

**ORGANIZATIONAL RESOLUTION**

Resolution No. PDC-18-07-01

July 19, 2018

The initial meeting of the Initial Directors of the St. Lawrence County Property Development Corporation was convened on July 19, 2018 at 9:32 A.M.

The following resolution was duly offered by Mr. Hall and seconded by Mr. LaBaff, to wit:

ORGANIZATIONAL RESOLUTION OF THE INITIAL DIRECTORS OF THE ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION ADOPTING CERTAIN POLICIES, STANDARDS AND PROCEDURES RELATING TO ITS ORGANIZATION AND IN CONNECTION WITH THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY CHAPTER 506 OF THE LAWS OF 2009 OF THE STATE OF NEW YORK

**WHEREAS**, pursuant to Section 1411 of the Not-for-Profit Corporation Law (herein, the “N-PCL” or the “Act”), a Certificate of Incorporation (the “Certificate”) establishing the Corporation was filed with the New York Secretary of State on the 12<sup>th</sup> day of July 2018 (a copy of said Certificate being attached hereto as **Exhibit A**; and

**WHEREAS**, the Initial Directors (as established within the Certificate) of the Corporation (hereinafter, the “Board”), desire to adopt proposed By-laws of the Corporation in accordance with applicable provisions of the N-PCL, such proposed By-laws being attached hereto as **Exhibit B**; and

**WHEREAS**, pursuant to Section 2 of the Public Authorities Law (“PAL”) of the State, the provisions of the Public Authorities Accountability Act of 2005, as amended by Chapter 506 of the Laws of 2009 of the State of New York (“PAAA”) apply to certain defined “local authorities”, including the Corporation; and

**WHEREAS**, the Corporation, by and through the Board, desires to take certain other initial organizational matters, including the adoption of certain policies, standards and procedures to comply with the provisions of the PAAA, Open Meetings Law and Freedom of Information Law; and

**NOW, THEREFORE, BE IT RESOLVED** by the Initial and Appointed Directors of the Corporation as follows:

Section 1. The following persons shall serve as Initial and Appointed Directors of the Corporation and ex officio, in their respective capacities of the St. Lawrence County Industrial Development Agency Local Development Corporation:

Brian Staples                      19 Commerce Lane, Suite 1, Canton, New York 13617.

Ernest LaBaff                      19 Commerce Lane, Suite 1, Canton, New York 13617.

Lynn Blevins                      19 Commerce Lane, Suite 1, Canton, New York 13617.

Mark Hall 19 Commerce Lane, Suite 1, Canton, New York 13617.  
Andrew McMahon 19 Commerce Lane, Suite 1, Canton, New York 13617.  
Donald Hooper 19 Commerce Lane, Suite 1, Canton, New York 13617.  
Steven Morrill 19 Commerce Lane, Suite 1, Canton, New York 13617.

Section 2. The Directors of the Corporation hereby adopt the By-laws of the Corporation, in the form attached hereto as **Exhibit B**, with the revisions as discussed and approved by the Board at this meeting.

Section 3. Pursuant to and in accordance with the By-laws of the Corporation, the Directors of the Corporation hereby elect the following Directors to serve in the respective offices of the Board:

Brian Staples, Chair
Ernest LaBaff, Vice Chair
Lynn Blevins, Secretary

Section 4. Pursuant to and in accordance with the By-laws of the Corporation, the Directors of the Corporation hereby appoint the following individuals to serve in the following appointed positions:

Patrick Kelly, Chief Executive Officer
Thomas Plastino, Deputy Chief Executive Officer
Kimberly Gilbert, Chief Financial Officer
Richard Williams, Facilities Manager

The foregoing officers shall enter upon the discharge of their duties as provided in the By-Laws of the Corporation.

Section 5. All acts and transactions of any incorporator or director, including the Initial Directors, as defined within the Certificate, or the persons named herein as officers of the Corporation that were taken or made prior to and including the date of the creation of the Corporation and all acts and transactions (if any) of any director, and the persons named herein as officers of the Corporation that were taken or made from the date of creation of the Corporation to the date of this resolution are ratified and approved.

Section 6. The Chair, Vice Chair, Chief Executive Officer, and Directors and other authorized representatives of the Corporation are hereby authorized, empowered and directed to do all things, and acts and to execute all documents as may be necessary, or advisable and proper, to carry on the business of the Corporation, for and on behalf of the Corporation, including, but not limited to, establishing a federal Employer Identification Number (“EIN”) for the Corporation and applying to the Internal Revenue Service and to the New York Department of Taxation and Finance for tax-exempt status and recognition.

Section 7. The Chair, Vice Chair, Chief Executive Officer, Chief Financial Officer, and Directors and other authorized representatives of the Corporation are hereby directed to develop a budget for the Corporation, with such budget to be reviewed, and if necessary, modified, for acceptance and approval at the next meeting of the Board.

Section 8. As required pursuant to subdivision 2 of Section 2824 of the PAL, all Directors shall participate in State-approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors within one (1) year of their appointment to the Corporation. In addition, all Directors of the Board shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance. Further, each Director shall execute (i) a Certification of No Conflict of Interest (ii) an Acknowledgement of Fiduciary Duties and Responsibilities. Such certifications shall be executed in substantially the form attached hereto as **Exhibits C1 and C-2**, respectively.

Section 9. As early as practicable but in no event later than March 31, 2019, the Corporation shall prepare, adopt and submit to the Authorities Budget Office an authority mission statement and proposed measurements including the following components: a brief mission statement expressing the purpose and goals of the Corporation, a description of the stakeholders of the Corporation and their reasonable expectations from the Corporation, and a list of measurements by which performance of the Corporation and the achievement of its goals may be evaluated. The Corporation shall reexamine its mission statement and measurements on an annual basis, and publish a self-evaluation based on the stated measurements unless the Corporation obtains a waiver to the requirement to conduct such re-examination from the Authorities Budget Office pursuant to the PAL.

Section 10. Pursuant to subdivision 4 of Section 2824 of the PAL, and in accordance with the By-laws of the Corporation. An Audit and Finance Committee Charter attached hereto as **Exhibit D** of the Corporation is established and shall initially be comprised of the following Directors:

1. Andrew McMahon, Chairperson
2. Mark Hall
3. Brian Staples

The Audit and Finance Committee shall perform the functions as described in the By-Laws.

Section 11. Pursuant to subdivision 7 of Section 2824 of the PAL, and in accordance with the By-laws of the Corporation. A Governance Committee Charter, attached hereto as **Exhibit E** of the Corporation, is established and shall initially be comprised of the following Directors:

1. Lynn Blevins, Chairperson
2. Mark Hall
3. Ernest LaBaff

The Governance Committee shall perform the functions as described in the By-Laws.

Section 12. Pursuant to subdivision 2(a) of Section 2800 of the PAL, unless the Corporation obtains a waiver to the requirement to provide such information from the Authorities Budget Office, the Board shall submit to the County, the Chairman of the County, the County Clerk, and the Authorities Budget Office within ninety (90) days after the end of the Corporation's fiscal year (with the first report due by [March 31, 2019] for fiscal year ending [December 31, 2018]), a complete and detailed report (the "Annual Report") by and through the Authorities Budget Office Public Authorities Information Reporting System ("PARIS").

Once completed, and prior to submission, the Chief Executive Officer and the Chief Financial Officer of the Corporation shall certify that the information contained in the Annual Report (i) is accurate, correct and does not contain any untrue statements of material fact, (ii) does not omit any material information which, if omitted, would cause the Annual Report to be misleading in light of the circumstances under which such statements are made, and (iii) fairly presents in all material respects the financial condition and results of operation of the Corporation as of, and for, the periods presented in the Annual Report. The certification executed shall be in substantially the form attached hereto as **Exhibit F**.

Section 13. Pursuant to subdivision 2 of Section 2801 of PAL, as soon as practicable, the Corporation will submit to the County, the Chair of the Board of Supervisors, the County Clerk, along with the New York State Authority Budget Office, the Corporation's budget at least 60 days prior to the commencement of each budget year.

Section 14. The Corporation shall comply with the following rules relating to audit services:

- (a) the certified independent public accounting firm performing the Corporation's audit will be prohibited from providing audit services if the lead (or coordinating) audit partner responsible for reviewing the audit, has performed audit services for the Corporation in each of the five (5) previous fiscal years;
- (b) the certified independent public accounting firm performing the audit shall be prohibited from performing any non-audit services to the Corporation contemporaneously with the audit, unless receiving previous written approval by the audit committee including: (i) bookkeeping or other services related to the accounting records or financial statement of the Corporation, (ii) financial information systems design and implementation, (iii) appraisal or valuation services, fairness opinions, or contribution-in-kind reports, (iv) actuarial services, (v) internal audit outsourcing services, (vi) management functions or human services, (vii) broker or dealer, investment advisor, or investment banking services and (viii) legal services and expert services unrelated to the audit; and
- (c) it shall be prohibited for any certified independent public accounting firm to perform for such Corporation any audit service if the chief executive officer, comptroller, chief financial officer, chief accounting officer, or any other person serving in an equivalent position for the Corporation, was employed by that certified independent public accounting firm and participated in any capacity in the

audit of the Corporation during the one (1) year period preceding the date of the initiation of the audit.

Section 15. The following policies, as presented at this meeting, are hereby adopted and approved:

- (a) The Compensation, Reimbursement and Attendance Policy attached hereto as **Exhibit G**;
- (b) The Code of Ethics attached hereto as **Exhibit H**;
- (c) The Whistleblower Policy attached hereto as **Exhibit I**;
- (d) The Investment Policy attached hereto as **Exhibit J**;
- (e) The Travel Policy attached hereto as **Exhibit K**;
- (f) Disposition of Property Guidelines, attached hereto as **Exhibit L**;
- (g) The Procurement Policy attached hereto as **Exhibit M**;
- (h) The Procurement Lobbying Law Policy and Procedures attached hereto as **Exhibit N**;
- (i) The Defense and Indemnification Policy attached hereto as **Exhibit O**;
- (j) Conflicts of Interest Policy attached hereto as **Exhibit P**;
- (k) Policy Governing Use of Discretionary Funds attached hereto as **Exhibit Q**;
- (l) Statement of Financial Disclosure attached hereto as **Exhibit R**;
- (m) Assessment of the Effectiveness of Internal Controls attached hereto as **Exhibit S**; and
- (n) Policy Prohibiting Loans and Credit to Officers, Directors and Employees attached hereto as **Exhibit T**.

Section 17. The Board hereby designates the CEO as the Corporation's FOIL Officer and Contracting Officer. The Chairman shall serve as the FOIL Appeals Officer of the Corporation. The Freedom of Information Law Policy attached hereto as **Exhibit U**

Section 18. This resolution shall take effect immediately. On motion duly made by Mr. Hall and seconded by Mr. LaBaff, the following resolution was placed before the Board of Directors of the Corporation:

	Aye	Nay	Abstain	Absent
Brian W. Staples	X			
Ernest LaBaff	X			
Lynn Blevins	X			
Mark C. Hall	X			
Andrew McMahon				X
Donald Hooper	X			
Steven Morrill	X			

STATE OF NEW YORK )  
 )  
 ) ss.:  
 )  
COUNTY OF ST. LAWRENCE )

I, the undersigned [Acting Secretary] of the St. Lawrence County Property Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the St. Lawrence County Property Development Corporation (the "Corporation"), including the resolution contained therein, held on July 19, 2018, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all directors of said Corporation had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the directors of the Corporation present throughout said meeting.

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 19<sup>th</sup> day of July, 2018.

\_\_\_\_\_  
[Acting Secretary]

[SEAL]

**EXHIBIT A**

**CERTIFICATE OF INCORPORATION**

**CERTIFICATE OF INCORPORATION**

**OF**

**ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION**

A Not-For-Profit Local Development Corporation  
under Section 1411 of the Not-For-Profit  
Corporation Law of the State of New York

**THE UNDERSIGNED**, being over the age of eighteen years, for the purpose of forming a not-for-profit local development corporation pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies as follows:

FIRST: The name of the corporation shall be “St. Lawrence County Property Development Corporation” (hereinafter referred to as the “Corporation”).

SECOND: The Corporation will be a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law of the State of New York and, as provided in Section 1411 of the Not-For-Profit Corporation Law, will be a charitable corporation as defined in Section 201 of the Not-For-Profit Corporation Law. The Corporation shall serve as a supporting organization for, but operate separate and apart from St. Lawrence County, New York (the “County”).

THIRD: The purposes for which the Corporation is to be formed and operated are exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to relieve and reduce unemployment, promote and provide for additional and maximum employment, improve and maintain job opportunities, lessen the burdens of government, and act in the public interest. In furtherance of said purposes, the Corporation’s powers shall include:

(a) To construct, acquire, rehabilitate and improve for use by others, facilities in the territory in which its operations are principally to be conducted, to



assist financially in such construction, acquisition, rehabilitation and improvement, to maintain and/or lease such facilities on its behalf or for others in such territory; to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto;

(b) To acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interests therein;

(c) To apply for loans and borrow money without limit as to amount; to make, draw, accept, endorse, execute and issue negotiable bonds, debentures, notes and other obligations therefor;

(d) To sell, lease, mortgage or otherwise dispose of or encumber any such facilities or any of its real or personal property or any interest therein upon such terms as it may determine;

(e) To enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of facilities and related businesses in the territory in which the operations of the Corporation are principally to be conducted;

(f) To apply for and make grants and loans and to execute any and all documents necessary in connection therewith;

(g) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, officers or any private person.

(h) In general, to perform any and all acts and things, and exercise any and all powers which may now or hereafter be lawful for the Corporation to

do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing any of the foregoing purposes of the Corporation.

FOURTH: The Corporation's mission and public objective, which the Corporation's purposes will achieve, shall include the lessening of the burdens of government and fostering the creation, retention and expansion of jobs and economic opportunities for the benefit of the County of St. Lawrence, New York State and local economies.

FIFTH: The operations of the Corporation will be principally conducted within the County of St. Lawrence, New York and its constituent communities.

SIXTH: Pursuant to the requirements of Section 1411(e) of the Not-For-Profit Corporation Law:

(a) All income and earnings of the Corporation shall be used exclusively for its corporate purposes with the intent being that all income and earnings will be expended or deposited in appropriate reserves for corporate purposes; to the extent not so used, the income and earnings will accrue and be paid to the Job Development Authority to the extent required by Section 1411 of the Not-for-Profit Corporation Law.

(b) The property of the Corporation is irrevocably dedicated to its corporate purposes. No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to, any member, director or officer of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended.

(c) If the Corporation accepts a mortgage loan or loans from the New York Job Development Authority, the Corporation shall be dissolved in accordance with the provisions of paragraph (g) of Section 1411 of the Not-For-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

SEVENTH: (a) The Corporation shall not attempt to influence legislation by propaganda or otherwise, or participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

(b) The Corporation shall not engage in any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

(c) Nothing in this Certificate of Incorporation shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(a)-(w) of the Not-for-Profit Corporation Law, and therefore the corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body and no such consent or approval is required.

EIGHTH: In the event of the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all debts and liabilities of the Corporation of whatsoever kind or nature, distribute all of the remaining assets and property of the Corporation to the County for furtherance of the purposes set forth in Section 1411 of the Not-for-Profit Corporation Law. Any of such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York pursuant to Section 1008 of the Not-For-Profit Corporation Law.

NINTH: The office of the Corporation shall be located in St. Lawrence County, New York.

TENTH: The offices of the Corporation shall be functionally separate from those of the County or any of its affiliated entities (collectively, the “County Entities”) (although such office may be in a facility licensed or leased from the County or any of its affiliates on arms-length terms). The Corporation at all times shall:

(a) maintain separate accounting records and other corporate records from those of the County Entities;

(b) not divert the Corporation’s funds to any other person or for other than the use of the Corporation and not commingle any of the Corporation’s assets with those of the County Entities;

(c) pay any employee, consultant or agent of the Corporation, or any other operating expense incurred by the Corporation, from the assets of the Corporation and not from the assets of any of the County Entities;

(d) maintain its own deposit account or accounts, separate from those of the County Entities, with commercial banking institutions and/or trust companies;

(e) to the extent that the Corporation contracts or does business with vendors or service providers where the goods and services provided are partially for the benefit of any other person, the costs incurred in so doing shall be fairly allocated to or among the Corporation and such persons for whose benefit the goods and services are provided, and the Corporation and each such person shall bear its fair share of such costs;

(f) conduct its business in its own name and conduct all material transactions between the Corporation and the County Entities only on an arm's-length basis;

(g) observe all necessary, appropriate and customary corporate formalities, including, but not limited to, holding all regular and special members' and directors' meetings appropriate to authorize all corporate action, keeping separate and accurate minutes of such meetings, passing all resolutions or consents necessary to authorize actions taken or to be taken, and maintaining accurate and separate books, records, and accounts, including, but not limited to, intercompany transaction accounts. Regular members' and directors' meetings shall be held at least annually;

(h) ensure that decisions with respect to its business and daily operations shall be independently made by the Corporation (although the officer making any particular decision also may be an employee, officer or director of the County Entities);

(i) act solely in its own corporate name and through its own authorized officers and agents, and use its own stationery;

(j) other than as expressly provided herein, pay all expenses, indebtedness and other obligations incurred by it;

(k) not enter into any guaranty, or otherwise become liable, with respect to any obligation of the County Entities;

(l) cause any financial reports required of the Corporation to be prepared in accordance with generally accepted accounting principles and be audited annually and be issued separately from, although they may be consolidated with, any reports prepared for any member of the County Entities; and

(m) ensure that at all times it is adequately capitalized to engage in the transactions contemplated herein.

ELEVENTH: The types or classes of Membership in the Corporation and the number of Members of the Corporation shall be described in the Corporation's By-laws.

TWELFTH: The Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) Directors. Any subsequent increase or decrease in the size of the Board of Directors will require the approval of the Members and the affirmative vote of a majority of the Directors.

THIRTEENTH: The names and addresses of the initial Directors of the Corporation will be as follows:

Name	Address
Brian W. Staples	19 Commerce Lane, Suite 1, Canton, New York 13617.
Ernest LaBaff	19 Commerce Lane, Suite 1, Canton, New York 13617.
Lynn Blevins	19 Commerce Lane, Suite 1, Canton, New York 13617.
Mark C. Hall	19 Commerce Lane, Suite 1, Canton, New York 13617.
Andrew McMahan	19 Commerce Lane, Suite 1, Canton, New York 13617.
Donald Hooper	19 Commerce Lane, Suite 1, Canton, New York 13617.
Steven Morrill	19 Commerce Lane, Suite 1, Canton, New York 13617.

FOURTEENTH: The duration of the Corporation shall be perpetual.

FIFTEENTH: The Corporation shall indemnify each Member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

SIXTEENTH: The Secretary of State of the State of New York is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is as follows: St. Lawrence County Property Development Corporation, 19 Commerce Lane, Suite 1, Canton, New York 13617.

SEVENTEENTH: The By-laws of the Corporation may be adopted, amended or repealed by a majority of the Directors of the Corporation.

EIGHTEENTH: The Corporation will not do any of the following:

(a) Without the affirmative vote of the Members of the Corporation and the affirmative vote of a majority of the Directors, increase or decrease the number of Members of the Corporation or increase or decrease the number of Directors of the Corporation.

(b) Without the affirmative vote of a majority of the Directors of the Corporation and all of the Corporation's members, (i) dissolve or liquidate, in whole or in part, or institute proceedings to be adjudicated bankrupt or insolvent, (ii) consent to the institution of bankruptcy or insolvency proceedings against it, (iii) file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency, (iv) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator or other similar official of the Corporation or a substantial part of its property, (v) make a general assignment for the benefit of creditors, (vi) admit in writing its inability to pay its debts generally as they become due or (vii) take any corporate action in furtherance of the actions set forth in clauses (i) through (vi) of this paragraph.

(c) Without the affirmative vote of all of the Directors of the Corporation and all of the Corporation's members, merge or consolidate with any other corporation, company or entity or, except to the extent contemplated by paragraph

THIRD hereof, sell all or substantially all of its assets or acquire all or substantially all of the assets or capital stock or other ownership interest of any other corporation, company or entity.

IN WITNESS WHEREOF, this certificate has been subscribed this 11th day of July, 2018.

/s/ Justin S. Miller  
Justin S. Miller, Esq., Incorporator  
Harris Beach PLLC  
677 Broadway, Suite 1101  
Albany, New York 12207



CERTIFICATE OF INCORPORATION

OF

ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

(Under Section 1411 of the Not-For-Profit Corporation Law of the State of New York)

Filed by:  
Justin S. Miller, Esq.  
Harris Beach PLLC  
677 Broadway, Suite 1101  
Albany, New York 12207

**EXHIBIT B**

**BY-LAWS**

**BY-LAWS**

**OF**

**ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION**

Adopted on the 19<sup>th</sup> day of July, 2018

**BY-LAWS**  
**OF**  
**ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION**

**ARTICLE I - THE CORPORATION**

**SECTION 1. - NAME.**

The Corporation shall be known as “ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION” (hereinafter, the “Corporation”), as established within that certain Certificate of Incorporation establishing the Corporation as filed with the New York Secretary of State on July 12, 2018 (the “Certificate”).

**SECTION 2. - OFFICES.**

The principal office of the Corporation shall be located in the County of St. Lawrence, New York (the “County”). The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the activities of the Corporation may require.

**SECTION 3. - PURPOSES.**

The Corporation shall have such purposes as are now or hereafter set forth in its Certificate of Incorporation.

**ARTICLE II - BOARD OF DIRECTORS**

**SECTION 1. - POWER OF BOARD OF DIRECTORS.**

The Certificate provides that the bylaws of the Corporation shall describe the number and types of members in the Corporation. The number of members shall be zero. The Corporation shall be managed exclusively by its Board of Directors, which shall establish all general policies governing its operations.

SECTION 2. - NUMBER, ELECTION AND TERM OF DIRECTORS.

(a) The number of Directors shall be not less than three (3) nor more than seven (7) as established within the Certificate. Directors of the St. Lawrence County Industrial Development Agency Local Development Corporation (SLCIDA-LDC) shall *ex officio* serve as the Directors of the Corporation. The Directors shall exercise all rights of Directors as described herein, and in the Certificate or any applicable resolution. As used in these By-laws, “the entire Board of Directors” means the total number of appointed Directors of the Corporation at the time of action by the Board.

(b) All Directors shall serve as long as they are Board members of the SLCIDA-LDC.

(c) The Chief Executive Officer, as defined herein, may not serve on the Board of Directors of the Corporation.

(d) All Directors of the Board shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as Directors within one (1) year of appointment to the Board, unless they have already participated in such training in compliance with their obligations as Board members of the SLCIDA-LDC. Thereafter, the Directors shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Corporation and the adherence to the highest standards of responsible governance.

(e) As soon as practicable and in compliance with Section 2825 of the Public Authorities Law, a majority of the Directors shall be Independent Directors, as such term is defined in paragraph (f) below, unless otherwise serving in an *ex officio* capacity.

(f) Independence. For the purposes of these By-Laws, an Independent Director means any person who:

(i) is not, and in the past two (2) years has not been, employed by the Corporation or another corporate body having the same ownership and control of the Corporation in an executive capacity;

(ii) is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Corporation;

(iii) is not a relative of an executive officer or employee in an executive position of the Corporation or another corporate body having the same ownership and control of the Corporation; and

(iv) is not, and in the past two (2) years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract

awards, rate determinations or any other similar actions of the Corporation or another corporate body having the same ownership and control of the Corporation.

(g) Board Offices. A Chairperson, Vice-Chairperson, and Secretary shall be elected from among the Directors of the Board at the organizational meeting and subsequent annual meetings of the Board of Directors. The term of office for the Chairperson, Vice-Chairperson, and Secretary shall extend for one year after his or her election and until a successor is elected. The Chairperson, Vice-Chairperson, and Secretary shall be eligible to serve an unlimited number of consecutive terms.

### SECTION 3. - RESIGNATIONS.

(a) Any Director of the Corporation may resign at any time by giving written notice to the Chairman, with a copy provided to the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

### SECTION 4. - ANNUAL MEETING.

The annual meeting of the Board of Directors shall be held in June of each calendar year at a time and location designated by the Board. Written notice of the annual meeting shall be delivered via surface mail, electronic mail or in person to each Director of the Corporation prior to the meeting.

### SECTION 5. - SPECIAL MEETINGS AND NOTICE.

Special meetings of the Board of Directors may be called at any time by a majority of Directors or by the Chief Executive Officer or any other officer of the Corporation. Written notice shall be mailed or delivered to each Director of the Corporation prior to the meeting. Said notice shall state the purposes, time and place of the special meeting and that no business other than that specified in the notice may be transacted; provided, however, if by unanimous consent all of the Directors present at such meeting elect to transact business not previously described in the aforementioned notice, then the Directors may transact such other business.

### SECTION 6. - WAIVERS OF NOTICE.

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

### SECTION 7. - PLACE OF MEETINGS.

The Board of Directors may hold its meetings at such place or places within or outside the State of New York as the Directors may from time to time by resolution determine.

## SECTION 8. – OPEN MEETINGS

The Corporation is subject to Open Meetings Law, the Corporation shall comply with the Open Meetings Law of the State of New York, as set forth within Article 7 of the Public Officers Law.

## SECTION 9. – FREEDOM OF INFORMATION

The Corporation is subject to Freedom of Information Law, the Corporation shall comply with the Freedom of Information Law of the State of New York, as set forth within Article 6 of the Public Officers Law.

## SECTION 10. – PUBLIC AUTHORITIES ACCOUNTABILITY ACT

The Corporation is subject to the Public Authorities Accountability Act of 2005, as amended by Chapter 506 of the Laws of 2009 (collectively, the “PAAA”) and shall comply with the PAAA, as set forth within the New York State Public Authorities Law.

## SECTION 11. - QUORUM AND ADJOURNED MEETINGS.

(a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at meetings of the Board. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any Director(s).

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. Notice of the adjourned meeting shall be given to all Directors.

## SECTION 12. - ACTION BY THE BOARD OF DIRECTORS.

Any corporate action to be taken by the Board of Directors means action at a meeting of the Board. Each Director shall have one vote regarding any corporate action to be taken by the Board. Except as otherwise provided by law or these By-Laws, the vote of a majority of the Directors present at the time of the vote at a duly convened meeting at which a quorum is present shall be the act of the Board of Directors. All references to actions of the Board of Directors herein and in the Certificate of Incorporation shall mean the affirmative vote of a majority of the Directors present at the time of the vote at a duly convened meeting at which a quorum is present.

## SECTION 13. - ORGANIZATION.

At each meeting of the Board of Directors, the Chairperson, or, in his or her absence, the Vice-Chairperson shall preside. The Secretary, or, in his or her absence, a person chosen by a majority of the Directors present, shall keep complete and accurate minutes of the meeting.

SECTION 14. - ATTENDANCE AT MEETINGS.

Attendance at each meeting of the Board shall be recorded by the Secretary or the designated Director in the minutes thereof.

SECTION 15. - COMPENSATION.

The Directors shall serve in their capacity as Directors of the Corporation without compensation. All Directors may be reimbursed for reasonable expenses incurred in the performance of corporate duties.

SECTION 16. - ANNUAL INDEPENDENT AUDIT.

The Audit and Finance Committee shall present to the Board upon its completion, the annual independent audit report performed in accordance with the requirements of the PAAA and generally accepted government auditing standards certified by a firm of independent public accountants. The certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit and Finance Committee the following:

- (i) the assets and liabilities, including the status of reserve, depreciation, special or other funds including the receipts and payments of such funds, of the Corporation as of the end of the fiscal year;
- (ii) the principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (iii) the revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes during said fiscal period;
- (iv) the expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period; and
- (v) a schedule of the bonds and notes of the Corporation outstanding during said fiscal period, including all refinancing, calls, refunding, defeasance, and interest rate exchange or other such agreements, and for any debt issued during the fiscal period, together with a statement of the amounts redeemed and incurred during such fiscal period as a part of a schedule of debt issuance that include the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.

Furthermore, the certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit and Finance Committee the following:

- (i) all critical accounting policies and practices to be used;
- (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Corporation,



ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm;

(iii) other material written communications between the certified independent public accounting firm and the management of the Corporation, such as the management letter along with management's response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

#### SECTION 17. - PROPERTY RIGHTS.

No Director of the corporation shall, by reason of that position, have any rights to or interest in the property or assets of the Corporation.

### ARTICLE III - COMMITTEES

#### SECTION 1. - STANDING COMMITTEES.

(a) The Standing Committees of the Board shall be as described in subparagraph (b) below. Except as otherwise provided by these By-Laws, each Standing Committee shall consist of at least three Directors.

(b) Until changed by amendment of these By-Laws, the Corporation shall have the following Committees:

Audit and Finance Committee. There shall be an Audit and Finance Committee, the Members of which shall be elected by a plurality of the votes cast by the Directors of the Corporation at each annual meeting of the Board and shall serve until the next annual meeting. To the extent practicable, Members of the Audit and Finance Committee should be familiar with corporate financial and accounting practices. The Audit and Finance Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the PAAA to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit. The Audit and Finance Committee shall have the responsibility to review proposals for the issuance of debt by the Corporation and its subsidiaries, if any, and make recommendations. In the event the Corporation has fewer than three (3) Independent Directors, the Corporation may appoint non-Independent Directors to the Audit & Finance Committee, provided that the Independent Director must constitute a majority of the members of the Audit & Finance Committee. Audit and Finance Committee Charter is provided as an exhibit in the Organizational Resolution (Exhibit D).

Governance Committee. There shall be a Governance Committee, consisting of not fewer than three (3) Independent Directors of the Corporation who shall constitute a majority on the committee. Members shall be elected by a plurality of the votes cast by the Directors of the Corporation at each annual meeting of the Directors and shall serve until the next annual meeting. The Governance Committee shall keep the Board informed of current best governance practices,

review corporate governance trends, update the Corporation's corporate governance principles, and advise the Members and Directors on the skills and experience required of potential Directors. In the event the Corporation has fewer than three (3) Independent Directors, the Corporation may appoint non-Independent Directors to the Governance Committee, provided that the Independent Directors must constitute a majority of the members of the Governance Committee. Governance Committee Charter is provided as an exhibit in the Organizational Resolution (Exhibit E).

## SECTION 2. - SPECIAL COMMITTEES.

The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may create Special Committees, which shall have only the powers specifically delegated to them and shall in no case have powers which are not authorized for Standing Committees. The Members of Special Committees shall be appointed by a plurality of the votes cast by the Directors of the Corporation.

## SECTION 3. - MEETINGS.

Meetings of committees shall be held at such times and places as shall be fixed by the respective committee chairpersons, or by vote of a majority of all of the Members of the committee. Written notice shall be mailed (via regular mail or electronic mail) or delivered to all Members of the committee prior to each meeting. Written minutes of the proceedings shall be kept at all committee meetings and shall be submitted at the next meeting of the Board. The Chief Executive Officer and Chairperson of the Board of Directors of the Corporation, or their respective designees, may attend all committee meetings, but will not possess any voting rights unless otherwise granted by said committees.

## SECTION 4. - QUORUM.

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the Members of a committee shall constitute a quorum for the transaction of business.

## SECTION 5. - MANNER OF ACTING.

Any corporate action to be taken by a committee shall mean such action to be taken at a meeting of the committee. Action by a committee shall be taken by majority vote at a meeting.

## **ARTICLE IV - OFFICERS**

### **SECTION 1. – CHIEF EXECUTIVE OFFICER; CHIEF FINANCIAL OFFICER; OTHER OFFICERS.**

The Corporation may have a Chief Executive Officer, a Deputy Chief Executive Officer, a Chief Financial Officer, and a Facilities Manager and other officers and assistant officers as the Board of Directors may determine. The offices of Chief Executive Officer and Facilities Manager shall not be held by the same person. The officers shall have such duties as may be prescribed by these By-Laws and the Board of Directors.

### **SECTION 2. - TERMS OF OFFICERS.**

The officers shall be appointed by the Directors at their annual meeting. Unless a shorter term is provided in the resolution of the Board appointing such officer, the term of office of each officer shall extend for one year after his or her appointment and until a successor is appointed and qualified. Officers shall be eligible to serve an unlimited number of consecutive terms.

### **SECTION 3. - ADDITIONAL OFFICERS.**

Additional officers may be appointed for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine. Such positions may include an Acting Chief Financial Officer and Acting Facilities Manager, and any other position established by the Board of Directors from time to time.

### **SECTION 4. - REMOVAL OF OFFICERS.**

Any officer may be removed by majority vote of the Directors, with or without cause, at any time, provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting at which such action is taken.

### **SECTION 5. - RESIGNATION.**

Any officer may resign at any time by giving written notice to the Board of Directors or the Chief Executive Officer; provided, however, the Chief Executive Officer must provide written notice of his/her intent to resign to the Board of Directors. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

### **SECTION 6. - VACANCIES.**

A vacancy in any office of the Corporation shall be filled by the majority vote of the entire Board of Directors.

SECTION 7. –CHIEF EXECUTIVE OFFICER.

The Board of Directors shall appoint the Chief Executive Officer by resolution, which resolution shall set the Chief Executive Officer's annual compensation. The Chief Executive Officer shall generally supervise all affairs of the Corporation. The Chief Executive Officer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors (the Deputy Chief Executive Officer shall perform the duties of the Chief Executive officer in the Chief Executive Officer's absence or inability to perform his/her duties).

SECTION 8. –FACILITIES MANAGER

It shall be the duty of the Facilities Manager to plan, direct and supervise the development, construction and maintenance and renovation of economic development infrastructure and other ongoing projects of the St. Lawrence County Property Development Corporation. Further, the work involves the coordinating and acting as liaison for environmental issues on Corporation projects. From time to time, the Board of Directors may employ or contract with an appointed Facilities Manager to whom the Board of Directors may designate certain duties of the Facilities Manager and other such duties as may be assigned to him or her.

SECTION 9. – CHIEF FINANCIAL OFFICER.

The Board of Directors shall appoint the Chief Financial Officer by resolution, which resolution shall set the Chief Financial Officer's annual compensation. It shall be the duty of the Chief Financial Officer of the Corporation to oversee the financial affairs of the Corporation, report at each regular meeting of the Board of Directors and participate in preparing the annual report of the Corporation and the filing of all required tax returns and other regulatory reports. The Chief Financial Officer shall perform such other duties as may be assigned to him or her by the Board of Directors, or the Chief Executive Officer.

**ARTICLE V - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

SECTION 1. - EXECUTION OF CONTRACTS.

The Board of Directors may on its own, except as these By-Laws otherwise provide, authorize any officer or officers, agent or agents, employee or employees, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable, pecuniary, in any amount for any purpose.

## SECTION 2. - LOANS.

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

## SECTION 3. - CHECKS, DRAFTS, ETC.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, must be signed on behalf of the Corporation by two of following persons: The Chief Executive Officer, the Deputy Chief Executive Officer, the Chief Financial Officer, the Chairperson of the Board and the Vice-Chairperson of the Board.

## SECTION 4. - DEPOSITS.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Chief Executive Officer or Chief Financial Officer may recommend and the Board of Directors approves.

## SECTION 5. - INVESTMENTS.

The Board of Directors may authorize the Corporation to contract with an investment advisor and custodian to manage its investments in accordance with an investment policy established by the Board.

# ARTICLE VI - GENERAL

## SECTION 1. - SEAL.

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

## SECTION 2. - BOOKS AND RECORDS.

There shall be kept by the Corporation (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and its committees, (3) a current list of the Directors and officers of the Corporation and their residence addresses, (4) a copy of the Certificate of Incorporation, and (5) a copy of these By-Laws. The foregoing items shall be subject to inspection and/or audit at any time by or at the direction of the Board of Directors.

**SECTION 3. - INDEMNIFICATION.**

The Corporation shall indemnify each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law.

**SECTION 4. - INTERESTED DIRECTORS AND OFFICERS.**

The Board of Directors shall adopt a policy regarding conflicts of interest which shall apply to all directors and officers.

**SECTION 5. - LOANS TO DIRECTORS AND OFFICERS.**

The Corporation, either directly or indirectly, including through any subsidiary, is prohibited from extending or maintaining credit, arranging for the extension of credit or renewing any extension of credit, in the form of a personal loan to or for any Director or Officer, or to any other company, corporation, firm, association or other entity in which one or more of the Directors or Officers of the Corporation are members, directors or officers or hold a substantial financial interest.

**ARTICLE VII - FISCAL YEAR**

The fiscal year of the Corporation shall commence on the first day of January of each calendar year and end on the last day of December.

**ARTICLE VIII - RULES OF ORDER AND BYLAW CHANGES**

**SECTION 1. - RULES OF ORDER.**

Meetings of the Members and the Board of Directors and its committees shall be governed by Robert's Rules of Order, except in cases otherwise provided for by these By-Laws.

**SECTION 2. – BY-LAW CHANGES.**

These By-Laws may be amended, repealed or adopted only by a vote of a majority of the entire Board of Directors of the Corporation.

**-EXHIBIT C-1**

**ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION**

CERTIFICATION OF NO CONFLICT OF INTEREST

I, \_\_\_\_\_, being a duly appointed (officer/employee) of the St. Lawrence County Property Development Corporation (the "Corporation"), do hereby certify pursuant to the By-laws and policies of the Corporation, that neither I nor my spouse, minor children, nor dependents has any interest in any contract with the Corporation; and I do further certify that I am not engaged in any activity which would constitute a conflict of interest, as defined within the Not-For-Profit Corporation Law of the State of New York.

Further, I hereby certify that I have (1) not accepted other employment which will impair my independence of judgment in the exercise of my official duties; (2) not accepted employment or engaged in any business or professional activity which will require me to disclose confidential information which I have gained by reason of my being a Director of the Corporation; (3) not disclosed confidential information acquired in the course of my official duties nor used such information to further my own personal interests; (4) not used or attempted to use my position with the Corporation to secure unwarranted privileges or exemptions for myself or others; (5) not engaged in any transaction as a representative or agent of the Corporation with any business entity in which I have a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of my official duties; (6) not given reasonable basis for the impression that any person can improperly influence me or unduly enjoy my favor in the performance of my duties, or that I am affected by the kinship, rank, position or influence of any party or person; (7) abstained from making personal investments in enterprises which I have reason to believe may be directly involved with my responsibilities or which will otherwise create substantial conflict between my duty in the public interest and my private interests; and (8) endeavored to pursue a course of conduct which will not raise suspicion among the public that I am likely to be engaged in acts that are in violation of my Corporation responsibilities.

DATE: \_\_\_\_\_, 20\_\_

\_\_\_\_\_  
Signature

## EXHIBIT C-2

### **ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION**

#### **ACKNOWLEDGEMENT OF FIDUCIARY DUTIES AND RESPONSIBILITIES**

As a Director of the St. Lawrence County Property Development Corporation (the “Corporation”), I understand that I have a fiduciary obligation to perform my duties and responsibilities to the best of my abilities, in good faith and with proper diligence and care, consistent with the enabling statute, mission, and By-Laws of the Corporation and the laws of New York State. The requirements set forth in this acknowledgement are based on the provisions of New York State law, including but not limited to the Public Authorities Reform Act of 2005, as amended by Chapter 506 of the Laws of 2009 of the State of New York, Public Officers Law, and General Municipal Law. As a Director:

#### I. Mission Statement

I have read and understand the mission of the Corporation; and the mission is designed to achieve a public purpose on behalf of the State of New York. I further understand that my fiduciary duty to this Corporation is derived from and governed by its mission.

I agree that I have an obligation to become knowledgeable about the mission, purpose, functions, responsibilities, and statutory duties of the Corporation and, when I believe it necessary, to make reasonable inquiry of management and others with knowledge and expertise so as to inform my decisions.

#### II. Deliberation

I understand that my obligation is to act in the best interests of the Corporation and the people of the State of New York whom the Corporation serves.

I agree that I will exercise independent judgment on all matters before the Board of Directors.

I understand that any interested party may comment on any matter or proposed resolution that comes before the Board of Directors consistent with the laws governing procurement policy and practice, be it the general public, an affected party, a party potentially impacted by such matter or an elected or appointed public official. However, I understand that the ultimate decision is mine and will be consistent with the mission of the Corporation and my fiduciary duties as-Director.

I will participate in training sessions, attend Board and committee meetings, and engage fully in the Board’s and committee’s decision-making process.

#### III. Confidentiality

I agree that I will not divulge confidential discussions and confidential matters that come before the Board of Directors for consideration or action.



IV. Conflict of Interest

I agree to disclose to the Board any conflicts, or the appearance of a conflict, of a personal, financial, ethical, or professional nature that could inhibit me from performing my duties in good faith and with due diligence and care.

I do not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of my duties in the public interest.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Corporation Name: \_\_\_\_\_

Date: \_\_\_\_\_

## Exhibit D

### ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

#### AUDIT AND FINANCE COMMITTEE CHARTER

#### **I. Purpose**

In accordance with the Public Corporation Accountability Act of 2005 and the Public Corporation Reform Act of 2009, there is established an Audit and Finance Committee of the St. Lawrence County Property Development Corporation (the "Corporation") whose purpose shall be to (a) assure that the Corporation's board fulfills its responsibilities for the Corporation's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; (2) provide an avenue of communication between management, the independent auditors, the internal auditors, and the board of directors; and (3) review proposals for the issuance of debt by the Corporation and make recommendations regarding such proposals.

#### **II. Powers of the Committee**

It shall be the responsibility of the Audit and Finance Committee (the "Committee") to:

- Appoint, compensate and oversee the work of any public accounting firm employed by the Corporation;
- Conduct or authorize investigations into any matters within its scope of responsibility;
- Seek any information it requires from Corporation employees, all of whom should be directed by the board to cooperate with committee requests;
- Meet with Corporation staff, independent auditors our outside counsel, as necessary;
- Review proposals for the issuance of debt and make recommendations;
- Retain, at the Corporation's expense, such outside counsel, experts and other advisors as the Committee may deem appropriate.

The Corporation board shall ensure that the Committee has sufficient resources to carry out its duties.

#### **III. Selection and Composition of Committee**

The Committee shall consist of at least three Directors of the Corporation who are independent, as defined by the Public Authorities Accountability Act of 2005. The Chairman of the Corporation Board will appoint the Committee Chair.

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

Ideally, the Committee shall possess or obtain a basic understanding of governmental financial reporting, auditing and debt issuances.

The Committee shall have access to the services of at least one financial expert, whose name shall be disclosed in the Corporation's Annual Report.

The Committee's financial expert should have (a) an understanding of generally-accepted accounting principles and financial statements; (b) experience in preparing or auditing financial statements of comparable entities; (c) experience in applying such principles in connection with the accounting for estimates, accruals and reserves; (d) experience with internal accounting controls; (e) debt issuances; and (f) an understanding of audit and finance committee functions.

#### **IV. Meetings**

The Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

Those appointed to the Committee are expected to attend each Committee meeting, in person, via audio-conference or via video-conference. The Committee may invite other individuals, such as management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

The Committee will meet with the Corporation's independent auditor at least annually to discuss the financial statements of the Corporation.

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

#### **V. Responsibilities**

The Committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) the Corporation's internal auditors; (c) oversight of management's internal controls, compliance and risk assessment practices; (d) special investigations and whistleblower policies; and (e) issues related to debt issuance and the financial practices of the Corporation.

##### **(a) Independent Auditors and Financial Statements**

The Committee shall:

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

appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.

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

**(b) Internal Controls, Compliance and Risk Assessment**

The Committee shall:

- Review management's assessments of the effectiveness of the Corporation's internal controls and review the report on internal controls by the independent auditor as part of the financial audit engagement.

**(c) Special Investigations**

The Committee shall:

- Ensure that the Corporation has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers or employees of the Corporation or any persons having business dealings with the Corporation or breaches of internal control.
- Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.
- Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation.

**(d) Other Responsibilities of the Committee**

The Committee shall:

- Review proposals for the issuance of debt and to make recommendations.
- Present annually to the Corporation's Board a written report of how it has discharged its duties and met its responsibilities as outlined in this charter.
- Obtain any information and training needed to enhance the Committee's understanding of the role of internal audits and the independent auditor, the risk management process, internal controls, debt issuances and a certain level of familiarity in financial reporting standards and processes.
- Review the Committee charter annually, reassess its adequacy, and recommend any proposed changes to the board of the Corporation. The Committee charter shall be updated as applicable laws, regulations, accounting and auditing standards change.

- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter and request the board approval for proposed changes.

## Exhibit E

### ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

#### GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Board of Directors of the St. Lawrence County Property Development Corporation (“Corporation”), a public benefit corporation established under the laws of the State of New York, on this XX day of July 2018.

#### **Purpose**

The purpose of the Governance Committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Corporation;
- Updating the Corporation’s corporate governance principles and governance practices; and
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective.

#### **Powers of the Governance Committee**

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

- Meet with and obtain any information it may require from Corporation staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary.
- Solicit, at the Corporation’s expense, persons having special competencies, including legal, accounting or other consultants as the Committee deems necessary to fulfill its responsibilities. The Governance Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board’s adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

#### **Composition and Selection of Committee**

The Governance Committee shall be comprised of three Directors who are independent of Corporation operations. Pursuant to Article II, Section 3 of the Corporation’s bylaws, the Chairman shall appoint the Governance Committee Chair. The Directors shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving on the Committee for at least one year to ensure an orderly transition.

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

transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

The Governance Committee should be knowledgeable or become knowledgeable in matters pertaining to governance.

### **Meetings**

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

Meeting agendas will be prepared for every meeting and provided to the Governance Committee at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The Governance Committee shall act only on the affirmative vote of a majority of the Committee at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

### **Responsibilities**

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

### **Reports**

The governance committee shall (i) Report its actions and recommendations to the Board at the next regular meeting of the Board; (ii) Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines; and (iii) provide a self-evaluation of the Governance Committee's functions on an annual basis.

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

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

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

In addition, the governance committee shall:

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

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

The Governance Committee shall:

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

## **Other Responsibilities**

The Governance Committee shall:

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



**EXHIBIT F**

FORM OF  
CERTIFICATE OF THE CHIEF EXECUTIVE OFFICER  
AND THE CHIEF FINANCIAL OFFICER OF THE  
ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

The undersigned Chief Executive Officer and Chief Financial Officer of the St. Lawrence County Property Development Corporation, a local development corporation organized pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certify, pursuant to subdivision 3 of Section 2800 of the Public Authorities Law, as follows:

The financial information provided within the Annual Report of the St. Lawrence County Property Development Corporation (the "Corporation"), dated as of \_\_\_\_\_, 201\_\_ (the "Annual Report"), is accurate, correct, and does not contain any untrue statement of material fact. The Annual Report does not omit any material fact which, if omitted, would cause the report to be misleading in light of the circumstances under which the report and any such statements made therein are made. The Annual Report fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presents in said report.

The Annual Report is hereby approved.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer and Chief Financial Officer have executed this Certificate as of this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_.

\_\_\_\_\_  
Name:  
Title: Chief Executive Officer

\_\_\_\_\_  
Name:  
Title: Chief Financial Officer

**EXHIBIT G**

**ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION**

**COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY**

Pursuant to and in accordance with the Not-For-Profit Corporation Law of the State of New York, the Board of Directors (the “Board”) of the St. Lawrence County Property Development Corporation (the “Corporation”) shall serve without salary and be appointed as described in the By-Laws of the Corporation but may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board.

The officers, employees and agents of the Corporation shall serve at the pleasure of the Corporation at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board.

The Board and officers of the Corporation shall be available as required to perform the operations of the Corporation and as set forth within the By-Laws of the Corporation, as may be amended, restated or revised by the Board from time to time, in accordance with the By-Laws. Said Board and officers of the Corporation shall put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Corporation and any other directives of the Board relating to same.

Approved and adopted this \_\_ day of \_\_\_\_\_, 2018.

## EXHIBIT H

### ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

#### CODE OF ETHICS

The Board of Directors (the “Board”) of the St. Lawrence County Property Development Corporation (the “Corporation”), a duly established local development corporation created pursuant to Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the “State”), along with the officers and staff of the Corporation, shall comply with and adhere to the provisions of the Not-For-Profit Corporation Law of the State.

Further, no director, officer, or employee of the Corporation shall (1) accept other employment which will impair his or her independence of judgment in the exercise of his or her official duties; (2) accept employment or engage in any business or professional activity which will require him or her to disclose confidential information which he or she has gained by reason of his or her official position of authority; (3) disclose confidential information acquired by him or her in the course of his or her official duties nor use such information to further his or her personal interests; (4) use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself, herself or others; (5) engage in any transaction as a representative or agent of Corporation with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of his or her official duties; (6) by his or her conduct, give reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties, or that he or she is affected by the kinship, rank, position or influence of any party or person; (7) make personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or her or which will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest; and (8) pursue a course of conduct which will raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of his or her trust.

Approved and adopted this \_\_ day of \_\_\_\_\_, 2018.

**EXHIBIT I**

**ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION**

**WHISTLEBLOWER POLICY**

Every Director of the St. Lawrence County Property Development Corporation (the “Corporation”) and all officer and employees thereof, in the performance of their duties shall conduct themselves with honesty and integrity and observe the highest standards of business and personal ethics as set forth in the Code of Ethics of the Corporation (the “Code”).

Each Director, officer or employee is responsible to report any violation of the Code (whether suspected or known) to the Corporation’s Chief Executive Officer. Reports of violations will be kept confidential to the extent possible. No individual, regardless of his or her position with the Corporation, will be subject to any retaliation for making a good faith claim and, any employee who chooses to retaliate against someone who has reported a violation, shall be subject to disciplinary action which may include termination of employment. Regardless, any claim of retaliation will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate offense.

The Chief Executive Officer is responsible for immediately forwarding any claim to the Corporation’s counsel who shall investigate and handle the claim in a timely manner.

Approved and adopted this \_\_ day of \_\_\_\_\_, 2018.

## EXHIBIT J

### ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

#### INVESTMENT POLICY

##### I. INVESTMENT AND DEPOSIT POLICY

###### A. Introduction

1. Scope – This investment and deposit policy applies to all monies and other financial resources available for investment and deposit on its own behalf or on behalf of any other entity or individual.
2. Objectives – The primary objectives of the St. Lawrence County Property Development Corporation’s (the “Corporation”) investment activities are, in priority order:
  - a. to conform with all applicable federal, state and other legal requirements (legal);
  - b. to adequately safeguard principal (safety);
  - c. to provide sufficient liquidity to meet all operating requirements (liquidity); and
  - d. to obtain a reasonable rate of return (yield).
3. Prudence – All participants in the investment process and all participants responsible for depositing the Corporation’s funds shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair confidence in the Corporation to govern effectively.

Investments and deposits shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the investment process and all participants responsible for depositing the Corporation’s funds shall refrain from personal business activity that could conflict with proper execution of the investment program or the deposit of the Corporation’s funds or which could impair their ability to make impartial investment decisions.

4. Diversification – It is the policy of the Corporation to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling. No more than 60% of the Corporation’s total investment may be in any one financial institution.

5. Internal Controls

- a. All moneys collected by an officer or employee of the Corporation shall be deposited within three (3) days in such depositories and designated by the Corporation for the receipt of such funds.
- b. The Corporation shall maintain or cause to be maintained a proper record of all book, notes, securities or other evidences of indebtedness held by the Corporation for investment and deposit purposes.
- c. The Corporation is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly and are managed in compliance with applicable laws and regulations.

1. Designation of Depositories

The Corporation shall designate as depositories of its money those banks and trust companies authorized to serve as such pursuant to applicable law.

B. Investment Policy

1. Permitted Investments

Pursuant to the Not-For-Profit Corporation Law ("N-PCL"), the Corporation is authorized to invest moneys not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- a. Special time deposit accounts;\*
- b. Certificates of deposit;\*
- c. Obligations of the United States of America;\*\*
- d. Obligations guaranteed by agencies of the United States of America where payment of principal and interest are guaranteed by the United States of America;\*\*
- e. Obligations of the State of New York;\*

\*Special time deposit accounts and certificates of deposit are permitted investments provided that (1) they shall be payable within such time as the proceeds shall be needed to meet expenditures for which the moneys were obtained and (2) they are collateralized in the same manner as set forth in paragraph (C) below for deposits of public funds.

\*\*All investment obligations shall be payable or redeemable at the option of the Corporation within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the Corporation within such time as the proceeds will be needed to meet expenditures and obligations of the Corporation.

2. Authorized Financial Institutions and Dealers

The Corporation shall maintain a list of financial institutions and dealers, approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. All financial institutions with which the local government conducts business must be credit worthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Corporation. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Chief Financial Officer or Chairperson of the Board of Directors is responsible for evaluating the financial position and maintaining a listing of proposed depositaries, trading partners and custodians. Such listing shall be evaluated at least annually.

3. Purchase of Investments

The Corporation may contract for the purchase of investments:

- a. Directly, including through a repurchase agreement, from an authorized trading partner.
- b. By participation in a cooperative investment program with another authorized governmental entity pursuant to the N-PCL where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the Board of Directors.
- c. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the board of Directors.

All purchased obligations, unless registered or inscribed in the name of the Corporation, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the Corporation by the bank or trust company shall be held pursuant to a written custodial agreement as described in the N-PCL.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for, the Corporation, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide the Corporation a perfected interest in the securities.

#### 4. Repurchase Agreements

Repurchase agreements are authorized subject to the following restrictions:

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

### C. Deposit Policy

#### 1. Collateralization of Deposits

All deposits of the Corporation, including certificates of deposit and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:

- a. By pledge of “eligible securities” with an aggregate “market value” as provided by the N-PCL, equal to the aggregate amount of deposits from the categories designated in Exhibit A attached hereto.
- b. By an eligible “irrevocable letter of credit” issued by a qualified bank other than the bank with the deposits in favor of the Corporation for a term not to exceed ninety (90) days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization or by a



bank that is in compliance with applicable federal minimum risk-based capital requirements.

- c. By an eligible surety bond payable to the Corporation for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations. The terms and conditions of any eligible surety shall be approved by the Board of Directors.

## 2. Safekeeping and Collateralization

Eligible securities used for collateralizing deposits shall be held by the depository bank or trust company subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure Corporation deposits together with agreed upon interest, if any and any costs or expenses arising out of the collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events, which will enable the Corporation to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the Corporation, such securities shall be delivered in a form suitable for transfer or with an assignment in blank to the Corporation or its custodial bank.

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for, the Corporation, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of backing for any other deposit or other liabilities. The agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the Corporation a perfected interest in the securities.

Approved and adopted this \_\_ day of \_\_\_\_\_, 2018.

**A-1**  
**EXHIBIT A**

**SCHEDULE OF ELIGIBLE SECURITIES**

- (1) Obligations issued, or fully insured or guaranteed as to the payment of principal and interest by the United States of America, an Agency thereof or a United States government sponsored corporation.
- (2) Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank and the African Development Bank.
- (3) Obligations partially insured or guaranteed by any Corporation of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of the insurance or guaranty.
- (4) Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation or such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.
- (5) Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (6) Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (7) Obligations of countries, cities and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest categories by at least one nationally recognized statistical rating organization.
- (8) Obligations of domestic corporations rated one of the two highest rating categories by at least one nationally recognized statistical rating organization.
- (9) Commercial paper and bankers' acceptances issued by a bank, other than the Bank, rated in the highest short-term category by at least one nationally recognized statistical rating organization and having maturities of not longer than 60 days from the date they are pledged.
- (10) Zero Coupon obligations of the United States government marketed as "Treasury strips".

## EXHIBIT K

### ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

### TRAVEL AND MISCELLANEOUS EXPENSE REIMBURSEMENT POLICY

#### General Policy

1. The purpose of this policy is to provide clarity and guidance for reimbursement and payment of allowable travel expenses incurred when business is conducted away from the St. Lawrence County Property Development Corporation's (SLCPDC) official office, and reimbursement of certain other expenses.
2. This policy shall apply to all of the SLCPDC Board, Officers and employees, (individually and collectively, "Travelers").
3. Travelers shall be required to obtain advance approval for any and all overnight travel deemed necessary for the conduct of SLCPDC business. Such approval must be obtained from the Chairman or the Chief Executive Officer, as provided herein, and be documented by the completion of the Travel Authorization Form (Attachment 1). The Chairman shall approve such travel by the Board and the Chief Executive Officer. The Chief Executive Officer shall approve travel by all other travelers.
4. This policy shall be used in conjunction with the SLCPDC's Credit Card and Fleet Management policies.
5. Only those business expenses for which the SLCPDC deems as reasonable and necessary will be eligible for payment by SLCPDC-issued credit card or reimbursement.
6. To obtain reimbursement, all reimbursement requests shall include a Mileage and Expense Reimbursement (Attachment 2), original itemized receipts and such supporting documentation as required by this policy. Reimbursement requests must be submitted within a reasonable period of time after the expenses are incurred.
7. When traveling within New York State, travelers must complete Form ST-129 "Exemption Certificate" for tax on occupancy of hotel rooms (Attachment 3). It is the traveler's responsibility to ensure Form ST-129 is properly completed and accepted. The SLCPDC shall neither pay for nor reimburse for the payment of New York State and local sales taxes.
8. The traveler shall be responsible for the accuracy and completeness of any travel expense documentation submitted for SLCPDC consideration. Said request shall include the following information: distance traveled; points of travel (to – from), purpose of travel, dates of trip, itemized listing of expenditures, with receipts itemized (as required), and such other supporting documentation as necessary.

The same Mileage & Expense Reimbursement shall be utilized by SLCPDC employees, officers and the Board. Reimbursement requests for overnight travel must be accompanied by a copy of the Travel Authorization Form (Attachment 1).

9. All travelers shall utilize SLCPDC-owned vehicles for their business travel, if a vehicle is available. No reimbursement of mileage shall be provided if an SLCPDC-owned vehicle is available for use.

10. The SLCPDC Chief Executive or Board Chairman, may, at his/her sole discretion, grant a waiver of any or all of the provisions contained within this policy. Said exceptions must be requested prior to the excepted event(s) and must be documented within the travel authorization.

### **Mileage**

When travel occurs from a traveler's home to an alternate work location, or from an alternate work location to a traveler's home, transportation expenses shall be reimbursed using the lesser of (i) mileage between the traveler's home and the alternate work location, or (ii) mileage between the SLCPDC's office and the alternate work location, multiplied by the IRS' mileage reimbursement rate. The same reimbursement method shall apply for travel between the SLCPDC's office and an alternate work location, or between two or more alternate work locations.

Reimbursement for transportation costs between the SLCPDC's office and the traveler's residence is not allowed, except in the case of assigned vehicles, as detailed by the SLCPDC's Fleet Management Policy.

### **Meals**

Travelers on SLCPDC business may use SLCPDC-issued credit cards for meals pursuant to SLCPDC credit card policy and submission of original, itemized receipts.

Meals and Incidental Expenses, whether paid by SLCPDC-issued credit card or submitted for reimbursement by the traveler, shall be limited to the per diem rates in effect during the travel period, as outlined in the US General Services Administration ("GSA") (<http://www.gsa.gov/portal/content/104877>). Per diem rates for foreign travel and allocation of meals and incidentals are found in the US Department of State's website at ([https://aoprals.state.gov/content.asp?content\\_id=184&menu\\_id=78](https://aoprals.state.gov/content.asp?content_id=184&menu_id=78) ).

Incidental Expenses are defined by the GSA as "fees and tips given to porters, baggage carriers, hotel staff, and staff on ships." Foods i.e. snack foods or beverages (including, but not limited to water, soda, coffee, etc.) not consumed as a meal are not considered an Incidental Expense and are considered an ineligible expense for either SLCPDC-issued credit card purchase or traveler reimbursement. Travelers are eligible for breakfast, providing the traveler leaves their residence at least one hour prior to normal departure time; for lunch, providing the traveler is at least 35 miles away from the SLCPDC office between the hours of 12:00 PM and 1:00 PM; for dinner, providing the traveler returns home at least two hours after normal return time. SLCPDC will not pay for any meal expenses submitted when meals are already included as part of the cost of a conference registration or hotel accommodation. As part of the SLCPDC's voucher payment process, any meal expenses charged on an SLCPDC-issued credit card which are deemed an ineligible expense and will require reimbursement from the traveler (within 30 days from the date the expense is deemed ineligible).

At the discretion of the SLCPDC management, working lunches may be scheduled from time to time at the convenience of the SLCPDC. Working lunches are an eligible expense, when there is a documented business purpose for such a meal.

### **Alcohol**

The SLCPDC will not pay, either by SLCPDC-issued credit card or traveler reimbursement, for the purchase of alcohol. Should a traveler be engaged in a business-related working meal with a business client who requests alcohol, the traveler may pay for only the client's alcohol. Any receipt

for payment by SLCPDC credit card or for reimbursement must be a supplier-generated, itemized receipt. A business client is defined as a potential customer or client qualified on the basis of his/her buying authority and financial capacity who may potentially locate or expand a business operation within St. Lawrence County, or who may apply for financial assistance from the SLCPDC to locate or expand a business operation within St. Lawrence County.

### **Lodging**

SLCPDC business-related lodging expenses is considered an eligible expense.

These expenses shall be limited to: cost of hotel room(s), parking, hotel meals not included in a conference/professional seminar or included in the cost of the hotel accommodation, business phone calls and calls to the traveler's home (which should be kept to a reasonable length).

When circumstances allow, the traveler must request receipt of a "government rate" on all lodging. The SLCPDC reserves the right to deny any (or all) of the traveler's request for lodging reimbursement if a government rate is available and is not utilized by the traveler.

Expenses for a spouse, family member or friend who may accompany the traveler are considered by the SLCPDC to be "Guest Fees" and are not reimbursable. Any incremental expenses resulting from a guest (i.e. increased room charge over single occupancy, additional meal charges) must be deducted from the expense reimbursement report. Payment of any and all Guest Fees shall not be the responsibility of the SLCPDC.

ST-129: The exemption certificate (ST-129) for tax on occupancy of hotel rooms must be presented upon check-in. The SLCPDC will not pay (or pay for reimbursement of) New York State sales and use taxes. NYS Tax and Finance may impose substantial penalties on any traveler of the SLCPDC found to have misused the ST-129.

### **Transportation Expenses**

Travel should be by the most efficient and cost-effective method of transportation available. All travel assignments shall be scheduled to minimize expenses whenever possible. Actual travel costs shall be reimbursed from origin to destination, in accordance with the following guidelines:

- Personal Automobile - Mileage for use of a personal automobile while traveling for SLCPDC business shall be reimbursed using the latest IRS standard mileage rate (Publication 463). This mileage rate covers gasoline, oil, maintenance, repairs, insurance and vehicle registration. Parking costs and tolls are reimbursable when substantiated by receipts. Citations for violation of parking or vehicle and traffic laws incurred while on SLCPDC travel shall not be reimbursed.
- Air Transportation - When traveling by air, approval in advance is required, and travelers should obtain the lowest cost coach accommodations possible. The passenger's portion of the airline ticket or the original transportation receipt must be attached to the travel expense report. Boarding passes alone are not acceptable forms for reimbursement purposes. The cost of tolls, parking and mileage related to air transportation is reimbursable (i.e. travel to and from airport). Receipts must be provided.
- Public Transportation – The cost of travel by bus or train is reimbursable when documented by original, itemized receipts. The cost of tolls, parking and mileage related to train or bus travel is reimbursable (i.e. travel to and from train or bus station). Receipts must be provided.

- Rental Car – Rental car and gasoline expenses are reimbursable, when documented by original, itemized receipts. Travelers are expected to rent mid-sized or smaller vehicles.
- Taxi Fares – Reasonable taxi fares will be reimbursed, and customary tipping will be allowed. Receipts should be provided.

### **Non-Reimbursable/Ineligible Expenses**

Only travel expenses that are considered reasonable and necessary in the performance of SLCPDC business are reimbursable. Therefore, the following expenses are not reimbursable:

- Accommodations and/or meals that are provided to traveler at no-cost or included as part of a reimbursable registration fee.
- In-room movies.
- Souvenirs.
- Entertainment.
- Frequent Flyer membership fees.
- Personal phone calls in excess of reasonable calls home.
- Rental vehicle upgrades.
- Optional travel or rental car insurance.
- Laundry/valet service.
- Hotel health club or spa fees.
- Clothing and toiletries.
- Guest expenses.
- Alcoholic beverages (See Section: Alcohol).
- Any expenses outlined in SLCPDC's Policy Governing Use of Discretionary Funds.
- Any other personal expenses not necessary to conducting SLCPDC business.

Any such non-reimbursable expenses incurred while traveling on SLCPDC business must not be included on the Expense Report form when requesting reimbursement.

### **Submission of Claims**

Travelers must complete the Expense Report form in order to be reimbursed for any qualified travel or miscellaneous expenses as described in this policy.

All reimbursable expenses must be documented by original itemized receipts.

### **Records**

Any SLCPDC employee who knowingly destroys, alters, conceals or falsifies travel/reimbursement receipts or records is in violation of this policy and subject to disciplinary action up to and including dismissal.

Approved and adopted this \_\_\_ day of \_\_\_\_\_, 2018.

## EXHIBIT L

### ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

#### DISPOSITION OF REAL PROPERTY GUIDELINES ADOPTED PURSUANT TO SECTION 2896 OF THE PUBLIC AUTHORITIES LAW

#### SECTION 1. DEFINITIONS

A. “Contracting officer” shall mean the officer or employee of the St. Lawrence County Property Development Corporation (the “Corporation”) who shall be responsible for the disposition of property.

B. “Dispose” or “disposal” shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the Public Authorities Law.

C. “Property” shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

#### SECTION 2. DUTIES

A. The Corporation shall:

(i) maintain adequate inventory controls and accountability systems for all property owned by the Corporation and under its control;

(ii) periodically inventory such property to determine which property shall be disposed of;

(iii) produce a written report of such property in accordance with subsection B herewith; and

(iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 3 below.

B. The Corporation shall

(i) publish, not less frequently than annually, a report listing all real property owned in fee by the Corporation. Such report shall consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Corporation and the name of the purchaser for all such property sold by the Corporation during such period; and

(ii) shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly).

### **SECTION 3. TRANSFER OR DISPOSITION OF PROPERTY**

A. Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the “Contracting Officer”) shall have supervision and direction over the disposition and sale of property of the Corporation. The Corporation shall have the right to dispose of its property for any valid corporate purpose.

B. Custody and Control. The custody and control of Corporation property, pending its disposition, and the disposal of such property, shall be performed by the Corporation or by the Commissioner of General Services when so authorized under this section and applicable law.

C. Method of Disposition. Unless otherwise permitted, the Corporation shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Corporation and/or contracting officer deems proper. The Corporation may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, no disposition of real property, any interest in real property shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction and provided further, that no disposition of any other property, which because of its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar property, shall be made without a similar appraisal.

D. Sales by the Commissioner of General Services (the “Commissioner”). When the Corporation, if authorized to do so by applicable law, shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Corporation may enter into an agreement with the Commissioner of pursuant to which Commissioner may dispose of property of the Corporation under terms and conditions agreed to by the Corporation and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.

E. Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Corporation, purporting to transfer title or any other interest in property of the Corporation in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to the closing.

F. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.



(i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Corporation shall be made after publicly advertising for bids except as provided in subsection (iii) of this Section F.

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

(A) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property proposed for disposition;

(B) all bids shall be publicly disclosed at the time and place stated in the advertisement; and

(C) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Corporation, price and other factors considered; provided, that all bids may be rejected at the Corporation's discretion.

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

(A) the personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significance, rarity, or other quality of similar effect, that would tend to increase its value, or if the personal property is to be sold in such quantity that, if it were disposed of under subsections (i) and (ii) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;

(B) the fair market value of the property does not exceed fifteen thousand dollars (\$15,000);

(C) bid prices after advertising therefor are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;

(D) the disposal will be to the state or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;

(E) under those circumstances permitted by subsection (v) below; or

(F) such action is otherwise authorized by law.

(iv) (A) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:

(1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars (\$15,000);

(2) any real property that has an estimated fair market value in excess of one hundred thousand dollars (\$100,000), except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph;

(3) any real property disposed of by lease, if the estimated annual rent over the term of the lease is in excess of fifteen thousand dollars (\$15,000); or

(4) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

(B) Each such statement shall be transmitted to the persons entitled to receive copies of the report required under Section 2(B) above not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Corporation.

(v) Disposal of Property for less than Fair Market Value (“FMV”).

(A) No assets owned, leased or otherwise in the control of the Corporation may be sold, leased, or otherwise alienated for less than its FMV except if:

(1) the transferee is a government or public entity and terms of transfer require ownership and use to remain with the government or public entity; or

(2) the purpose of transfer is within purpose, mission of the Corporation; or

(3) the Corporation provides written notification to the Governor, the Speaker of the Assembly, and the Temporary President of the Senate; provided, however, that such notification is subject to denial by the Governor, the Speaker of the Assembly, and the Temporary President of the Senate pursuant to the PAAA.

(B) If the Corporation proposes to make a transfer below FMV, the following information is required to be provided to the Corporation’s Board of Directors and the public:

(1) a full description of the asset;

(2) an appraisal of the FMV of the asset;

(3) a description of purpose of transfer, the kind and amount of the benefit to the public resulting from the transfer such as jobs and wages created or preserved;

(4) a statement of the value to be received compared to FMV;

(5) the names of any private parties participating in the transfer, and, if different than the information required by paragraph 4 immediately above, a statement of the value to the private party;

(6) the names of other private parties that have made an offer for the asset being transferred, the value offered, and the purpose for which the asset would have been used.

(C) The Board of Directors of the Corporation must make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.

The guidelines are subject to modification and amendment at the discretion of the Corporation board and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Corporation is the Corporation's CEO.

Approved and adopted this \_\_ day of \_\_\_\_\_, 2018.

## EXHIBIT M

### ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

#### PROCUREMENT POLICY

##### A. Introduction

1. Scope – In accordance with the Public Authorities Accountability Act of 2005, as amended by Chapter 506 of the Laws of 2009 of the State of New York, the St. Lawrence County Property Development Corporation (the “Corporation”) is required to adopt procurement policies that will apply to the procurement of goods and services not subject to the competitive bidding requirements the New York State General Municipal Law and paid for by the Corporation for its own use and account.

2. Purpose – 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.

##### B. Procurement Policy

Any purchase/contract for goods or services with an expenditure in excess of ten thousand (\$10,000) must adhere to the following:

###### Definitions:

*best value* - the basis for awarding all service purchases/contracts to the offerer which optimizes quality, cost and efficiency, among responsive and responsible offerers. Such basis shall be, whenever possible, quantifiable.

*responsible* - Such requirements may include, but are not limited to, the offerers' qualifications, financial stability and integrity.

*responsive* - Applies to the extent to which the offer has complied with the specifications or requirements of the solicitation for goods or services.

1) For the purchase of goods, proposals must be requested from a minimum of three (3) offerers. The lowest responsible, responsive bidder shall be accepted unless it is otherwise in the best interest of the Corporation, as justified in writing by the Contracting Officer of the Corporation. Such justification must be maintained in the procurement record.

2) For purchases of services, proposals must be requested from a minimum of three (3) offerers. The best value bidder shall be accepted unless it is otherwise in the best interest of the Corporation, as justified in writing by the Contracting Officer of the Corporation. Such justification must be maintained in the procurement record.

3) The requirement for competitive bidding may be waived upon prior written approval of the Contracting Officer provided that prior to the acceptance of such goods or services, a written statement is prepared describing the justification for waiving competitive bidding and the reasonableness of the proposed expenditure.

	Verbal Quotes		Written Quotes	Reference Notes
	0	3	3	
Purchase Contracts Below \$10,000				
<b>Under \$2,500</b>	X			
<b>\$2,501 - \$5,000</b>		X		
<b>\$5,001 - \$9,999</b>			X	
Purchase Contracts of \$10,000 or more				A, B
Emergencies				C
Insurance				D
Professional Services				E

Approved and adopted this \_\_ day of \_\_\_\_\_, 2018.

## Exhibit N

### **Policy:**

It is the policy of the St. Lawrence County Property Development Corporation (the "Corporation") to comply with State Finance Law §139-j and §139-k (Law) relative to anyone (the "Offerer") contacting the Corporation about a Corporation procurement.

### **Applicability:**

The Law applies to procurement contracts that have an annual value in excess of \$15,000. The requirements of the Law commence at the earliest written notice, advertisement or solicitation of request for proposals, invitations for bids, or solicitation of proposals, or any other method for soliciting a response from an Offerer intending to result in a procurement contract and end with the final contract award.

### **Procedure:**

Pursuant to State Finance Law §139-j and §139-k, the Corporation shall designate person(s) who are the only staff that can be contacted relative to a procurement and will record all "contacts" by an Offerer or its representative regarding the procurement.

A "contact" is any communication with the Corporation under circumstances where a reasonable person would infer that the communication was intended to influence the procurement. Information that must be recorded in the procurement record includes: the name, address, telephone number, place of principal employment and occupation of the person making contact; whether the person is retained or employed by the Offerer; and whether the contact is an attempt to influence a specific procurement.

An impermissible "contact" is any communication that meets the definition above, other than the exceptions cited below, by the Offerer, or its representative, with anyone other than the Corporation's designated contact(s) for such procurement. Any Corporation employee who becomes aware that an Offerer has violated the provisions of a permissible contact during a procurement must immediately notify the Corporation's Compliance Officer who shall investigate such incident.

The law recognizes specific communications and contacts that can go to other than the Designated Contacts, i.e. to Permissible Subject Matter Contacts. These communications and contacts include:

1. submission of written proposals;
2. submission of written questions to the designated contact when all written questions and responses are to be disseminated to all interested Offerers;
3. written complaints by an Offerer to the Corporation General Counsel regarding the failure of Corporation staff to comply timely with the provisions of the Law;
4. participation in a bid conference or interviews;
5. negotiations subsequent to tentative award;
6. review and debriefings of procurement awards; and
7. communications during bid complaints, protests or appeals.

(These permissible contacts must also be recorded and included in the procurement record.)

Any Offerer that knowingly and willfully violates the restrictions to permissible contacts shall be found non-responsible and shall not be awarded the procurement contract. Determinations of non-responsibility due to such violations shall be reported to the New York State Office of General Services (OGS). OGS shall maintain a list of Offerers determined to be non-responsible due to such violations. Any subsequent determination of non-responsibility within four (4) years of a previous determination of non-responsibility based upon an impermissible contact shall result in the Offerer being ineligible to submit a proposal or be awarded a procurement contract with any government entity, as defined in State Finance Law §139-j (1) (a), for a period of four (4) years from the second determination.

Prior to the award of a procurement contract, the Corporation must include in its responsibility review a determination of the Offerer's compliance with provisions of the Law including any disclosure from a previous violation of the Law within the previous four (4) years during any governmental procurement.

**Offerer's Affirmation of Understanding of and Agreement Pursuant to  
State Finance Law §139-j(3) and §139-j(6)(b)  
As provided to the St. Lawrence Co. Property Development Corporation**

**Background:**

State Finance Law §139-j(6)(b) provides that:

*Every Governmental Entity shall seek written affirmations from all Offerers as to the Offerer's understanding of and agreement to comply with the Governmental Entity's procedures relating to permissible contacts during a Governmental Procurement pursuant to subdivision three of this section.*

A Governmental Entity must obtain the required affirmation of understanding and agreement to comply with procedures on procurement lobbying restrictions regarding permissible contacts in the restricted period for a procurement contract in accordance with State Finance Law §139-j and §139-k. It is recommended that this affirmation be obtained as early as possible in the procurement process, such as when the Offerer submits its proposal or bid.

**Instructions:**

A completed affirmation must accompany each Bid Form, Letter of Interest, or Proposal submitted by an Offerer and will be required for any contract amendments over \$15,000. This document must also accompany each Emergency Contract Bid Form.

**Affirmation:**

Offerer affirms that it understands and agrees to comply with the procedures of the St. Lawrence County Industrial Development Agency Civic Development Corporation relative to permissible contacts as required by State Finance Law §139-j(3) and §139-j(6)(b).

Signature of Offerer: \_\_\_\_\_

Date: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Contractor Name: \_\_\_\_\_

Contractor Address: \_\_\_\_\_

Contractor Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Reference Number: \_\_\_\_\_

Date: \_\_\_\_\_

**Offerer's Disclosure of Prior Non-Responsibility Determinations**  
**State Finance Law §139-k(2)**  
**As provided to the St. Lawrence Co. Property Development Corporation**

Name of Individual/Entity Seeking to Enter into Procurement Contract: \_\_\_\_\_  
Address: \_\_\_\_\_  
Address: \_\_\_\_\_  
City/State/Zip: \_\_\_\_\_

Name of Person Submitting this Disclosure: \_\_\_\_\_  
Title of Person Submitting this Disclosure: \_\_\_\_\_  
Contractor Address: \_\_\_\_\_  
City/State/Zip: \_\_\_\_\_

Contract Procurement Number: \_\_\_\_\_  
Date: \_\_\_\_\_

1. Has any Governmental Entity made in the previous four years a finding of non-responsibility regarding the individual or entity seeking to enter into the Procurement Contract?  Yes  No

**If you answered Yes to Question 1, complete Questions 2 through 4, where applicable:**

2. Was the basis for the finding of non-responsibility due to a violation of State Finance Law §139-j?  Yes  No
3. Was the basis for the finding of non-responsibility due to intentional provision of false or incomplete information to a Government Entity?  Yes  No

4. Provide details regarding the finding of non-responsibility below and attach additional pages as necessary:  
Government Entity: \_\_\_\_\_  
Date of Finding of Non-Responsibility: \_\_\_\_\_  
Basis of Finding of Non-Responsibility: \_\_\_\_\_

5. Has any Government Entity or other governmental agency terminated or withheld a Procurement Contract with the above-named individual or entity due to the intention provision of false or incomplete information?  Yes  No

**If you answered Yes to Question 5, provide details below and attach additional pages as necessary:**

Government Entity: \_\_\_\_\_  
Date of Termination or Withholding of Contract: \_\_\_\_\_  
Basis of Termination or Withholding of Contract: \_\_\_\_\_

Offerer certifies that all information provided to the St. Lawrence County Industrial Development Agency Civic Development Corporation with respect to State Finance Law §139-k is complete, true and accurate.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date



**EXHIBIT O**

**ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION**

**DEFENSE AND INDEMNIFICATION POLICY**

Pursuant to the By-Laws of the St. Lawrence County Property Development Corporation (the “Corporation”), the Corporation shall indemnify all of the Corporation and each officer and employee thereof, in the performance of their duties, and to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law of the State of New York.

Approved and adopted this \_\_ day of \_\_\_\_\_, 2018.

## **EXHIBIT P**

### **ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION**

#### **CONFLICTS OF INTEREST POLICY**

**Article 1. Background**

The purpose of the conflicts of interest policy is to protect the interests of the St. Lawrence County Property Development Corporation (hereinafter, the "Corporation") when it is contemplating entering into a transaction or arrangement that may benefit the private interests of an officer, director or employee of the Corporation. 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 Corporation 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, 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 Corporation 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 Corporation 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 Corporation 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 Corporation the material facts surrounding any potential conflict of interest, including

specific information concerning the terms of any contract or transaction with the Corporation. 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 Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation 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 Corporation.

#### **Article 5. Validity of Actions**

No contract or other transaction between the Corporation and one or more of its Directors, officers or employees, or between the Corporation 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, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested 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 Corporation in the manner provided for in law, rules or regulations of the State of New York.

## Exhibit Q

### ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

#### POLICY GOVERNING USE OF DISCRETIONARY FUNDS

##### Introduction

1. **Scope:** In accordance with Section 2824(1)(b) of Public Authorities Law, authority directors must understand, review and monitor the implementation of fundamental financial and management controls and the operation decisions of the authority.
2. **Purpose:** Pursuant to Public Authorities Law, the primary objective of this policy is to ensure that the assets and resources of the St. Lawrence County Property Development Corporation (the "SLCPDC") are safeguarded and protected against the use of funds for purposes that do not advance the SLCPDC's core purpose and objectives.

This policy, along with the SLCPDC's Travel and Miscellaneous Expense Reimbursement Policy, should provide reasonable guidance to ensure the responsible use of discretionary funds.

##### B. Discretionary Funds

1. **Use of Discretionary Funds:** The expenditure of SLCPDC funds must relate to a power, duty or purpose of the SLCPDC, and/or be necessary and convenient to carry out its powers, duties and purposes. Therefore, the use of discretionary funds shall be limited to expenditures that benefit the SLCPDC in advancing its mission and public purposes. Discretionary funds shall not be used in a manner that primarily benefits the board, officers, or employees.
2. **Prior Approval:** All expenditures of discretionary funds shall be approved by the Chief Executive Officer prior to such expenditure and fall within Annual Budget Allocations. Provided, however, in the instance where the Chief Executive Officer will seek an expenditure of discretionary funds, such expenditure shall be pre-authorized by the Chairman or Vice-Chairman of the SLCPDC.

The Chief Executive Officer (or Chairman or Vice-Chairman) as the case may be, shall review the proposed use of funds and reasonably determine whether such use (i) primarily benefits the SLCPDC as opposed to an individual on the board, officer or employee and (ii) advances the mission and public purpose of the SLCPDC. Scrutiny of all expenses shall be guided by judgment related to the relevance of such costs and the benefits which may accrue from such activities.

3. **Appropriate Expenditure Guidance:**
  - a. **Membership Dues:** Membership dues paid for the SLCPDC to belong to a professional peer organization is a permissible use of SLCPDC funds. Individual membership costs which enable the board, officers and employees to belong to a professional, social or fraternal organization and where the

membership is of and the primary benefit is to, the individual rather than the SLCPDC, shall not be an appropriate use of discretionary funds.

- b. **Charitable Contributions and Sponsorships:** Expenditures for sponsorships or charitable contributions shall be permissible when they relate to the powers, duty and purposes of the SLCPDC, and whether such expenditure will advance the SLCPDC's core mission and public purposes.
  
- c. **Food & Beverages:** With the exception of food and beverages purchased during business travel and under those circumstances outlined in the SLCPDC's **Travel and Miscellaneous Expense Reimbursement Policy**, expenditures for food and beverages for the personal consumption of the board, officers and employees shall not be considered an appropriate use of SLCPDC discretionary funds.
  
- d. **Professional Training, Certification and Licensing:** Reasonable costs associated with attendance at training related to the acquisition and maintenance of certifications or licenses, or to attend professional conferences, may be appropriate expenditures of SLCPDC discretionary funds, provided that the certifications and licenses clearly enable the SLCPDC to more effectively exercise its powers, duties or purposes.
  
- e. **Marketing:** Expenses incurred in the course of marketing our area to prospects and relations with existing industries and businesses and supporting partners in furtherance of the SLCPDC's mission will be an appropriate expenditure of SLCPDC funds.
  
- f. **Other Examples of Inappropriate Use of IDACDC Discretionary Funds:**
  - i. Flowers and gifts for staff, directors or family members.
  - ii. Subsidized or free use of SLCPDC services for the personal use of current or former directors of the board, staff, or family members of staff.
  - iii. Celebrations for special occasions that do not directly relate to the purpose of the SLCPDC, such as catering or decorations for summer picnics, office parties or holiday or retirement parties.
  - iv. Purchases of alcohol or tobacco products.
  - v. Personal use of SLCPDC owned/leased vehicles.
  - vi. Costs to purchase or mail holiday cards or invitations or expressions of sympathy to staff or families of SLCPDC staff.
  - vii. Assignment of cellular phones or vehicles to non-SLCPDC officers or staff.

**Exhibit R**

**ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION**

Annual Statement of Financial Disclosure Policy

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Pursuant to St. Lawrence County Ethics Law and Section 2825 of the Public Authorities Law, Board of Directors, Officers and Employees are required to file this statement each year for the preceding calendar year. Please answer all questions completely. Indicate not applicable (N/A) where appropriate. Attach additional pages, if necessary. The filing of this statement does not preclude you of your responsibility to comply with the reporting requirements of other entities. The Statement must be filed with the St. Lawrence County Board of Ethics by **March 31**.

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Last Name	First Name	Initial
Title or Capacity in Which Statement is Required	Department or Agency in Which this Function Reports	
Work Address	Telephone Number	

*If the answer to any of the following questions is "None", please so indicate.*

**1. Provide the name(s) of your spouse or domestic partner and all children.**

Spouse/Domestic Partner	Child
Child	Child
Child	Child

**2. Real Estate Ownership.** List the address of each piece of property that you, your spouse, domestic partner, or dependent child own or have a financial interest in. List only real estate that is in the County of St. Lawrence or within one mile of the boundary of the County of St. Lawrence.

Address of Real Estate <i>e.g. 2 Main Street, Teatown</i>	Type of Interest <i>Residence</i>	Owner and Financial Interest <i>Self 100%</i>

**3. Outside Employment or Business.** List the name of any outside "non-county" employment or business from which you receive compensation for services rendered or goods sold or produced or of which you are on the board of directors, officer or employee. Also include any entity in which you have an ownership

interest, except a corporation of which you own less than five percent of the outstanding stock. Identify the type of business, such as a partnership, corporation, self-employment, or a sole proprietorship and list your relationship to the employer or business.

<b>Name of Non-County Employer/Business</b>	<b>Nature of Business</b>	<b>Type of Business</b>	<b>Relationship to Business</b>
<i>e.g. Tech IM Computer</i>	<i>Computer</i>	<i>Corporation</i>	<i>President/Shareholder</i>
<i>e.g. Monument</i>	<i>Realty</i>	<i>Real Estate</i>	<i>Partnership/Employee</i>

**4. Other Income:** If you derived any income from a business which is or has been doing business with St. Lawrence County or the Authority, identify the source and nature of such income in excess of \$1,000, including deferred income, employer contributions to a pension or retirement fund, profit sharing plan, severance pay, or payments under a buy-out agreement.

<b>Name and Address of Income Source</b>	<b>Description of Income (e.g., pension, deferred, etc.)</b>
_____	_____
_____	_____
_____	_____

**5. Relatives in Authority or St. Lawrence County Service.** List each relative who is an officer or employee of the Authority or St. Lawrence County, whether paid or unpaid, including relative's name, relationship to you, title and department. Relative is defined as "spouse, domestic partner, child, stepchild, grandchild, brother, sister, parent, stepparent, plus any person you claimed as a dependent on your latest income tax return, and that dependent's spouse or domestic partner."

<b>Family Member Name</b>	<b>Relationship to You</b>	<b>Title</b>	<b>Department</b>
<i>e.g. Alex Jones</i>	<i>Sister's husband</i>	<i>Code Enf.</i>	<i>Buildings &amp; Grounds</i>

**6. Spouse or Domestic Partner's Employment or Business.** List the information for your spouse or domestic partner.

<b>Employer/Business Name</b>	<b>Nature of Business</b>	<b>Type of Business</b>	<b>Relationship to Business</b>
<i>e.g. TechIM</i>	<i>Computer</i>	<i>Corporation</i>	<i>President/Shareholder</i>
<i>e.g. Monument</i>	<i>Realty</i>	<i>Real Estate</i>	<i>Partnership/Employee</i>

**7. Business Relationships with St. Lawrence County.** To the best of your knowledge, list any office, trusteeship, directorship, partnership, or other position in any business, association, proprietorship, or not-for-profit organization held by you or by your spouse or domestic partner or by your children, if any such

entities are doing business with the County.

Name of Family Member	Position	Organization	Nature of Involvement
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**8. Money You Owe.** List any debts of \$10,000 or more that you owe to an officer or employee of the Authority or St. Lawrence County, or anyone that does business with the Authority or St. Lawrence County. Do not list debts that you owe to banking companies that have an official banking relationship with the Authority or St. Lawrence County. *Continued on next page...*

Creditor	Type of Obligation
<i>e.g. Legislator E. Nuff</i>	<i>Promissory Note</i>
_____	_____
_____	_____
_____	_____

**9. Money Owed to You.** List any debts of \$10,000 or more that an officer or employee of the Authority or St. Lawrence County, or anyone that does business with the Authority or St. Lawrence County, owes to you.

Creditor	Type of Obligation
<i>e.g. XYZ Contractors</i>	<i>Bridge Loan</i>
_____	_____
_____	_____
_____	_____

**10. Potential Conflicts of Interest.** List and identify your potential conflicts of interest, if any. You may seek the advice of the Board of Ethics.

<i>e.g. "I serve as President of the Adirondack Trail Riders Association."</i>
_____
_____
_____

**For the Board of Directors and Officers:**

**11. Pursuant to section 2824 of the Public Authority Law, I have completed the Public Authorities Board training regarding my legal, fiduciary, financial and ethical responsibilities as a Member of the Board of Directors.** Yes  No

**12. I have completed the St. Lawrence County Ethics Training.** Yes  No

**13. Pursuant to Public Authority Law Section 2824, I have executed and** Yes  No



caused to be filed with the authorities acknowledgments of my fiduciary obligation to perform my duties and responsibilities to the best of my ability, in good faith, and with proper diligence and care, consistent with the enabling statute, mission and bylaws of the Authority and the laws of New York State.

14. I have read and understand the St. Lawrence County Ethics Law. Yes  No

**For the Board of Directors, Officers and Employees:**

15. I have read and understand the Authorities' Code of Ethics. Yes  No

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Signature

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Date

## Exhibit S

### ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

#### Assessment of the Effectiveness of Internal Controls

Purpose: The St. Lawrence County Property Development Corporation (“SLCPDC”) 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 SLCPDC 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 SLCPDC employees is processed externally by a payroll processing company, SurePay 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 SurePay 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, SurePay only has access to the funds in the Payroll checking account. Payroll records and accompanying back up reports are printed directly from the SurePay 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 SLCPDC finances. All SLCPDC 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 SLCPDC Chairman). – *Multiple persons signing off on the process makes this low risk.*
- **Accounts Receivable** - All monies received by SLCPDC are recorded into a main check register 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 coded (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 books, bank verification & receipts make this low risk.*

- **Investments** - Certificates of deposit are bid out to the financial institutions recognized in SLCPDC's Investment Policy. When a CD matures, the financial institutions are contacted and a bid is requested. The CD is awarded to the financial institution that can offer the highest interest rate. Pursuant to SLCPDC's Investment Policy no one financial institution may hold more than 60% of SLCPDC's cash on deposit. Only persons authorized by the SLCPDC'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 SLCPDC was last reviewed by the SLCPDC's Board on DATE XX, 2018. The Board's review affirmed that there are no material control weaknesses to be reported. SLCPDC 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:

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Chief Executive Officer - Date

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Chief Financial Officer – Date

## **Exhibit T**

### **St. Lawrence County Property Development Corporation**

#### **Policy Prohibiting Loans and Credit to Officers, Directors and Employees**

This policy prohibiting loan and credit to officers, directors and employees of the St. Lawrence County Property Development Corporation (the "Corporation") is adopted by resolution pursuant to Section 2824(5) of the New York Public Authority Law.

**Policy:**

- A. No officer, director or employee of the St. Lawrence County Property Development Corporation (the "Corporation") shall accept or arrange for any loan or extension of credit from the Corporation or any affiliate of the Corporation.
- B. The Corporation shall not, directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any officer, director of employee (or equivalent thereof) of the Corporation.

## Exhibit U

### ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

#### Freedom of Information Law (“FOIL”) Policy

1. Purpose and scope
2. Designation of records access officer
3. Location
4. Hours for public inspection
5. Requests for public access to records
6. Subject matter list
7. Denial of access to records
8. Fees
9. Public notice
10. Severability

#### **Section 1: Purpose and scope.**

- (a) The people’s right to know the process of government decision-making and 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 of confidentiality.
- (b) These regulations provide information concerning the procedures by which records may be obtained.
- (c) Personnel shall furnish to the public the information and records required by the Freedom of Information Law, as well as records otherwise available by law.
- (d) Any conflicts among laws governing public access to records shall be construed in favor of the widest possible availability of public records.

#### **Section 2: Designation of records access officer.**

- (a) The St. Lawrence County Property Development Corporation is responsible for insuring compliance with the regulations herein, and designates the following person(s) as records access officer(s):

Chief Financial Officer  
St. Lawrence County Property Development Corporation  
19 Commerce Lane, Suite 1  
Canton, New York 13617

- (b) The records access officer is responsible for insuring appropriate Corporation response to public requests for access to records. The designation of a records access officer shall not be construed to prohibit officials who have in the past been authorized to make records or information available to the public from continuing to do so.

The records access officer shall insure that Corporation personnel:

- (1) Maintain an up-to-date subject matter list.
- (2) Assist persons seeking records to identify the records sought, if necessary, and when appropriate, indicate the manner in which the records are filed, retrieved or generated to assist persons in reasonably describing records.
- (3) Contact persons seeking records when a request is voluminous or when locating the records involves substantial effort, so that personnel may ascertain the nature of records of primary interest and attempt to reasonably reduce the volume of records requested.
- (4) Upon locating the records, take one of the following actions:
  - (i) Make records available for inspection; or,
  - (ii) Deny access to the records in whole or in part and explain in writing the reasons therefor.
- (5) Upon request for copies of records:
  - (i) Make a copy available upon payment or offer to pay established fees, if any, in accordance with Section 8; or,
  - (ii) Permit the requester to copy those records.
- (6) Upon request, certify that a record is a true copy; and
- (7) Upon failure to locate records, certify that:
  - (i) The St. Lawrence County Property Development Corporation is not the custodian for such records, or
  - (ii) The records of which the St. Lawrence County Property Development Corporation is a custodian cannot be found after diligent search.

### **Section 3: Location.**

Records shall be available for public inspection and copying at:  
St. Lawrence County Property Development Corporation  
19 Commerce Lane, Suite 1  
Canton, New York 13617

### **Section 4: Hours for public inspection.**

Requests for public access to records shall be accepted and records produced during all hours regularly open for business.

### **Section 5: Requests for public access to records.**

- (a) All requests for records and records inspection must be submitted in writing (either standard mail or facsimile). Requests made verbally or via email will not be honored.
- (b) If records are maintained on the internet, the requester shall be informed that the records are accessible via the internet and in printed form either on paper or other information storage medium.
- (c) A response shall be given within five business days of receipt of a request by:

- (1) informing a person requesting records that the request or portion of the request does not reasonably describe the records sought, including direction, to the extent possible, that would enable that person to request records reasonably described;
  - (2) granting or denying access to records in whole or in part;
  - (3) acknowledging the receipt of a request in writing, including an approximate date when the request will be granted or denied in whole or in part, which shall be reasonable under the circumstances of the request and shall not be more than twenty business days after the date of the acknowledgment, or if it is known that circumstances prevent disclosure within twenty business days from the date of such acknowledgment, providing a statement in writing indicating the reason for inability to grant the request within that time and a date certain, within a reasonable period under the circumstances of the request, when the request will be granted in whole or in part; or
  - (4) if the receipt of request was acknowledged in writing and included an approximate date when the request would be granted in whole or in part within twenty business days of such acknowledgment, but circumstances prevent disclosure within that time, providing a statement in writing within twenty business days of such acknowledgment specifying the reason for the inability to do so and a date certain, within a reasonable period under the circumstances of the request, when the request will be granted in whole or in part.
- (d) In determining a reasonable time for granting or denying a request under the circumstances of a request, personnel shall consider the volume of a request, the ease or difficulty in locating, retrieving or generating records, the complexity of the request, the need to review records to determine the extent to which they must be disclosed, the number of requests received by the agency, and similar factors that bear on the ability to grant access to records promptly and within a reasonable time.
- (e) A failure to comply with the time limitations described herein shall constitute a denial of a request that may be appealed. Such failure shall include situations in which an officer or employee:
- (1) fails to grant access to the records sought, deny access in writing or acknowledge the receipt of a request within five business days of the receipt of a request;
  - (2) acknowledges the receipt of a request within five business days but fails to furnish an approximate date when the request will be granted or denied in whole or in part;
  - (3) furnishes an acknowledgment of the receipt of a request within five business days with an approximate date for granting or denying access in whole or in part that is unreasonable under the circumstances of the request;
  - (4) fails to respond to a request within a reasonable time after the approximate date given or within twenty business days after the date of the acknowledgment of the receipt of a request;
  - (5) determines to grant a request in whole or in part within twenty business days of the acknowledgment of the receipt of a request, but fails to do so, unless the agency provides the reason for its inability to do so in writing and a date certain within which the request will be granted in whole or in part;
  - (6) does not grant a request in whole or in part within twenty business days of the acknowledgment of the receipt of a request and fails to provide the reason in

writing explaining the inability to do so and a date certain by which the request will be granted in whole or in part; or

- (7) responds to a request, stating that more than twenty business days is needed to grant or deny the request in whole or in part and provides a date certain within which that will be accomplished, but such date is unreasonable under the circumstances of the request.

#### **Section 6: Subject matter list.**

- (a) The records access officer shall maintain a reasonably detailed current list by subject matter of all records in its possession, whether or not records are available pursuant to subdivision two of Section eighty-seven of the Public Officers Law.
- (b) The subject matter list shall be sufficiently detailed to permit identification of the category of the record sought.
- (c) The subject matter list shall be updated annually. The most recent update shall appear on the first page of the subject matter list.

#### **Section 7: Denial of access to records.**

- (a) Denial of access to records shall be in writing stating the reason therefor and advising the requester of the right to appeal to the individual or body established to determine appeals, [who or which] shall be:
  - Chairman, St. Lawrence County Property Development Corporation
  - 19 Commerce Lane, Suite 1
  - Canton, New York 13617
- (b) If requested records are not provided promptly, as required in Section 5 of these regulations, such failure shall also be deemed a denial of access.
- (c) The following person or persons or body shall determine appeals regarding denial of access to records under the Freedom of Information Law:
  - Chairman, St. Lawrence County Property Development Corporation
  - 19 Commerce Lane, Suite 1
  - Canton, New York 13617
- (d) Any person denied access to records may appeal within thirty days of a denial.
- (e) The time for deciding an appeal by the individual or body designated to determine appeals shall commence upon receipt of a written appeal identifying:
  - (1) the date and location of requests for records;
  - (2) a description, to the extent possible, of the records that were denied; and
  - (3) the name and return address of the person denied access.
- (f) A failure to determine an appeal within ten business days of its receipt by granting access to the records sought or fully explaining the reasons for further denial in writing shall constitute a denial of the appeal.
- (g) The person or body designated to determine appeals shall transmit to the Committee on Open Government copies of all appeals upon receipt of appeals. Such copies shall be addressed to:



Committee on Open Government  
Department of State  
One Commerce Plaza  
99 Washington Avenue, Suite 650  
Albany, NY 12231

- (h) The person or body designated to determine appeals shall inform the appellant and the Committee on Open Government of its determination in writing within ten business days of receipt of an appeal. The determination shall be transmitted to the Committee on Open Government in the same manner as set forth subdivision (f) of this section.

**Section 8: Fees.**

- (a) There shall be no fee charged for:
- (1) inspection of records;
  - (2) search for records; or
  - (3) any certification pursuant to this part.
- (b) Copies may be provided without charging a fee. This determination will be made at the sole discretion of the Records Access Officer. In addition, no fee shall be charged for the copying of fewer than 10 pages (for photocopies only, and for photocopies not exceeding 9 by 14 inches)
- (c) Fees for copies may be charged, provided that:
- (1) the fee for copying records shall not exceed 25 cents per page for photocopies not exceeding 9 by 14 inches. This section shall not be construed to mandate the raising of fees where agencies or municipalities in the past have charged less than 25 cents for such copies;
  - (2) the fee for copies of records not covered by paragraphs (1) and (2) of this subdivision, shall not exceed the actual reproduction cost which is the average unit cost for copying a record, excluding fixed costs of the agency such as operator salaries. (If possible, specify the actual costs of reproduction.)
  - (3) In those cases where the agency's information technology equipment is incapable of preparing a copy, the agency will charge the actual cost of engaging a private professional service to do so. This fee may involve all expenses incurred by the agency associated with preparing a copy (such as postage, transportation). These expenditures will be included as part of the actual cost and fee that the agency will charge.
  - (4) In circumstances where more than two hours of employee time or an outside professional service is needed to prepare a copy of a record, the applicant must be informed in advance.
- (d) Fees for electronic information:
- (1) Access to electronic records relate mostly to the cost of the storage medium in which the information is made available (i.e. computer tape or disk). In those

instances in which substantial time is needed to prepare an electronic copy (at least 2 hours of an employee's time), the agency may charge a fee based on the cost of the storage medium used, as well as the hourly salary of the lowest paid employee who has the skill needed to prepare the copy.

<b>Section 9: Public notice.</b>
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A notice containing the title or name and business address of the records access officers and appeals person or body and the location where records can be seen or copies shall be posted in a conspicuous location wherever records are kept and/or published in a local newspaper of general circulation.

**Section 10 Severability.**

If any provision of these regulations 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 these regulations or the application thereof to other persons and circumstances.

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**PUBLIC NOTICE**  
**YOU HAVE A RIGHT TO SEE PUBLIC RECORDS**

The amended Freedom of Information Law, which took effect on January 1, 1978, gives you the right of access to many public records.

**St. Lawrence County Property Development Corporation** has adopted regulations governing when, where, and how you can see public records.

The regulations can be seen at all places where records are kept. According to these regulations, records can be seen and copied at:

St. Lawrence County Property Development Corporation  
19 Commerce Lane, Suite 1  
Canton, New York 13617

The following officials will help you to exercise your right to access:

1. Agency officials who have in the past been authorized to make records available
  
2. Records Access Officer:  
Chief Financial Officer  
St. Lawrence County Property Development Corporation  
19 Commerce Lane, Suite 1  
Canton, New York 13617

If you are denied access to a record, you may appeal to the following person(s) or body:

Chairman, St. Lawrence County Property Development Corporation  
19 Commerce Lane, Suite 1  
Canton, New York 13617  
Phone: (315) 379-9806

## Sample Letter: Requesting Records

Records Access Officer  
Name of Agency  
Address of Agency  
City, NY, ZIP code

Re: Freedom of Information Law Request

Records Access Officer:

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) \_\_\_\_\_ (attempt to identify the records in which you are interested 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 \_\_\_\_\_.

If there are any fees for the copying of 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 \$\_\_\_\_). If there are any fees associated with the provision of the records requested in an electronic format (cost of disk or CD-rom), please inform me before filling the request (or..... please supply the records electronically without informing me if the fees are not in excess of \$\_\_\_\_).

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  
Name  
Address  
City, State, ZIP code  
Email address (If I should elect to receive the documents via email).