Resolution #2022-01
Adopt Required Policies

WHEREAS, the Franklin County Civic Development Corporation is required to annually adopt its Mission Statement, Investment Policy, Disposition of Property Policy and Procurement Policy.

NOW, THEREFORE, BE IT RESOLVED, the FCCDC Board of Directors adopts these policies

Secretary

Date

Duly Adopted by the CDC Board January 18, 2022



CDC Mission Statement

The CDC is committed to issuing tax-exempt bonds to meet the financing needs of civic facilities and not-for-profit institutions in Franklin County.

Duly Adopted by the CDC Board 1/18/22



FRANKLIN COUNTY CIVIC DEVELOPMENT CORPORATION

INVESTMENT POLICY

I. Introduction

- A. This Investment Policy (the “*Investment Policy*”) of the Franklin County Civic Development Corporation (the “*CDC*”) shall apply to all funds of the CDC, including monies and other financial resources available for investment and deposit by the CDC on its own behalf or on behalf of any other entity or individual.
- B. This Investment Policy shall be reviewed annually by the CDC and approved by the Board of Directors (the “*Board*”).
- C. This Investment Policy sets forth the CDC’s operative investment policy as well as the instructions to officers and staff regarding the investing, monitoring and reporting of the funds of the CDC.
- D. Under the direction and supervision of the CDC’s Board, the Chief Financial Officer shall be responsible for the implementation of this Investment Policy.

II. Investment Objectives

The CDC’s primary objectives for investment activities include the following, in order of priority:

- A. To comply with all applicable federal, state and local laws;
- B. To preserve and adequately safeguard principal;
- C. To maintain sufficient liquidity to meet the current and future operating requirements of the CDC; and
- D. To maximize return or to produce a reasonable rate of return.

III. Internal Controls

- A. The Chief Financial Officer shall establish written procedures for the operation of the investment program consistent with this Investment Policy. Such procedures shall include adequate internal controls to provide reasonable assurance that:
 - 1. Deposits and investments are safeguarded against loss from unauthorized use or disposition;
 - 2. Transactions are executed in accordance with management’s authorization;
 - 3. Transactions are recorded properly; and

4. Transactions are managed in compliance with applicable laws and regulations governing public funds.
- B. It is the policy of the CDC for all monies collected by any officer or employee to transfer those funds for deposit to the Chief Financial Officer within three (3) business days, or within the time period specified by law, whichever is shorter.

IV. Prudence and Ethics

- A. The Chief Financial Officer and any such person or persons authorized by the Chief Financial Officer shall:
1. Act in accordance with this Investment Policy and applicable federal, state and local laws;
 2. Act prudently and responsibly so as to ensure investments and deposits made under this Investment Policy are done so with judgment and care, under circumstances then prevailing, considering the safety of the principal as well as the probable income to be derived;
 3. Seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair public confidence in the CDC to govern effectively;
 4. Refrain from any personal business activity that could conflict with proper execution of the investment program or could impair the ability to make impartial investment decisions.

V. Designation of Authorized Institutions for Deposit

- A. The Board designates those banks and trust companies listed in Appendix A as authorized depositories for the deposit of monies up to the maximum amount listed.
- B. The CDC shall review the authorized depositories on an annual basis.

VI. Collateralizing Deposits and Safekeeping

In accordance with the provisions of Section 10 of the General Municipal Law (“GML”), all deposits of the CDC, 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 by:

- A. A pledge of “eligible securities” with an aggregate “market value” as provided by GML §10, equal to the aggregate amount of deposits from the categories designated in Appendix B to this Investment Policy.
- B. 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. An eligible surety bond payable to the CDC 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.

Eligible securities used for collateralizing deposits shall be held by the depository bank or trust company subject to security and custodial agreements. In order to provide the CDC with a perfected security interest in such security or custodial agreement, the agreement must provide for the following:

- A. That the 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.
- B. 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 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 CDC or its custodial bank.
- C. That securities held by the bank or trust company, as agent of and custodian for the CDC, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstance, be commingled with or become part of the backing for any other deposit or other liabilities.
- D. That the custodian shall confirm the receipt, substitution or release of the securities held on behalf of the CDC.
- E. The frequency of reevaluation of eligible securities, and for the substitution of securities when a change in the rating of a security may cause ineligibility.
- F. Such agreement must also include all provisions necessary to provide the CDC with a perfected interest in the securities.

VII. Permitted Investments

- A. The following, in accordance with GML §11, includes the permitted investments in which the CDC may temporarily invest monies not required for immediate expenditure (collectively, the "Permitted Investments"):
 - 1. Special time deposit accounts in, or certificates of deposit issued by a bank or trust company located and authorized to do business in New York, provided however, that such time deposit account or certificate of deposit shall be payable within such time as the proceeds shall be needed to meet expenditures for which such monies were obtained and provided further that

such time deposit account or certificate of deposit be secured according to the GML §10;

2. Obligations of the United States;
 3. Obligations guaranteed by agencies of the United States where payment of principal and interest are guaranteed by the United States;
 4. Obligations of the state of New York;
 5. Obligations issued pursuant to Local Finance Law §24 or §25 (with approval of the State Comptroller) by any municipality, school district or district corporation other than the CDC;
 6. Obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agencies where the general state statutes governing such entities or whose specific enabling legislation authorizes such investments;
 7. Certificates of participation issued pursuant to GML §109-b;
 8. Obligations of the CDC (which is a local development corporation), but only with any monies in a reserve fund established pursuant to GML §§6-c, 6-d, 6-e, 6-g, 6-h, 6-j, 6-k, 6-l, 6-m or 6-n;
 9. All other investments permitted by the GML §11;
- B. All investment obligations shall be payable or redeemable at the option of the CDC 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 CDC within two years of the date of purchase.

VIII. Written Contracts

The CDC shall enter into written contracts pursuant to which all investments of the CDC's funds are made unless the CDC shall, by resolution, determine that a written contract is either not practicable or that there is not a regular business practice of written contracts with respect to a specific investment. Such contracts shall conform to the requirements outlined in Section 2925(c) of the Public Authorities Law.

IX. Diversification

To the extent practicable, the CDC shall diversify its deposits and investments by financial institution, by investment instrument and by maturity scheduling.

X. Authorized Financial Institutions and Dealers

- A. The CDC 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.

- B. No more than 50% of the CDC's total investments may be in any one institution unless fully collateralized.
- C. All financial institutions with which the CDC conducts business must be creditworthy.
- D. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the CDC. 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.
- E. The Chief Financial Officer or his or her designee is responsible for evaluating the financial position and maintaining a list of proposed depositories, trading partners and custodians. Such listing shall be evaluated annually and is included herein as Appendix A.

XI. Purchase of Investments and Repurchase Agreements

- A. The Chief Financial Officer is authorized to 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 requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the Board; or (c) by utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the Board.
- B. All purchase obligations, unless registered or inscribed in the name of the CDC, 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 CDC by the bank or trust company. Any obligation held in the custody of a bank or trust company shall be held pursuant to a written custodial agreement as described in GML, §10.
 - 1. The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for the CDC, 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.
 - 2. The custodial 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 CDC a perfected interest in the securities.
- C. Repurchase agreements, a transaction in which the CDC purchases authorized securities from a trading partner, are authorized subject to the following restrictions:

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

XII. Reporting

- A. Annually, the CDC's independent auditors shall prepare an independent audit of the CDC's investments for the fiscal year, the results of which shall be made available to the Board.
- B. Annually, the Chief Financial Officer shall cause to be prepared and the Board shall approve an investment report as part of the annual independent audit, which shall include the following:
 1. An explanation of the CDC's Investment Policy and practices;
 2. Results of the annual independent audit;
 3. The investment income record of the corporation; and
 4. A list of fees, commissions or other charges paid to each investment banker, broker, agent, dealer and/or advisor.
- C. The CDC shall make such independent audit and investment report available to the public upon reasonable request.
- D. The CDC shall annually submit its investment report to the chief executive officer and chief fiscal officer of the County of Franklin.
- E. The Chief Financial Officer shall keep the Board advised regarding any new investments, the inventory of existing investments, and the selection of investment bankers, brokers, agent, dealers, advisors or auditors.

XIII. Amendment and Annual Review

The CDC may amend this Investment Policy from time to time in accordance with the Public Authorities Law. This Investment Policy shall be reviewed annually by the CDC and approved by the Board.

APPENDIX A

<u>Authorized Depositories</u>	<u>Maximum Amount</u>
Adirondack Bank	No maximum, but all accounts over \$250,000 must be fully collateralized
Bank of Greene County	No maximum, but all accounts over \$250,000 must be fully collateralized
Champlain National Bank	No maximum, but all accounts over \$250,000 must be fully collateralized
Community Bank NA	No maximum, but all accounts over \$250,000 must be fully collateralized
<u>JP Morgan/Chase</u>	No maximum, but all accounts over \$250,000 must be fully collateralized
<u>Key Bank</u>	No maximum, but all accounts over \$250,000 must be fully collateralized
<u>NBT Bank</u>	No maximum, but all accounts over \$250,000 must be fully collateralized
<u>TD Bank</u>	No maximum, but all accounts over \$250,000 must be fully collateralized

APPENDIX B

Eligible Securities

- 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
- 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 insurance or guaranty
- Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation of 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
- 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
- Obligations of counties, 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 rating categories by at least one nationally recognized statistical rating organization
- Obligations of domestic corporations rated in one of the two highest rating categories by at least one nationally recognized statistical rating organization

FRANKLIN COUNTY CIVIC DEVELOPMENT CORPORATION

DISPOSITION OF PROPERTY POLICY

I. Introduction

This Disposition of Property Policy (the “*Property Policy*”) of the Franklin County Civic Development Corporation (the “*CDC*”) is adopted pursuant to the Public Authorities Law and shall be reviewed annually by the CDC and approved by the Board of Directors (the “Board”) and filed with the Comptroller in its most recently reviewed and approved form by March 31st of each year.

II. Definitions

- A. “*Contracting Officer*” shall mean the officer or employee of the CDC who shall be appointed by resolution to be responsible for the disposition of property.
- B. “*Dispose*” or “*disposal*” shall mean transfer of title or any other beneficial interest in personal or real property in accordance with Section 2897 of the Public Authorities Law.
- C. “*Property*” shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

III. Duties

- A. The CDC shall:
 - 1. Maintain adequate inventory controls and accountability systems for all property owned by the CDC and under its control;
 - 2. Periodically inventory such property to determine which property shall be disposed of;
 - 3. Produce a written report of such property in accordance with subsection B herein; and
 - 4. Transfer or dispose of such property as promptly and practicably as possible in accordance with Section 2 below.
- B. The CDC shall:
 - 1. Publish, not less frequently than annually, a report listing all real property owned in fee by the CDC. 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 CDC and the name of the purchaser for all such property sold by the CDC during such period; and

2. Deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of the 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) and the Authorities Budget Office.

IV. Disposition of Property

- A. Supervision and Direction. Except as otherwise provided herein, the duly appointed Contracting Officer shall have supervision and direction over the disposition and sale of property of the CDC. The CDC shall have the right to dispose of its property for any valid corporate purpose.
- B. Custody and Control. The custody and control of CDC property, pending its disposition, and the disposal of such property, shall be performed by the CDC or by the Commissioner of General Services when so authorized under this section.
- C. Method of Disposition. Unless otherwise permitted, the CDC 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 CDC and/or Contracting Officer deems proper. The CDC 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, except in compliance with all applicable law, no disposition of real property, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing 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 CDC shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the CDC may enter into an agreement with the Commissioner pursuant to which the Commissioner may dispose of property of the CDC under terms and conditions agreed to by the CDC 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 CDC, purporting to transfer title or any other interest in property of the CDC in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to the closing.

- F. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.
1. Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the CDC's Contracting Officer shall be made after publicly advertising for bids except as provided in subsection (3) of this Section F.
 2. Whenever public advertising for bids is required under subsection (1) 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 CDC, price and other factors considered; provided, that all bids may be rejected at the CDC's discretion.
 3. Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (1) and (2) 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 significant, 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 (1) and (2) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;
 - b. The fair market value of the property does not exceed fifteen thousand dollars (\$15,000);
 - c. Bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;
 - d. The disposal will be to the state or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation; or

- e. Under those circumstances permitted by Section V of this Procurement Policy; or
 - f. Such action is otherwise authorized by law.
4. An explanatory statement shall be prepared including the circumstances of each disposal by negotiation of:
- a. Any personal property which has an estimated fair market value in excess of fifteen thousand dollars (\$15,000);
 - b. Any real property that has an estimated fair market value in excess of one hundred thousand dollars (\$100,000), except that any real property disposed of by lease or exchange shall only be subject to clauses (c) and (d) of this subparagraph;
 - c. Any real property disposed of by lease, if the estimated annual rent over the term of the lease is in excess of fifteen thousand dollars (\$15,000);
 - d. 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.
5. Each such statement shall be transmitted to the persons entitled to receive copies of the report required under all applicable law not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the CDC making such disposal.

V. Disposal of Property for Less Than Fair Market Value

- A. No asset owned, leased or otherwise in the control of the CDC may be sold, leased, or otherwise alienated for less than its fair market value except if:
1. The transferee is a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity;
 2. The purpose of the transfer is within the purpose, mission or governing statute of the CDC; or
 3. In the event the CDC seeks to transfer an asset for less than its fair market value to other than a governmental entity, which disposal would not be consistent with the CDC's mission, purpose or governing statutes, the CDC shall provide written notification thereof to the Governor, the Speaker of the Assembly, and the Temporary President of the Senate, and such proposed transfer shall be subject to denial by the Governor, the Senate, or the Assembly. Denial by the Governor shall take the form of a signed certification by the Governor. Denial by either House of the Legislature shall take the form of a resolution by such House. The Governor and each House of the Legislature shall take any such action within sixty days of receiving notification of such proposed transfer during the months of January through

June, provided that if the Legislature receives notification of a proposed transfer during the months of July through December, the legislature may take such action within sixty days of January first of the following year. If no such resolution or certification is performed within sixty days of such notification of the proposed transfer to the Governor, Senate, and Assembly, the CDC may effectuate such transfer. Provided, however, that with respect to a below market transfer by the CDC that is not within the purpose, mission or governing statute of the CDC, if the governing statute provides for the approval of such transfer by the executive and legislative branches of the political subdivision in which the CDC resides, and the transfer is of property obtained by the CDC from that political subdivision, then such approval shall be sufficient to permit the transfer.

- B. In the event a below fair market value asset transfer is proposed, the following information must be provided to the CDC's Board and to the public:
1. A full description of the asset;
 2. An appraisal of the fair market value of the asset and any other information establishing the fair market value sought by the Board;
 3. A description of the purpose of the transfer, and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including but not limited to the kind, number, location, wages or salaries of jobs created or preserved as required by the transfer, and the benefits, if any, to the communities in which the asset is situated as are required by the transfer;
 4. A statement of the value to be received compared to the fair market value;
 5. The names of any private parties participating in the transfer, and if different than the statement required by subparagraph (4) of this paragraph, a statement of the value to the private party; and
 6. The names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.
- C. Before approving the disposal of any property for less than fair market value, the CDC's Board shall consider the information described in paragraph (B) of this subdivision and 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.

This Property Policy is subject to modification and amendment at the discretion of the CDC Board and shall be filed annually with all local and state agencies as required under all applicable law. The designated Contracting Officer for the CDC is the Chief Executive Officer.

PROCUREMENT (PURCHASING) POLICY

1. STATUTORY PROVISIONS

Section 2824 (1) (e) of Public Authorities Law (PAL) requires boards of state and local authorities, as defined by Title 1 Section 2 of PAL, to adopt written policies and procedures for the procurement of goods and services. Local authorities are subject to Section 104-b of General Municipal Law (GML) which outlines the expectations for procurement policies and procedures related to goods and services. This is to ensure purchase awards are made to the lowest responsible vendor who meets the Authority's specifications and is capable of delivering the service or product.

Furthermore, authorities are subject to the Procurement Lobbying Act, Section 139j of State Finance Law, which requires the authority to designate a person or persons to serve as the authorized contact on a specific procurement.

2. POLICY STATEMENTS

The CEO or CFO may act as the Purchasing Official (PO). The Authority will designate the PO when reviewing and approving the policy annually. The PO is authorized to administer all purchasing activities with regard to materials, supplies, services, and equipment. The primary function of the PO is to ensure that the Authority receives the best possible products and services at the lowest reasonable cost. The PO coordinates vendor contracts and supervises the procurement process to ensure compliance with purchasing policies and procedures.

Lobbying is prohibited. The PO is the authorized contact during each procurement activity. If an impermissible contact occurs, the Authority is required to maintain a written record of the contact. An impermissible contact is when a potential contractor initiates contact with someone other than the PO during a period when such contact is not permitted or attempts to influence the procurement in a manner that could reasonably be construed as a violation of procurement lobbying requirements.

This policy prohibits the acceptance of gifts having a value greater than \$75. Employees must not become obligated to any supplier and shall not participate in any Authority transaction from which they will benefit directly or indirectly. The law prohibits any Director, Officer, or employee from directly or indirectly soliciting any gift.

The Authority will encourage all segments of the local business community to participate in its purchasing program.

3. THE PURCHASING PROCESS

The PO will seek to maintain lists of qualified vendors for solicitation of quotes and bids from whom goods or services have been previously purchased.



PROCEDURES FOR PURCHASE OF GOODS AND SERVICES

Dollar Limit	Procedure
\$1 up to \$2,499	At the discretion of the Purchasing Official
\$2,500 up to \$4,999	Documented phone quotes from 3 vendors (if available)
\$5,000 up to \$9,999	Written quotes from 3 separate vendors (if available)
\$10,000 and over	Competitive Request for Bids or Requests for Proposals

A good faith effort shall be made to obtain the required number of proposals or quotations. If the purchaser is unable to obtain the required number of proposals or quotations, the purchaser will document the attempt made at obtaining the proposals including the vendors contacted and the reason no quote or proposal could be secured. In no event shall the failure to obtain the proposals be a bar to the procurement.

In the course of normal business, purchasers are authorized to secure quotes from vendors in accordance with the aforementioned fixed limits and purchasing policy. All quotes secured by the purchaser are subject to review and the approval of the PO. Purchasers should take particular care when obtaining quotes to assure accuracy for quantities, units of measure, pricing, delivery terms, and the exemption of sales tax. The PO reviews quotes and selects the lowest quote meeting the Authority's requirements and specifications.

4. METHODS OF PURCHASE

The following purchasing methods are used by the Authority to acquire products, services, and equipment:

A. SEALED COMPETITIVE BIDS

All purchases of "like" commodities or any project public works project exceeding the established threshold set forth above will require sealed competitive bids, unless it meets the required criteria set forth below.

Legal notices are published in local newspapers informing the public of the products or services being bid. Bid packages are prepared with detailed specifications and conditions including items bid, units and total quantity desired, instructions for bidding, delivery information, bid opening dates and any special requirements for bidding. The Authority may require bidders to present evidence of experience, capacity, accountability, past performance, reliability, integrity, and financial ability, to ensure that the successful bidder possesses the means to satisfactorily complete the contract.

Bid notices may be faxed, emailed, or mailed and must identify how bid packets can be obtained and the required deadlines and manner in which bid submissions must be made. The Authority must allow sufficient time for potential bidders to price and submit a bid when establishing deadlines.

No information relating to bidders will be released prior to the bid submission deadline to avoid any potential collusion.

Other than the distribution of bid packets, all inquiries related to the bid submission must be directed to the Purchasing Official. Directors, Officers, and all other employees are prohibited from addressing inquiries to avoid the potential influencing of bidding.

Any bids not arriving prior to the bid-opening deadline will be rejected. Sealed bids are publicly opened and read at the time and place designated in the bid documents and legal notices. All information regarding the opening of a bid will be detailed within the bid specifications. All bid tabulations showing bid results are available for public inspection. Awards are not made at the time the bids are opened, but after a complete satisfactory review is made to ensure that the bids and supporting documents are in good order.

The Authority reserves the right to reject any and all bids if it is in the Authority's best interest to do so.

(1). AWARDING CONTRACTS: When competitive bidding is required, the award of the contract is made to the lowest priced responsible bidder which has complied with the specifications. In assessing whether a bidder is responsible, the Authority should consider factors such as a bidder's capacity and financial ability to complete the contract, accountability, past performance, reliability, and integrity. A bidder is entitled to reasonable notice and opportunity to be heard before a determination of non-responsibility is made.

B. PROFESSIONAL SERVICES

Professional services are not subject to competitive *bidding* procedures. Generally, professional services involve specialized expertise, use of professional judgment and/or a high degree of creativity. Among the services, which have been held to be exempt from competitive bidding under this exception are those of engineers, architects, land surveyors, accountants, attorneys, physicians, and insurance brokers. To assist the PO when selecting a vendor for professional services, the use of a Request for Proposal or RFP, is encouraged but not required.

C. COUNTY CONTRACT

County governing boards within New York State may make provision in county purchase contracts for political subdivisions and authorities to piggyback off their contracts. That is to purchase materials, equipment and supplies under such contracts. These purchases must be in accordance with rules, adopted by the county board, that prescribe the conditions under which the purchases may be made (County Law, Section 408-a). Pursuant to GML Section 103(3), purchases through the county are exempted from the competitive bidding requirements of GML Section 103.

D. STATE CONTRACTS

Pursuant to GML 104, political subdivisions are authorized to make purchases of materials, equipment, and supplies (except printed material) through the NYS Office of General Services (OGS), subject to rules established by OGS (see State Finance Law, Section 163). GML Section 104 provides that purchases by political subdivisions are exempt from competitive bidding requirements. Note: No official may make a purchase

through the OGS when bids have already been received unless the purchase may be made upon the same terms, conditions, and specifications, but at a lower price, through OGS.

E. EMERGENCY AUTHORIZATION

An exception to the competitive purchasing requirements exists for emergency situations. There are three basic statutory criteria to be met in order to fall within this exception.

- The situation arises out of an accident or other unforeseen occurrence or condition.
- The circumstances affect public buildings, public property or the life, health, safety, or property of the political subdivision's residents; and
- The situation requires immediate action, which cannot await competitive bidding.

F. SOLE SOURCE

Competitive purchasing is not required under GML, in those *limited* situations when an Authority, requires particular goods or services that uniquely serve the public interest, for which there is no substantial equivalent and, which are, in fact, available only from one source. In making these determinations the Authority should document the unique benefits of a good or service as compared to other options in the marketplace; and that, considering the benefits received, the cost of the item is reasonable when compared to other products or services in the marketplace.

G. PREFERRED SOURCE:

New York State enacted legislation to advance "special social and economic goals," which accords certain providers with "preferred source" status. The Authority is required to seek commodities and services through preferred sources and are not subject to competitive purchasing requirements. If the purchasing needs are of the same "form, function, and utility" required, then the Authority must be provided to preferred sources.

Duly Adopted by CDC Board 1-18-22

