

Governance Committee Meeting
~Agenda~

ST. LAWRENCE COUNTY IDA

IDA Office, Main Conference Room

November 6, 2020

1. **Call to Order**
2. **Governance Documents**
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 - iii. (Review) UTEP..... 46-49
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5. **General Discussion**
6. **Adjournment**

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Resolution No. IDA-20-11-xx

Adopted: March 25, 2015

Governance Committee Review: November 6, 2020

November xx, 2020

ANNUAL REVIEW OF CONFLICTS OF INTEREST POLICY

WHEREAS, members of the Board and employees of the St. Lawrence County Industrial Development Agency (the “Authority”) are bound by the provisions of, among others, Public Authorities Law and Public Officers Law, and

WHEREAS, the Authority must protect its interests when contemplating entering into a transaction or arrangement that may benefit the private interests of an officer, director or employee of the Authority, and

WHEREAS, the Authority recognizes that it must not only comply with Ethics law, but it must maintain the public perception of compliance, in order to maintain and enforce the highest standards of integrity and fairness in all of its internal and external business dealings,

NOW, THEREFORE BE IT RESOLVED that the St. Lawrence County Industrial Development Agency has reviewed and authorizes the attached Conflicts of Interest Policy.

Move:				
Second:				
VOTE	AYE	NAY	ABSTAIN	ABSENT
Blevins				
Reagen				
Hall				
LaBaff				
McMahon				
Staples				
Morrill				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley
November xx, 2020

ST. LAWRENCE CO. INDUSTRIAL DEVELOPMENT AGENCY
CONFLICTS OF INTEREST POLICY
RESOLUTION NO. IDA-20-11-XX
ADOPTED: MARCH 25, 2015
GOVERNANCE COMMITTEE REVIEW: NOVEMBER 6, 2020
NOVEMBER XX, 2020

Article 1. Background

The purpose of the conflicts of interest policy is to protect the interests of the St. Lawrence County Industrial Development Agency (hereinafter, the “Authority”) when it is contemplating entering into a transaction or arrangement that may benefit the private interests of an officer, director or employee of the Authority. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Article 2. Definition

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, or step relationship), and spouses of these individuals); or (c) any organization in which he or a family member is a director, trustee, officer, member, partner of 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.

Article 3. Disclosure of Conflicts of Interest

A Director, officer or employee shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his 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 Director, officer or employee learns of the conflict; and (d) on the annual conflict of interest disclosure form.

The Secretary of the Authority shall cause to be distributed annually to all Directors, officers and employees, 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 this policy 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.

Article 4. Approval of Contracts and Transactions Involving Potential Conflicts of Interest

A Director or officer [or employee] who has or learns about a potential conflict of interest should disclose promptly to the Secretary [Chief Executive Officer] 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.

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.

Article 5. Validity of Actions

No contract or other transaction between the Authority and one or more of its Directors, officers or employees, or between the Authority and any other corporation, firm, association or other entity in which one or more of its Directors, officers or employees are directors, officers or employees, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors, officer or officers, or employee or employees are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's, officer's or employee's interest in such contract or transaction and as to any such common directorship, officer ship 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 Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors 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 Director, officer or employee should not be present at the meeting.

Article 6. Penalties:

Any director or employee that fails to comply with this policy may be penalized by the Authority in the manner provided for in law, rules or regulations of the State of New York.

Authorities Budget Office Recommended Practice



This Recommended Governance Practice is intended for use by policymakers, and directors, officers and officials of state and local authorities. These bulletins are intended to promote best practices and encourage their consideration and incorporation into the management policies and oversight of public authorities.

Issue: Conflict of Interest Policy for Public Authorities

Provisions: A conflict of interest is a situation in which the financial, familial, or personal interests of a board member or employee come into actual or perceived conflict with their responsibilities with the authority. Various sections of New York State law require state and local public authority board members and employees to examine conflicts of interest issues that may arise at their respective authority. For example, Section 2824(7) of Public Authorities Law stipulates that the Governance Committee of a state and local public authority is to examine ethical and conflict of interest issues. Article 18 of General Municipal Law requires officers and employees of industrial development agencies, urban renewal agencies and community development agencies to disclose conflicts of interest and specifies conflicts of interest that are prohibited. Section 74 of Public Officers Law restricts officers and employees of state public authorities from having a direct or indirect interest or engage in business or activities that may conflict with their proper discharge of duties. Section 55 of Executive Law requires board members and directors of state authorities to report to the state inspector general any information concerning undisclosed conflicts of interest by another board member or employee of the authority relating to his or her work for the authority. And section 715(a) of Not-for-Profit Corporation Law requires not for profit entities, some of which also are considered public authorities, to adopt a conflict of interest policy.

Objectives: The enactment of the Public Authorities Accountability Act (PAAA) and the Public Authorities Reform Act (PARA) included provisions in Public Authorities Law (PAL) for state and local public authorities, as defined by Section 2 of PAL, to be more transparent and accountable to the public. Board members and employees of state and local public authorities owe a duty of loyalty and care to the authority and have a fiduciary responsibility to always serve the interests of the public authority above their own personal interests when conducting public business. As such, board members and employees have the responsibility to disclose any conflict of interest, including any situation that may be perceived as a conflict of interest, to the authority board and the public. Board members and employees of public authorities are often unaware that their activities or personal interests are in conflict with the best of interests of the authority. A goal of the

authority should be to raise awareness and encourage disclosure and discussion of any circumstances that may constitute a conflict of interest.

The purpose of a conflict of interest policy is to protect a public authority's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a board member or employee of the authority or might result in a possible excess benefit transaction. Therefore, it is important for public authorities to develop a written conflict of interest policy to formally establish the procedures for dealing with conflict of interest situations and assure that the public authority's interest prevails over personal interests of authority's board members and employees.

Recommended Practice: Conflicts of interest of board members and employees of public authorities are not uncommon due to the multitude of relationships that occur between authorities, other governmental entities, and the private sector. Public authorities are at risk of being improperly influenced by board members and employees that have personal interests that can be in conflict with the best interest of the authority. To reduce this risk, the ABO recommends that state and local authorities adopt a written conflict of interest policy to ensure that its board members and employees act in the authority's best interest. The conflict of interest policy should clearly define what is expected of board members and employees when a conflict of interest or the appearance of a conflict of interest arises as well as the penalties for failing to comply with the policy. At a minimum, a conflict of interest policy should always require those with a conflict (or who think they may have a conflict) to disclose the real or perceived conflict. The policy should also prohibit employees with a conflict from being involved with the approval of any transactions related to the conflict and prohibit interested board members from being a part of discussions and voting on any matter in which there is a conflict.

State and local authorities are advised to adopt a conflict of interest policy that includes:

- An explanation of the circumstances (examples) that constitute a conflict of interest or the appearance of a conflict of interest.
- Procedures for disclosing conflicts or the appearance of conflicts to the board.
- A requirement that the person with the conflict of interest or appearance cannot participate in board or committee deliberation or vote on the matter giving rise to such conflict or appearance
- A prohibition against any attempt by the person with the conflict or appearance to influence improperly the deliberation or vote on the matter giving rise to such conflict.
- A requirement that the existence and resolution of the conflict or appearance of a conflict be documented in the public record, including in the minutes of any meeting at which the conflict was discussed or voted upon.

- Description of the penalties for failing to comply with the conflict of interest policy

Board members or employees that are unsure whether a particular relationship, association or situation constitutes a conflict of interest or the appearance of a conflict of interest should refer to the authority's Governance Committee, which is the body responsible for examining conflicts of interest issues at the authority. Conflicts of interest identification can be difficult and the Governance Committee should at all times err on the side of caution and treat instances where there is the appearance of conflict of interest as a perceived conflict of interest to avoid compromising the public trust in the authority. Governance Committees are encouraged to seek guidance from counsel or NYS 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.

The ABO has developed a model conflict of interest policy for state and local authorities to use as a reference when drafting and/or revising their own policies. Note that there is no "one size-fits-all" policy and public authorities' officials need to decide the level of detail desired and tailor their conflicts of interest policy to meet the needs and circumstances of the authority. For example, an authority may want to set different conflicts of interest standards for board members and employees. Standards for employees can be more rigorous in prohibiting outside employment that may be in conflict with employment at the authority, while standards for board members would allow for outside employment and address conflicts as circumstances arise.

The board should have procedures in place to ensure that all employees and board members understand and comply with the standards set in the conflict of interest policy. The conflict of interest policy of an authority should be reviewed annually by the board members to ensure that it meets the organization's needs and addresses any revisions in the law.

MODEL 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 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.

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 public 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.

2020 Assessment of the Effectiveness of Internal Controls

Purpose: The St. Lawrence County Industrial Development Agency (“SLCIDA”) is a public benefit corporation created under New York State General Municipal Law, Title 2, Section 914. Its mission is to promote, encourage, attract and develop job opportunities and economically sound commerce and industry in St. Lawrence County. To accomplish its mission, the SLCIDA constructs and owns industrial sites and buildings, administers loan packaging and industrial revenue bond financing, and provides a variety of tax-reduction incentives.

Internal Controls: The accounting, financial reporting, and cash management functions are carried out relying on a multitude of internal controls. A Financial Procedures manual details all aspects, if applicable, of the financial controls in place.

Examples of areas where risk is typically associated and some of the internal controls used are listed below:

- **Payroll** - Payroll for SLCIDA employees is processed externally by a payroll processing company, Paychex Payroll. The Chief Financial Officer enters the number of hours each employee works for the pay period on the Monday prior to the payday into an online Paychex website. A journal entry sheet is prepared by the Chief Financial Officer, signed and then entered into the QuickBooks system. This is then attached to an accompanying voucher, created from the QuickBooks system. Signatures are obtained on the journal entry sheet by either the Chief Financial Officer or Chief Executive Officer and by the Chairman or Vice-Chairman, thus authorizing the Chief Financial Officer to transfer online funds from the normal checking account to a payroll checking account. A printout from the online banking account is then attached to the voucher as verification of a correct transfer. To further safeguard funds, Paychex only has access to the funds in the Payroll checking account. Payroll direct deposit slips and accompanying back up reports are printed directly from the Paychex online program. The reports are reviewed first by the Chief Financial Officer and then given to the Administrative Services Coordinator, who in turn checks the hours paid for accuracy and initials the document. A journal entry sheet is prepared by the Chief Financial Officer, signed and then entered into the QuickBooks system. – *Multiple persons, separate payroll account - low risk*
- **Accounts Payable** - A voucher process is utilized to safeguard SLCIDA finances. All SLCIDA vouchers require review and verification by the Chief Financial Officer, who prepares the voucher and check. Additional verification is required by two additional persons. A member of staff, the Chief Financial Officer or the Chief Executive Officer. Two signatures are required on all checks issued (typically the Chief Financial Officer and SLCIDA Chairman). – *Multiple persons signing off on the process makes this low risk.*
- **Accounts Receivable** - All monies received by SLCIDA are recorded into a main check register database by a staff member, who then stamp endorses all checks and delivers them to the Chief Financial Officer. The Chief Financial Officer ensures that all funds are expense categorized. Each check is entered into the QuickBooks system, a receipt generated, and a deposit created. The deposit receipt from the bank is then attached to the appropriate back up document for the deposit. – *Log records, bank verification & receipts make this low risk.*
- **Investments** - Certificates of deposit are typically bid out to the financial institutions recognized in SLCIDA’s Investment Policy. When a CD matures, it is renewed for an additional term at the current institution, or financial institutions are contacted, and bids are requested. The CD is awarded to the financial institution that can offer the highest interest rate and complete collateralization. Pursuant to SLCIDA’s Investment Policy no one financial institution may hold more than 60% of SLCIDA’s cash on deposit. Only persons authorized by the SLCIDA’s Board are allowed to open a CD. Typically, this responsibility falls to the Chief Financial Officer. – *Allocating cash at various financial institutions reducing the risk of loss and utilizing authorized signers makes this a low risk.*

The system of controls applicable to the SLCIDA was last reviewed by the SLCIDA’s Governance Committee on November 6, 2020 and the complete Board on November xx, 2020. The Board’s review affirmed that there are no material control weaknesses to be reported. SLCIDA undergoes an annual financial audit by an independent CPA firm. While auditors are not engaged to perform an audit of internal controls, auditors do provide management letter comments when they encounter internal weaknesses. No material weaknesses have been identified by the independent auditors. If a weakness was noted, it would be addressed by the Audit & Finance Committee. A change in protocol would be made to lower the associated risk and reduce weakness in the internal control, and a solution then presented to the Board.

In summary, the present internal control structure appears to be sufficient to meet internal control objectives that pertain to the prevention and detection of errors and irregularities.

Reviewed by:

Chief Executive Officer - Date

Chief Financial Officer - Date

Authorities Budget Office Recommended Guidance



This Recommended Governance Practice bulletin on internal controls is intended for use by policymakers, and directors, officers and officials of public authorities. These bulletins are intended to delineate best practices and encourage their consideration and incorporation into the management and oversight of public authorities.

Subject: Assessment of the Effectiveness of Internal Controls

Provisions: Section 2800 (1)(a)(9) and Section 2800 (2)(a)(9) of Public Authorities Law require all public authorities to complete an annual assessment of the effectiveness of their internal control structures and procedures. Additionally, State authorities with a majority of the members appointed by the Governor must establish and maintain a system of internal control and a program of internal control review as provided in Title 8 of Public Authorities Law.

Objectives: The importance of an adequate system of internal control is to: (a) promote effective and efficient operations so as to help the authority carry out its mission; (b) provide reasonable, but not absolute, assurance that assets are safeguarded against inappropriate or unauthorized use; (c) promote the accuracy and reliability of accounting data and financial reporting to ensure transactions are executed in accordance with management's authorization and recorded properly in accounting records; (d) encourage adherence to management's policies and procedures for conducting programs and operations; and (e) ensure compliance with applicable laws and regulations. Furthermore, a successful system of internal control includes performing an annual assessment to identify potential weaknesses in policies or procedures and to implement corrective actions.

For purposes of complying with the requirements of Section 2800, an internal control assessment is an annual evaluation performed by management to determine the effectiveness of its internal control system. This assessment should be sufficiently thorough so as to identify significant weaknesses in controls, recognize emerging or inherent risks, and to enable early detection of existing or potential problems. If an internal control system is working effectively, management will have a reasonable indication of the reliability of its operating practices and the accuracy of the information it is using to measure its activities and performance. Any deficiencies identified as a result of the assessment could be quickly addressed.

Recommended Practice:

As a recommended practice, the Authorities Budget Office has identified five major components of an internal control assessment.

A. Define the Authority's Major Business Functions

The first step is to articulate the mission of the authority and to determine its primary operating responsibilities, including various business units, operations and functions that have been put in place to achieve the goals of the authority. Every authority should have a written mission statement that clearly defines the purpose of the authority. The authority should also define its objectives and ensure they are understood by staff. Additional policies, procedures and guidelines should be in place to guide staff in the operations of each specific business function, communicate the objectives, and provide the methods and procedures used to assess the effectiveness of those functions.

B. Determine the Risks Associated with Its Operations

Management should assess the risk exposure and associated vulnerability of each function and assign a corresponding risk level (i.e. high, medium, or low). Risk can originate both internally and externally. Control activities should be tailored to the individual operation based on management's identification and evaluation of applicable risks.

Once a risk is identified, management must determine how to best handle it by evaluating its significance, likelihood, and cause. Based on the assigned risk levels, management should determine how frequently to review the controls in place for each function (i.e., high risk functions to be reviewed more frequently than lower risk functions).

C. Identify the Internal Control Systems in Place

Internal controls are the policies, practices, attitudes, guidelines and other actions adopted by the authority that, when followed, provide reasonable assurance that staff understand and properly carry out their responsibilities, that appropriate professional and ethical conduct is observed, and that the authority will honor its purpose and mission. Management and staff throughout the organization should understand and be aware of the policies and practices in place to ensure that the authority is effective and to address the risks that are relevant to the operation.

D. Assess the Extent to Which the Internal Control System is Effective

The assessment of internal controls should be a structured and monitored process to identify and report any weaknesses of the internal control structure to the authority. This process should determine if the existing control structure and procedures are adequate, to then mitigate risk, minimize ineffectiveness and deter opportunities that could lead to the abuse of assets. The assessment should provide management with information as to whether the authority's

policies and operating practices were understood and executed properly, and whether they are adequate to protect the organization from waste, abuse, misconduct, or inefficiency. This assessment can be completed through a combination of inquiry and observation, a review of documents and records, or by replicating transactions to test the sufficiency of the control system.

E. Take Corrective Action

When a weakness is identified, a corrective action plan should be developed, adopted by the board, and monitored by management to ensure that the vulnerability is addressed.

Internal Control Assessment:

To satisfy the requirement of Sections 2800 (1) (a) (9) and 2800 (2)(a)(9) of Public Authorities Law, authorities should incorporate, either within their annual report or as a separate document, a statement explaining that the authority has conducted a formal, documented process to assess the effectiveness of their internal control structure and procedures, and indicating whether or not the internal controls are adequate. This statement should be posted to the authority's website. An example of this statement is provided below:

This statement certifies that the [Name of Authority] followed a process that assessed and documented the adequacy of its internal control structure and policies for the year ending [Month, Date, Year]. To the extent that deficiencies were identified, the authority has developed corrective action plans to reduce any corresponding risk.

The authority should retain this documentation. If the authority has found any deficiencies with the internal controls over its functions or operations, additional documentation should be maintained to demonstrate that the authority has adopted corrective action plans to address these weaknesses. This documentation should be made available upon request to the authority's independent auditor or to the Authorities Budget Office compliance review staff.

Public Authorities Reporting Information System (PARIS): As part of the PARIS Annual Report tab, state and local authorities will be required to indicate whether or not they have prepared this assessment and to provide the URL link to the statement.

Additional material that may be helpful in establishing and evaluating internal controls can be found on the Office of the New York State Comptroller's web site:

<http://www.osc.state.ny.us/localgov/pubs/lgmg/managementsresponsibility.pdf>

<http://www.osc.state.ny.us/localgov/pubs/lgmg/practiceinternalcontrols.pdf> .

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 Resolution No. IDA-20-11-xx
 Governance Committee Review: November 6, 2020
 November xx, 2020

ACCEPTING REVISIONS TO THE PROCUREMENT POLICY

WHEREAS, written procedures (the “Procurement Policy”) have been put into place which guide the St. Lawrence County Industrial Development Agency to procure goods and services in a manner which assures (i) compliance with all applicable provisions of law governing procurements by the SLCIDA, (ii) the acquisition of quality goods and services which meets the SLCIDA’s needs, (iii) fairness and open competition, (iv) the wise and prudent use of the SLCIDA’s resources and (v) the avoidance of favoritism, extravagance, fraud and corruption,

NOW, THEREFORE BE IT RESOLVED the St. Lawrence County Industrial Development Agency hereby approves and authorizes the revisions to the Procurement Policy (attached).

Move:				
Second:				
VOTE	AYE	NAY	ABSTAIN	ABSENT
Blevins				
Hall				
LaBaff				
McMahon				
Staples				
Reagen				
Morrill				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

 Lori Sibley
 November xx, 2020

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ST. LAWRENCE COUNTY. INDUSTRIAL DEVELOPMENT AGENCY
PROCUREMENT POLICY
JANUARY 7, 2010 (ADOPTED)
RESOLUTION NO. IDA-20-11-XX
NOVEMBER XX, 2020 (REVISED AND APPROVED)

A. Introduction

1. Scope: In accordance with Article 18-A of the General Municipal Law (the “IDA Act”), Section 104b of the General Municipal Law and the Public Authorities Accountability Act of 2005, the St. Lawrence County Industrial Development Agency, (hereinafter “Local Authority”) is required to adopt procurement policies which will apply to the procurement of goods and services not subject to the competitive bidding requirements of §103 of the GML and paid for by a Local Authority for its own use and account.
2. Purpose: Pursuant to §104b of the GML, the primary objectives of this policy are to assure the prudent and economical use of public monies in the best interests of the taxpayers of a political subdivision or district, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.
3. The designated Contracting Officer (“CO”) shall be the Chief Executive Officer, or his or her designee for specific contracts.
4. Any and all previously-approved Procurement policies of the Local Authority are hereby rescinded.

B. Procurement Policy

1. Items purchased in conjunction with St. Lawrence County purchasing procedures, including New York State contract pricing, shall meet Local Authority requirements.
2. Goods and services purchased from any Local, State or Federal government entity, or any Agency/Authority thereof, qualify as meeting Local Authority requirements.
3. The Local Authority shall adhere to the following methods of competition for non-bid procurements:

Purchase Contracts	CO Approval	Written Quotes	Notes
		3	
Under \$2,500 \$5,000	X		
\$2,501 – \$5,000 \$5,001 - \$15,000		X	
\$5,001 – \$9,999 \$15,001 or more			A, B
Emergencies			C
Insurance			D
Professional Services			E

Reference Notes:

- A: All purchases of over ~~\$10,000~~ \$15,000 require advertised request for proposals.
- B: All expenditures over ~~\$10,000~~ \$15,000 require Local Authority Board approval even if a budget line item has been previously adopted for such expenditure.

- C: Even in the case of an emergency, public interest dictates that purchases are made at the lowest possible costs, seeking competition by informal solicitation of quotes or otherwise to the extent practicable under the circumstance. Documentation must be made showing the method and extent of competition.

Emergency provisions (goods and services) can be an exception to the RFP and competitive process if they must be purchased immediately and a delay in order to seek alternate proposals may threaten the life, health, safety, property or welfare of the Local Authority.

- D: Insurance coverage is not subject to formal competitive bidding. Requests for Proposals, written or verbal quotations can serve as documentation of the process.
- E: Professional Services involve specialized expertise, use of professional judgment, and/or a high degree of creativity. They are not purchase contracts or contracts for public work, as those phrases are used in the bidding statutes, and therefore are not subject to the competitive bidding procedures. The individual or company may be chosen based on qualifications to include, but not limited to, reliability, skill, education and training, experience, demonstrated effectiveness, judgment and integrity. These qualifications are not necessarily found in the individual or company that offers the lowest price.

Professional or technical services shall include but not be limited to the following:

- Accounting (CPA)
- Architectural / Design Services
- Customized Software Programming Services
- Consultants
- Engineering
- Instructors / Teachers / Training
- Insurance Coverage and/or Insurance Broker
- Investment Management Services
- Laboratory Testing
- Legal
- Medical / Dental Services

Contracts for professional services are made in the best interest of the Local Authority, utilizing Requests for Quotations (RFQ), Requests for Proposals (RFP) or other competitive process. The process may consider inclusive factors such as price, staffing and suitability for needs, reliability, skill, education and training, experience, demonstrated effectiveness, judgment and integrity, and must include negotiations on a fair and equal basis.

4. The Local Authority shall capitalize all purchases in excess of \$2,500

Authorities Budget Office Policy Guidance



No. 17-02

Date Issued: June 5, 2017

Supercedes: New

Subject: Public Authority Procurement Guidelines

Statutory Citation: Section 2824 (1) (e), Section 2879, Section 2880 of Public Authorities Law; Section 104-b of General Municipal Law; Article 15-A of Executive Law; and State Finance Law 139-j.

Provision: 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. Section 2879 (3) of Public Authorities Law enumerates the necessary items to be included in the procurement guidelines for state authorities, while industrial development agencies 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.

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

In addition to the above, state authorities are required to comply with Section 2880 of PAL in regards to a prompt payment policy as well as Article 15-A of Executive law with respect to Minority and Women Owned Business Enterprise (MWBE) requirements in the procurement contracts.

Authorities Budget Office Policy Guidance: Authorities are required to develop, adopt and annually review comprehensive guidelines that govern the authority's policies and instructions concerning procurement activities. Procurement guidelines help to ensure authority moneys are used in a financially sound manner, enable authorities to acquire maximum quality at the lowest possible cost, and guard against favoritism, fraud and corruption.

At a minimum, the guidelines should address approval thresholds, describe the types of goods and services eligible to be procured and establish the authority's policies regarding soliciting proposals, obtaining quotes, selecting contractors, and awarding, monitoring and reporting of contracts.

Each authority is different, especially when it comes to the types and values of goods and services they procure. Therefore, no single policy exists that is appropriate for all authorities. Instead, each individual board of directors must review its own operations and determine an appropriate policy that best fits its

needs. The authority should consider the following issues in developing its procurement guidelines:

- Establishing various approval and procedural thresholds. For example, an authority may wish to allow discretionary spending below a certain dollar amount, while requiring executive director or board approval for procurements that exceed that amount. Dollar thresholds could also be established that require different procedures be followed to ensure that the good or service is of maximum quality at a reasonable price – such as requiring competitive selection. An authority may also elect to address the single purchases of goods or services that cumulatively exceed the aforementioned thresholds.
- Creating safeguards for services and allowable expenses, i.e. limiting reimbursable costs such as travel expenses, lodging or food to rates established by the United States General Services Administration.
- Maintaining a list of qualified vendors from whom services have been previously purchased.
- Identifying exceptions to the authority's procurement policy. Authorities should define what constitutes an emergency purchase and outline what documents or details are required from the purchaser to justify the emergency expense. Evidence supporting the reliance that the purchase price is fair and reasonable should also be provided.

As indicated in the Provisions, all authorities are required to establish a policy regarding procurement lobbying. In addition, state authorities should provide details concerning the use of MWBE and prompt payment in their procurement guidelines.

Procurement Lobbying: An authority must designate an individual who will act as an 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 designated contact 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.

Minority and Women Owned Business Enterprise (MWBE): All state authorities are to comply with the MWBE requirements with respect to procurement contracts pursuant to Article 15-A of the Executive Law. State authorities are to provide detailed information on their MWBE program and identify the targets they have set for MWBE participation in their awarded procurements.

Prompt Payment: State authorities are to develop and adopt a prompt payment policy that includes a procedure for requesting payment, a payment schedule, defining an interest rate to be paid if prompt payment is not made, and conditions that would permit an extension to the prompt payment deadline.

Procurement guidelines should be presented to and approved by the authority's board on an annual basis and posted to the authority's web site for public view.

Authorities may also wish to review New York State Procurement Guidelines for additional guidance and suggestions.

<https://www.ogs.ny.gov/BU/PC/Docs/Guidelines.pdf>

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Res. No. IDA-20-11-xx

Adopted: 1982, Revised: June 22, 2005

Governance Committee Review: November 6, 2020

November xx, 2020

ADOPTING REVISED FREEDOM OF INFORMATION LAW POLICY

WHEREAS, the St. Lawrence County Industrial Development Agency (SLCIDA), a Public Benefit Corporation chartered by the State of New York, is subject to laws relating to Freedom of Information, and

WHEREAS, the Freedom of Information Law (“FOIL”) ensures that the public has timely and unhindered access to records, and

WHEREAS, the St. Lawrence County Industrial Development Agency adopted a FOIL policy in 1982, with revisions to the policy in 2005, and

WHEREAS, revisions that were made to include local supplemental procedures in 2005 need further revision to afford accurate contact information for the public,

NOW, THEREFORE, BE IT RESOLVED that St. Lawrence County Industrial Development Agency does hereby authorize the revisions to the Freedom of Information Law Policy, including updated local supplemental procedures, attached hereto and made part hereof.

Move:				
Second:				
VOTE	AYE	NAY	ABSTAIN	ABSENT
Blevins				
Hall				
LaBaff				
McMahon				
Morrill				
Reagen				
Staples				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley
November xx, 2020

FREEDOM OF INFORMATION LAW
UPDATED November xx, 2020

PUBLIC OFFICERS LAW, ARTICLE 6, SECTIONS 84-90
FREEDOM OF INFORMATION LAW

Section	84. Legislative declaration.
	88. Access to state legislative records.
	85. Short title.
	89. General provisions relating to access to records;
	86. Definitions certain cases.
	87. Access to agency records.
	90. Severability.

§84. Legislative declaration.

The legislature hereby finds that a free society is maintained when government is responsive and responsible to the public, and when the public is aware of governmental actions. The more open a government is with its citizenry, the greater the understanding and participation of the public in government.

As state and local government services increase and public problems become more sophisticated and complex and therefore harder to solve, and with the resultant increase in revenues and expenditures, it is incumbent upon the state and its localities to extend public accountability wherever and whenever feasible.

The people's right to know the process of governmental decision-making and to review the documents and statistics leading to determinations is basic to our society. Access to such information should not be thwarted by shrouding it with the cloak of secrecy or confidentiality. The legislature therefore declares that government is the public's business and that the public, individually and collectively and represented by a free press, should have access to the records of government in accordance with the provisions of this article.

§85. Short title.

This article shall be known and may be cited as the "Freedom of Information Law."

§86. Definitions.

As used in this article, unless the context requires otherwise.

1. "Judiciary" means the courts of the state, including any municipal or district court, whether or not of record.
2. "State legislature" means the legislature of the state of New York, including any committee, subcommittee, joint committee, select committee, or commission thereof.
3. "Agency" means any state or municipal department, board, bureau, division, commission, committee, public authority, public corporation, council, office or other governmental entity performing a governmental or proprietary function for the state or any one or more municipalities thereof, except the judiciary or the state legislature.
4. "Record" means any information kept, held, filed, produced or reproduced by, with or for an agency or the state legislature, in any physical form whatsoever including, but not limited to, reports, statements, examinations, memoranda, opinions, folders, files, books, manuals, pamphlets, forms,

papers, designs, drawings, maps, photos, letters, microfilms, computer tapes or discs, rules, regulations or codes.

5. "Critical infrastructure" means systems, assets, places or things, whether physical or virtual, so vital to the state that the disruption, incapacitation or destruction of such systems, assets, places or things could jeopardize the health, safety, welfare or security of the state, its residents or its economy.

§87. Access to agency records.

1. (a) Within sixty days after the effective date of this article, the governing body of each public corporation shall promulgate uniform rules and regulations for all agencies in such public corporation pursuant to such general rules and regulations as may be promulgated by the committee on open government in conformity with the provisions of this article, pertaining to the administration of this article.

(b) Each agency shall promulgate rules and regulations, in conformity with this article and applicable rules and regulations promulgated pursuant to the provisions of paragraph (a) of this subdivision, and pursuant to such general rules and regulations as may be promulgated by the committee on open government in conformity with the provisions of this article, pertaining to the availability of records and procedures to be followed, including, but not limited to:

- i. the times and places such records are available;
- ii. the persons from whom such records may be obtained; and
- iii. the fees for copies of records which shall not exceed twenty-five cents per photocopy not in excess of nine inches by fourteen inches, or the actual cost of reproducing any other record, except when a different fee is otherwise prescribed by statute.

Records of the St. Lawrence County Industrial Development Agency ("SLCIDA") may be requested in writing, by fax or email from the agency's Records Access Officer as follows:

- **By regular mail at:**
Records Access Officer
St. Lawrence County Industrial Development Agency
19 Commerce Lane, Suite 1
Canton, NY 13669
- **By fax:** 315-386-2573
- **Or electronically at:** info@slcida.com

Please include a letter for your request (sample included on the last page of this document), including regular mailing address and telephone number in your request, even where the request is made electronically or by facsimile transmission.

Records are available for inspection during regular business hours (between 8:00 a.m. and 5:00 p.m., Monday through Friday, with the exception of Agency observed holidays.). You may contact the Records Access Officer at 315-379-9806 to make an appointment to review the records requested. The fee for copying records is \$0.25 per page or the actual cost of reproduction.

Records Access Officer: Chief Financial Officer of the SLCIDA
Denial Appeals Officer: Chairman of the SLCIDA

- (c). In determining the actual cost of reproducing a record, an agency may include only:
- i. an amount equal to the hourly salary attributed to the lowest paid agency employee who has the necessary skill required to prepare a copy of the requested record;
 - ii. the actual cost of the storage devices or media provided to the person making the request in complying with such request;
 - iii. the actual cost to the agency of engaging an outside professional service to prepare a copy of a record, but only when an agency's information technology equipment is inadequate to prepare a copy, if such service is used to prepare the copy; and
 - iv. preparing a copy shall not include search time or administrative costs, and no fee shall be charged unless at least two hours of agency employee time is needed to prepare a copy of the record requested. A person requesting a record shall be informed of the estimated cost of preparing a copy of the record if more than two hours of an agency employee's time is needed, or if an outside professional service would be retained to prepare a copy of the record.

2. Each agency shall, in accordance with its published rules, make available for public inspection and copying all records, except that such agency may deny access to records or portions thereof that:

- a. are specifically exempted from disclosure by state or federal statute;
if disclosed would constitute an unwarranted invasion of personal privacy under the provisions of subdivision two of section eighty-nine of this article;
if disclosed would impair present or imminent contract awards or collective bargaining negotiations;
- b. are trade secrets or are submitted to an agency by a commercial enterprise or derived from information obtained from a commercial enterprise and which if disclosed would cause substantial injury to the competitive position of the subject enterprise;
- c. are compiled for law enforcement purposes and which, if disclosed, would:
 - i. interfere with law enforcement investigations or judicial proceedings;
 - ii. deprive a person of a right to a fair trial or impartial adjudication;
 - iii. identify a confidential source or disclose confidential information relating to a criminal investigation; or
 - iv. reveal criminal investigative techniques or procedures, except routine techniques and procedures;
- d. if disclosed could endanger the life or safety of any person;
- e. are inter-agency or intra-agency materials which are not:
 - i. statistical or factual tabulations or data;
 - ii. instructions to staff that affect the public;
 - iii. final agency policy or determinations; or
 - iv. external audits, including but not limited to audits performed by the comptroller and the federal government; or
- f. are examination questions or answers which are requested prior to the final administration of such questions;
- g. if disclosed, would jeopardize an agency's capacity to guarantee the security of its information technology assets, such assets encompassing both electronic information systems and infrastructures; or
- h. are photographs, microphotographs, videotape or other recorded images prepared under authority of section eleven hundred eleven-a of the vehicle and traffic law.

3. Each agency shall maintain:

- (a) a record of the final vote of each member in every agency proceeding in which the member votes;
- (b) a record setting forth the name, public office address, title and salary of every officer or employee of the agency; and
- (c) a reasonably detailed current list by subject matter, of all records in the possession of the agency, whether or not available under this article.

4. (a) Each state agency which maintains records containing trade secrets, to which access may be denied pursuant to paragraph (d) of subdivision two of this section, shall promulgate regulations in conformity with the provisions of subdivision five of section eighty-nine of this article pertaining to such records, including, but not limited to the following:

- (1) the manner of identifying the records or parts;
- (2) the manner of identifying persons within the agency to whose custody the records or parts will be charged and for whose inspection and study the records will be made available;
- (3) the manner of safeguarding against any unauthorized access to the records.

(b) As used in this subdivision the term "agency" or "state agency" means only a state department, board, bureau, division, council or office and any public corporation the majority of whose members are appointed by the governor.

§88. Access to state legislative records.

1. The temporary president of the senate and the speaker of the assembly shall promulgate rules and regulations for their respective houses in conformity with the provisions of this article, pertaining to the availability, location and nature of records, including, but not limited to:

- (a) the times and places such records are available;
- (b) the persons from whom such records may be obtained;
- (c) the fees for copies of such records, which shall not exceed twenty-five cents per photocopy not in excess of nine inches by fourteen inches, or the actual cost of reproducing any other record, except when a different fee is otherwise prescribed by law.

2. The state legislature shall, in accordance with its published rules, make available for public inspection and copying:

- (a) bills and amendments thereto, fiscal notes, introducers' bill memoranda, resolutions and amendments thereto, and index records;
- (b) messages received from the governor or the other house of the legislature, and home rule messages;
- (c) legislative notification of the proposed adoption of rules by an agency;
- (d) transcripts or minutes, if prepared, and journal records of public sessions including meetings of committees and subcommittees and public hearings, with the records of attendance of members thereat and records of any votes taken;
- (e) internal or external audits and statistical or factual tabulations of, or with respect to, material otherwise available for public inspection and copying pursuant to this section or any other applicable provision of law;
- (f) administrative staff manuals and instructions to staff that affect members of the public;
- (g) final reports and formal opinions submitted to the legislature;

- (h) final reports or recommendations and minority or dissenting reports and opinions of members of committees, subcommittees, or commissions of the legislature;
- (i) any other files, records, papers or documents required by law to be made available for public inspection and copying.

3. Each house shall maintain and make available for public inspection and copying:

- (a) a record of votes of each member in every session and every committee and subcommittee meeting in which the member votes;
- (b) a record setting forth the name, public office address, title, and salary of every officer or employee; and
- (c) a current list, reasonably detailed, by subject matter of any records required to be made available for public inspection and copying pursuant to this section.

§89. General provisions relating to access to records; certain cases.

The provisions of this section apply to access to all records, except as hereinafter specified:

1. (a) The committee on open government is continued and shall consist of the lieutenant governor or the delegate of such officer, the secretary of state or the delegate of such officer, whose office shall act as secretariat for the committee, the commissioner of the office of general services or the delegate of such officer, the director of the budget or the delegate of such officer, and seven other persons, none of whom shall hold any other state or local public office except the representative of local governments as set forth herein, to be appointed as follows: five by the governor, at least two of whom are or have been representatives of the news media, one of whom shall be a representative of local government who, at the time of appointment, is serving as a duly elected officer of a local government, one by the temporary president of the senate, and one by the speaker of the assembly. The persons appointed by the temporary president of the senate and the speaker of the assembly shall be appointed to serve, respectively, until the expiration of the terms of office of the temporary president and the speaker to which the temporary president and speaker were elected. The four persons presently serving by appointment of the government for fixed terms shall continue to serve until the expiration of their respective terms. Thereafter, their respective successors shall be appointed for terms of four years. The member representing local government shall be appointed for a term of four years, so long as such member shall remain a duly elected officer of a local government. The committee shall hold no less than two meetings annually, but may meet at any time. The members of the committee shall be entitled to reimbursement for actual expenses incurred in the discharge of their duties.
- (b) The committee shall:
 - i. furnish to any agency advisory guidelines, opinions or other appropriate information regarding this article;
 - ii. furnish to any person advisory opinions or other appropriate information regarding this article;
 - iii. promulgate rules and regulations with respect to the implementation of subdivision one and paragraph (c) of subdivision three of section eighty-seven of this article;
 - iv. request from any agency such assistance, services and information as will enable the committee to effectively carry out its powers and duties; and

- v. report on its activities and findings regarding articles six and seven of this chapter, including recommendations for changes in the law, to the governor and the legislature annually, on or before December fifteenth.
- 2.
- (a) The committee on open government may promulgate guidelines regarding deletion of identifying details or withholding of records otherwise available under this article to prevent unwarranted invasions of personal privacy. In the absence of such guidelines, an agency may delete identifying details when it makes records available.
 - (b) An unwarranted invasion of personal privacy includes, but shall not be limited to:
 - i. disclosure of employment, medical or credit histories or personal references of applicants for employment;
 - ii. disclosure of items involving the medical or personal records of a client or patient in a medical facility;
 - iii. sale or release of lists of names and addresses if such lists would be used for commercial or fund-raising purposes;
 - iv. disclosure of information of a personal nature when disclosure would result in economic or personal hardship to the subject party and such information is not relevant to the work of the agency requesting or maintaining it;
 - v. disclosure of information of a personal nature reported in confidence to an agency and not relevant to the ordinary work of such agency; or
 - vi. information of a personal nature contained in a workers' compensation record, except as provided by section one hundred ten-a of the workers' compensation law.
 - (c) Unless otherwise provided by this article, disclosure shall not be construed to constitute an unwarranted invasion of personal privacy pursuant to paragraphs (a) and (b) of this subdivision:
 - i. when identifying details are deleted;
 - ii. when the person to whom a record pertains consents in writing to disclosure;
 - iii. when upon presenting reasonable proof of identity' a person seeks access to records pertaining to him.

2-a. Nothing in this article shall permit disclosure which constitutes an unwarranted invasion of personal privacy as defined in subdivision two of this section if such disclosure is prohibited under section ninety-six of this chapter.

3. Each entity subject to the provisions of this article, within five business days of the receipt of a written request for a record reasonably described, shall make such record available to the person requesting it, deny such request in writing or furnish a written acknowledgment of the receipt of such request and a statement of the approximate date, which shall be reasonable under the circumstances of the request, when such request will be granted or denied, including, where appropriate, a statement that access to the record will be determined in accordance with subdivision five of this section. If an agency determines to grant a request in whole or in part, and if circumstances prevent disclosure to the person requesting the record or records within twenty business days from the date of the acknowledgement of the receipt of the request, the agency shall state, in writing, both the reason for the inability to grant the request within twenty business days and a date certain within a reasonable period, depending on the circumstances, when the request will be granted in whole or in part. Upon payment of, or offer to pay, the fee prescribed therefor, the entity shall provide a copy of such record and certify to the correctness of such copy if so requested, or as the case may be, shall certify that it does not have possession of such record or that such record cannot be found after diligent search.

Nothing in this article shall be construed to require any entity to prepare any record not possessed or maintained by such entity except the records specified in subdivision three of section eighty-seven and subdivision three of section eighty-eight.

4. (a) Except as provided in subdivision five of this section, any person denied access to a record may within thirty days appeal in writing such denial to the head, chief executive or governing body of the entity, or the person therefor designated by such head, chief executive, or governing body, who shall within ten business days of the receipt of such appeal fully explain in writing to the person requesting the record the reasons for further denial, or provide access to the record sought. In addition, each agency shall immediately forward to the committee on open government a copy of such appeal when received by the agency and the ensuing determination thereon. Failure by an agency to conform to the provisions of subdivision three of this section shall constitute a denial.
- (b) Except as provided in subdivision five of this section, a person denied access to a record in an appeal determination under the provisions of paragraph (a) of this subdivision may bring a proceeding for review of such denial pursuant to article seventy-eight of the civil practice law and rules. In the event that access to any record is denied pursuant to the provisions of subdivision two of section eighty-seven of this article, the agency involved shall have the burden of proving that such record falls within the provisions of such subdivision two. Failure by an agency to conform to the provisions of paragraph (a) of this subdivision shall constitute a denial.
- (c) The court in such a proceeding may assess, against such agency involved, reasonable attorney's fees and other litigation costs reasonably incurred by such person in any case under the provisions of this section in which such person has substantially prevailed, provided, that such attorney's fees and litigation costs may be recovered only where the court finds that:
 - i. the record involved was, in fact, of clearly significant interest to the general public; and
 - ii. the agency lacked a reasonable basis in law for withholding the record.

5. (a) (1) A person acting pursuant to law or regulation who, subsequent to the effective date of this subdivision, submits any information to any state agency may, at the time of submission, request that the agency except such information from disclosure under paragraph (d) of subdivision two of section eighty-seven of this article. Where the request itself contains information which if disclosed would defeat the purpose for which the exception is sought, such information shall also be excepted from disclosure.

(1-a) A person or entity who submits or otherwise makes available any records to any agency, may, at any time, identify those records or portions thereof that may contain critical infrastructure information, and request that the agency that maintains such records except such information from disclosure under subdivision two of section eighty-seven of this article. Where the request itself contains information which if disclosed would defeat the purpose for which the exception is sought, such information shall also be excepted from disclosure.

- (2) The request for an exception shall be in writing and state the reasons why the information should be excepted from disclosure.
 - (3) Information submitted as provided in subparagraphs one and one-a of this paragraph shall be excepted from disclosure and be maintained apart by the agency from all other records until fifteen days after the entitlement to such exception has been finally determined or such further time as ordered by a court of competent jurisdiction.
- (b) On the initiative of the agency at any time, or upon the request of any person for a record excepted from disclosure pursuant to this subdivision, the agency shall:
- i. inform the person who requested the exception of the agency's intention to determine whether such exception should be granted or continued;
 - ii. permit the person who requested the exception, within ten business days of receipt of notification from the agency, to submit a written statement of the necessity for the granting or continuation of such exception;
 - iii. within seven business days of receipt of such written statement, or within seven business days of the expiration of the period prescribed for submission of such statement, issue a written determination granting, continuing or terminating such exception and stating the reasons therefor; copies of such determination shall be served upon the person, if any, requesting the record, the person who requested the exception, and the committee on open government.
- (c) A denial of an exception from disclosure under paragraph (b) of this subdivision may be appealed by the person submitting the information and a denial of access to the record may be appealed by the person requesting the record in accordance with this subdivision.
- (1) Within seven business days of receipt of written notice denying the request, the person may file a written appeal from the determination of the agency with the head of the agency, the chief executive officer or governing body or their designated representatives.
 - (2) The appeal shall be determined within ten business days of the receipt of the appeal. Written notice of the determination shall be served upon the person, if any, requesting the record, the person who requested the exception and the committee on public access to records. The notice shall contain a statement of the reasons for the determination.
- (d) A proceeding to review an adverse determination pursuant to paragraph (c) of this subdivision may be commenced pursuant to article seventy-eight of the civil practice law and rules. Such proceeding, when brought by a person seeking an exception from disclosure pursuant to this subdivision, must be commenced within fifteen days of the service of the written notice containing the adverse determination provided for in subparagraph two of paragraph (c) of this subdivision.
- (e) The person requesting an exception from disclosure pursuant to this subdivision shall in all proceedings have the burden of proving entitlement to the exception.

- (f) Where the agency denies access to a record pursuant to paragraph (d) of subdivision two of section eighty-seven of this article, the agency shall have the burden of proving that the record falls within the provisions of such exception.
- (g) Nothing in this subdivision shall be construed to deny any person access, pursuant to the remaining provisions of this article, to any record or part excepted from disclosure upon the express written consent of the person who had requested the exception.
- (h) As used in this subdivision the term "agency" or "state agency" means only a state department, board, bureau, division, council or office and any public corporation the majority of whose members are appointed by the governor.

6. Nothing in this article shall be construed to limit or abridge any otherwise available right of access at law or in equity of any party to records.

7. Nothing in this article shall require the disclosure of the home address of an officer or employee, former officer or employee, or of a retiree of a public employees' retirement system; nor shall anything in this article require the disclosure of the name or home address of a beneficiary of a public employees' retirement system or of an applicant for appointment to public employment; provided however, that nothing in this subdivision shall limit or abridge the right of an employee organization, certified or recognized for any collective negotiating unit of an employer pursuant to article fourteen of the civil service law, to obtain the name or home address of any officer, employee or retiree of such employer, if such name or home address is otherwise available under this article.

8. Any person who, with intent to prevent public inspection of a record pursuant to this article, willfully conceals or destroys any such record shall be guilty of a violation.

§90. Severability.

If any provision of this article or the application thereof to any person or circumstances is adjudged invalid by a court of competent jurisdiction, such judgment shall not affect or impair the validity of the other provisions of the article or the application thereof to other persons and circumstances.

For further information, contact:
Committee on Open Government
NYS Department of State
41 State Street
Albany, NY 12231

Application for Public Access to Records

Records Access Officer
St. Lawrence County Industrial Development Agency
19 Commerce Lane, Suite 1
Canton, New York 13617

Under the provisions of the New York Freedom of Information Law, Article 6 of the Public Officers Law, I hereby request records or portions thereof pertaining to (or containing the following):

(Please identify the records in which you are interested in obtaining, as clearly as possible)

If my request appears to be extensive or fails to reasonably describe the records, please contact me in writing or by phone at **phone Number:** _____ If there are any fees for copying the records requested, please inform me before filling the request (or: . . . please supply the records without informing me if the fees are not in excess of **dollar amount: \$** _____).

As you know, the Freedom of Information Law requires that an agency respond to a request within five business days of receipt of a request. Therefore, I would appreciate a response as soon as possible and look forward to hearing from you shortly. If for any reason any portion of my request is denied, please inform me of the reasons for the denial in writing and provide the name and address of the person or body to whom an appeal should be directed.

Sincerely,
Signature: _____
Printed Name: _____
Address: _____
City, State, ZIP code: _____

For Agency Use Only

- Approved
- Denied (for the reason(s) checked below)
 - Confidential Disclosure
 - Unwarranted Invasion of Personal Privacy
 - Record of which this Agency is legal custodian cannot be found
 - Exempted by Statute other than the Freedom of Information Act
 - Other (specify) _____

Signature _____ Date _____
Title _____

Notice: You have a right to appeal a denial of this application to the Chairman of the Agency, St. Lawrence County Industrial Development Agency, 19 Commerce Lane, Suite 1, Canton, New York 13617, who must fully explain the reasons for such denial in writing ten (10) days of receipt of an appeal.

I HEREBY APPEAL:

Signature Date

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 Resolution No. 20-11-xx
 Governance Review: November 6, 2020
 November xx, 2020

ANNUAL REVIEW OF SEXUAL HARASSMENT POLICY

WHEREAS, the St. Lawrence County Industrial Development Agency (the “Agency”) is committed to maintaining a workplace free from sexual harassment, and

WHEREAS, the St. Lawrence County Industrial Development Agency (the “Agency”) has had in place since 2010 a policy outlining the prevention of sexual harassment of its employees and visitors, and

WHEREAS, Agency policies, standards and procedures undergo periodic review by the Agency’s Governance Committee, and

WHEREAS, new State mandates concerning sexual harassment prevention and training were recently made available as guidance, and

WHEREAS, staff participated in a training exercise on either October 6 or October 14, 2020 that meets the guidelines established by the New York State Department of Labor;

NOW, THEREFORE, BE IT RESOLVED that the St. Lawrence County Industrial Development Agency’s Governance Committee, having reviewed the current Sexual Harassment Policy, does recommend acceptance by the Agency Board, the Policy and Complaint Form, as attached.

Move:				
Second:				
VOTE	AYE	NAY	ABSTAIN	ABSENT
Blevins				
Hall				
LaBaff				
McMahon				
Reagen				
Staples				
Morrill				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley
 November xx, 2020

Policy Guidance:
Sexual Harassment Policy

Original Policy (Date): October 1, 2010

Revised (Date): October 5, 2018

Introduction

The St. Lawrence County Industrial Development Agency is committed to maintaining a workplace free from sexual harassment. Sexual harassment is a form of workplace discrimination. All employees are required to work in a manner that prevents sexual harassment in the workplace. This Policy is one component of the St. Lawrence County Industrial Development Agency's commitment to a discrimination-free work environment. Sexual harassment is against the law¹ and all employees have a legal right to a workplace free from sexual harassment and employees are urged to report sexual harassment by filing a complaint internally with the St. Lawrence County Industrial Development Agency. Employees can also file a complaint with a government agency or in court under federal, state or local antidiscrimination laws.

Policy Guidance:

1. The St. Lawrence County Industrial Development Agency's policy applies to all employees, applicants for employment, interns, whether paid or unpaid, contractors and persons conducting business, regardless of immigration status, with the St. Lawrence County Industrial Development Agency. In the remainder of this document, the term "employees" refers to this collective group.
2. Sexual harassment will not be tolerated. Any employee or individual covered by this policy who engages in sexual harassment or retaliation will be subject to remedial and/or disciplinary action (e.g., counseling, suspension, termination).
3. Retaliation Prohibition: No person covered by this Policy shall be subject to adverse action because the employee reports an incident of sexual harassment, provides information, or otherwise assists in any investigation of a sexual harassment complaint. The St. Lawrence County Industrial Development Agency will not tolerate such retaliation against anyone who, in good faith, reports or provides information about suspected sexual harassment. Any employee of the St. Lawrence County Industrial Development Agency who retaliates against anyone involved in a sexual harassment investigation will be subjected to disciplinary action, up to and including termination. All

¹ While this policy specifically addresses sexual harassment, harassment because of and discrimination against persons of all protected classes is prohibited. In New York State, such classes include age, race, creed, color, national origin, sexual orientation, military status, sex, disability, marital status, domestic violence victim status, gender identity and criminal history.

Adoption of this policy does not constitute a conclusive defense to charges of unlawful sexual harassment. Each claim of sexual harassment will be determined in accordance with existing legal standards, with due consideration of the particular facts and circumstances of the claim, including but not limited to the existence of an effective anti-harassment policy and procedure.

employees, paid or unpaid interns, or non-employees² working in the workplace who believe they have been subject to such retaliation should inform a supervisor, manager, or Administrative Services Coordinator. All employees, paid or unpaid interns or non-employees who believe they have been a target of such retaliation may also seek relief in other available forums, as explained below in the section on Legal Protections.

4. Sexual harassment is offensive, is a violation of our policies, is unlawful, and may subject the St. Lawrence County Industrial Development Agency to liability for harm to targets of sexual harassment. Harassers may also be individually subject to liability. Employees of every level who engage in sexual harassment, including managers and supervisors who engage in sexual harassment or who allow such behavior to continue, will be penalized for such misconduct.
5. The St. Lawrence County Industrial Development Agency will conduct a prompt and thorough investigation that ensures due process for all parties, whenever management receives a complaint about sexual harassment, or otherwise knows of possible sexual harassment occurring. The St. Lawrence County Industrial Development Agency will keep the investigation confidential to the extent possible. Effective corrective action will be taken whenever sexual harassment is found to have occurred. All employees, including managers and supervisors, are required to cooperate with any internal investigation of sexual harassment.
6. All employees are encouraged to report any harassment or behaviors that violate this policy. The St. Lawrence County Industrial Development Agency will provide all employees a complaint form for employees to report harassment and file complaints.
7. Managers and supervisors are **required** to report any complaint that they receive, or any harassment that they observe or become aware of, to the Administrative Services Coordinator.
8. This policy applies to all employees, paid or unpaid interns, and non-employees and all must follow and uphold this policy. This policy must be provided to all employees and should be posted prominently in all work locations to the extent practicable (for example, in a main office, not an offsite work location) and be provided to employees upon hiring.

What Is “Sexual Harassment”?

Sexual harassment is a form of sex discrimination and is unlawful under federal, state, and (where applicable) local law. Sexual harassment includes harassment on the basis of sex, sexual orientation, self-identified or perceived sex, gender expression, gender identity and the status of being transgender.

² A non-employee is someone who is (or is employed by) a contractor, subcontractor, vendor, consultant, or anyone providing services in the workplace. Protected non-employees include persons commonly referred to as independent contractors, “gig” workers and temporary workers. Also included are persons providing equipment repair, cleaning services or any other services provided pursuant to a contract with the employer.

Sexual harassment includes unwelcome conduct which is either of a sexual nature, or which is directed at an individual because of that individual's sex when:

- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment, even if the reporting individual is not the intended target of the sexual harassment;
- Such conduct is made either explicitly or implicitly a term or condition of employment; or
- Submission to or rejection of such conduct is used as the basis for employment decisions affecting an individual's employment.

A sexually harassing hostile work environment includes, but is not limited to, words, signs, jokes, pranks, intimidation or physical violence which are of a sexual nature, or which are directed at an individual because of that individual's sex. Sexual harassment also consists of any unwanted verbal or physical advances, sexually explicit derogatory statements or sexually discriminatory remarks made by someone which are offensive or objectionable to the recipient, which cause the recipient discomfort or humiliation, which interfere with the recipient's job performance.

Sexual harassment also occurs when a person in authority tries to trade job benefits for sexual favors. This can include hiring, promotion, continued employment or any other terms, conditions or privileges of employment. This is also called "quid pro quo" harassment.

Any employee who feels harassed should report so that any violation of this policy can be corrected promptly. Any harassing conduct, even a single incident, can be addressed under this policy.

Examples of sexual harassment

The following describes some of the types of acts that may be unlawful sexual harassment and that are strictly prohibited:

- Physical acts of a sexual nature, such as:
 - Touching, pinching, patting, kissing, hugging, grabbing, brushing against another employee's body or poking another employee's body;
 - Rape, sexual battery, molestation or attempts to commit these assaults.
- Unwanted sexual advances or propositions, such as:
 - Requests for sexual favors accompanied by implied or overt threats concerning the target's job performance evaluation, a promotion or other job benefits or detriments;
 - Subtle or obvious pressure for unwelcome sexual activities.

- Sexually oriented gestures, noises, remarks or jokes, or comments about a person's sexuality or sexual experience, which create a hostile work environment.
- Sex stereotyping occurs when conduct or personality traits are considered inappropriate simply because they may not conform to other people's ideas or perceptions about how individuals of a particular sex should act or look.
- Sexual or discriminatory displays or publications anywhere in the workplace, such as:
 - Displaying pictures, posters, calendars, graffiti, objects, promotional material, reading materials or other materials that are sexually demeaning or pornographic. This includes such sexual displays on workplace computers or cell phones and sharing such displays while in the workplace.
- Hostile actions taken against an individual because of that individual's sex, sexual orientation, gender identity and the status of being transgender, such as:
 - Interfering with, destroying or damaging a person's workstation, tools or equipment, or otherwise interfering with the individual's ability to perform the job;
 - Sabotaging an individual's work;
 - Bullying, yelling, name-calling.

Who can be a target of sexual harassment?

Sexual harassment can occur between any individuals, regardless of their sex or gender. New York Law protects employees, paid or unpaid interns, and non-employees, including independent contractors, and those employed by companies contracting to provide services in the workplace. Harassers can be a superior, a subordinate, a coworker or anyone in the workplace including an independent contractor, contract worker, vendor, client, customer or visitor.

Where can sexual harassment occur?

Unlawful sexual harassment is not limited to the physical workplace itself. It can occur while employees are traveling for business or at employer sponsored events or parties. Calls, texts, emails, and social media usage by employees can constitute unlawful workplace harassment, even if they occur away from the workplace premises, on personal devices or during non-work hours.

Retaliation

Unlawful retaliation can be any action that could discourage a worker from coming forward to make or support a sexual harassment claim. Adverse action need not be job-related or occur in the workplace to constitute unlawful retaliation (e.g., threats of physical violence outside of work hours).

Such retaliation is unlawful under federal, state, and (where applicable) local law. The New York State Human Rights Law protects any individual who has engaged in “protected activity.” Protected activity occurs when a person has:

- made a complaint of sexual harassment, either internally or with any anti-discrimination agency;
- testified or assisted in a proceeding involving sexual harassment under the Human Rights Law or other anti-discrimination law;
- opposed sexual harassment by making a verbal or informal complaint to management, or by simply informing a supervisor or manager of harassment;
- reported that another employee has been sexually harassed; or
- encouraged a fellow employee to report harassment.

Even if the alleged harassment does not turn out to rise to the level of a violation of law, the individual is protected from retaliation if the person had a good faith belief that the practices were unlawful. However, the retaliation provision is not intended to protect persons making intentionally false charges of harassment.

Reporting Sexual Harassment

Preventing sexual harassment is everyone’s responsibility. The St. Lawrence County Industrial Development Agency cannot prevent or remedy sexual harassment unless it knows about it. Any employee, paid or unpaid intern or non-employee who has been subjected to behavior that may constitute sexual harassment is encouraged to report such behavior to a supervisor, manager or Administrative Services Coordinator. Anyone who witnesses or becomes aware of potential instances of sexual harassment should report such behavior to a supervisor, manager or Administrative Services Coordinator.

Reports of sexual harassment may be made verbally or in writing. A form for submission of a written complaint is attached to this Policy, and all employees are encouraged to use this complaint form. Employees who are reporting sexual harassment on behalf of other employees should use the complaint form and note that it is on another employee’s behalf.

Employees, paid or unpaid interns or non-employees who believe they have been a target of sexual harassment may also seek assistance in other available forums, as explained below in the section on Legal Protections.

Supervisory Responsibilities

All supervisors and managers who receive a complaint or information about suspected sexual harassment, observe what may be sexually harassing behavior or for any reason suspect that sexual harassment is occurring, **are required** to report such suspected sexual harassment to the Administrative Services Coordinator.

In addition to being subject to discipline if they engaged in sexually harassing conduct themselves, supervisors and managers will be subject to discipline for failing to report suspected sexual harassment or otherwise knowingly allowing sexual harassment to continue.

Supervisors and managers will also be subject to discipline for engaging in any retaliation.

Complaint and Investigation of Sexual Harassment

All complaints or information about sexual harassment will be investigated, whether that information was reported in verbal or written form. Investigations will be conducted in a timely manner and will be confidential to the extent possible.

An investigation of any complaint, information or knowledge of suspected sexual harassment will be prompt and thorough, commenced immediately and completed as soon as possible. The investigation will be kept confidential to the extent possible. All persons involved, including complainants, witnesses and alleged harassers will be accorded due process, as outlined below, to protect their rights to a fair and impartial investigation.

Any employee may be required to cooperate as needed in an investigation of suspected sexual harassment. The St. Lawrence County Industrial Development Agency will not tolerate retaliation against employees who file complaints, support another's complaint or participate in an investigation regarding a violation of this policy.

While the process may vary from case to case, investigations should be done in accordance with the following steps:

- Upon receipt of complaint, the Administrative Services Coordinator will conduct an immediate review of the allegations, and take any interim actions (e.g., instructing the respondent to refrain from communications with the complainant), as appropriate. If complaint is verbal, encourage the individual to complete the "Complaint Form" in writing. If he or she refuses, prepare a Complaint Form based on the verbal reporting.
- If documents, emails or phone records are relevant to the investigation, take steps to obtain and preserve them.
- Request and review all relevant documents, including all electronic communications.
- Interview all parties involved, including any relevant witnesses;

- Create a written documentation of the investigation (such as a letter, memo or email), which contains the following:
 - A list of all documents reviewed, along with a detailed summary of relevant documents;
 - A list of names of those interviewed, along with a detailed summary of their statements;
 - A timeline of events;
 - A summary of prior relevant incidents, reported or unreported; and
 - The basis for the decision and final resolution of the complaint, together with any corrective action(s).

- Keep the written documentation and associated documents in a secure and confidential location.

- Promptly notify the individual who reported and the individual(s) about whom the complaint was made of the final determination and implement any corrective actions identified in the written document.

- Inform the individual who reported of the right to file a complaint or charge externally as outlined in the next section.

Legal Protections And External Remedies

Sexual harassment is not only prohibited by the St. Lawrence County Industrial Development Agency but is also prohibited by state, federal, and, where applicable, local law.

Aside from the internal process at the St. Lawrence County Industrial Development Agency employees may also choose to pursue legal remedies with the following governmental entities. While a private attorney is not required to file a complaint with a governmental agency, you may seek the legal advice of an attorney.

In addition to those outlined below, employees in certain industries may have additional legal protections.

State Human Rights Law (HRL)

The Human Rights Law (HRL), codified as N.Y. Executive Law, art. 15, § 290 et seq., applies to all employers in New York State with regard to sexual harassment, and protects employees, paid or unpaid interns and non-employees, regardless of immigration status. A complaint alleging violation of the Human Rights Law may be filed either with the Division of Human Rights (DHR) or in New York State Supreme Court.

Complaints with DHR may be filed any time **within one year** of the harassment. If an individual did not file at DHR, they can sue directly in state court under the HRL, **within three years** of the

alleged sexual harassment. An individual may not file with DHR if they have already filed a HRL complaint in state court.

Complaining internally to the St. Lawrence County Industrial Development Agency does not extend your time to file with DHR or in court. The one year or three years is counted from date of the most recent incident of harassment.

You do not need an attorney to file a complaint with DHR, and there is no cost to file with DHR.

DHR will investigate your complaint and determine whether there is probable cause to believe that sexual harassment has occurred. Probable cause cases are forwarded to a public hearing before an administrative law judge. If sexual harassment is found after a hearing, DHR has the power to award relief, which varies but may include requiring your employer to take action to stop the harassment, or redress the damage caused, including paying of monetary damages, attorney's fees and civil fines.

DHR's main office contact information is: NYS Division of Human Rights, One Fordham Plaza, Fourth Floor, Bronx, New York 10458. You may call (718) 741-8400 or visit: www.dhr.ny.gov.

Contact DHR at (888) 392-3644 or visit dhr.ny.gov/complaint for more information about filing a complaint. The website has a complaint form that can be downloaded, filled out, notarized and mailed to DHR. The website also contains contact information for DHR's regional offices across New York State.

Civil Rights Act of 1964

The United States Equal Employment Opportunity Commission (EEOC) enforces federal anti-discrimination laws, including Title VII of the 1964 federal Civil Rights Act (codified as 42 U.S.C. § 2000e et seq.). An individual can file a complaint with the EEOC anytime within 300 days from the harassment. There is no cost to file a complaint with the EEOC. The EEOC will investigate the complaint and determine whether there is reasonable cause to believe that discrimination has occurred, at which point the EEOC will issue a Right to Sue letter permitting the individual to file a complaint in federal court.

The EEOC does not hold hearings or award relief but may take other action including pursuing cases in federal court on behalf of complaining parties. Federal courts may award remedies if discrimination is found to have occurred. In general, private employers must have at least 15 employees to come within the jurisdiction of the EEOC.

An employee alleging discrimination at work can file a "Charge of Discrimination." The EEOC has district, area, and field offices where complaints can be filed. Contact the EEOC by calling 1-800-669-4000 (TTY: 1-800-669-6820), visiting their website at www.eeoc.gov or via email at info@eeoc.gov.

If an individual filed an administrative complaint with DHR, DHR will file the complaint with the EEOC to preserve the right to proceed in federal court.

Local Protections

Many localities enforce laws protecting individuals from sexual harassment and discrimination. An individual should contact the county, city or town in which they live to find out if such a law exists. For example, employees who work in New York City may file complaints of sexual harassment with the New York City Commission on Human Rights. Contact their main office at Law Enforcement Bureau of the NYC Commission on Human Rights, 40 Rector Street, 10th Floor, New York, New York; call 311 or (212) 306-7450; or visit www.nyc.gov/html/cchr/html/home/home.shtml.

Contact the Local Police Department

If the harassment involves unwanted physical touching, coerced physical confinement or coerced sex acts, the conduct may constitute a crime. Contact the local police department.

By my signature, below, I acknowledge that I have received a copy of the following policy. I understand that I am expected to read and understand the policy as it contains important information relative to my employment with the St. Lawrence County Industrial Development Agency.

Policy:	Sexual Harassment Policy
---------	--------------------------

Employee Signature: _____

Date: _____

Original: Employee File
Copy: For Employee

The St. Lawrence County Industrial Development Agency

New York State Labor Law requires all employers to adopt a sexual harassment prevention policy that includes a complaint form for employees to report alleged incidents of sexual harassment.

If you believe that you have been subjected to sexual harassment, you are encouraged to complete this form and submit it to the Administrative Services Coordinator; 19 Commerce Lane, Suite 1, Canton, New York 13617; (submitted in person, electronically or postal delivery). Once you submit this form, your employer must follow its sexual harassment prevention policy and investigate any claims.

If you are more comfortable reporting verbally or in another manner, your employer is still required to follow its sexual harassment prevention policy by investigating the claims as outlined at the end of this form.

COMPLAINANT INFORMATION

Name: _____

Home Address: _____ Work Address: _____

Home Phone: _____ Work Phone: _____

Job Title: _____ Email: _____

Select Preferred Communication Method: Email Phone In Person

SUPERVISORY INFORMATION

Immediate Supervisor's Name: _____

Title: _____

Work Phone: _____ Work Address: _____

COMPLAINT INFORMATION

1. Your complaint of Sexual Harassment is made against:

Name: _____ Title: _____

Work Address: _____ Work Phone: _____

Adoption of this form does not constitute a conclusive defense to charges of unlawful sexual harassment. Each claim of sexual harassment will be determined in accordance with existing legal standards, with due consideration of the particular facts and circumstances of the claim, including but not limited to the existence of an effective anti-harassment policy and procedure.

Relationship to you: Supervisor Subordinate Co-Worker Other

2. Please describe the conduct or incident(s) that is the basis of this complaint and your reasons for concluding that the conduct is sexual harassment. Please use additional sheets of paper if necessary and attach any relevant documents or evidence.

3. Date(s) sexual harassment occurred:

Is the sexual harassment continuing? Yes No

4. Please list the name and contact information of any witnesses or individuals that may have information related to your complaint:

The last four questions are optional but may help facilitate the investigation.

5. Have you previously complained or provided information (verbal or written) about sexual harassment at the St. Lawrence County Industrial Development Agency? If yes, when and to whom did you complain or provide information?

6. Have you filed a claim regarding this complaint with a federal, state or local government agency?

Yes No

7. Have you instituted a legal suit or court action regarding this complaint?

Yes No

8. Have you hired an attorney with respect to this complaint?

Yes No

If you have retained legal counsel and would like us to work with them, please provide their contact information.

I request that the St. Lawrence County Industrial Development Agency investigate this complaint of sexual harassment in a timely and confidential manner as outlined below and advise me of the results of the investigation.

Signature: _____

Date: _____

Adoption of this form does not constitute a conclusive defense to charges of unlawful sexual harassment. Each claim of sexual harassment will be determined in accordance with existing legal standards, with due consideration of the particular facts and circumstances of the claim, including but not limited to the existence of an effective anti-harassment policy and procedure.

Minimum Standards for Sexual Harassment Prevention Policies



Combating Sexual Harassment

Every employer in the State of New York is required to adopt a sexual harassment prevention policy pursuant to Section 201-g of the Labor Law. An employer that does not adopt the model policy must ensure that the policy that they adopt meets or exceeds the following minimum standards. The policy must:

- i) prohibit sexual harassment consistent with guidance issued by the Department of Labor in consultation with the Division of Human Rights;
- ii) provide examples of prohibited conduct that would constitute unlawful sexual harassment;
- iii) include information concerning the federal and state statutory provisions concerning sexual harassment, remedies available to victims of sexual harassment, and a statement that there may be applicable local laws;
- iv) include a complaint form;
- v) include a procedure for the timely and confidential investigation of complaints that ensures due process for all parties;
- vi) inform employees of their rights of redress and all available forums for adjudicating sexual harassment complaints administratively and judicially;
- vii) clearly state that sexual harassment is considered a form of employee misconduct and that sanctions will be enforced against individuals engaging in sexual harassment and against supervisory and managerial personnel who knowingly allow such behavior to continue; and
- viii) clearly state that retaliation against individuals who complain of sexual harassment or who testify or assist in any investigation or proceeding involving sexual harassment is unlawful.

Employers must provide each employee with a copy of its policy in writing. Employers should provide employees with the policy in the language spoken by their employees.

* * *

The adoption of a policy does not constitute a conclusive defense to charges of unlawful sexual harassment. Each claim of sexual harassment will be determined in accordance with existing legal standards, with due consideration of the particular facts and circumstances of the claim, including but not limited to the existence of an effective anti-harassment policy and procedure.

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Res. No. IDA-20-11-xx
Governance Committee Review: November 6, 2020
November xx, 2020

**AUTHORIZING THE ADOPTION OF A RECORDS RETENTION AND
DISPOSITION POLICY**

WHEREAS, the St. Lawrence County Industrial Development Agency (“the Agency”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "State") as amended, and Chapter 358 of the Laws of 1971 of the State, as amended (collectively, the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the Agency would like to adopt a Records Retention and Disposition Policy to identify, protect and preserve archival records in a manner that promotes efficient administration, management and disposal of important records and to ensure continued compliance with the current Best Practices in governance and applicable law, including without limitation, the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009; and

WHEREAS, the Agency would also like to adopt the *Retention and Disposition Schedule for New York Local Government Records*, issued pursuant to Article 57-A of the Arts and Cultural Affairs Law, and containing legal minimum retention periods for local government records, adopted for use by all officers in legally disposing of valueless records listed therein; and

WHEREAS, that in accordance with Article 57-A: a) only those records will be disposed of that are described in *Retention and Disposition Schedule for New York Local Government Records* after they have met the minimum retention periods described therein; b) only those records will be disposed of that do not have sufficient administrative, fiscal, legal, or historical value to merit retention beyond established legal minimum periods;

THEREFORE, BE IT RESOLVED, that the St. Lawrence County Industrial Development Agency authorizes the following policy guidelines:

RECORDS RETENTION AND DISPOSITION POLICY

Governance Committee Review: November 6, 2020

November xx, 2020

Section 1: In accordance with Article 57-A of the Arts Law Records Retention and Disposition Schedule M1-1 (“the schedule”), containing legal minimum retention periods for local government records, is hereby adopted for use by all officers and employees of the agency in legally disposing of valueless records listed in the Schedule; and

Section 2: In accordance with Article 57-A of the Arts Law, (a) only those records will be disposed of that are described in the schedule after they have met the minimum retention periods described therein, and (b) only those records will be disposed of that do not have sufficient administrative, fiscal, legal, or historical value to merit retention beyond established legal minimal periods;

Section 3: The Agency hereby determines that the proposed action of a Type II action pursuant to Article 8 of the New York Environmental Conservation Law (including the regulations thereunder, (“SEQRA”) involving “continuing agency administration” which does not involve “new programs or major reordering of priorities that may affect the environment (6 NYCRR §617.5(c)(20)), and therefore no findings or determination of significance are required under SEQRA;

Section 4: The Agency hereby authorizes the Chairman, the Chief Executive Officer, and the Chief Financial Officer, to take all steps necessary to implement the matters described herein. The Chief Financial Officer is hereby appointed the Records Management Officer of the Agency.

Section 5: This Resolution shall not preclude the Agency from adopting other or further policies relating to governance and other activities relating to the Agency as determined from time-to-time as they relate to the members of the Agency.

Section 6: This Resolution shall take effect immediately.

Move:				
Second:				
VOTE	AYE	NAY	ABSTAIN	ABSENT
Blevins				
Hall				
LaBaff				
McMahon				
Morrill				
Reagen				
Staples				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley
November xx, 2020

Record Retention Schedule
Consistent with Retention and Disposition Schedule for New York Local Government Records, or LGS-1

Type of Record	LGS-01 Reference	Retention Period (Years)
FISCAL		
Audit	pg. 119[472]	Permanent
Audit Background Documentation	pg. 119[472]	6 Years
Banking (statements, reconciliations, etc)	pg. 119[475]	6 Years
Bonds and Notes	pg. 121 [485]	6 Years after bond issue retired
Budget	pg. 122 [490 a b c d]	Permanent*
Budget Preparation File	pg. 122 [489]	6 Years
General Ledger	pg. 124[502]	6 Years
Subsidiary Ledger	pg. 124 [503]	6 Years after last entry
Past Due Account Fiscal Records	pg. 125 [510]	6 Years after account satisfied or otherwise closed
Billing Records	pg. 126[514]	6 Years after last entry
Invoices	pg. 132[550]	6 Years
Periodic Reports (fiscal)	pg. 133 [555]	6 Years
Annual Fiscal Reports	pg. 133 [556]	Permanent*
Local Development Corporations		
Business/industry Loan Case File	pg. 160 [612]	6 Years after Denial/10 years after final payment on loan
Master Summary Record	pg. 160 [613]	Permanent
Monthly or Periodic Reports On Loan Status	pg. 161 [619]	1 Year After Superseded or Obsolete
Organizational and Establishment Records	pg. 161 [620]	Permanent
Election Records	pg. 161 [621]	Permanent
Membership Records (lists of members)	pg. 161 [622]	Permanent
Records of Dues Collection and Receipt	pg. 161 [622]	6 Years
Federal and State Tax Exemption Records	pg. 161 [623]	Permanent
Dissolution Records	pg. 161 [624]	Permanent
Copies of Federal Income Tax Returns	pg. 161 [625 a]	6 Years
Registration as a CHAR w/NYS AG	pg. 161 [625 b]	6 Years after no longer in effect
Insurance		
Insurance Policies (when no claims)	pg. 150 [579]	6 Years after expiration
Certificate of Insurance	pg. 151 [582]	6 Years after expiration
Legal		
Legal Case File*	pg. 22 [a b c]	6 Years after case close, or 0 after any minor involved attains age 21, whichever is later*
General		
Official Minutes and Hearing Proceedings	pg. 9[47]	Permanent
Resolutions	pg. 7[30]	Permanent
Legal Opinion	pg. 6 [29]	Permanent
Legal Agreement	pg. 7 [32]	6 Years after expiration or termination or 6 years after final payment under contract, whichever is later
Manual of Procedures	pg. 11 [52a]	Permanent
Correspondence-Significant Events	pg. 11 [53 a]	Permanent
Correspondence-Routine legal, fiscal, admin	pg. 11[53 b]	6 Years
Correspondence-no fiscal, legal, admin value	pg. 11 [53 c]	0 after no longer needed
Annual Report		Permanent
Grant Program File	pg. 12 [55 a b]	6 Years after renewal or close of grant

*Refer to manual for guidance.

DECLARATION AND RESOLUTION
of the
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

March 19, 1999

Number 99-03-05

Resolution Adopting a Payment-In-Lieu of Taxes Policy

WHEREAS, the St. Lawrence County Industrial Development Agency has had a PILOT policy since 1983; and

WHEREAS, the 1993 amendments to the New York State Industrial Development Agency Act required all IDA's to adopt formal PILOT policies; and

WHEREAS, the St. Lawrence County Industrial Development Agency complied with the requirements of the 1993 amendments; and

WHEREAS, further amendments to the Industrial Development Agency Act requires all Agencies to either re-adopt existing PILOT policies or approve of new ones after a public hearing has been held and subsequent to a notice of public hearing sent to each taxing jurisdiction no less than 60 days before the public hearing; and

WHEREAS, the St. Lawrence County Industrial Development Agency held public hearing on its proposed PILOT policy on March 18, 1999; and

WHEREAS, after due consideration of the comments received at that public hearing;

NOW THEREFORE BE IT RESOLVED, that the St. Lawrence County Industrial Development Agency does hereby adopt as its PILOT policy the PILOT policy attached hereto and made part hereof.

Moved By: Mr. LaBaff

Seconded By: Mr. Hudson

Aye: 5

Nay: 0

Abstain: 0

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
UNIFORM TAX EXEMPTION POLICY AND GUIDELINES

The general policy of the St. Lawrence County Industrial Development Agency (“Agency”) is to grant applicants real property tax abatements and exemptions from sales, use and mortgage recording taxes as described below. The Agency may grant enhanced benefits on a case by case basis for a project expected to have a significant economic impact on St. Lawrence County, as determined by the Agency’s members. The Agency will grant enhanced benefits only after approval is given for said enhanced benefits by the local taxing jurisdictions involved.

A. Real Property Taxes

The Agency maintains a policy for the provision of real property tax abatements for qualified projects. The abatement provided applies to value added by construction or renovation; provided, however, in no event will the involvement by the Agency result in revenue to the affected taxing jurisdictions in any tax year less than the revenues received in the tax year preceding involvement by the Agency. Unless otherwise agreed to by the local taxing jurisdictions, the period of exemption will not exceed ten (10) years. The Agency’s policy applies to both industrial (including, but not limited to manufacturing, re-manufacturing, assembly, processing, product research and development, warehousing and distribution) and non-manufacturing projects (including, but not limited to qualified retail, office, hotel, nursing home, extended care facilities and health care facilities). The abatement for industrial projects in the first five (5) years after project completion, i.e. issuance of a Certificate of Occupancy will be 100%; in years six (6) through ten (10) the abatement will be 50% of what the taxes would otherwise be on the improvements. For non-industrial projects the abatement will be whatever the developer and local taxing jurisdictions agree upon.

Any deviation from the standard policy will be made only under the following conditions: after approval of deviation/enhancement by the local taxing jurisdictions as described above; with the specific approval of the Agency’s members based on the factors listed in paragraph E; and those factors described in the New York State General Municipal Law Section 874(4)(a).

B. Payment-In-Lieu-Of-Taxes

Each project receiving abatement will be subject to a Payment-In-Lieu-Of-Tax Agreement (“PILOT Agreement) in a form acceptable to the Agency. When granting enhanced benefits the Agency will consider project factors, similar to those described in paragraph E herein. A copy of the PILOT Agreement will be forwarded to each of the affected tax jurisdictions within fifteen (15) days of execution. Unless otherwise agreed by all the affected taxing jurisdictions, such payments shall be allocated among the affected tax jurisdictions in proportion to the amount of real property tax and other taxes which would have been received by each affected taxing jurisdiction had the project not been tax exempt due to the status of the Agency involved in the project.

C. Sales and Use Tax Exemptions.

1) Purchases of construction materials and equipment rentals and purchases of project related equipment, furnishings and services are made as agent for the Agency, and are therefore afforded full exemption from local and New York State Sales and Use Taxes until the project is completed (i.e. certificate of occupancy) or until the date certain established by the Agency on a project-by-project basis. Operating and maintenance expenses of projects are not incurred as agent of the Agency, and no sales tax exemption is provided thereof.

2) All project applicants must agree in writing to file with the New York State Department of Taxation, in form and at times required, an annual statement of the value of all sales and use taxes exemption claimed in connection with the facility in full compliance with Section 874(8) of the General Municipal Law, and any other statutory or regulatory requirements.

D. Mortgage Recording Tax Exemptions.

The Agency's policy is to permit mortgage recording tax exemptions on all project related financing to the full extent permitted by New York State Law, whether or not the Agency has issued its bonds to finance the Project.

E. Deviations.

In addition to or in lieu of the foregoing the Agency may determine, on a case-by-case basis, to deviate from the guidelines described above or provide enhanced benefits for a project expected to have significant impact in the locality where the project will be located. Any deviation from the guidelines set forth above requires an affirmative vote by each local taxing jurisdiction on the proposed deviation. The Agency may consider any or all of the following factors in making such determination, no single one of which is determinative:

- 1) The nature of the proposed project (e.g. manufacturing, commercial, civic, etc.).
- 2) The nature of the property before the project begins (e.g. vacant land, vacant building, etc.)
- 3) The economic condition of the area at the time of the application and the economic multiplying effect the project will have on the area.
- 4) The extent to which the project will create or retain permanent, private sector jobs, the number of jobs to be created/retained and/or the salary ranges of such jobs.
- 5) The estimated value of tax exemptions to be provided.
- 6) The economic impact of the project and the proposed tax exemptions on affected taxing jurisdictions.
- 7) The impact of the proposed project on existing and proposed businesses and economic development projects in the vicinity.
- 8) The amount private sector investment generated or likely to be generated by the proposed project.
- 9) The likelihood of accomplishing the proposed project in a timely fashion.

- 10) The effect of the proposed project upon the environment and surrounding property.
- 11) The extent to which the proposed project will require the provision of additional services including, but not limited to, educational, transportation, emergency medical or police and fire services.
- 12) The extent to which the proposed project will provide additional sources of revenue for municipalities and school districts in which the project is located.
- 13) The extent to which the proposed project will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the project is located.

F. Intentionally Omitted.

G. Effective Date.

This Uniform Tax Exemption Policy shall apply to all projects for which the Agency has adopted or adopts an Inducement Resolution after March 19, 1999 and all refinancings of any project induced or closed after said date.

H. Amendments.

The Agency, by resolution of its members, and upon notice to all affected tax jurisdictions as may be required by law, may amend or modify the foregoing policy as it may, from time to time, in its sole discretion determine.

Dated: March 19, 1999.