



# Choose Columbia

Columbia Economic Development Corporation

## **COLUMBIA ECONOMIC DEVELOPMENT CORPORATION NOTICE OF PUBLIC MEETING**

Please take notice that there will be a special meeting of the Columbia Economic Development Corporation Board Governance & Nominating Committee held on January 18, 2022 at 8:30am, at their office located at One Hudson City Centre, Suite 301, Hudson, NY 12534 to discuss/interview potential candidates for open Board positions and to consider all other matters presented to the Committee for consideration. This meeting is open to the public. Due to public health and safety concerns related to COVID-19, and in accordance with the Senate and Assembly bills (S.50001/A.40001), the meeting will be also be held **Zoom**, Join Zoom Meeting <https://us06web.zoom.us/j/88941601408?pwd=Y3VnZkIwb2FBSkZ5R0NnZVA2K0xkZz09>

Meeting ID: 889 4160 1408, Passcode: 587681, Dial by your location +1 646 558 8656

Find your local number: <https://us06web.zoom.us/j/88941601408?pwd=Y3VnZkIwb2FBSkZ5R0NnZVA2K0xkZz09>

Dated: January 11, 2022 Sarah Sterling, Secretary Columbia Economic Development Corporation

### **CEDC Governance and Nomination Committee**

#### **Agenda**

#### **Chairman:**

Sarah Sterling

#### **Members:**

James Calvin

David Fingar

Tarah Gay

James Lapenn

Kenneth Leggett

1. Minutes, December 1, 2021\*
2. Slate of Officers\*
3. Governance and Nomination Committee Charter\*
4. 2021 Discharged Duties\*
5. Equal Employment Opportunity Policy Review\*
6. Procurement Policy Review\*
7. Property Acquisition Policy Review\*
8. Property Disposition Policy Review\*
9. Whistleblower Policy Review\*
10. Board Vacancy Prospects
11. Review of Board and Committee Compliance
12. Contract Renewal- Tucker Strategies\*
13. Other Business
14. Public Comment

#### **Attachments:**

Draft December 1, 2021 Minutes

Governance & Nomination Committee Charter

2021 Governance & Nomination Discharged Duties

Equal Employment Opportunity Policy

\* Requires Approval

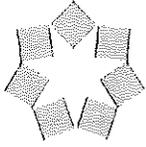
Procurement Policy

Property Acquisition Policy

Property Disposition Policy

Whistleblower Policy

Board and Committee Attendance



# Choose Columbia

Columbia Economic Development Corporation

**Meeting Minutes**  
**COLUMBIA ECONOMIC DEVELOPMENT CORPORATION**  
**GOVERNANCE and NOMINATING COMMITTEE**  
**Wednesday, December 1, 2021**  
**One Hudson City Centre, Suite 301**  
**Hudson, New York**

A special meeting of the Columbia Economic Development Corporation Governance and Nominating Committee was held on December 1, 2021 at 9:00am for the purpose of discussing any matters that may be presented to the Committee for consideration.

The meeting was called to order at 9:00am by Sarah Sterling, Chair.

Attendee Name	Title	Status	Arrived/Departed
James Calvin	Committee Member	Present via Zoom	
David Fingar	Committee Member	Present	
Tarah Gay	Committee Member	Present	
James Lapenn	Committee Member	Present via Zoom	
Kenneth Leggett	Committee Member	Excused	
Sarah Sterling	Committee Member	Present	
F. Michael Tucker	President/CEO	Present	
Andy Howard	Counsel	Present	
Lauren Cranna	Business Development Partner	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Martha Lane	Business Development Director	Present	
Cathy Lyden	Bookkeeper	Present	
Joseph Benson	Shadowbrook Farm LLC	Present	

**Minutes:**

*Mr. Fingar made a motion, seconded by Mr. Calvin to approve the minutes of November 10, 2021. Carried.*

**Board Vacancies:**

**Candidate Interview:**

Mr. Fingar introduced Mr. Benson as a board candidate. He asked Mr. Benson to give a brief overview of his background. Mr. Benson described his past experience. The Board outlined the duties and expectations of a CEDC Board member. *Mr. Calvin made a motion, seconded by Mr. Lapenn to recommend Mr. Benson to the full board to fill a vacancy on the CEDC Board. Carried.*

*Having no further business and no public comments, the committee meeting was adjourned at 9:16 a.m. on a motion by Mr. Fingar, seconded by Ms. Gay. Carried.*

*Respectfully submitted by Lisa Drahushuk*

**Columbia Economic Development Corporation**  
**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

This Governance and Nominating Committee Charter was adopted by the Board of Directors of the Columbia Economic Development Corporation, a Not-for-Profit corporation established under the laws of the State of New York, on this 31<sup>st</sup> day of January 2017.

**Purpose:**

Pursuant to Article IV, Section 1 of the Corporation's bylaws, the purpose of the Governance and Nominating Committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Columbia Economic Development Corporation;
- Updating the Columbia Economic Development Corporation's corporate governance principles and governance practices;
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members; and
- Seek, recommend and nominate qualified candidates for election or appointment to the Columbia Economic Development Corporation's Board of Directors.

**Powers of the Governance and Nominating Committee**

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

- Meet with and obtain any information it may require from corporation staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Corporation's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The Governance and Nominating Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.
- Developing a pool of potential candidates for consideration in the event of a vacancy on the Board of Directors including nominees recommended by members. Members may contact the Governance and Nominating Committee Chairman, the Chairman of the Board or the Corporate Secretary in writing when proposing a nominee. This correspondence should include a detailed description of the proposed nominee's qualifications and a method to contact that nominee if the Governance and Nominating Committee so chooses.
- Following the guidelines and criteria for the screening of directorial candidates as outlined in the Candidate Nomination and Appointment policy below, recommending nominees to the full Board of Directors.

**Candidate Nomination & Appointment Requirements:**

The Governance and Nominating Committee believes that it is in the best interest of the Corporation and its members to obtain highly qualified candidates to serve as members of the Board of Directors. The Governance and Nominating Committee will seek candidates for election and appointment that possess the integrity, leadership skills and competency required to direct and oversee the Corporation's management in the best interests of its members, clients, employees, communities it serves and other affected parties.

A candidate must be willing to regularly attend Committee and Board of Directors' meetings, to participate in Board of Directors' development programs, to develop a strong understanding of the Corporation, its businesses and its requirements, to contribute his or her time and knowledge to the Corporation and to be prepared to exercise his or her duties with skill and care. In addition, each candidate should have an understanding of all governance concepts and the legal duties of a director of a public corporation

**Committee Composition and Selection**

The membership of the committee shall be as set forth in accordance with and pursuant to Article IV, Section 1 of the Corporation's bylaws. The Governance and Nominating Committee shall be entirely comprised of independent members. The Governance and Nominating Committee members shall be appointed by, and will serve at the discretion of the Columbia Economic Development Corporation's Board of Directors. The Committee may designate one member of the Governance and Nominating Committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past Governance and Nominating Committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

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

The Governance and Nominating Committee members should be knowledgeable or become knowledgeable in matters pertaining to governance and the nomination process.

**Committee Structure and Meetings:**

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

Meeting agendas will be prepared for every meeting and provided to the Governance and Nomination Committee members at least five days in advance of the scheduled meeting, along

with the appropriate materials needed to make informed decisions. The Governance and Nominating Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

### **Reports**

The Governance and Nominating Committee shall:

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

### **Responsibilities**

To accomplish the objectives of good governance and accountability, the Governance and Nominating Committee has responsibilities related to: (a) the Corporation's Board; (b) evaluation of the Corporation's policies; and (c) other miscellaneous issues.

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

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

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

In addition, the Governance and Nominating Committee shall:

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

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

The Governance and Nominating Committee shall:

- Develop, review on a regular basis, and update as necessary the Corporation's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the Corporation's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Corporation's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Corporation's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Corporation's procurement process.
- Develop and recommend to the Board any required updates on the Corporation's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's Board, such as the Corporation's by-laws. The Governance and Nominating Committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

#### **Other Responsibilities**

The Governance and Nominating Committee shall:

- Review on an annual basis the compensation and benefits for the President/CEO and other senior Corporation officials.
- Annually review, assess and make necessary changes to the Governance and Nominating Committee charter and provide a self-evaluation of the Governance and Nominating Committee.

## **2021 CEDC Governance and Nominating Committee Report of Discharged Duties**

- Recommended a slate of officers to the CEDC full board.
- Reviewed and recommended a slate of Directors to the corporate members.
- Interviewed and recommended 4 candidates for vacant CEDC board seats.
- Reviewed board attendance, compliance and corporate by-laws.
- Reviewed Board and Committee attendance in accordance with corporate by-laws.
- Reviewed and recommended renewal of County contract.
- Reviewed and approved the charter.
- Reviewed their 2020 discharged duties.
- Reviewed, discussed and assigned Board members to committees.
- Reviewed and recommended re-adoption of the Equal Employment, Property Disposition, Procurement and Whistleblower policies.
- Reviewed and recommended approval of the Compliance Calendar.
- Reviewed and recommended a more formal process for vetting potential Board members
- Completed and reviewed the Committee Evaluation summary
- Discussed the strategic planning process
- Reviewed and recommended the updated Employee Manual
- Reviewed and discussed attendance of Committee and Board members.
- Elected a new committee Chair
- Discussed Strategic Plan update

# COLUMBIA ECONOMIC DEVELOPMENT CORPORATION EQUAL EMPLOYMENT OPPORTUNITIES

## PURPOSE AND AUTHORITY

The purpose of this Part is to establish procedures for the implementation of Section 858-b of Title One of Article 18-A of the General Municipal Law (the "Act").

## AGENCY EMPLOYMENT

It is the policy of the Columbia Economic Development Corporation (the "Corporation") to ensure that all employees and applicants for employment are afforded equal employment opportunity without discrimination. Accordingly, it is the policy of the Corporation to prohibit discrimination because of race, creed, sexual orientation, color, religion, sex, national origin, disability, age or marital status in all aspects of its personnel policies, programs, practices and operations in accordance with Title VII of the Civil Rights Act of 1964, the Human Rights Law of the State of New York.

## PROJECT EMPLOYMENT OPPORTUNITIES

It is the policy of the Corporation that every individual within its boundaries is afforded an equal opportunity to participate fully in the life of the County, free from violation of basic civil and human rights, and to prohibit discrimination because of race, sex, creed, color, religion, national origin, sexual orientation, age, disability or marital status.

- (A) **Listing Requirement** Except as otherwise provided by collective bargaining contracts or agreements, sponsors of projects shall list new employment opportunities which are created as a result of projects of the Corporation with the New York State Department of Labor.
- (B) **First Consideration Requirement** Pursuant to the Act, except as otherwise provided by collective bargaining contracts or agreements, sponsors of projects must agree, where practicable, to first consider persons eligible to participate in the Federal Job Training Partnership programs who are referred by the Department of Human Resources or by the Community Services Division of the Department of Labor for such new employment opportunities.
- (C) **Guidelines for Access to Employment Opportunities** The listing and first consideration requirements of Section 858-b of the Act are substantially the same as the requirements contained in Section 6 of the Private Activity Bond Volume Allocation Act of 1994 (the "Allocation Act"), except that such new requirements apply to every project undertaken by the Corporation. Accordingly, attached hereto as Appendix 9A to this Part are the guidelines prepared by the New York State Department of Economic Development relating to the listing and first consideration requirements of the Allocation Act.

**APPENDIX 9A**  
**GUIDELINES RELATING TO THE LISTING AND**  
**FIRST CONSIDERATION REQUIREMENTS**  
**OF THE ALLOCATION ACT**

# **GUIDELINES FOR ACCESS TO EMPLOYMENT OPPORTUNITIES PURSUANT TO THE PRIVATE ACTIVITY BOND ALLOCATION ACT OF 1993**

Section 6 of the Private Activity Bond Allocation Act of 1992 ("Section 6") imposes employment listing requirements on all issuers of qualified small issue bonds for industrial or manufacturing projects. In addition, issuers of qualified small issue bonds must require that persons eligible for service under the Federal Job Training Partnership Act be considered first for any new jobs created in connection with the issuance of qualified small issue bonds for industrial or commercial projects. All issuers of qualified small issue bonds must monitor compliance with the Section 6 requirements as prescribed by the Commissioner of Economic Development. The attached Guidelines for Access to Employment Opportunities set forth the procedures to be followed by issuers of qualified small issue bonds for purposes of compliance with Section 6.I.

## **I. Definitions:**

- A. "Industrial or Manufacturing Project" means a manufacturing facility, as such term is defined in Section 144(a)(12)(C) of the Internal Revenue Code of 1986, as amended.
- B. "Issuer" means any entity authorized to issue Qualified Small Issue Bonds.
- C. "New Employment Opportunities" mean permanent positions created in connection with Industrial or Manufacturing Projects financed through the issuance of Qualified Small Issue Bonds.
- D. "Qualified Small Issue Bonds" or "Bonds" mean those bonds described in Section 144(a) of the Internal Revenue Code of 1986, as amended.
- E. "Project Beneficiary" means the nonexempt person in whose trade or business the proceeds of Qualified Small Issue Bonds are used.

## **II. Job Listing Procedures**

A. Prior to the expenditure of Qualified Small Issue Bond proceeds for Industrial or Manufacturing Projects, all Issuers shall require that the Project Beneficiary complete an employment plan (hereinafter referred to as "Employment Plan") describing the following information, in the format set forth in Appendix A, attached hereto:

1. current and planned occupations in the company;
2. the current number of jobs per occupation;
3. a projection of the number of New Employment Opportunities during the first, second and third operational years of the Industrial or Manufacturing Project; and

4. information on estimated hiring dates for the number and types of positions to be filled and any special recruitment or training efforts that may be required.

B. All Issuers shall submit copies of each such Employment Plant to:

1. the local service delivery area office created pursuant to the Job Training Partnership Act;

2. the local New York State Jobs Service Division; and

3. the Regional Office of the New York State Department of Economic Development in the locality in which the Industrial or Manufacturing Project is located.

C. Furthermore, prior to the expenditure of Bond proceeds for Industrial or Manufacturing Projects, all Issuers shall arrange a meeting between the representative of the local service delivery area, the job service superintendent and the Project Beneficiary for the purpose of supplying information about projected New Employment Opportunities. Such Issuers shall notify the Regional Office of the New York State Department of Economic Development, in advance, as to the time and location of each such meeting.

### **III. Hiring Requirements**

In connection with Qualified Small Issue Bonds issued for an Industrial or Manufacturing Project, Issuers shall require Project Beneficiaries to agree, subject to the requirements of any existing collective bargaining agreement, to first consider for New Employment Opportunities, persons eligible for service under the Job Training Partnership Act.

### **IV. Record keeping and Reporting**

A. All Issuers shall maintain an Employment Plan for each Industrial or Manufacturing Project on file as part of the record of the Qualified Small Issue Bond financing. The Commissioner of Economic Development may at any time require the production of such records.

B. On or before January 15th of each year, all Issuers affected by the foregoing requirements shall report to the Department of Economic Development regarding the status of the Employment Plans, including the number of New Employment Opportunities created, the number listed, and the number filed, in the form attached hereto as Appendix B. All Issuers shall require Project Beneficiaries to provide such data on a timely basis for inclusion in the Issuer's January 15th report. All Issuers' reports shall be filed with: New York State Department of Economic Development, Regional Technical Services, One Commerce Plaza, Albany, New York 12245.

### **V. Miscellaneous**

A. All Issuers shall require each Project Beneficiary, in consideration of the issuance of Bonds for Industrial or Manufacturing Projects, to agree to perform the requirements of Section 6 of the Private Activity Bond Allocation Act of 1999 and these Guidelines. Recommend contractual language is attached hereto as Appendix C.

B. Nothing in these Guidelines shall be construed to require a Project Beneficiary to violate any existing collective bargaining agreement with respect to the hiring of new employees.

C. Failure to comply with the requirements of these Guidelines shall not affect the allocation of Statewide bond volume ceiling to any Issuer, or the validity or tax exempt status of Qualified Small Issue Bonds.

## **VI. Applicability**

The foregoing Guidelines for Access to Employment Opportunities shall apply to Qualified Small Issue Bonds issued for Industrial or Manufacturing Projects on and after June 1, 1993, provided, however, that the Guidelines shall also apply to such Bonds issued on and after January 1, 1993, to the extent possible.

**COLUMBIA ECONOMIC DEVELOPMENT CORPORATION  
PROCUREMENT POLICY**

A. Procurement Policy

1. Procedure for determining whether Procurements are subject to Competitive Bidding – The procedure for determining whether a procurement of goods and services is subject to competitive bidding shall be as follows:
  - a. The CEO or an authorized designee shall make the initial determination as to whether competitive bidding is required. This determination will be based on Section 103 of the GML which requires competitive bidding for expenditures of (1) more than \$35,000 for the performance of any public works contract (services, labor or construction), and (2) more than \$20,000 for any purchase contract (acquisition of commodities, materials, supplies or equipment).
  - b. The CEO or such authorized designee shall review the purchase request against prior years' expenditures and a good faith effort will be made to determine whether it is known or can reasonably be expected that the aggregate purchases of a similar nature will exceed the above competitive bidding procedures shall be followed for said expenditure.
  - c. The CEO or such authorized designee shall present any legal issues regarding the applicability of the competitive bidding requirements stated herein to the Corporation's Counsel.
  
2. Methods of Competition to be used for Non-Bid Procurements and Procurements Exempt by Statute – Alternative proposals or quotations for goods and services shall be secured by use of written requests for proposals or written quotations, verbal quotations or any other method of procurement which furthers the purposes of this Section except for items excepted herein (see 7 below) or procurements made pursuant to:
  - a. GML, Section 103 (3) (through county contracts), or
  - b. GML, Section 104 (through state contracts), or
  - c. State Finance Law, Section 175-b (From agencies for the blind or severely handicapped), or
  - d. Correction Law, Section 186 (Articles manufactured in correctional institutions).
  
3. Procedures for the Purchase of Commodities, Equipment or goods under \$20,000.
  - a. Up to \$2000 The discretion of the CEO or authorized designee.
  - b. \$2001 - \$10,000 Documented verbal quotations from at least three vendors.
  - c. \$10,001 - \$20,000 Written/fax quotations from at least three vendors.

4. Procedures for the Purchase of Public Works or Services under \$35,000.
  - a. Up to \$3,000 The discretion of the CEO or authorized designee.
  - b. \$3,001 - \$15,000 Documented verbal quotations from at least three vendors.
  - c. \$15,001 - \$35,000 Written/fax quotations from at least three vendors.
5. Basis for the Awards of Contracts – Contracts will be awarded to the lowest responsible vendor who meets the specifications.
6. Circumstances justifying an Award to other than the Lowest Cost quoted.
  - a. Delivery requirements
  - b. Quality requirements
  - c. Past vendor performance
  - d. The unavailability of three or more vendors who are able to quote on a procurement.
  - e. It may be in the best interests of the Agency to consider only one vendor who has previous expertise with respect to a particular procurement.
7. Documentation
  - a. The basis for any determination that competitive bidding is not required shall be documented, in writing, by the CEO or such authorized designee, and filed with the purchase order or contract therefore.
  - b. For those items not subject to competitive bidding such as professional services, emergencies, purchased under city contracts or procurements from sole sources, documentations should include a memo to the files which details why the procurement is not subject to competitive bidding and include, as applicable:
    1. A description of the facts giving rise to the emergency and that they meet the statutory criteria; or
    2. A description of the professional services; or
    3. Written verification of city contracts; or
    4. Opinions of Counsel, if any; or
    5. A description of sole source items and how such determinations were made.
  - c. Whenever an award is made to other than the lowest quote the reasons for doing so shall be set forth in writing and maintained in the procurement file.
  - d. Whenever the specified number of quotations cannot or will not be secured, the reasons for this shall be indicated in writing and maintained in the procurement file.

## 8. Exceptions to Bidding

- a. Emergency Situation – An emergency exists if the delay caused by soliciting quotes would endanger the health, welfare or property of the municipality or of the citizens. With approval by the CEO such an emergency shall not be subject to competitive bidding or the procedures stated above.
- b. Resolution Waiving Bidding Requirements – The Agency may adopt a resolution waiving the competitive bidding requirements whenever it is determined to be impracticable.
- c. Sole Source – Defined as a situation when there is only one possible source item which to procure goods and/or services and it is shown that the item needed has unique benefits, the cost is reasonable for the product offered and there is no competition available. In this situation, a request for a resolution waiving bidding requirements, as described above, is required.
- d. True Lease – Prices will be obtained through quotations whenever possible. The award shall be made on the basis of goods and/or services to be provided, ability to meet the specifications desired and price.
- e. Insurance – All insurance policies shall be procured in accordance with the following procedures:
  1. Premiums of \$3,000 or less at the discretion of the CEO
  2. Premium more than \$3,000 but less than \$10,000 – documented telephone quotations from at least three agents (if available).
  3. Premium over \$10,000 – written quotations/fax or proposals from at least three agents (if available).
- f. Professional Services – Professional services are not subject to this Procurement Policy.
- g. Minority and Women Business Enterprises – The Corporation shall comply with all applicable legal requirements relating to the hiring of such businesses.
- h. Input from members of the Corporation – Comments concerning the procurement policy may be solicited from the members of the Corporation from time to time.
- i. Annual Review – The Corporation shall annually review and approve its policies and procedures.
- j. Unintentional Failure to Comply – The unintentional failure to comply with the provisions of Section 104-b of the GML shall not be grounds to void action taken or give rise to a cause of action against the Corporation or any officer thereof.

# **Columbia Economic Development Corporation Real Property Acquisition Policy**

## **A. Acquisition of Real Property**

Real property may be acquired by the Corporation for use, development, resale, leasing or other uses designated by the Corporation. The Corporation may lease Real Property for use, subleasing or other uses designated by the Corporation

The purpose of each acquisition of Real Property by the Corporation shall be to further one or more purposes of the Corporation as authorized under the Corporation's Certificate of Incorporation or for a purpose otherwise permitted under applicable state law.

Prior to each acquisition of Real Property, the Corporation will conduct such due diligence as it deems appropriate in accordance with the particular circumstances of the proposed acquisition. Such due diligence may include, but is not limited to, Real Property appraisals and review and investigation of environmental, structural, title, pricing and other applicable matters.

## **B. Approval of Real Property Acquisitions**

All acquisitions of Real Property shall be conducted in accordance with this policy and applicable law. Proposed acquisitions of Real Property shall be presented to the Board of Directors for approval or other appropriate action.

## **C. Exemption for Certain IDA Transactions**

This Policy shall not be applicable to any agreements or arrangements involving the provision by the Columbia Economic Development Corporation of "financial assistance" as such term is defined in Section 854(14) of the New York General Municipal Law.

## **D. Amendment of Policy**

This Policy may be amended or modified at any time by the Board of Directors.

Reviewed and adopted January 26, 2021

**COLUMBIA ECONOMIC DEVELOPMENT CORPORATION  
PROPERTY DISPOSITION POLICY**

**SECTION 1 DEFINITIONS**

- (A) "Contracting officer" shall mean the officer or employee of the Columbia Economic Development Corporation (hereinafter, the "Corporation") who shall be appointed by resolution to be responsible for the disposition of property.
- (B) "Dispose" or "disposal" shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the New York State Public Authorities Law.
- (C) "Property" shall mean personal property with a fair market value in excess of five thousand dollars (\$5,000.00) real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

**SECTION 2 DUTIES**

- (A) The Corporation shall:
  - (i) maintain adequate inventory controls and accountability systems for all property owned by the Corporation and under its control;
  - (ii) periodically inventory such property to determine which property shall be disposed of;
  - (iii) produce a written report of such property in accordance with subsection B herewith; and
  - (iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 2 below.
- (B) The Corporation shall:
  - (i) publish, not less frequently than annually, a report listing all real property owned in fee by the Corporation. Such report shall include a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Corporation and the name of the purchaser for all such property sold by the Agency during such period; and
  - (ii) shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature (via distribution to the Majority Leader of the Senate and the Speaker of the Assembly).

### SECTION 3 TRANSFER OR DISPOSITION OF PROPERTY

- (A) Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the "Contracting Officer") shall have supervision and direction over the disposition and sale of property of the Corporation. The Corporation shall have the right to dispose of its property for any valid corporate purpose.
- (B) Custody and Control. The Commissioner of General Services when so authorized under this section shall perform by the Corporation or custody and control of Corporation's property, pending its disposition, and the disposal of such property.
- (C) Method of Disposition. Unless otherwise permitted, the Corporation shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Corporation and/or Contracting Officer deems proper. The Corporation may execute such documents for the transfer of title or other interest in property and take such other action, as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, 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.
- (D) Sales by the Commissioner of General Services (the "Commissioner"). When the Corporation shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Corporation may enter into an agreement with the Commissioner pursuant to which the Commissioner may dispose of property of the Corporation under terms and conditions agreed to by the Corporation and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.
- (E) Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Corporation, purporting to transfer title or any other interest in property of the Corporation in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to closing.
- (F) Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.
  - (i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Corporation shall be made after publicly advertising for bids except as provided in subsection (iii).

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

- (1) 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;
- (2) all bids shall be publicly disclosed at the time and place stated in the advertisement; and
- (3) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Corporation, price and other factors considered; provided, that all bids may be rejected at the Corporation's discretion.

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

- (1) the personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significance, rarity, or other quality of similar effect, that would tend to increase its value, or if the personal property is to be sold in such quantity that, if it were disposed of by bid, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;
- (2) the fair market value of the property does not exceed fifteen thousand dollars (\$15,000.00);
- (3) 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;
- (4) 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
- (5) such action is otherwise authorized by law.

(G) Transfer of Property for Less than Fair Market Value.

(i) The Corporation may dispose of its property for less than fair market value under the following circumstances:

- (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 Corporation; or
  - (3) in the event the Corporation 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 Corporation's mission, purpose or governing statutes, the Corporation 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.
- (ii) In the event that the Corporation intends to carry out a disposition of its property at a price that is less than the property's fair market value, the following steps must be taken prior to the disposition:
- (1) the Corporation's members must be provided with the following:
    - (a) a full description of the asset;
    - (b) an appraisal of the fair market value of the asset and any other information establishing the fair market value sought by the members;
    - (c) 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, the benefits, if any, to the communities in which the asset is situated as are required by the transfer;
    - (d) a statement of the value to be received compared to the fair market value;
    - (e) the names of any private parties participating in the transfer, and if different than the statement required by subparagraph (d) of this paragraph, a statement of the value to the private party; and
    - (f) 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.
  - (2) Before approving the disposal of any property for less than fair market value, the members shall consider the information described in the immediately preceding paragraph (1) above 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.

(H) Explanatory Statement.

- (i) If the Corporation disposes of its property through a method other than competitive bidding, and any of the statements that follow in subsection (ii) of this Section H apply to the disposition, the Corporation must prepare and deliver and explanatory statement that complies with the notice requirements set forth in Section 2897 of the New York State Public Authorities Law.
- (ii)
  - (1) the disposal involves any personal property which has an estimated fair market value in excess of fifteen thousand dollars (\$15,000.00);
  - (2) the disposal involves any real property that has an estimated fair market value in excess of one hundred thousand dollars (\$100,000.00), except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph;
  - (3) the disposal involves any real property disposed of by lease if the estimated annual rent over the term of the lease is in excess of \$15,000; or
  - (4) the disposal involves 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.
- (iii) 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 Corporation making such disposal.

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

# **Columbia Economic Development Corporation Whistleblower Policy**

## **General**

The Columbia Economic Development Corporation Code of Ethics (hereinafter referred to as the Code) requires board members, other volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the Columbia Economic Development Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The objectives of the Columbia Economic Development Corporation's Whistleblower Policy are to establish policies and procedures for:

- The submission of concerns regarding questionable accounting or auditing matters by employees, board members, officers, and other stakeholders of the Columbia Economic Development Corporation, on a confidential and anonymous basis.
- The receipt, retention, and treatment of complaints received by the Columbia Economic Development Corporation regarding accounting, internal controls, or auditing matters.
- The protection of board members, volunteers and employees reporting concerns from retaliatory actions.

## **Reporting Responsibility**

Each board member, volunteer, and employee of the Columbia Economic Development Corporation has an obligation to report in accordance with this Whistleblower Policy (a) fraud or suspected fraud, (b) questionable or improper accounting or auditing matters, and (c) violations and suspected violations of Columbia Economic Development Corporation's code (hereinafter collectively referred to as Concerns).

## **Authority of Audit Committee**

All reported concerns will be forwarded to the Audit Committee in accordance with the procedures set forth herein. The Audit Committee shall be responsible for investigating and making appropriate recommendations to the Board; with respect to all reported concerns.

## **No Retaliation**

This Whistleblower Policy is intended to encourage and enable board members, volunteers and employees to raise concerns within the Columbia Economic Development Corporation for investigation and appropriate action. With this goal in mind, no board member, volunteer, or employee who, in good faith reports concern shall be subject to retaliation or, in case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

## **Reporting Concerns**

### **Employees**

Employees should first discuss their concern with their immediate supervisor. If, after speaking with his or her supervisor, the individual continues to have reasonable grounds to believe the concern is valid, the individual should report the concern to the Ethics Officer. In addition, if the individual is uncomfortable speaking with his or her supervisor, or the supervisor is a subject of the concern, the individual should report his or her concern directly to the Ethics Officer.

If the concern was reported verbally to the Ethics Officer, the reporting individual, with assistance the Ethics Officer, shall reduce the concern to writing. The Ethics Officer is required to promptly report the

concern to the Chair of the Audit Committee, who has specific and exclusive responsibility to investigate all concerns. If the Ethics Officer, for any reason, does not promptly forward the concern to the Audit Committee, the reporting individual should directly report the concern to the Chair of the Audit Committee. Concerns may also be submitted anonymously. Such anonymous concerns should be in writing and sent directly to the Chair of the Audit Committee.

#### **Board Members and Other Volunteers**

Board members and other volunteers should submit concerns in writing directly to the Chair of the Audit Committee. Contact information for the Chair of the Audit Committee may be obtained from the Administrative Supervisor.

#### **Handling of Reported Violations**

The Audit Committee shall address all reported concerns. The Chair of the Audit Committee shall immediately notify the Audit Committee, Board members, and CEO of any such report. The Chair of the Audit Committee will notify the sender and acknowledge receipt of the concern within five business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted concerns.

All reports will be promptly investigated by the Audit Committee and appropriate corrective action will be recommended to the Board members, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the complainant for complete closure of the concern.

The Audit Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

#### **Acting in Good Faith**

Anyone reporting a concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of the code. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from volunteer position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

#### **Confidentiality**

Reports of concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Disclosure of reports of concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

	A	D	E	F	G	H	I	J	K	L	M	N	O
1	CEDC Full Board												
2	2021 Attendance List	January* 2021	February* 2021	March* 2021	April* 2021	May* 2021	June* 2021	July 2021	August 2021	September 2021	October 2021	November 2021	December 2021
3													
4	Adams, Ruth		X	X	X	X			Zoom NP				X
7	Calvin, Jim	X	X	X	X	X	X	X	X	X		X	X
8	Cummings, Richard	X	X	X	X	X	X	X	X	X		X	X
9	Drummer, Carlee	X	X	X	X	X	X	X	X	X	X	X	X
10	Fingar, David	X	X	X	X	X	X	X	X	X	X	X	X
11	Finnegan, Tish	X	X	X	X	X	X	X	X	X	X	X	X
12	Gay, Tarah						X	X	X	X	X	X	X
13	Grout, Derek	X	X	X	X	X	X	X	X	X	X	X	X
14	Lapenn, James	X	X	X	X	X	X	X	X	X	X	X	X
15	Lee, John	X	X	X					X	X	X		X
16	Leggett, Kenneth	X			X		X				X	X	
17	Molinski, Michael						X	X	X	X	X	X	X
19	Otey, Anita						X		X				X
20	Pierro, Carmine		X	X	X	X	X						X
21	Rapport, Seth	X	X	X	X	X	X		X	X	X	X	
22	Scalera, Richard		X		X								
24	Sterling, Sarah	X	X	X	X	X	X	X	X	X	X	X	X
25	Stickles, Brian			X		X					X		X

	A	B	C	D	E	F	G	H	I	J	K	L	M	N
	Attendance List	January	February	March	April	May	June	July	August	September	October	November	December	
1	2021 Attendance List													* Cancelled due to lack of Quorum
2	A&F													** Cancelled due to lack of Business
3	Fingar, David	x		x	x			x			x			*** rescheduled
4	Finnegan, Tish	x		x	x									**** Cancelled due to COVID-19
5	Lapenn, James	x		x	x									
6	Lee, John	x		x	x									
7	Otey, Anita	x		x	x									
8	Rapport, Seth	x												
9														
10	2021 Attendance List	January	February	3/9/2021	3/23/2021	May	June	July	August	September	October	November	December	* Cancelled lack of Quorum
11	Executive													** Cancelled lack of new business
12	Fingar, David	x	x	x	x		x			x		x		*** rescheduled
13	Calvin, James	x	x	x	x		x					x		
14	Sterling, Sarah	x	x	x	x		x			x		x		
15	Lee, John	x	x	x	x		x			x		x		
16	Cummings, Richard	x					x							
17														
18	2021 Attendance List	January	February	March	April	May	June	July	August	September	October	November	December	* Cancelled lack of Quorum
19	G&N													** Lack of new Business
20	Calvin, James	x	x		x				x			x		*** rescheduled
21	Fingar, David	x	x		x				x			x		
22	Gay, Tarah													
23	Lapenn, James	x	x		x									
24	Leggett, Kenneth	x	x		x									
25	Spielman, Gary	x	x		x									
26	Sterling, Sarah	x	x		x									
27														
28	2021 Attendance List	January	February	March	April	May	June	July	August	September	October	November	December	* Meeting held, no quorum
29	Loan				**			**	**					** Lack of new Business
30	Fingar, Dave		x	x		x	x			x	x	x		
31	Lee, John	x	x	x		x	x			x	x	x		
32	Leggett, Kenneth	x		x		x	x			x	x	x		
33	Molinski, Michael													
34	Rapport, Seth		x	x										
35	Sterling, Sarah	x	x	x		x	x			x	x	x		
36	Stickies, Brian			x										
37														
38	2021 Attendance List	January	February	March	April	May	June	July	August	September	October	November	December	* Meeting cancelled lack of quorum
39	W&E													** Lack of new Business
40	Lapenn, James	x		x		x			x			x		*** rescheduled
41	Adams, Ruth	x		x		x			x			x		
42	Bartolotta, Russell													
43	Drummer, Carlee	x		x		x			x			x		
44	Fingar, David	x		x		x			x			x		
45	Finnegan, Tish	x		x		x			x			x		
46	Grout, Derek			x		x								
47	Lee, John	x		x		x						x		