



**COLUMBIA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
LEGAL NOTICE**

Notice is hereby given on this 24th day of November 2015, to all interested agencies, groups and persons that 8:30 am on the 1st day of December 2015, the Columbia County Industrial Development Agency (IDA) and its Finance and Governance Committees will hold their regularly scheduled meetings at their offices located at 4303 US Route 9, Hudson, NY 12534. This meeting will be held to consider all appropriate business brought before it. The meeting is open to the public.

Respectfully submitted,

Jim Mackerer
Chairman
Columbia County Industrial Development Agency
Dated November 24, 2015

IDA Governance Committee Agenda

Members:

Michael Benson	Jim Mackerer
Bob Galluscio	Sidney Richter
Brian Keeler	Sarah Starling

1. Minutes June 2, 2015
2. Bylaws
3. Conflict of Interest Policy
4. Code of Ethics
5. Public Comments

Attachments:

Minutes from June 2, 2015
Draft Revised Bylaws
Draft Conflict of Interest Policy
Draft Code of Ethics



MINUTES

Minutes of the scheduled meeting of the Columbia County Industrial Development Agency Governance Committee held at 4303 Route 9, Hudson, NY on **Tuesday, June 2, 2015.**

ATTENDANCE:

<u>IDA Members</u>	<u>Staff</u>	<u>Counsel</u>	<u>Public:</u>
Bob Galluscio	Lisa Drahushuk	Theodore Guterman II	Supervisor John Porreca
Brian Keeler	Ken Flood		
Sid Richter	Erin McNary	<u>Guest</u>	Katie Kocijanski –
Sarah Sterling	Carol Wilber	Richard Fortin - SunStream	Register Star

Mr. Richter called the IDA Governance Committee meeting to order at 8:36am.

Minutes:

Mr. Richter asked if there were any changes to the minutes from November 5, 2014 that had been previously distributed. No changes were suggested. Mr. Richter asked for a motion to approve the minutes as presented. Mr. Galluscio made the motion to approve the minutes. Mr. Keeler seconded the motion, which passed unanimously.

Committee Duties:

Mr. Flood handed out the committee duties. Mr. Richter asked if there were any questions. With none presented, Mr. Keeler made a motion to approve the committee duties. Ms. Sterling seconded the motion, which passed unanimously.

With no further business to come before the Committee, Ms. Sterling made a motion to adjourn. Mr. Galluscio seconded the motion, which passed unanimously.

The meeting was adjourned at 8:37am.

Respectfully submitted by Lisa Drahushuk

Draft IDA CODE OF ETHICS

This Code of Ethics shall apply to all Members and employees of the Columbia County Industrial Development Agency. These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the Authority's members and employees and to preserve public confidence in the Authority's mission.

Responsibility of Members and Employees:

1. Members and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.
2. Members and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the member's or employee's official position that could create any conflict between their public duties and interests and their private interests.
3. Members and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the authority.
4. Members and employees shall not use or attempt to use their official position with the authority to secure unwarranted privileges for themselves, members of their family or others, including employment with the Authority or contracts for materials or services with the Authority.
5. Members and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.
6. Members and employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.
7. Members and employees shall manage all matters within the scope of the Authority's mission independent of any other affiliations or employment. Members, including ex officio board members, and employees employed by more than one government shall strive to fulfill their professional responsibility to the authority without bias and shall support the Authority's mission to the fullest.

8. Members and employees shall not use Authority property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Authority's mission and goals.
9. Members and employees are prohibited from appearing or practicing before the Authority for two (2) years following employment with the Authority, consistent with the provisions of Public Officers Law.

Implementation of Code of Ethics

This Code of Ethics shall be provided to all members and employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee. The board may designate an Ethics Officer, who shall report to the board and shall have the following duties:

- Counsel in confidence Authority directors and employees who seek advice about ethical behavior.
- Receive and investigate complaints about possible ethics violations.
- Dismiss complaints found to be without substance.
- Prepare an investigative report of their findings for action by the President/CEO or the board.
- Record the receipt of gifts or gratuities of any kind received by a member or employee, who shall notify the Ethics Officer within 48 hours of receipt of such gifts and gratuities.

Penalties

In addition to any penalty contained in any other provision of law, an Authority member or employee who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

Reporting Unethical Behavior

Employees and members are required to report possible unethical behavior by a member or employee of the Authority to the Ethics Officer. Employees and members may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Authority.

Draft COLUMBIA COUNTY INDUSTRIAL DEVELOPMENT AGENCY CONFLICT OF INTEREST POLICY

All Board Members and employees should be provided with this Conflict of Interest Policy upon commencement of employment or appointment and be required to acknowledge that they have read, understand and are in compliance with the terms of the policy. Board members and employees should review on an ongoing basis circumstances that constitute a conflict of interest or the appearance of a conflict of interest, abide by this policy and seek guidance when necessary and appropriate.

This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to public authorities, including but not limited to the provision set forth in Section 801 of the General Municipal Law of the State of New York.

Conflicts of Interest:

A conflict of interest is a situation in which the financial, familial, or personal interests of a director or employee come into actual or perceived conflict with their duties and responsibilities with the Authority. Perceived conflicts of interest are situations where there is the appearance that a board member and/or employee can personally benefit from actions or decisions made in their official capacity, or where a board member or employee may be influenced to act in a manner that does not represent the best interests of the Authority.

The perception of a conflict may occur if circumstances would suggest to a reasonable person that a board member may have a conflict. The appearance of a conflict and an actual conflict should be treated in the same manner for the purposes of this Policy. Board members and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust. While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever a director or employee has or will have:

- A financial or personal interest in any person, firm, corporation or association which has or will have a transaction, agreement or any other arrangement in which the Authority participates.
- The ability to use his or her position, confidential information or the assets of the authority, to his or her personal advantage.
- Solicited or accepted a gift of any amount under circumstances in which it could reasonably be inferred that the gift was intended to influence him/her, or could reasonably be expected to influence him/her, in the performance of his/her official duties or was intended as a reward for any action on his/her part.
- Any other circumstance that may or appear to make it difficult for the board member or employee to exercise independent judgment and properly exercise his or her official duties.

Outside Employment of Authority's Employees:

No employee may engage in outside employment if such employment interferes with his/her ability to properly exercise his or her official duties with the Authority.

PROCEDURES**Duty to Disclose:**

All material facts related to the conflicts of interest (including the nature of the interest and information about the conflicting transaction) shall be disclosed in good faith and in writing to the Governance Committee and/or the Ethics Officer. Such written disclosure shall be made part of the official record of the proceedings of the Authority.

Determining Whether a Conflict of Interest Exists:

The Governance Committee and/or Ethics Officer shall advise the individual who appears to have a conflict of interest how to proceed. The Governance Committee and/or Ethics Officer should seek guidance from counsel or New York State agencies, such as the Authorities Budget Office, State Inspector General or the Joint Commission on Public Ethics (JCOPE) when dealing with cases where they are unsure of what to do.

Recusal and Abstention:

No board member or employee may participate in any decision or take any official action with respect to any matter requiring the exercise of discretion, including discussing the matter and voting, when he or she knows or has reason to know that the action could confer a direct or indirect financial or material benefit on himself or herself, a relative, or any organization in which he or she is deemed to have an interest. Board members and employees must recuse themselves from deliberations, votes, or internal discussion on matters relating to any organization, entity or individual where their impartiality in the deliberation or vote might be reasonably questioned, and are prohibited from attempting to influence other board members or employees in the deliberation and voting on the matter.

Records of Conflicts of Interest:

The minutes of the Authority's meetings during which a perceived or actual conflict of interest is disclosed or discussed shall reflect the name of the interested person, the nature of the conflict, and a description of how the conflict was resolved.

Reporting of Violations:

Board members and employees should promptly report any violations of this policy to his or her supervisor, or to the Authority's ethics officer, general counsel or human resources representative in accordance with the Authority's Whistleblower Policy and Procedures.

Penalties:

Any director or employee that fails to comply with this policy may be penalized in the manner provided for in law, rules or regulations

COLUMBIA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
AMENDED BY-LAWS - November 24, 2015

ARTICLE I - THE AGENCY

Section 1: Name

The name of the Agency shall be the:

COLUMBIA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Section 2: Seal of Agency

The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3: Office of Agency

The office of the Agency shall be located at 4303 Route 9, Hudson, New York 12534, but the Agency may have other offices at such other places as the Agency may, from time to time, designate by resolution.

ARTICLE II - THE BOARD AND ITS MEMBERS

Section 1: Power of the Board and Qualification of Members

The Agency shall be overseen and governed by its Board, acting through its Members, who shall exercise oversight and control over the Officers and staff of the Agency. The Board and its Members shall have all powers conferred on Board Members of public benefit corporations and local public authorities pursuant to New York State law.

Section 2: Number of Board Members and Term of Office

The Board shall consist of seven (7) Members, appointed by the Columbia County Board of Supervisors (the "Board of Supervisors"). Each Member shall serve at the pleasure of the Board of Supervisors and continue to hold office until his or her successor is appointed and has been qualified. No Member of the Board shall serve as the Agency's Administrative Director or hold any other equivalent executive position or office while also serving as a Member of the Board.

Section 3: Independence

- (a) As soon as practicable, and in compliance with Section 2825 of the N.Y. Public Authorities Law, the majority of the Members of the Board shall be Independent Members, as such term is defined in paragraph (b) below.

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- (b) For the purposes of these By-Laws, an Independent Member is one who: (i) is not, and in the past two (2) years has not been, employed by the Agency or another corporate body having the same ownership and control of the Agency in an executive capacity; (ii) is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Agency or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Agency; (iii) is not a relative of an executive officer or employee in an executive position of the Agency or another corporate body having the same ownership and control of the Agency; and (iv) is not, and in the past two (2) years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Agency or another corporate body having the same ownership and control of the Agency

Section 4: Member Responsibilities

- (a) The Members shall be responsible for executing direct oversight of the Chief Executive Officer and other senior management in the effective and ethical management of the Agency.
- (b) The Members shall be responsible for understanding, reviewing and monitoring the implementation of fundamental financial and management controls and operational decisions of the Agency.
- (c) Within one (1) year of his or her appointment to the Agency, each Member must participate in New York State approved training regarding their legal, fiduciary, financial, and ethical responsibilities as a Member of the Agency. All Members must participate in continuing training as may be required to remain informed of the best practices and regulatory and statutory changes relating to effective oversight of management and financial activities of the Agency.

ARTICLE III - OFFICERS

Section 1: Election of Officers

- (a) At each Annual Meeting of the Board, the Members of the Board shall elect the Officers of the Board, as set forth in Section 2 of this Article III, each to hold office until the next Annual Meeting and until their successors have been elected and qualified.
- (b) Each officer of the Board shall also be a Board Member.
- (c) Each Member shall have one vote.

Section 2: Officers

The officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer. Any two or more offices, except the office of Chairman and Secretary, may be held by the same person.

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Section 3: Chairman

The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairman shall execute all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs, and policies of the Agency.

Section 4: Vice Chairman

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

Section 5: Secretary

The Secretary shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and record all votes, and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office. The Secretary shall keep in safe custody the Seal of the Agency and shall have the power to affix such seal to all contracts and other instruments authorized to be executed by the Agency.

Section 6: Treasurer

The Treasurer shall have the care and custody of all funds of the Agency and shall deposit the same in the name of the Agency in such bank or banks as the Agency may select. Except as otherwise authorized by resolution of the Agency, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money, and shall pay out and disburse such moneys under the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be countersigned by the Chairman. The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting, an account of his transactions and also of the financial condition of the Agency. He shall give such bond for the faithful performance of his duties as the Agency may determine.

Section 7: Additional Duties

The Officers of the Agency shall perform such other duties and functions as may from time to time be authorized by resolution of the Agency or be required by the Agency, by the By-Laws of the Agency, or by the rules and regulations of the Agency.

Section 8: Vacancies

Should any office become vacant, the Members shall elect a successor at the next regular meeting, which elected successor shall serve for the unexpired term of said office.

Section 9: Administrative Director

- (a) An Administrative Director shall be appointed by the Members, and shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Members.
- (b) The Administrative Director shall be charged with the management of all projects of the Agency.
- (c) The Administrative Director may resign at any time by giving written notice to the Chairman or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.
- (d) The Administrative Director may be removed with or without cause by vote of the Members or the Board of Supervisors.

Section 10: Additional Personnel

The Agency, from time to time, shall employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

ARTICLE IV – COMMITTEES

Section 1: Governance Committee

There shall be a Governance Committee consisting entirely of Members, who shall be elected by a plurality of the votes cast by the Members of the Agency at each Annual Meeting and shall serve until the next Annual Meeting. The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Agency's corporate governance principles, and advise the Appointing Authority on the skills and experience required of potential Members.

Section 2: Finance Committee

There shall be a Finance Committee consisting entirely of no less than three Members, who shall be elected by a plurality of the votes cast by the Members of the Agency at each Annual Meeting and shall serve until the next Annual Meeting. Members appointed to the committee shall have the background necessary to perform its duties.

Section 3: Audit Committee

There shall be an Audit Committee consisting entirely of Members, who shall be elected by a plurality of the votes cast by the Members of the Agency at each Annual Meeting and shall serve until the next Annual Meeting. To the extent practicable, members of the Audit Committee should be familiar with corporate financial and accounting practices.

Section 4: Other Committees

The Board may from time to time designate other committees as it deems necessary and desirable to assist the Agency to perform its duties in accordance with applicable law. Each such committee created by the Board shall consist of such persons, and shall have such authority, as is provided in the resolution designating the committee. 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: (i) the submission to the Member of any action requiring Member approval under the law; (ii) the filling of vacancies in the Board or in any committee; (iii) the amendment or repeal of the By-Laws, or the adoption of new By-Laws; or (iv) the amendment or repeal of any resolution of the Board which by its terms may not be amended or repealed.

ARTICLE V - MEETINGS

Section 1: Annual Meeting

The Annual Meeting of the Columbia County Industrial Development Agency shall be held in January of each year at the regular meeting place of the Agency. The day and time shall be at the convenience of the Members.

Section 2: Regular Meetings

Regular meetings of the Agency may be held at such times and places as from time to time may be determined by Resolution of the Agency.

Section 3: Special Meetings

The Chairman of the Agency, may, when he/she deems it desirable, and shall, upon the written request of two Members of the Agency, call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each Member of the Agency or may be mailed to the business or home address of each member of the Agency at least two days prior to the date of such special meeting. Waivers of notice may be signed by any members failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all Members of the Agency are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 4: Quorum

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

Section 5: Manner of Voting

The voting on all questions coming before the Agency shall be by roll call, and the yeas and nays shall be entered in the minutes of such meeting, except in the case of appointments when the vote may be by ballot.

ARTICLE VI - AMENDMENTS

Section 1: Amendments to By-Laws

The By-Laws of the Agency shall be amended only with the approval of at least a majority of all of the Members of the Agency at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all Members of the Agency.