

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 (December 8, 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

Resolution #2022-02 Adopt New/Revised Policies:

- Audit & Finance Committee Charter
- Bylaws
- Credit Card Policy
- Digital Financial Policy
- Internal Controls Policy
- Travel Policy

Resolution #2022-03 Authorize Submission of Application and Execution of Contract for NYMS Program

Resolution #2022-04 Execute Agreement with Adirondack Research

Public Comment

Date of Next Meeting: February 9, 2022

Adjournment



FRANKLIN COUNTY LOCAL DEVELOPMENT CORPORATION
BOARD OF DIRECTORS MEETINGS

WEDNESDAY, DECEMBER 8, 2021
Via Zoom Meeting and livestreamed on YouTube

REGULAR MEETING

Chair Martin called the Regular Meeting of the LDC to order at 2:12 pm. Maria conducted roll call with the following people present:

Sherry Boyea
Michael Doran
James Ellis
Stephen Erman
Madelyn Fleury
Justus Martin
Archie McKee
Jeremy Evans, CEO
Maria Bourgeois, Operations Manager (Left at 2:23 pm)
Russ Kinyon, Economic Development Director (Left at 2:23 pm)

Mr. Martin welcomed everyone to the meeting.

Accept Agenda:

- Motion to accept the meeting agenda made by Mr. Erman, seconded by Ms. Boyea. All in favor.

Public Comment Period: None.

Approval of Previous Meeting Minutes:

- The LDC board approved the meeting minutes of November 10 & 24, 2021, on a motion by Mr. Erman, seconded by Mr. McKee. All in favor.

Bills and Communications: None.

Committee Reports: Jeremy announced that the Governance Committee had meeting to review policies that Audit & Finance had previously reviewed and recommended for approval following some minor changes. He added that since we annually adopt a number of policies in January, we will make the minor revisions as recommended and then present the policies for approval in January. Mr. Erman added that the Governance Committee also discussed a call he received from a County Legislator pertaining to our hiring practices that caused him concern and that we will get into that later on without discussing further in public session.

Treasurer's Report Jeremy said the Board had received a loan report from Russ via email and pointed out that one outstanding loan should be paid off as of this week and that there was a recent loan closing and another next week coming. Then reviewed the November 2021 financials with

the board, stating that there was nothing unusual to report and that the budget vs actual is in good shape percentage wise.

- Motion to accept the November 2021 financial reports by Mr. McKee, seconded by Mr. Erman. All in favor.

Old & Unfinished Business: None.

New Business:

Resolution #2021-35 Authorize HSA Contributions: Jeremy reminded the Board that several years ago we switched insurance to a high deductible plan to save costs to the Agency and part of that was to set up a health savings account for employees. This is solely at the Board's discretion and a way to offset the higher premium and higher deductible. Contribution amounts have not changed since we started.

- Motion to adopt Resolution #2021-35 as presented made by Mr. Erman, seconded by Mr. Archie. Following a roll call vote, all members voted aye with the exception of Ms. Boyea and Ms. Fleury, who voted nay.

Resolution #2021-36 Establish Health Insurance Buyout Plan: Jeremy explained that this option was established when health insurance was changed so that staff who choose not to take the insurance receive a buyout of \$1,500.00.

- Motion to adopt Resolution #2021-36 as presented made by Mr. Erman, seconded by Mr. Doran. Following a roll call vote, all members voted aye with the exception of Ms. Boyea and Ms. Fleury, who voted nay.

Entered executive session at 2:23 pm for the purpose of discussing the financial and or credit history of a particular person or corporation on a motion by Mr. Ellis, seconded by Mr. Erman. All in favor.

Exited executive session at 3:18 pm with no action taken on a motion by Mr. Ellis, seconded by Mr. McKee. All in favor.

Resolution #2021-37 Hire Staff: This resolution allows Jeremy to hire Rachel Child as Community Development Specialist and Shaun Kittle as Tourism Specialist.

- Motion to adopt Resolution #2021-37 as presented made by Mr. Erman, seconded by Mr. Ellis. Following a roll call vote, all members voted aye with the exception of Mr. Martin, who voted nay.

Adjournment: After stating that the next regular meeting of the LDC is scheduled to be held on Wednesday, January 12, 2022 at 1 pm at a location to be determined and with no other business to conduct, Mr. Martin adjourned the meeting at 3:21 pm on a motion by Ms. Boyea, seconded by Mr. Ellis. All in favor.

Franklin County Local 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	2,264,462.81	2,392,493.71	2,392,493.71
Tourism Matching Funds	18,234.48	2,552.80	2,552.80
Total Checking/Savings	2,282,697.29	2,395,046.51	2,395,046.51
Accounts Receivable			
1100 · Interest Income Receivable	-16,266.22	-16,266.22	-16,266.22
1200 · Accounts Receivable	1,686,998.01	976,340.33	976,340.33
1220 · Grants/Accounts Receivable	-170,000.00	-170,000.00	-170,000.00
Total Accounts Receivable	1,500,731.79	790,074.11	790,074.11
Other Current Assets			
Loans Receivable			
Allowance for Loans Receivable	-278,108.44	-278,108.44	-278,108.44
Loans Receivable - Other	116,553.69	116,553.69	116,553.69
Total Loans Receivable	-161,554.75	-161,554.75	-161,554.75
Total Other Current Assets	-161,554.75	-161,554.75	-161,554.75
Total Current Assets	3,621,874.33	3,023,565.87	3,023,565.87
Fixed Assets			
Computer Equipment	11,299.86	11,299.86	11,299.86
1500-01 · Accumulated Depreciation	-9,426.13	-9,426.13	-9,426.13
Total Fixed Assets	1,873.73	1,873.73	1,873.73
TOTAL ASSETS	<u>3,623,748.06</u>	<u>3,025,439.60</u>	<u>3,025,439.60</u>
LIABILITIES & EQUITY			
Liabilities			
Current Liabilities			
Accounts Payable			
2000 · Accounts Payable	33,231.37	43,207.61	43,207.61
Total Accounts Payable	33,231.37	43,207.61	43,207.61
Credit Cards			
CC - JE	3,851.82	338.25	338.25
CC - MG	0.00	195.50	195.50
Total Credit Cards	3,851.82	533.75	533.75
Other Current Liabilities			
Employer Taxes	40.32	40.32	40.32
2210-00 · Deferred Revenue	164,558.39	164,558.39	164,558.39
Total Other Current Liabilities	164,598.71	164,598.71	164,598.71
Total Current Liabilities	201,681.90	208,340.07	208,340.07
Total Liabilities	201,681.90	208,340.07	208,340.07
Equity			
3000 · Opening Bal Equity	1,027,691.20	1,027,691.20	1,027,691.20
3020 · Retained Earnings	1,789,408.33	2,080,374.48	2,080,374.48
Net Income	604,966.63	-290,966.15	-290,966.15
Total Equity	3,422,066.16	2,817,099.53	2,817,099.53
TOTAL LIABILITIES & EQUITY	<u>3,623,748.06</u>	<u>3,025,439.60</u>	<u>3,025,439.60</u>

Franklin County Local Development Corporation

Profit & Loss Prev Year Comparison

January through December 2021

	Jan - Dec 21	Jan - Dec 20	Jan - Dec 20	Jan - Dec 21
Ordinary Income/Expense				
Income				
Tourism Matching Funds NYS	30,260.20	2,552.80	2,552.80	30,260.20
4000 · REVENUE & FINANCIAL SOURCES				
4100 · OPERATING REVENUES				
4110 · Charges for services				
4111 · County Tourism Occupancy Tax	976,657.24	0.00	0.00	976,657.24
4113 · Grant Administration Fees	2,000.00	3,200.00	3,200.00	2,000.00
4114 · The Carry Membership Fees	4,810.23	0.00	0.00	4,810.23
4119 · Other Charges fo Services	38,017.00	105,026.00	105,026.00	38,017.00
4110 · Charges for services - Other	122,929.28	124,828.89	124,828.89	122,929.28
Total 4110 · Charges for services	1,144,413.75	233,054.89	233,054.89	1,144,413.75
4130 · Other Operating Revenues				
4131 · Loan Interest	52,698.83	53,501.89	53,501.89	52,698.83
4132 · Late Fees	303.24	50.54	50.54	303.24
4130 · Other Operating Revenues - Other	7,060.00	0.00	0.00	7,060.00
Total 4130 · Other Operating Revenues	60,062.07	53,552.43	53,552.43	60,062.07
Total 4100 · OPERATING REVENUES	1,204,475.82	286,607.32	286,607.32	1,204,475.82
4200 · NONOPERATING REVENUES				
4210 · Investment Earnings				
4211 · Interest - Bank	791.94	1,663.04	1,663.04	791.94
4210 · Investment Earnings - Other	0.00	11,250.05	11,250.05	0.00
Total 4210 · Investment Earnings	791.94	12,913.09	12,913.09	791.94
4220 · State Subsidies / Grants	81,212.50	0.00	0.00	81,212.50
4260 · Other Non-Operating Revenues				
4261 · Foundation Grants	22,000.00	0.00	0.00	22,000.00
4260 · Other Non-Operating Revenues - Other	50.00	0.00	0.00	50.00
Total 4260 · Other Non-Operating Revenues	22,050.00	0.00	0.00	22,050.00
Total 4200 · NONOPERATING REVENUES	104,054.44	12,913.09	12,913.09	104,054.44
Total 4000 · REVENUE & FINANCIAL SOURCES	1,308,530.26	299,520.41	299,520.41	1,308,530.26
4900 · Gain on Transactions	0.00	41,553.69	41,553.69	0.00
Total Income	1,338,790.46	343,626.90	343,626.90	1,338,790.46
Gross Profit	1,338,790.46	343,626.90	343,626.90	1,338,790.46
Expense				
4002 · Reconciliation Discrepancies	0.00	0.00	0.00	0.00
5000 · EXPENDITURES				
5100 · OPERATING EXPENDITURES				
5110 · Salaries and Wages				
5111 · ED Director	68,339.96	69,474.32	69,474.32	68,339.96
5112 · Marketing & Bus. Dev. Director	7,885.38	69,541.59	69,541.59	7,885.38
5113 · Tourism Manager	50,000.08	46,107.64	46,107.64	50,000.08
5114 · Marketing & Com. Manager	50,000.08	46,107.64	46,107.64	50,000.08
5110 · Salaries and Wages - Other	0.00	-23,200.00	-23,200.00	0.00
Total 5110 · Salaries and Wages	176,225.50	208,031.19	208,031.19	176,225.50
5120 · Other Employee Benefits				
5121 · Disability Insurance	763.54	-759.76	-759.76	763.54
5122 · Health Insurance	9,414.72	16,307.50	16,307.50	9,414.72
5123 · Dental Insurance	511.01	764.76	764.76	511.01
5124 · Retirement Plan	5,286.53	6,127.72	6,127.72	5,286.53
5125 · Payroll Taxes	15,019.37	19,472.55	19,472.55	15,019.37
5127 · Workers' Compensation	1,880.00	725.00	725.00	1,880.00
5128 · Health Buyout	2,999.88	3,000.00	3,000.00	2,999.88

Franklin County Local Development Corporation

Profit & Loss Prev Year Comparison

January through December 2021

	Jan - Dec 21	Jan - Dec 20	Jan - Dec 20	Jan - Dec 21
Total 5120 · Other Employee Benefits	35,875.05	45,637.77	45,637.77	35,875.05
5130 · Professional Services Contracts				
5131 · Auditing Services	3,000.00	2,900.00	2,900.00	3,000.00
5132 · Legal Services	18,431.04	24,820.40	24,820.40	18,431.04
5133 · Payroll Services	4,119.56	3,860.23	3,860.23	4,119.56
5134 · Marketing & Promotion	30,330.85	0.00	0.00	30,330.85
5135 · Business Insurances	1,134.35	1,128.40	1,128.40	1,134.35
5139 · Other Consulting Services				
DMAL · Downtown Malone Revitalization	-4,617.75	32,400.00	32,400.00	-4,617.75
MS2020 · Main Street Expenses	0.00	3,105.52	3,105.52	0.00
5139 · Other Consulting Services - Other	171,401.30	88,592.35	88,592.35	171,401.30
Total 5139 · Other Consulting Services	166,783.55	124,097.87	124,097.87	166,783.55
5130 · Professional Services Contracts - Other	816.34	0.00	0.00	816.34
Total 5130 · Professional Services Contracts	224,615.69	156,806.90	156,806.90	224,615.69
5140 · Supplies and Materials				
5141 · Association Dues	0.00	1,050.00	1,050.00	0.00
5143 · Conferences, Travel & Training	3,204.33	4,274.52	4,274.52	3,204.33
5144 · General Office Supplies	10,044.30	23,207.12	23,207.12	10,044.30
5146 · Marketing and Promotion	44,050.53	39,798.99	39,798.99	44,050.53
5147 · Office Rent	7,700.00	10,800.00	10,800.00	7,700.00
5148 · Service Contracts/Subscriptions	9,162.01	5,836.57	5,836.57	9,162.01
5149 · Postage	0.00	7.75	7.75	0.00
5150 · Bank Service Fees	72.00	50.00	50.00	72.00
5140 · Supplies and Materials - Other	17,210.70	4,394.62	4,394.62	17,210.70
Total 5140 · Supplies and Materials	91,443.87	89,419.57	89,419.57	91,443.87
5170 · Other Operating Expenditures	0.00	75,000.00	75,000.00	0.00
Total 5100 · OPERATING EXPENDITURES	528,160.11	574,895.43	574,895.43	528,160.11
5200 · NONOPERATING EXPENDITURES				
5250 · Grants and Donations				
FCMG-02 · FC Microenterprise Grant Expens	0.00	0.00	0.00	0.00
5250 · Grants and Donations - Other	203,923.72	133,697.62	133,697.62	203,923.72
Total 5250 · Grants and Donations	203,923.72	133,697.62	133,697.62	203,923.72
5260 · Other Non-Oper. Expenditures	1,740.00	1,000.00	1,000.00	1,740.00
Total 5200 · NONOPERATING EXPENDITURES	205,663.72	134,697.62	134,697.62	205,663.72
Total 5000 · EXPENDITURES	733,823.83	709,593.05	709,593.05	733,823.83
5199 · Miscellaneous Expense - Other	0.00	-75,000.00	-75,000.00	0.00
Total Expense	733,823.83	634,593.05	634,593.05	733,823.83
Net Ordinary Income	604,966.63	-290,966.15	-290,966.15	604,966.63
Net Income	604,966.63	-290,966.15	-290,966.15	604,966.63

Franklin County Local Development Corporation

Profit & Loss Budget vs. Actual

January through December 2021

	Jan - Dec 21	Budget	\$ Over Bu...	% of B...
Ordinary Income/Expense				
Income				
Tourism Matching Funds NYS	30,260.20			
4000 · REVENUE & FINANCIAL SOURCES				
4100 · OPERATING REVENUES				
4110 · Charges for services				
4111 · County Tourism Occupancy Tax	976,657.24			
4113 · Grant Administration Fees	2,000.00			
4114 · The Carry Membership Fees	4,810.23			
4119 · Other Charges fo Services	38,017.00			
4110 · Charges for services - Other	122,929.28	586,750.00	-463,820.72	21.0%
Total 4110 · Charges for services	1,144,413.75	586,750.00	557,663.75	195.0%
4130 · Other Operating Revenues				
4131 · Loan Interest	52,698.83			
4132 · Late Fees	303.24			
4130 · Other Operating Revenues - Other	7,060.00	50,000.00	-42,940.00	14.1%
Total 4130 · Other Operating Revenues	60,062.07	50,000.00	10,062.07	120.1%
Total 4100 · OPERATING REVENUES	1,204,475.82	636,750.00	567,725.82	189.2%
4200 · NONOPERATING REVENUES				
4210 · Investment Earnings				
4211 · Interest - Bank	791.94			
4210 · Investment Earnings - Other	0.00	9,840.00	-9,840.00	0.0%
Total 4210 · Investment Earnings	791.94	9,840.00	-9,048.06	8.0%
4220 · State Subsidies / Grants	81,212.50	742,500.00	-661,287.50	10.9%
4260 · Other Non-Operating Revenues				
4261 · Foundation Grants	22,000.00			
4260 · Other Non-Operating Revenues - Other	50.00	22,000.00	-21,950.00	0.2%
Total 4260 · Other Non-Operating Revenues	22,050.00	22,000.00	50.00	100.2%
Total 4200 · NONOPERATING REVENUES	104,054.44	774,340.00	-670,285.56	13.4%
Total 4000 · REVENUE & FINANCIAL SOURCES	1,308,530.26	1,411,090.00	-102,559.74	92.7%
Total Income	1,338,790.46	1,411,090.00	-72,299.54	94.9%
Gross Profit	1,338,790.46	1,411,090.00	-72,299.54	94.9%
Expense				
4002 · Reconciliation Discrepancies	0.00			
5000 · EXPENDITURES				
5100 · OPERATING EXPENDITURES				
5110 · Salaries and Wages				
5111 · ED Director	68,339.96	67,000.00	1,339.96	102.0%
5112 · Marketing & Bus. Dev. Director	7,885.38	67,000.00	-59,114.62	11.8%
5113 · Tourism Manager	50,000.08	47,000.00	3,000.08	106.4%
5114 · Marketing & Com. Manager	50,000.08	47,000.00	3,000.08	106.4%
5119 · Contingency	0.00	9,000.00	-9,000.00	0.0%
Total 5110 · Salaries and Wages	176,225.50	237,000.00	-60,774.50	74.4%
5120 · Other Employee Benefits				
5121 · Disability Insurance	763.54	350.00	413.54	218.2%
5122 · Health Insurance	9,414.72	25,572.00	-16,157.28	36.8%
5123 · Dental Insurance	511.01	765.00	-253.99	66.8%
5124 · Retirement Plan	5,286.53	5,863.00	-576.47	90.2%
5125 · Payroll Taxes	15,019.37	10,494.00	4,525.37	143.1%
5126 · Unemployment Insurance	0.00	2,500.00	-2,500.00	0.0%
5127 · Workers' Compensation	1,880.00	1,300.00	580.00	144.6%
5128 · Health Buyout	2,999.88	3,000.00	-0.12	100.0%

Franklin County Local Development Corporation
Profit & Loss Budget vs. Actual
January through December 2021

	<u>Jan - Dec 21</u>	<u>Budget</u>	<u>\$ Over Bu...</u>	<u>% of B...</u>
Total 5120 · Other Employee Benefits	35,875.05	49,844.00	-13,968.95	72.0%
5130 · Professional Services Contracts				
5131 · Auditing Services	3,000.00	3,000.00	0.00	100.0%
5132 · Legal Services	18,431.04	15,000.00	3,431.04	122.9%
5133 · Payroll Services	4,119.56	4,200.00	-80.44	98.1%
5134 · Marketing & Promotion	30,330.85			
5135 · Business Insurances	1,134.35	2,150.00	-1,015.65	52.8%
5139 · Other Consulting Services				
DMAL · Downtown Malone Revitalization	-4,617.75			
5139 · Other Consulting Services - Other	171,401.30	173,800.00	-2,398.70	98.6%
Total 5139 · Other Consulting Services	166,783.55	173,800.00	-7,016.45	96.0%
5130 · Professional Services Contracts - Other	816.34			
Total 5130 · Professional Services Contracts	224,615.69	198,150.00	26,465.69	113.4%
5140 · Supplies and Materials				
5141 · Association Dues	0.00	3,000.00	-3,000.00	0.0%
5143 · Conferences, Travel & Training	3,204.33	10,000.00	-6,795.67	32.0%
5144 · General Office Supplies	10,044.30	10,000.00	44.30	100.4%
5145 · Internet and Phone	0.00	2,880.00	-2,880.00	0.0%
5146 · Marketing and Promotion	44,050.53	10,000.00	34,050.53	440.5%
5147 · Office Rent	7,700.00	15,600.00	-7,900.00	49.4%
5148 · Service Contracts/Subscriptions	9,162.01	13,821.00	-4,658.99	66.3%
5149 · Postage	0.00	500.00	-500.00	0.0%
5150 · Bank Service Fees	72.00	50.00	22.00	144.0%
5140 · Supplies and Materials - Other	17,210.70			
Total 5140 · Supplies and Materials	91,443.87	65,851.00	25,592.87	138.9%
Total 5100 · OPERATING EXPENDITURES	528,160.11	550,845.00	-22,684.89	95.9%
5200 · NONOPERATING EXPENDITURES				
5250 · Grants and Donations	203,923.72	724,000.00	-520,076.28	28.2%
5260 · Other Non-Oper. Expenditures				
5261 · Grant to Franklin County IDA	0.00	50,000.00	-50,000.00	0.0%
5260 · Other Non-Oper. Expenditures - Other	1,740.00			
Total 5260 · Other Non-Oper. Expenditures	1,740.00	50,000.00	-48,260.00	3.5%
Total 5200 · NONOPERATING EXPENDITURES	205,663.72	774,000.00	-568,336.28	26.6%
Total 5000 · EXPENDITURES	733,823.83	1,324,845.00	-591,021.17	55.4%
Total Expense	733,823.83	1,324,845.00	-591,021.17	55.4%
Net Ordinary Income	604,966.63	86,245.00	518,721.63	701.5%
Net Income	<u>604,966.63</u>	<u>86,245.00</u>	<u>518,721.63</u>	<u>701.5%</u>

**Resolution #2022-01
Adopt Required Policies**

WHEREAS, the Franklin County Economic 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 FCEDC Board of Directors adopts these policies

Secretary

Date

Duly Adopted by the EDC Board January 18, 2022



Mission Statement

The EDC is committed to serving new and existing businesses and industries, and to assist with the creation and retention of quality jobs through direct and collaborative funding of projects for the economic well being of Franklin County.

Duly Adopted by EDC Board 1/18/22



FRANKLIN COUNTY ECONOMIC DEVELOPMENT CORPORATION

INVESTMENT POLICY

I. Introduction

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

II. Investment Objectives

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

- A. To comply with all applicable federal, state and Economic laws;
- B. To preserve and adequately safeguard principal;
- C. To maintain sufficient liquidity to meet the current and future operating requirements of the EDC; 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 EDC 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 Economic 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 EDC 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 EDC 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 EDC, 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 EDC 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 EDC 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 Economic 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 Economic government to exercise its rights against the pledged securities. In the event the securities are not registered or inscribed in the name of the Economic government, such securities shall be delivered in a form suitable for transfer or with an assignment in blank to the EDC or its custodial bank.
- C. That securities held by the bank or trust company, as agent of and custodian for the EDC, 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 EDC.
- 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 EDC 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 EDC 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 Economic Finance Law §24 or §25 (with approval of the State Comptroller) by any municipality, school district or district corporation other than the EDC;
 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 EDC (which is a Economic 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 EDC 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 EDC within two years of the date of purchase.

VIII. Written Contracts

The EDC shall enter into written contracts pursuant to which all investments of the EDC's funds are made unless the EDC 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 EDC shall diversity its deposits and investments by financial institution, by investment instrument and by maturity scheduling.

X. Authorized Financial Institutions and Dealers

- A. The EDC 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 EDC's total investments may be in any one institution unless fully collateralized.
- C. All financial institutions with which the EDC conducts business must be creditworthy.

- D. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the EDC. 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 EDC, 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 EDC 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 EDC, 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 EDC a perfected interest in the securities.
- C. Repurchase agreements, a transaction in which the EDC 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 EDC's independent auditors shall prepare an independent audit of the EDC'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 EDC'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 EDC shall make such independent audit and investment report available to the public upon reasonable request.
- D. The EDC 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 EDC 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 EDC 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
JP Morgan/Chase	No maximum, but all accounts over \$250,000 must be fully collateralized
Key Bank	No maximum, but all accounts over \$250,000 must be fully collateralized
NBT Bank	No maximum, but all accounts over \$250,000 must be fully collateralized
TD Bank	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 ECONOMIC DEVELOPMENT CORPORATION

DISPOSITION OF PROPERTY POLICY

I. Introduction

This Disposition of Property Policy (the “Property Policy”) of the Franklin County Economic Development Corporation (the “EDC”) is adopted pursuant to the Public Authorities Law and shall be reviewed annually by the EDC 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 EDC 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 EDC shall:
 - 1. Maintain adequate inventory controls and accountability systems for all property owned by the EDC 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 EDC shall:
 - 1. Publish, not less frequently than annually, a report listing all real property owned in fee by the EDC. 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 EDC and the name of the purchaser for all such property sold by the EDC 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 EDC. The EDC shall have the right to dispose of its property for any valid corporate purpose.
- B. Custody and Control. The custody and control of EDC property, pending its disposition, and the disposal of such property, shall be performed by the EDC or by the Commissioner of General Services when so authorized under this section.
- C. Method of Disposition. Unless otherwise permitted, the EDC 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 EDC and/or Contracting Officer deems proper. The EDC 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 EDC shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the EDC may enter into an agreement with the Commissioner pursuant to which the Commissioner may dispose of property of the EDC under terms and conditions agreed to by the EDC 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 EDC, purporting to transfer title or any other interest in property of the EDC 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 EDC'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 EDC, price and other factors considered; provided, that all bids may be rejected at the EDC'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 Economic 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 EDC 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 EDC 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 EDC; or
 3. In the event the EDC 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 EDC's mission, purpose or governing statutes, the EDC 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 EDC may effectuate such transfer. Provided, however, that with respect to a

below market transfer by the EDC that is not within the purpose, mission or governing statute of the EDC, if the governing statute provides for the approval of such transfer by the executive and legislative branches of the political subdivision in which the EDC resides, and the transfer is of property obtained by the EDC 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 EDC'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 EDC'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 EDC Board and shall be filed annually with all Economic and state agencies as required under all applicable law. The designated Contracting Officer for the EDC 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.

**Resolution #2022-02
Adopt New/Revised Policies**

WHEREAS, the Franklin County Economic Development Corporation (FCEDC) desired to create and update the following:

- 1) Audit & Finance Committee Charter
- 2) Bylaws
- 3) Credit Card Policy
- 4) Digital Financial Policy
- 5) Internal Controls Policy
- 6) Travel Policy and;

WHEREAS, the FCEDC contracted with Paul Ellis to update the language and to ensure all information was up-to-date as well as creating the new policies,

NOW THEREFORE, BE IT RESOLVED, the Board of Directors, following recommendation from the Audit & Finance and Governance Committees adopt all policies above for immediate implementation.

Secretary

Date

Duly Adopted by the EDC Board January 18, 2022



AUDIT & FINANCE COMMITTEE CHARTER

Purpose

Pursuant to Article V, Section 1 of the Authority's bylaws, the purpose of the Audit & Finance Committee shall be to (1) 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; (2) provide an avenue of communication between management, the independent auditors, the internal auditors, and the board of directors; (3) oversee the Authority's debt and debt practices and to recommend policies concerning the Authority's issuance and management of debt; (4) budget development and review; (5) oversee investment policy and procedures; (6) oversee purchasing policy and procedures; and (7) review capital planning.

Composition of the Audit & Finance Committee and Selection of Members

The Committee shall be established as set forth in and pursuant to Article V, Section 1 of the Authority's bylaws. The Committee shall consist of at least three members of the board of directors who are independent of Authority operations. The Authority's Board will appoint the Committee members and the Committee Chair.

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

Ideally, all members on the Committee shall possess or obtain a basic understanding of governmental financial reporting and auditing.

The Committee shall have access to the services of at least *one financial expert*; whose name shall be disclosed in the annual report of the Authority.

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

Meetings

The Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. Additionally, the committee must meet prior to any debt issuance to be undertaken by the Authority and with the independent auditor at least annually to discuss its financial statements.

Committee members are expected to attend each Committee meeting, in person or via telephone or videoconference. The Committee may invite other individuals, such as members of management, auditors, or other technical experts to attend meetings and provide pertinent information, as necessary. A majority of the committee members present or participating through telephone or video conference shall constitute a quorum.

Meeting agendas will be prepared for every meeting and provided to the Committee members along with briefing materials (five) 5 business days before the scheduled Committee meeting. The Committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Meetings of the committee are open to the public, and the committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice and the conduct of executive session.

A report of the committee's meeting shall be prepared and presented to the board at its next scheduled meeting following the meeting of the committee.

AUDIT RESPONSIBILITIES OF THE COMMITTEE

The Committee shall have responsibilities related to:

A. Independent Auditors and Financial Statements

1. Appoint, compensate, and oversee independent auditors retained by the Authority and pre-approve all audit services provided by the independent auditor.
2. Establish procedures for the engagement of the independent auditor to provide permitted audit services. The Authority's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the Committee. Non-audit services include tasks that directly support the Authority's operations, such as bookkeeping or other services related to the accounting records or financial statements of the Authority, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.

3. Review and approve the Authority's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
4. Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
5. Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
6. Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

B. Internal Auditors

1. Review with management and the internal audit director, the charter, activities, staffing and organizational structure of the internal audit function. The Committee shall have authority over the appointment, dismissal, compensation, and performance reviews of the internal audit director.
2. Ensure that the internal audit function is organizationally independent from Authority operations.
3. Review the reports of internal auditors and have authority to review and approve the annual internal audit plan.
4. Review the results of internal audits and approve procedures for implementing accepted recommendations of the internal auditor.

C. Internal Controls, Compliance and Risk Assessment

1. Review management's assessment of the effectiveness of the Authority's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

D. Special Investigations

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

2. Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls, and auditing to the appropriate body.
3. Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation (for example, issues may be referred to the State Inspector General or other investigatory organization.)
4. Review all reports delivered to it by the Inspector General and serve as a point of contact with the Inspector General.

FINANCE RESPONSIBILITIES OF THE COMMITTEE

The Committee shall have responsibilities related to:

A. Debt: Issuance and Monitoring

1. Review proposals for the issuance of debt by the Authority and its subsidiaries and to make recommendations concerning those proposals to the board
2. Make recommendations to the board concerning the level of debt and nature of debt issued by the Authority.
3. Review proposals relating to the repayment of debt or other long-term financing arrangements by the Authority and its subsidiaries.
4. Annually review the Authority's financing guidelines and make recommendations to the board concerning criteria that should govern its financings. These should include security provisions required for a bond financing undertaking, specific requirements of credit enhancements or additional guarantees used, such as a pledge of revenues, financial covenants, or debt service reserves.

B. Review the Authority's Annual Budget

1. Review the Authority's proposed annual operating budget as presented by Authority management for the upcoming fiscal year.
2. Recommend the annual budget to the board for approval after incorporating necessary amendments.
3. Monitor and report to the board on the Authority's compliance with its adopted budget during the fiscal year (actual verses estimated budget) on a monthly/quarterly basis.

C. Oversee the Authority's Investments

1. Annually review the Authority's investment policy and evaluate allocation of assets.
2. Review and recommend to the board approval of the Authority's annual investment report.
3. Annually review the Authority's audit of investments as provided by independent auditors.
4. Recommend to the board the selection of investment advisors.
5. Monitor the economic performance of the Authority's pension plans.

D. Assess the Authority's Capital Requirements and Capital Plan

1. Assess the financial requirements of the Authority's capital plans. The assessment is to include current and future capital needs, a justification of why such capital expenditure is required and an explanation of funding sources for capital projects such as grants, issuance of debt or specified pay as-you-go resources.
2. Review the financial aspects of major proposed transactions, significant expenditures, new programs and services, as well as proposals to discontinue programs or services and making action recommendations to the board.

E. Review Financial and Procurement Thresholds

1. Review and make recommendations to the board regarding any proposed procurements submitted to the committee by the Authority's procurement officer.
2. Review and recommend changes to the Authority's thresholds for procuring goods and services and procurement policy.
3. Review and recommend changes to the Authority's uniform tax exemption policy that includes general provisions for entering into payment-in-lieu-of taxes (PILOT) agreements and allowing tax exemptions
4. Review and recommend changes to the Authority's fee schedules.
5. Review the scope and terms of the Authority's insurance policies and liability coverage on an annual basis.

OTHER RESPONSIBILITIES OF THE AUDIT AND FINANCE COMMITTEE

The Committee shall have responsibilities related to:

1. Present annually to the Authority's board a written report of how it has discharged its duties and met its responsibilities as outlined in the charter.
2. Obtain any information and training needed to enhance the Committee members' understanding of the role of auditing, risk management, internal controls, budgeting, financing, investments, procurement, and a certain level of familiarity in financial reporting standards and processes.
3. Meet with and request information from Authority staff, independent auditors and advisors or outside counsel, as necessary to perform the duties of the committee.
4. Retain, at the Authority's expense, such outside counsel, experts, and other advisors as the Committee may deem appropriate.
5. Review the Committee's charter annually, reassess its adequacy, and recommend any proposed changes to the board of the Authority. The Audit & Finance Committee Charter will be updated as applicable laws, regulations, accounting, and auditing standards change.
6. Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter and request the board approval for proposed changes.
7. Make recommendations concerning the appointment and compensation of bond counsel, investment advisors and underwriting firms used by the Authority, and to oversee the work performed by these individuals and firms on behalf of the Authority.

Adopted by the Board 1/18/22

AMENDED AND RESTATED BYLAWS

ARTICLE I PUBLIC AUTHORITY

1. **NAME.** The name of the public authority shall be the Franklin County Economic Development Corporation, and shall be referred to herein as the “Authority”.
2. **CORPORATE SEAL.** The corporate seal shall be in the form of a circle and shall bear the name of the Authority and the year of its organization. The corporate seal may be used by causing it to be impressed directly upon an instrument of writing, upon adhesive substance affixed thereto, or by facsimile, whether engraved, printed, stamped, or reproduced digitally.
3. **OFFICE LOCATION.** The office of the Authority shall be at 355 West Main Street, Suite 428, Malone, New York 12953. The Authority may have such other offices at such other places as the Authority may designate from time to time by resolution.
4. **EXECUTION OF INSTRUMENTS.** Except as otherwise provided in these bylaws, instruments and documents of the Authority may be signed or countersigned, executed, verified, or acknowledged by such officer or officers or other person or persons as the Authority may designate by resolution.

ARTICLE II BOARD OF DIRECTORS

1. **POWER OF THE BOARD AND DIRECTOR QUALIFICATIONS.** The Authority shall be overseen and governed by its Board who shall exercise oversight and control over the chief executive and other senior management of the Authority. Each Director shall be at least eighteen years of age. The Board shall have all powers conferred on boards of public benefit corporations or local public authorities pursuant to New York State law, including, without limitation, the Public Authorities Law (PAL) as amended and any other New York State laws that are applicable to the Authority.
2. **DIRECTORS AND TERMS OF OFFICE.**
 - A. The Board shall consist of seven Directors, each of whom shall be appointed by the Franklin County Legislature. Each Director shall serve a term concurrent with his or her term as Director of the



Authority. Directors serve at the pleasure of the Franklin County Legislature and continue to hold office until his or her successor is qualified and appointed.

- B. No Director, including the Chairperson, shall serve as the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Comptroller, or hold any other equivalent executive position or office while serving as a Director.
- C. Director Independence: An Independent Director is one who:
 - i. is not, and in the past two years has not been, employed by the Authority or an affiliate in an executive capacity.
 - ii. is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000) for goods and services provided to the Authority or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000) from the Authority.
 - iii. is not a relative of an executive officer or employee in an executive position of the Authority or affiliate.
 - iv. is not, and in the past two years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Authority or an affiliate.
- D. Each Director shall have one vote.

3. TRAINING. All Directors shall participate in training approved by New York State regarding their legal, fiduciary, financial and ethical responsibilities as Directors within one year of their respective appointments to the Board. All other Directors of the Authority shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Authority and adhere to the highest standards of responsible governance.

4. ORGANIZATION. At each meeting of the Board, the Chairperson, or in their absence, the Vice Chairperson shall preside, or in the absence of both officers, a chair chosen by a Board majority shall preside. The Secretary shall act as secretary of the Board. In the event the Secretary shall be absent from any meeting of the Board, an Assistant Secretary shall act as the secretary for such meeting.

5. DIRECTOR RESIGNATIONS AND REMOVAL.

- A. Any Director of the Authority may resign at any time by giving written notice to the Board Chair or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then upon delivery.
- B. Any or all the Directors may be removed with or without cause by vote of the Franklin County Legislature.

- 6. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.** Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason shall be filled by vote of the Franklin County Legislature. Directors appointed to fill newly created Directorships shall hold office until their successors have been qualified and appointed. Directors appointed to fill vacancies shall serve for the remaining term of the Director for whom they are replacing, and until their successors have qualified and been appointed.
- 7. ACTION BY THE BOARD.** Except as otherwise provided by law or in these bylaws, the act of the Board means action taken at a meeting of the Board by a majority vote of the Directors present at the time of the vote either in person or via video-conference, if a quorum is present at such time
- 8. COMPENSATION.** Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.
- 9. ANNUAL INDEPENDENT AUDIT.** The Board of Directors shall present to the County the annual independent audit report performed in accordance with the requirements of the PAL and generally accepted government auditing standards certified by a firm of independent public accountants selected by the Board. The Annual Independent Audit will also be posted on the Authority's website.
- 10. ANNUAL BUDGET.** The CEO, with the assistance of Authority staff, will develop the annual budget and present it to the appropriate committees and the Board within a timeline that would allow for deliberation and modification to the Annual Budget prior to its adoption. The Board of Directors shall present to the County the Annual Budget prepared in accordance with the PAL.
- 11. OPEN MEETINGS LAW.** The Authority shall comply with the New York State Open Meetings Law.

ARTICLE III OFFICERS

- 1. OFFICERS, DUTIES, APPOINTMENT AND VACANCIES.**
 - A. The officers of the Authority shall be a Board Chair, Vice Chair, a Secretary, a Treasurer, an Assistant Secretary, and an Assistant Treasurer. Any two or more officers, except the Board Chair and Secretary, may be held by the same person.
 - B. The officers of the Authority shall perform the duties and functions specified in these bylaws and such other duties and functions as may from time to time be authorized by resolution of the Board or required to affect the corporate purposes of the Authority.

- C. All officers of the Authority shall be elected at the annual meeting of the Authority from among the Directors of the Board. All officers shall remain in office for one year.
- D. Should any office become vacant, the Board shall elect a successor from the Board at the next regular meeting, and such appointment shall be for the unexpired term of said office.

2. **ADDITIONAL OFFICERS.** Additional officers may be elected for such a period, have such authority, and perform such duties, either in an administrative or subordinate capacity, as the Board may from time to time determine.
3. **REMOVAL OF OFFICERS.** Any officer may be removed by the Board with or without cause at any time.
4. **RESIGNATION.** Any officer may resign his or her position as an officer at any time by giving written notice to the Board, the Board Chair, or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time specified, then upon delivery.
5. **VACANCIES.** A vacancy in any office shall be filled by the Board.
6. **BOARD CHAIR.** The Chair shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Board, the Chair shall execute all instruments and documents of the Corporation. At each meeting, the Chairman shall submit such recommendations and information as he or she may consider proper concerning the business affairs and policies of the Corporation. The Chairman shall have the authority at all times to execute on behalf of the Corporation instruments and documents of a ministerial or procedural nature which he or she deems expedient in order to further the corporate purposes of the Corporation provided the execution of such instruments and documents does not contravene any provision of these bylaws or any resolution of the Board.
7. **VICE CHAIR.** The Vice Chair shall perform the duties of the Board Chair in his or her absence or incapacity and in case of the resignation or death of the Board Chair, the Vice Chair shall perform such duties as are imposed on the Board Chair until such time as the Board shall elect a new Board Chair.
8. **SECRETARY.** The Secretary shall ensure that the records of the Authority are properly kept and maintained. The Secretary shall ensure that minutes of the meetings are taken, votes are properly recorded, and a record of the proceedings are kept and cataloged.
9. **ASSISTANT SECRETARY.** The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary and in 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 Board shall elect a new Secretary.

- 10. TREASURER.** The Treasurer shall ensure that there is proper care and custody of all funds of the Authority. The Treasurer shall ensure that the proper segregation of duties and internal controls are adhered to safeguard the authority's funds.
- 11. ASSISTANT TREASURER.** The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer; and in the case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Board shall appoint a new Treasurer.

ARTICLE IV MEETINGS

- 1. PLACE OF MEETING.** The Board may hold its meetings at 355 West Main Street, Malone, New York, or at such place or places within New York State as may be determined by the Board. Meetings may be conducted through video conferencing or a hybrid of video conferencing and in person meetings to the extent permitted by the New York State Open Meetings Law.
- 2. ANNUAL MEETINGS.** The annual meeting of the Authority shall be held on the second Wednesday of January at a time and a location as may be determined by the Board. In the event such day falls on a legal holiday, the annual meeting shall be held on the next succeeding day that is not a legal holiday. The meeting will be properly noticed in accordance with New York State Open Meetings Law. It will also be posted on the Authority's website.
- 3. REGULAR MEETINGS.** Regular meetings of the Board shall be held at a time and at such place as determined by the Board. Meetings will be properly noticed in accordance with New York State Open Meetings Law. It will also be posted on the Authority's website.
- 4. SPECIAL MEETINGS.** Special meetings of the Board shall be held whenever called by the Board Chair or in Chair's absence, by the Vice Chair, or by any two (2) Directors. Notice shall be given in person, by phone, fax, text, or email. If notice is given orally, in person or by telephone, it shall be given not less than one (1) day before the meeting; if it is given by fax, email, or by mail, it shall be given not less than two (2) days before the meeting. At such a special meeting no business shall be considered other than that designated in the notice. Pursuant to the Public Officers Law, notice of any special meeting shall be given to the news media and posted on the Authority's website.

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

6. QUORUM.

- A. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business.
- B. A majority of the entire Directors present, whether or not a quorum is present may adjourn any meeting to another time and place without notice to any Director.

**ARTICLE V
COMMITTEES**

1. AUDIT & FINANCE. There shall be an Audit & Finance Committee consisting of not less than three Independent Directors of the Authority who shall constitute a majority on the committee. The Board Chair shall appoint committee members and assign the Committee Chairperson. To the extent practicable, members of the Committee shall possess the necessary skills to understand the duties and functions of the Committee and should be familiar with corporate financial and accounting practices. The Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with PAL to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit. In addition, it shall be the responsibility of the Committee to review proposals for the issuance of debt by the Authority and make recommendations. In the event the Authority has fewer than three Independent Directors, the Authority may appoint non-Independent Directors to the Committee, provided that the Independent Directors must constitute a majority of the members of the Committee. The Committee will be responsible for establishing, reviewing, and amending an Internal Control Policy.

2. GOVERNANCE. There shall be a Governance Committee consisting of not less than three Independent Directors of the Authority who shall constitute a majority on the Committee. The Board Chair shall appoint committee members and assign the Committee Chairperson. The Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Authority's governance principles, advise the Board on the skills and experience required of potential Directors, examine ethical and conflict of interest issues; perform Board self-evaluations; and to recommend bylaws which include rules and procedures for conduct of business by the Board and recommend amendments to the bylaws. In the event the Authority has fewer than three Independent Directors, the Authority may appoint non-Independent Directors to the Committee, provided that the Independent Directors must constitute a majority of the members of the Committee.

- 3. OTHER STANDING COMMITTEES.** The Board of Directors, by resolution adopted by a majority of the entire Board, may form other standing committees consisting of three (3) Directors, which can make recommendations to the entire Board. The Chairman shall appoint committee members and assign chairmanship roles. The standing committees shall have such authority as the Board shall by resolution provide, except that no such committee shall have authority as to the following matters:

 - A. The submission to the County of any action requiring County approval under the law.
 - B. The filling of vacancies on the Board or on any Committee.
 - C. The amendment or repeal of the bylaws, or the adoption of new bylaws.
 - D. The amendment or repeal of any resolution of the Board which by its terms, shall not be amendable or repealable.
- 4. SPECIAL COMMITTEES.** The Board Chair may designate special committees, each of which shall consist of such persons and shall have such authority as directed by the Board Chair.
- 5. MEETINGS.** Committee meetings, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Committee Chair or by vote of a majority of all the members of the committee.
- 6. QUORUM AND MANNER OF ACTING.** Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the direction of the Board.
- 7. COMMITTEE MEMBERS' TENURE.** Each committee of the Board and every member thereof shall serve at the pleasure of the Board.
- 8. ALTERNATE MEMBERS.** The Board may designate one (1) or more members as alternate members of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

ARTICLE VI

EXECUTIVE OFFICERS

- 1. CHIEF EXECUTIVE OFFICER (CEO).** The Board shall appoint a CEO by resolution. The CEO may not be a Director of the Board. The CEO shall report to the Board Chair and shall have general supervision and management of the Authority and all Authority staff shall report directly to the CEO. The CEO shall be charged with leading the Authority in carrying out and fulfilling its public purposes. The CEO shall also

perform all other duties customarily incident to the office and such other duties as from time-to-time may be assigned by the Board. The CEO shall be the "Contracting Officer" (as such term is defined in Section 2895 of PAL) which encompasses the disposition of real and personal property in accordance with the provisions of PAL. The CEO shall assist the Board Chair with such matters as the Chair or Board may request furtherance of the Authority's public purposes. Except as may otherwise be authorized by a resolution adopted by the Board, the CEO shall:

- A. Execute all agreements, bonds, notes, contracts, agreements, deeds, leases and any other instruments of the Authority.
- B. Sign all financial instruments, checks, and authorize electronic payments.
- C. Prepare the annual budget of the Authority in cooperation with the Audit & Finance Committee and the Chief Financial Officer for submission to the Board of Directors for their review and approval.
- D. Approve purchasing requests submitted by staff and sign purchases on behalf of the Board of Directors for those purchases approved by the Board of Directors.
- E. In the absence or incapacity of the CFO, the CEO shall exercise the duties and responsibilities of the CFO.

2. CHIEF FINANCIAL OFFICER (CFO). The Board shall appoint a CFO by resolution. The CFO may not be a Director of the Board. The CFO of the Authority shall assist the CEO in the carrying out of the Authority's purposes and in fulfillment of the Authority's public purposes. Except as may otherwise be authorized by a resolution adopted by the Board, the CFO shall:

- A. Oversee the maintenance of the books and accounts of the Authority.
- B. Perform all other duties customarily incident to the office of a CFO of a public authority and such other duties as from time to time may be assigned by the Board.
- C. Prepare and distribute all annual reports required by the PAL and as may otherwise be required by the NYS Office of State Comptroller.
- D. Assist the CEO and Board Chair in preparing the annual budget of the Authority for submission to the Board for approval.
- E. Assist the Audit & Finance Committee in carrying out their functions. The CFO shall be the Freedom of Information Officer in accordance with the provisions of the NYS Freedom of Information Law, and Article 6 of the NYS Public Officers Law.
- F. In the absence or incapacity of the CEO, the CFO shall exercise the duties and responsibilities of the CEO.

3. COMPLIANCE OFFICER. The CFO shall be the Compliance Officer of the Authority. The Compliance Officer shall be responsible for ensuring that the Board complies with all financial and other reporting requirements imposed on the Authority by law, including those requirements in the NYS General Municipal Law (GML) and NYS PAL.

- 4. ADDITIONAL PERSONNEL.** The Authority may from time to time employ such personnel as the Board, upon the recommendation of the CEO, deems necessary to exercise the Authority's powers, duties and functions as prescribed by the PAL and all other laws of New York State applicable thereto. The duties, responsibilities and compensation of all personnel shall be determined by the Board subject to the laws of New York State.

ARTICLE VII

CONTRACTS, CHECKS, DRAFTS, BANKING

- 1. EXECUTION OF CONTRACTS.** The Board, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Authority to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board, or expressly authorized by these bylaws, no officers, agent or employee shall have any power or authority to bind the Authority by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.
- 2. LOANS.** No loans shall be contracted on behalf of the Authority unless specifically authorized by the Board.
- 3. CHECKS, DRAFTS, ETC.** All checks, drafts, and other orders for the payment of money out of the funds of the Authority, and all notes or other evidence of indebtedness of the Authority, shall be signed on behalf of the Authority in such manner as shall from time to time be determined by these bylaws or by resolution of the Board.
- 4. DEPOSITS.** All funds of the Agency not otherwise employed shall be deposited from time to time to the credit of the Agency in such banks, trust companies or other depositories as the Board may select or in the absence of such selection by the Board, as the Chief Executive Officer in consultation with the Chief Financial Officer shall select.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

- 1. AUTHORIZED INDEMNIFICATION.** Unless clearly prohibited by law or Section 2 of this Article, the Authority shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Authority, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Member or officer of the Authority, or (b) in addition is serving or served, in any capacity, at the request of the Authority, as a Member or officer of any other

corporation , or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Authority 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.

- 2. PROHIBITED INDEMNIFICATION.** The Authority 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 Board in good faith determines, 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 in fact a financial profit or other advantage to which he or she was not legally entitled.
- 3. ADVANCEMENT OF EXPENSES.** The Authority shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Authority, 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 Authority, 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 Authority 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 between the interests of the parties.
- 4. INDEMNIFICATION OF OTHERS.** Unless clearly prohibited by law or Section 2 of this Article, the Board may approve Authority indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article, to a person (or the testator or intestate of a person) who is or was employed by the Authority or who is or was a volunteer for the Authority, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Authority in any capacity for any other Authority, partnership, joint venture, trust, employee benefit plan or other enterprise.
- 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 Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these bylaws. Before indemnification can occur, the Board 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 Board 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 bylaws.

- 6. BINDING EFFECT.** Any person entitled to indemnification under these bylaws has a legally enforceable right to indemnification, which cannot be abridged by amendment of these bylaws with respect to any event, action or omission occurring prior to the date of such amendment.
- 7. INSURANCE.** The Authority is required to purchase directors' and officers' liability insurance. To the extent permitted by law, such insurance may insure the Authority 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 Authority 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 Authority.
- 8. NON EXCLUSIVE RIGHTS.** The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board is authorized to enter into agreements on behalf of the Authority with any Member, officer, employee, or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

ARTICLE IX

CONFLICTS OF INTEREST

- 1. DEFINITION OF CONFLICTS OF INTEREST.** A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Authority policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any family member (spouse, domestic partner, grandparents, parents, children, grandchildren, great grandchildren, brothers or sisters (whether whole or half-blood), and spouses of these individuals); or (c) any organization in which he or she or a family member is a director, trustee, officer, member, partner or more than 10% of the total (combined) voting power. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.
- 2. DISCLOSURE OF CONFLICTS OF INTEREST.** A Member or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his or her duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Member or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Authority shall distribute annually to all Members,

officers, and key employees (as identified by the Authority), a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Authority and whether the process for approval set forth in Section 3 of this Article was used. Such disclosure form may require disclosure of other relationships that may not constitute an actual conflict of interest, but which are required to be disclosed in order for the Authority to comply with its annual reporting requirements.

- 3. APPROVAL OF CONTRACTS AND TRANSACTIONS INVOLVING POTENTIAL CONFLICTS OF INTEREST.** A Member or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Authority the material facts surrounding any potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Authority. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into. Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Authority and the arrangements are consistent with the best interests of the Authority. Fairness includes, but is not limited to, the concepts that the Authority should pay no more than fair market value for any goods or services which the Authority receives and that the Authority should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Authority.
- 4. VALIDITY OF ACTIONS.** No contract or other transaction between the Authority and one or more of its Members or officers, or between the Authority and any other corporation, firm, association or other entity in which one or more of its Members or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Member or Members or officer or officers are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or that his, her or their votes are counted for such purpose, if the material facts as to such Member's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Member or officers. Common or interested Members may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the

authorization of such contract or transaction, the interested Member or officer should not be present at the meeting.

- 5. EMPLOYEE CONFLICTS OF INTEREST.** An employee of the Authority with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his or her supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Authority decisions which are the subject of the conflict will be determined. The CEO shall be responsible for determining the proper way for the Authority to handle Authority decisions which involve unresolved employee conflicts of interest. In making such determinations, the CEO may consult with legal counsel. The CEO shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the CEO has approved.

ARTICLE X COMPENSATION

- 1. REASONABLE COMPENSATION.** It is the policy of the Authority to pay no more than reasonable compensation for personal services rendered to the Authority by employees. The Directors shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses, which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Authority unless the expenses are necessary to achieve an Authority purpose.
- 2. APPROVAL OF COMPENSATION.** The Board must approve in advance the amount of all compensation for employees of the Authority. Before approving the compensation of an employee, the Board shall determine that the total compensation to be provided by the Authority to the employee is reasonable in amount in light of the position, responsibility, and qualification of the employee for the position held, including the result of an evaluation of the employee's prior performance for the Authority, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Authority to the individual in payment for services. At the time of the discussion and decision concerning an employee's compensation, the employee should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar employees in similar circumstances. The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE XI GENERAL

- 1. FISCAL YEAR.** The fiscal year of the Authority shall be the calendar year, unless otherwise provided by the Authority.
- 2. BOOKS AND RECORDS.** These shall be kept at the office of the Authority:
 - A. Correct and complete books and records of accounts.
 - B. Minutes of the proceedings of the Board and the Standing and Special Committees.
 - C. A current list of the Directors and the Officers of the Authority and their residences.
 - D. A copy of these bylaws.
 - E. A copy of the IRS letter recognizing the Authority's exemption status.
 - F. A copy of the past three (3) years' IRS Form 990 tax returns.
- 3. LOANS TO MEMBERS AND OFFICERS.** No loans shall be made by the Authority to its Directors or officers, or to any other company, corporation, firm, association or other entity in which one or more of the Directors or officers of the Authority are members, directors, or officers or hold a substantial financial interest except as allowed by law.

ARTICLE XII AMENDMENTS

- 1. AMENDMENTS TO BYLAWS.** The bylaws of the Authority may be amended only at a meeting for which at least seven days written notice has been previously given to all Directors of the Authority and distributed to the media.

Adopted: November 30, 2011
Amended: December 12, 2017
Amended: January 18, 2022

CREDIT CARD POLICY

1. **Purpose.** The purpose of this document is to forth the policy of the Authority for the use of credit cards by Authority employees. It identifies the type of card, distribution, authorized uses, credit limits, prohibited uses, accounting for credit card charges, recovery of unauthorized purchases and credit card discontinuance.
2. **Type & Distribution.** The Authority will utilize a single banking institution for the issuance of credit cards. The use of Merchant Cards and Fuel Cards are not authorized. The use of a Bank Debit Card and Prepaid Cards are strictly prohibited. The credit cards issued may ones that accrue airline miles or rebates at no extra cost to the organization. All earned flyer miles or rebates shall be used exclusively for the Authority business purposes. The CEO, at her/his sole discretion, may authorize the use of credit cards for key staff. The CEO, at her/his sole discretion, may revoke a cardholder's credit card at any time. All staff issued an Authority credit card shall acknowledge in writing their understanding of all policies related to the use of the credit card.
3. **Accounting for Credit Card Charges.** The CEO is authorized to implement administrative procedures to ensure compliance with the Credit Card Policy. All credit card purchases must adhere to the Purchasing Policy. Staff must forward detailed receipts for purchases to the Operations Manager within seven days after the credit card purchase. Credit card monthly billing must be timely paid to avoid interest and penalty charges.
4. **Authorized Credit Card Use.** The use of an Authority credit card is strictly limited to the business purposes of the Authority. Staff are authorized to purchase; 1) Supplies, 2) Services, 3) Food & Beverage related to Economic Development Events and Business Development opportunities, 4) Registrations for training seminars and related conferences, and 5) Business Travel expenses including room deposits, lodging, airfare, parking, meals, rideshare, transit, and tolls.
5. **Prohibited Credit Card Use.** The following uses are prohibited; 1) Cash advances, 2) Personal purchases, and 3) alcoholic beverages.
6. **Unauthorized Use of Credit Card.** The CEO and designated Board Members shall review and audit all credit card purchases for compliance. Any unauthorized charges discovered during the audit shall be disallowed and shall be paid by the staff member originating the charge. Such repayment of unauthorized charges must be immediate.
7. **Credit Card Limits.** The monthly credit card limit for the CEO is \$10,000. The monthly credit card limit for all other authorized credit card users is \$5,000.

Adopted: January 18, 2022



Digital Financial Transactions Policy

Introduction:

Technology provides for greater operational efficiencies and cost savings. It can speed up the recording & depositing of receipts and improve the claims auditing process as well as the payment of those claims. Electronic banking allows for an effective way to process payroll, make transfers internally & externally and conduct business with online vendors proficiently. Digital transactions (DT), however, can extend beyond just online banking and captures all elements of today's financial technology. This policy will outline what DTs the Authority may engage in.

Policy Authorizations:

The Board authorizes the following forms of DT practices as long they conform to the proper internal controls and internet security practices.

1. Electronic Funds Transfers (EFT): This includes the sending and receiving of electronic payments internally or externally from bank to bank. This would also include payments to or from Federal and state governments.
2. The receiving of electronic payments from clients or customers in a manner that provides for the proper crediting & accounting for such receipts.
3. The distribution of electronic payments to vendors or any service provider in a manner that provides for the proper debiting & accounting for such payments.
4. Credit card use as outlined in the "Credit Card Policy" for making purchases.
5. Processing of payroll transactions, direct deposits, and payment of payroll taxes.
6. Use of financial technology applications when receiving atypical payments. Such payments being received by an individual designated by the CEO.
7. Clerical recordkeeping practices including but not limited to reviewing accounts online, downloading bank statements and check copies.
8. The use of digital signatures to improve operational efficiency.
9. Operations Manager will process DTs with the prior approval of the CFO or CEO.

Unauthorized Transactions:

1. No Mobile Banking transactions can be conducted on a cell phone or mobile device.
2. No International Wire Transfers may be done online and must be done in person at a banking institution.
3. No digital transaction without the prior approval of the CFO or CEO.

Requirements:

Digital transactions require greater internal controls and computer/internet safeguards. The Authority is required to maintain an Internal Control Policy and IT Security Policy to properly safeguard the Authority's funds.

Duly Adopted by the EDC Board 1/18/22

Internal Controls & Internal Audit Policy

STATUTORY PROVISIONS

The statutory provisions governing internal controls for public authorities are found in Chapter 43-A of the Consolidated Laws – Public Authorities Law Article 9 General Provisions, Title 8 Internal Control Responsibilities of Public Authorities:

A. Section 2930: Public Authority Definitions:

1. **Internal Control.** A process that integrates the activities, plans, attitudes, policies, systems, resources, and efforts of the people of an organization working together, and that is designed to provide reasonable assurance that the organization will achieve its objectives and mission. The objectives of an internal control system include but are not limited to the safeguarding of assets; checking the accuracy and reliability of accounting data and financial reporting; promoting the effectiveness and efficiency of operations; ensuring compliance with applicable laws and regulations; and encouraging adherence to prescribed managerial policies. Internal control review processes are used periodically to evaluate the ongoing internal control system and to assess and monitor the implementation of necessary corrective actions.
2. **Internal Audit.** An appraisal activity established by the management of an organization for the review of operations as a means of assuring conformity with management policies and the effectiveness of internal control and conducted in conformance with generally accepted standards for internal auditing.
3. **Covered Authority.** Any public authority or public benefit corporation, other than a bistate authority or public benefit corporation, a majority of whose members are appointed by the governor or serve as members by virtue of holding state offices to which they were appointed by the governor, or any combination thereof.

B. Section 2931: Public Authority Internal Control Responsibilities

1. Establish and maintain for the authority guidelines for a system of internal control that are in accordance with this article and internal control standards.
2. Establish and maintain for the authority a system of internal control and a program of internal control review. The program of internal review shall be designed to identify internal control weaknesses, identify actions that are needed to correct these weaknesses, monitor the implementation of necessary corrective actions, and periodically assess the adequacy of the authority's ongoing internal controls.
3. Make available to each member, officer, and employee a clear and concise statement of the generally applicable managerial policies and standards with which he or she is expected to

comply. Such statement shall emphasize the importance of effective internal control to the authority and the responsibility of each member, officer, and employee for effective internal control.

4. Designate an internal control officer, who shall report to the head of the authority, to implement and review the internal control responsibilities established pursuant to this section; and
5. Implement education and training efforts to ensure that members, officers, and employees have achieved adequate awareness and understanding of internal control standards and, as appropriate, evaluation techniques.

C. Section 2932: Public Authority Internal Audit Responsibilities

1. The governing board of each covered authority or its designee shall determine, and periodically review the determination of, whether an internal audit function within the covered authority is required. Establishment of such function shall be based upon an evaluation of exposure to risk, costs and benefits of implementation, and any other factors that are determined to be relevant. In the event it is determined that an internal audit function is required, the governing board of each covered authority shall establish an internal audit function which operates in accordance with generally accepted professional standards for internal auditing. Any such internal audit function shall be directed by an internal audit director who shall report directly to the governing board of the authority. Internal audit director appointments shall be based on appropriate internal auditing credentials of the proposed appointee, consistent with generally accepted standards for internal auditing, including internal auditing education and experience. The internal audit function shall evaluate the authority's internal controls and operations, identify internal control weaknesses that have not been corrected and make recommendations to correct these weaknesses.
2. In the event the governing board does not establish an internal audit function pursuant to subdivision one of this section it shall nevertheless establish and maintain the program of internal control review required by section 2931 of this title.

POLICY STATEMENTS

The Board of Directors is responsible for setting the organizational expectations for internal controls and establishing policies that reinforce them. Furthermore, the Board of Directors must ensure management is aware of those expectations, require that the upward communications channels are open through all levels of management, and evaluating management's effectiveness toward monitoring the internal control environment

The Authority's management to affect an internal control environment with policies and procedures necessary to provide reasonable assurance that practices cause effective and efficient operations, reliable & timely financial reporting, and compliance with applicable laws and regulations.

INTERNAL CONTROLS

A. Cash Receipts

1. Each individual collecting cash will be individually responsible for their accountability.
2. Each individual when receiving payments will provide supporting documentation.
3. Receipts will be timely recorded and deposited within 3 days of receipt.
4. All documentation will be provided to the Operations Manager for record keeping.
5. Supporting documentation of all receipts will be retained for 7 years.

B. Cash Disbursements

1. Each individual initiating a purchase request will provide supporting documentation which should include but is not limited to quotes, packing slips, and invoices. The individual acknowledges that the purchase is complete upon submission of the final invoice. Such acknowledgement will represent that the purchase is complete and ready to be paid.
2. The Operations Manager will review all claims for authorization, completeness, coding and prepare them for the CFO to review.
3. The CFO will review the claims in the same manner of the Operations Manager's review as a double check.
4. The claims will then be forwarded with a summary sheet to the two Directors who are currently serving as the internal auditing team for claims. The audit team will provide their signoff if they are satisfied that the claims are true and accurate.
5. Following the approval of the audit team, the CEO will sign the checks or will authorize the Operations Manager to process ACH payments.
6. Supporting documentation of all disbursements will be retained for 7 years.

C. Segregation of Duties

1. Ideally, the duties specified in Sections A and B above should not be performed by the same person.
2. Bank Reconciliations:
 - a. Should not be performed by the same person recording deposits and processing payments. An independent person conducting reconciliations is the best method of detecting irregularities.
 - b. The reconciliation of cash in bank to book balances should be completed within 14 days of the previous month end.
 - c. Completed reconciliations must be provided and reviewed with the CEO.
 - d. Bank statements and reconciliations will be retained for 7 years.

D. General Controls

1. Risk Assessment: Periodically, an internal control risk assessment should be conducted. This would include reviewing policies, reviewing current practices in comparison to policies, ensure proper staffing levels are attained due to growth in operations, and that reductions in staff would include the best possible segregation of duties.
2. Monitoring: The Authority will review its policies annually for internal control. The Authority will review & test its digital technology to maximize the safety and security of its systems.

3. Information & Communication: Financial reporting both internally and externally should be made in accordance with Board or ABO requirements. Such reports will be retained in accordance with Records Retention guidelines.
4. Records need to be retained in paper form or digitally in a manner that allows for easy and direct access.

INTERNAL AUDIT

- A. **Claims Approval.** The Board of Directors will appoint two Directors to audit and approve Claims prior to payment if an independent internal auditor has not been appointed.
- B. The CEO will audit the prepared bank reconciliations on a monthly basis if an independent internal auditor has not been appointed.
- C. If an independent internal auditor has not been appointed, the Audit and Finance Committee will conduct an annual review of internal controls. This review may include recommendations for improvements, implementation of a corrective action plan if necessary and ensuring all financial policies are up to date. A report must be made to the Board of Directors based on the findings of the review.

Duly Adopted by the EDC Board 1/18/22

TRAVEL POLICY

1. Introduction: The Authority recognizes that attendance at meetings, conferences, continuing education programs (CPE), and marketing events are an important part of conducting the business. This policy seeks to provide Directors, Officers, and employees with the reporting requirements when conducting official travel on behalf of the Authority.

2. Policy Authorizations:

Approval of Overnight Travel: All official overnight travel must be approved by the Board. As part of the approval, a budget estimate of all related travel costs must be submitted with the request. The Authority will reimburse all reasonable expenses related to meals, transportation, and lodging.

Approval of Day Travel: All official day travel must be approved by the CEO. This section pertains to day trips to attend full day meetings, conferences, CPE, or marketing events.

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

Meals & Lodging: Travelers may use an agency credit card to purchase meals or seek reimbursement. Unless authorized by the CEO, meal expenses shall not exceed the following:

Meal Period	Maximum Amount
Breakfast	\$20
Lunch	\$30
Dinner	\$50

Lodging reimbursement may include de minimus incidentals. Receipts must be provided to document the claim for reimbursement.

Prohibited Activities: The Authority is not responsible for any non-employee travel and the employee is prohibited from seeking reimbursement for those expenses. Furthermore, under no circumstances shall

expenses for personal or non-employee travel be charged to, or temporarily funded by the Authority. The Authority is not responsible for expenses related to the extension of trips for personal reasons (this does not include trip extensions related to common carrier delays or cancellations.) Travelers may not seek reimbursement for items that were paid for using the Authority's credit card.

Reimbursement Requirements: Any traveler is responsible for submitting original receipts for all travel expenses. When seeking mileage reimbursement, the traveler may be required to provide a mileage verification that can easily be obtained using a map application.

Work Site: Employees are assigned a work site at the discretion of the CEO. Miles traveled between the approved destination and the employee's assigned work site.

Telecommuting: Telecommuting allows employees to work at home, on the road or in a satellite location for all or part of their workweek. The Corporation considers telecommuting to be a viable, flexible work option when both the employee and the job are suited to such an arrangement. Telecommuting may be appropriate for some employees and jobs but not for others. Telecommuting is not an entitlement, it is not a companywide benefit, and it in no way changes the terms and conditions of employment with the Authority. Should telecommuters need to commute for business functions, the miles traveled will be counted as if leaving from their assigned worksite location. The miles between home and the assigned worksite location will not be reimbursable mileage.

Duly Adopted by the EDC Board 1/18/22



RESOLUTION 202~~20~~3

Approve Franklin County Small Business Assistance Program Subrecipient Agreement

WHEREAS, Franklin County seeks assistance in administering its NYS CDBG -CV CARES Act Small Business Assistance Program grant; and

WHEREAS, the Franklin County Economic Development Corporation (FCEDC) has contracted with Franklin County to provide economic development services;

THEREFORE BE IT RESOLVED, the Board of Directors authorizes the CEO to execute the subrecipient agreement attached hereto and to create, execute and/or deliver any and all documents and/or establish budget accounts that may be required to effectuate the agreement contemplated by this resolution, allowing FCEDC to administer the Franklin County NYS CDBG-CV CARES Act Small Business Assistance Program on behalf of Franklin County.

SECRETARY

DATE

Duly Adopted by the FCEDC Board on January 18, 2022



RESOLUTION 2022-04

Approve Adirondack Research Trail Mapping Agreement

WHEREAS, Franklin County has authorized the use of occupancy tax funds to develop and promote trail systems for visitor recreation; and

WHEREAS, the Franklin County Economic Development Corporation (FCEDC), as the tourism promotion agency for Franklin County, proposes to engage with Adirondack Research to assist with collecting data about existing and proposed trails in Franklin County and providing static and interactive maps as needed to support trail development and promotion efforts.

THEREFORE BE IT RESOLVED, the Board of Directors authorizes the CEO to execute an agreement with Adirondack Research to assist with building a database and providing mapping for trail systems in Franklin County for an amount not to exceed \$15,000.

SECRETARY

DATE

Duly Adopted by the FCEDC Board on January 18, 2022





Proposal to Conduct a Trail Inventory for Franklin County

Adirondack Frontier

January 12, 2022

Prepared by: Ezra Schwartzberg
& Carrie Griffo

Prepared for: Adirondack Frontier

Client:

Jeremy Evans
Chief Executive Officer
Adirondack Frontier
Franklin County EDC
Phone: (518) 483-9472
Email: jeremy@adirondackfrontier.com

Consultant:

Dr. Ezra Schwartzberg, Director
Adirondack Research, LLC
73 Church Street, Suite 2
Saranac Lake, NY 12983
Office Phone: (518) 278-6070
Email: ezra@adkres.org
Website: www.adkres.org

Overview

The Franklin County Economic Development Corp. (FCEDC) is dedicated to the economic growth and prosperity of Franklin County, NY. Through outreach efforts, support is provided to assist Franklin County's communities, local businesses, and world-renowned adventure and hospitality venues. To give locals and travelers the option to easily locate, access, and discover all the wonderful opportunities Franklin County has to offer, Franklin County Economic Development Corp. must first develop a system to understand the connections between the vast networks of trails.

Franklin County's economic assets are also changing, and they are changing rapidly. The recent Adirondack Rail Trail project has connected towns for motorized and non-motorized recreation, with the option to travel 34 miles from Lake Placid to Tupper Lake on an improved non-rail surface. As we better understand Franklin County's current trail systems, future efforts can be made for restoring, adjusting, and creating new trails—unifying and allowing increased recreation travel within and between our communities. The Rail Trail is just one important connection among a slew of publicly accessible trails that are important for Franklin County's continued economic development.

Adirondack Research is proposing to conduct a trails inventory of the current trails and their uses in Franklin County. The Franklin County Economic Development Corp. has approached Adirondack Research to draft a proposal to create and maintain a new GIS database.

Needs of Franklin County

Stretching from Tupper Lake to Canada's border, Franklin County is home to hundreds of miles of trails covering a variety of activities, including hiking year-round, biking in the summer, and skiing and snowmobiling in the winter. It is not always clear how these interlocking trails connect with one another and what activities are allowed for each trail network or section. Additionally, some trails weave in and out of private and public land, creating a need for new and continuing public-private partnerships to maintain and gain public access to trails. While trail information can be found on various websites, maps, and guidebooks, a comprehensive and accessible trail inventory for Franklin County does not exist. The creation of a trail inventory for Franklin County would provide a clear snapshot of our current trails system. This could allow for individual trail and trail network assessments that can be used to plan future trail building programs. Through the analysis and fusing of various records and libraries—from the NYSDEC's database to heat map signatures available from Strava and Trailforks—we can create an organized, comprehensive inventory of Franklin County's trail networks. We can also work with the area's private trail networks and non-profit trail organizations to add good data of privately-maintained, publicly accessible trails. We strongly believe this one-of-a-kind compilation of information will harbor growth and awareness for Franklin County recreation opportunities, thereby benefiting the welfare of the county's residents and visitors.

The new database must fill the following needs:

- Create a complete trails inventory based on data available in current GIS databases and libraries.
- The database will incorporate multiple types of recreation throughout Franklin County, including hiking, biking, leisure, and both motorized and non-motorized winter recreation. We will not catalog non-winter motorized activities because the data for this are too hard to verify.
- Clearly display ownership (Private vs. Public), public or restricted access, and trail usage type.
- This database will need to clearly display a network of trails covering 1,697 square miles of land, allowing FCEDC and stakeholders to clearly distinguish types of trails and access available for each trail.
- Provide a procedure for updating and maintaining the database.
- Share certain database information in an easy to use online map available for the public.

Needs of the Target Audience

The Franklin County Economic Development Corp. takes constant strives to support Franklin County and ensure local businesses and residents can grow and thrive in a business-friendly atmosphere. Understanding Franklin County's trail networks opens a vast number of possibilities for connecting our communities and businesses with visitors. The visiting target audience needs to feel prepared when planning their vacations to Franklin County and they need support to enjoy outdoor recreation opportunities after they arrive. With the overwhelming amount of information for trails, not all from accredited sources, it can be a daunting task to attempt to make decisions and future plans without a clear picture. A detailed inventory of Franklin County's trail systems will be a resource for developmental visitor-assisting projects in upcoming years.

The new trail inventory needs to allow FCEDC to be able to help the target audience do the following:

- Understand how trail systems in Franklin County are connected with one another
- Clearly distinguish between types of access for trails, including both recreational activity type and public or private access.

Ultimately, the trail inventory should provide Franklin County Economic Development Corp. with a tool to better understand and promote current trails, and to plan the layout and connections for enhancements to recreational travel throughout Franklin County.

Solution

We recommend creating a geospatial database that displays the entirety of Franklin County's current trail system. Using ArcGIS Pro, we will compile accessible resources, perform QA/QC, and create an Arc GIS Online-accessible map. Each trail will be given attributes including: Owner, usage type(s), restrictions, public/private access, ownership type (municipal, foundation, business, state), and trail network if part of an organized unit. Additionally, we will list unmaintained trails on DEC lands as Public/unmaintained.

Project Timeline

Below is a general timeline to create the map drafts. We are available to start this project February 1, 2022. The times below represent our production and client meeting hours. Our expected completion date for Phases 1-2 is July 1, 2022.

Phase 1: Research and gathering of map assets	85 hours
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Datasets will be gathered from a variety of sources. These include records and libraries, from the NYSDEC's GIS database, translated heat map signatures available from Strava and Trailforks for suspected publicly accessible trails on public and private property, shapefiles and maps shared by public and private trail maintenance groups, including Paul Smith's College, Barkeater Trails Alliance and municipalities. We will also contact the area's private trail networks and non-profit trail organizations to gather further data unavailable to the public as well as info on special restrictions to usage.

Phase 2: Upload and clean datasets	50 hours
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These datasets will then be organized and uploaded to an AGOL web map under Franklin County Industrial Development Agency's Esri account. We will provide a short, abbreviated report with our general findings as well as instructions for interpreting, accessing, and maintaining the datasets. We will also create a secondary map that is public-facing that will include basic information about trail clusters.

Phase 3: Develop maps for Master Plan	Hourly
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In addition to making GIS datasets available to FCEDC's consultants working on the Trails Master Plan, we will make ourselves available to create report maps for the consultant's Plan. These will be charged hourly at our cartography rate of

Copyright

We reserve the copyright to the style and reserve the rights to use the style for other clients and uses. General copyright for usage is non-exclusive, and the client can reproduce the artwork without alteration as needed. The data produced will be owned by Franklin County.

Frequently Asked Questions

How are payments scheduled?

Payments will be due under Net-30 terms, to be paid following each invoice. Our payment schedule will follow this payment schedule:

- 20% upon signing contract
- 80% following milestones (Phases 1 through 3 of the Investment Section). We may wait until project completion to invoice, depending on size and timeframe of later milestones.

What assumptions are included in this proposal?

The following are our assumptions that influence our pricing. If any of these assumptions are incorrect, please inform us so that we can adjust the proposal to reflect reality.

- The client will provide GIS files for any real property information if they wish to have those data included in the map design. Real property shape files are available to municipalities free of charge from the County office.

What constitutes two revisions?

We provide two full revisions to the AGOL map design. The first revision will focus on feedback relating to content/location inaccuracies, missing information, approving the extent and scale of the map, spelling and place names, and design aesthetics like fonts, colors, and icon choice. The second revision will focus on approving or further modifying the edits made in the first revision, or any final necessary edits. We charge an hourly fee of \$75 past the first two revisions.

What assets does Adirondack Research need from the client?

Assets are the images and graphics that you have available for us to use. It is important that these are of high quality and are made available when we need them. We already have the Adirondack Frontier logo set.

About Adirondack Research

Adirondack Research is an independent research firm focused on social and environmental issues. We conduct process-based research focused on social science, climate change, and invasive species. Our passion is research, and we tailor each project to the specific needs of our clients, helping people make informed decisions when they matter.

We also apply our knowledge of systems organization to social issues. Social science and education are the cornerstones of social responsibility. Adirondack Research works with stakeholders to increase educational opportunities and promote citizen science opportunities for regional research programs.

Ezra Schwartzberg, Ph.D.

Ezra is originally from Saranac Lake and spent 10 years working in academia in Kentucky, Pennsylvania and Wisconsin. Ezra moved back to Saranac Lake in 2012 with a goal to use his passion for research to address regional social and environmental issues.



Ezra's work with the Intervale Lowlands Preserve in Lake Placid recently won an Environmental Excellence Award from the New York State Department of Environmental Conservation (DEC) and his work with Adirondack Council, the DEC and ADKAction.org is changing the way policy advocates use science in state and regional decision-making. For more information, visit www.adkres.org.

Carrie Griffo

With a passion for data and analytics, Carrie joined the team in 2021 as our Operations Manager. Carrie studied Imaging Science at Rochester Institute of Technology where she specialized in remote sensing and physics. She has worked on projects for both NASA and the NRL, being featured in multiple publications for her research in hyperspectral reflectance modeling. An environmentalist at heart, Carrie has always been intrigued by using satellite imagery to study patterns and changes in our world's ecosystems. She has worked with the National Parks service in Rwanda studying vegetation growth in areas otherwise inaccessible to humans, and has aided in the creation of a new calibration site for Landsat 8. After graduating in 2016 Carrie moved to Colorado where she directed her enthusiasm for research and logistics to help developing businesses become more efficient with their operations, sales, and customer service. She has



now returned to her home state of New York and happily resides in her historic home in Saranac Lake. When she is out of the office, you might find her at an Adirondack peak enjoying a homemade backpacking meal or tending to her year-round vegetable garden.

Nicole Keating

Nicole is a cartographer and graphic designer with a range of experience creating beautiful, scientifically rigorous maps and science communications materials. She is also skilled in GIS analysis, web mapping, and data management.

After graduating from Hamilton College in 2015 with a degree in Environmental studies, Nicole worked at the Adirondack Council as the Clarence Petty Intern, and then continued to The Nature Conservancy, where she provided a variety of GIS services.

Nicole joined Adirondack Research in 2020 as a full-time cartographer and leads all of our geospatial database management, graphic design, and online and print mapping activities.



CONSULTING AGREEMENT

THIS AGREEMENT, dated the 12th day of January, 2022 between Adirondack Research, LLC with offices located at 73 Church Street, (hereinafter, the “Consultant”) and Franklin County Industrial Development Agency, with offices at 355 West Main Street, Suite 428, Malone, NY 12953 (hereinafter, the “Client”).

WHEREAS, the Client desires to engage the services of Consultant as an Independent Contractor to assist the Client in the operation of its organization; and

WHEREAS, the Consultant desires to provide certain professional services to the Client as more fully set forth herein.

NOW, THEREFORE, the Client and the Consultant agree as follows:

ARTICLE I. TERM: Consultant shall provide services pursuant to this Agreement for a term beginning on February 1, 2022 and ending on December 31, 2022.

ARTICLE II. INDEPENDENT CONTRACTOR: Consultant is an independent contractor and not an employee of the Client, and is not entitled to any of the benefits normally provided by the Client to its employees.

ARTICLE III. SERVICES TO BE PROVIDED: The parties agree that the Consultant will provide all of the following services to the Client:

- Gather data assets in GIS format from data sources
- Compile trails data from online sources, georeferenced and digitize trails from print resources
- Research usage for trail networks
- Create AGOL accessible map and database for internal use by FCEDC
- Create AGOL accessible map for stakeholder use
- Draft abbreviated report

The list of services above are to be performed, but may not be completed due to the nature and extent of available data. If additional work is needed beyond the above scope of work, and if agreed upon by Client, Consultant will bill at an hourly rate for additional services pursuant to Article V(3) below.

ARTICLE IV. CONSULTANT ROLE: The Consultant works in an advisory capacity to the CEO and Board(s).

ARTICLE V. PAYMENT TO THE CONSULTANT:

1. Fee: The Retainer Fee for the services set forth herein will be \$11,125.
2. Payment: 20% upon signing contract (\$2,225) will be due upon execution of the agreement by both parties, the remaining \$8,900 will be due upon completion of task(s) outlined above.
3. Other Services. The hourly rate for other services provided by Consultant not within the scope of this Agreement will be billed at the rate of \$75 per hour for GIS and graphic design, \$95 per hour for cartography, and \$115 per hour for web maps. The maximum amount for Other Services shall not exceed \$3,875. Our full pricing sheet can be accessed and viewed here:
[https://www.dropbox.com/s/4caovnnnyqgg5esx/Price%20Sheet ADKRES 2022 digital.pdf?dl=0](https://www.dropbox.com/s/4caovnnnyqgg5esx/Price%20Sheet%20ADKRES%202022%20digital.pdf?dl=0)

ARTICLE VI: TERMINATION:

This Agreement may be terminated by either party upon not less than ten days' written notice should the other party fail substantially to perform in accordance with the terms of this Agreement through no fault of the party initiating the termination. In the event either party terminates this agreement, the Client shall be entitled to all work products prepared and any written work product in progress.

ARTICLE VII: MISCELLANEOUS

1. Execution by Both Parties. This Agreement shall not become effective and binding until fully executed by the Consultant, and approved and signed by the Client.
2. Professional Liability Insurance. The Consultant agrees to obtain and maintain Professional Liability Insurance during the period of time services are provided.
3. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.
4. Agreement May Not be Assigned. The Consultant and the Client covenant not to assign this Agreement without the prior written consent of the other party which shall not be unreasonably withheld.
5. Entire Agreement. This Agreement, and any attachments hereto, contain all the terms, promises, covenants, conditions and representations made or entered into by and between the Consultant and the Client with regard to the transactions contemplated herein, and supersede all prior discussions and agreements, whether written or oral, between Consultant and the Client with respect thereto.
6. Modification or Amendment. This Agreement may not be modified or amended unless such modification or amendment is set forth in writing and executed by both the Consultant and the Client with the formalities hereof.
7. Client assumes ownership of all data created or produced through this Agreement.

ARTICLE VIII: CONFIDENTIALITY: Consultant acknowledges that he may have access to the Client's confidential and proprietary information. Such confidential information may include, with limitation: i) business and financial information, ii) business methods and

practices, iii) technologies and technological strategies, iv) marketing strategies and, v) other such information as the Client may designate as confidential ("Confidential Information"). Consultant agrees to not disclose to any other person (unless required by law) or use for personal gain any Confidential Information at any time during or after the Agreement Term, unless the Client grants express, written consent of such a disclosure. In addition, Consultant will use his best efforts to prevent any such disclosure. Confidential Information will not include information that is in the public domain, unless such information falls into public domain through Consultant's unauthorized actions. The obligations under this Article will continue in full force and effect following the termination of this Agreement".

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on this 12th day of January, 2022.

Adirondack Research, LLC, Consultant

 _____ Date 1/13/2022

By: Ezra Schwartzberg, PhD., Sole Member

Franklin County Industrial Development Agency.

_____ Date _____

By: Jeremy Evans, CEO