

**ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
CIVIC DEVELOPMENT CORPORATION
MEETING AGENDA**

Agenda subject to change

December 21, 2021

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

Call to Order

Roll Call

Public Notice December 16, 2021

Public Comment

Approval of Minutes October 29, 2021 1

Financial Report September and October 2021 2-7

Reports of Committees Governance Committee: Meeting of December 10, 2021
Blevins (Chair), LaBaff, Hall

Staff Report Patrick Kelly

Old Business None

New Business Resolution: Annual Review of Conflicts of Interest Policy8-10

 Resolution: Annual Review of Procurement Policy.....11-13

 Resolution: Annual Review of Investment Policy14-19

 Resolution: Annual Review of Sexual Harassment Prevention Policy
 20-31

 Amendment: Authorizing an Amendment to the Bond Purchase and
 Construction Loan Agreement for Canton-Potsdam
 Hospital.....32-37

Executive Session

Adjournment

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**ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
CIVIC DEVELOPMENT CORPORATION
Meeting of October 29, 2021**

CALL TO ORDER: Chairman Staples requests that Mr. Blevins (who is attending the meeting in person) lead the meeting. Mr. Blevins calls the meeting to order at 11:47 AM in the Thomas A. Plastino Conference Room at the Ernest J. LaBaff Industrial Building, Canton.

ROLL CALL:

Reagen.....	Present (via teleconference)	McMahon	Absent
LaBaff	Present (via teleconference)	Hall	Present
Staples	Present (via teleconference)	Blevins.....	Present
Morrill	Present (via teleconference)		

Mr. Blevins announces there is a quorum.

Others: IDA Staff (Patrick Kelly, Richard Williams, Bob Ahlfeld and Lori Sibley); and Agency Counsel (Andrew Silver, Esq.)

PUBLIC NOTICE: Public notifications sent October 22, 2021 to, a minimum: newspapers designated for the publication of local laws and other matters required by law to be published; additional local media sources and websites.

PUBLIC COMMENT: None

APPROVAL OF MINUTES: Motion to accept the minutes of the October 1, 2021 meeting by Mr. Hall seconded by Mr. Staples. Motion carried unanimously.

FINANCIAL REPORTS: Mr. Kelly highlights the interest income and salary/miscellaneous items in the report. Mr. Hall motions to accept the August 2021 financials, seconded by Mr. Staples. Motion carried unanimously.

COMMITTEE REPORTS: None

STAFF REPORT: None

NEW BUSINESS:

Resolution CDC-21-10-12: Adopting the FY2022 Final Budget: Mr. Kelly reports no changes from the draft budget. Mr. Hall motions to approve Resolution CDC-21-10-12, seconded by Mr. Staples. The motion is approved by unanimous vote.

OLD BUSINESS: None

ADJOURNMENT: A motion to adjourn is made by Mr. Hall, seconded by Mr. Staples. The meeting adjourns at 11:52 AM by unanimous vote.

(Mr.) Lynn Blevins, Secretary

St. Lawrence County Industrial Development Agency
Civic Development Corporation
Highlights
September 2021

Revenue

- Interest Income	<u>176.18</u>	\$176.18
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Expenses

- D&O Insurance Expense	<u>538.80</u>	\$538.80
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Net Income	(\$362.62)
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St. Lawrence County IDA Civic Development Corp.**Balance Sheet**

As of September 30, 2021

Sep 30, 21**ASSETS****Current Assets****Checking/Savings****200 - Checking Account**

200-A - NBT - Checking 25,092.55

200-B - Key Bank 7,390.73

200-C - Community Bank 76,094.97

Total 200 - Checking Account 108,578.25**201 - CivicDevFund - Restricted**

201-A - NBT - Civic Dev Fund 54,251.42

Total 201 - CivicDevFund - Restricted 54,251.42**Total Checking/Savings** 162,829.67**Other Current Assets**

220 - Due from Affiliates 215.96

Total Other Current Assets 215.96**Total Current Assets** 163,045.63**Other Assets**

402 - N/R - Fire Training Facility 28,833.03

407 - N/R - Cornell Coop Ext 50,776.32

406 - N/R - SLCPDC 500,000.00

407 - N/R - Cornell Coop Ext 49,960.27

Total Other Assets 629,569.62**TOTAL ASSETS** 792,615.25**LIABILITIES & EQUITY****Equity**

Unrestricted 665,193.79

Unrestricted - Board Designated 68,939.56

Net Income 58,481.90

Total Equity 792,615.25**TOTAL LIABILITIES & EQUITY** 792,615.25

St. Lawrence County IDA Civic Development Corporation
Budget Report
January 1 - September 30, 2021

	2021 Budget	Sep-21	YTD	Balance
Income				
2400 · Late Payment Fee Received	25.00	0.00	0.00	25.00
2409B · Interest Income - Banking	550.00	1.97	39.13	510.87
2409L · Interest Income - Loans	3,100.00	174.21	1,888.00	1,212.00
2415 · Project/Bond Fees	100.00	0.00	129,775.00	(129,675.00)
	3,775.00	176.18	131,702.13	(127,927.13)
Expenditures				
6460411 · Insurance Expense	530.00	538.80	538.80	(8.80)
6460433 · Legal Expense	500.00	0.00	375.00	125.00
6460434 · Accounting Expense	3,940.00	0.00	3,937.00	3.00
6460450 · Project Development Expense	50,000.00	0.00	64,837.50	(14,837.50)
6460499 · Miscellaneous Expense	250.00	0.00	179.28	70.72
6460503 · Salary Stipend Expense	5,420.00	0.00	3,352.65	2,067.35
Total IDA CDC Operating Expenditui	60,640.00	538.80	73,220.23	(12,580.23)
		63.00		
Total Revenue	3,775.00	176.18	131,702.13	(127,927.13)
Total Expenditures	60,640.00	538.80	73,220.23	(12,580.23)
Net Income	(56,865.00)	(362.62)	58,481.90	(115,346.90)

St. Lawrence County Industrial Development Agency
Civic Development Corporation
Highlights
October 2021

Revenue

- Interest Income	<u>137.61</u>	\$137.61
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Expenses

-General Operating Expenses	<u>0.00</u>	\$0.00
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Net Income	\$137.61
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St. Lawrence County IDA Civic Development Corp.

Balance Sheet

As of October 31, 2021

Oct 31, 21

ASSETS

Current Assets

Checking/Savings

200 - Checking Account

200-A - NBT - Checking 25,092.55

200-B - Key Bank 7,390.73

200-C - Community Bank 76,094.97

Total 200 - Checking Account 108,578.25

201 - CivicDevFund - Restricted

201-A - NBT - Civic Dev Fund 56,448.84

Total 201 - CivicDevFund - Restricted 56,448.84

Total Checking/Savings 165,027.09

Other Current Assets

220 - Due from Affiliates 215.96

Total Other Current Assets 215.96

Total Current Assets 165,243.05

Other Assets

402 - N/R - Fire Training Facility 28,833.03

407 - N/R - Cornell Coop Ext 48,716.51

406 - N/R - SLCPDC 500,000.00

407 - N/R - Cornell Coop Ext 49,960.27

Total Other Assets 627,509.81

TOTAL ASSETS 792,752.86

LIABILITIES & EQUITY

Equity

Unrestricted 665,193.79

Unrestricted - Board Designated 68,939.56

Net Income 58,619.51

Total Equity 792,752.86

TOTAL LIABILITIES & EQUITY 792,752.86

St. Lawrence County IDA Civic Development Corporation
Budget Report
January 1 - October 31, 2021

	2021 Budget	Oct-21	YTD	Balance
Income				
2400 · Late Payment Fee Received	25.00	0.00	0.00	25.00
2409B · Interest Income - Banking	550.00	1.36	40.49	509.51
2409L · Interest Income - Loans	3,100.00	136.25	2,024.25	1,075.75
2415 · Project/Bond Fees	100.00	0.00	129,775.00	(129,675.00)
	3,775.00	137.61	131,839.74	(128,064.74)
Expenditures				
6460411 · Insurance Expense	530.00	0.00	538.80	(8.80)
6460433 · Legal Expense	500.00	0.00	375.00	125.00
6460434 · Accounting Expense	3,940.00	0.00	3,937.00	3.00
6460450 · Project Development Expense	50,000.00	0.00	64,837.50	(14,837.50)
6460499 · Miscellaneous Expense	250.00	0.00	179.28	70.72
6460503 · Salary Stipend Expense	5,420.00	0.00	3,352.65	2,067.35
Total IDA CDC Operating Expenditui	60,640.00	0.00	73,220.23	(12,580.23)
		63.00		
Total Revenue	3,775.00	137.61	131,839.74	(128,064.74)
Total Expenditures	60,640.00	0.00	73,220.23	(12,580.23)
Net Income	(56,865.00)	137.61	58,619.51	(115,484.51)

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
CIVIC DEVELOPMENT CORPORATION

Resolution No. CDC-21-12-xx

Governance Committee Review: December 10, 2021

December xx, 2021

ANNUAL REVIEW OF THE CONFLICTS OF INTEREST POLICY

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

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

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

NOW, THEREFORE BE IT RESOLVED that the St. Lawrence County Industrial Development Agency Civic Development Corporation hereby adopts the attached Conflicts of Interest Policy

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

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

/s/

Lori Sibley

December xx, 2021

<p style="text-align: center;">ST. LAWRENCE CO. INDUSTRIAL DEVELOPMENT AGENCY CIVIC DEVELOPMENT CORPORATION CONFLICTS OF INTEREST POLICY RESOLUTION NO. CDC-21-12-XX GOVERNANCE COMMITTEE REVIEW: DECEMBER 10, 2021 DECEMBER XX, 2021</p>
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Article 1. Background

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

Article 2. Definition

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Authority policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any family member (spouse, domestic partner, grandparents, parents, children, grandchildren, great grandchildren, brothers or sisters (whether whole or half blood, or step relationship), and spouses of these individuals); or (c) any organization in which he or a family member is a director, trustee, officer, member, partner of more than 10% of the total (combined) voting power. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

Article 3. Disclosure of Conflicts of Interest

A Director, officer or employee shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director, officer or employee learns of the conflict; and (d) on the annual conflict of interest disclosure form.

The Secretary of the Authority shall cause to be distributed annually to all Directors, officers and employees, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Authority and whether the process for approval set forth in this policy was used. Such disclosure form may require disclosure of other relationships that may not constitute an actual conflict of interest, but which are required to be disclosed in order for the Authority to comply with its annual reporting requirements.

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

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

material facts surrounding any potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Authority. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Authority and the arrangements are consistent with the best interests of the Authority. Fairness includes, but is not limited to, the concepts that the Authority should pay no more than fair market value for any goods or services which the Authority receives and that the Authority should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Authority.

Article 5. Validity of Actions

No contract or other transaction between the Authority and one or more of its Directors, officers or employees, or between the Authority and any other corporation, firm, association or other entity in which one or more of its Directors, officers or employees are directors, officers or employees, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors, officer or officers, or employee or employees are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's, officer's or employee's interest in such contract or transaction and as to any such common directorship, 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 Authority in the manner provided for in law, rules or regulations of the State of New York.

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
CIVIC DEVELOPMENT CORPORATION
Governance Committee Review: December 10, 2021
Resolution No. CDC-21-12-xx
December xx, 2021

ACCEPTING REVISIONS TO THE PROCUREMENT POLICY

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

NOW, THEREFORE BE IT RESOLVED the St. Lawrence County Industrial Development Agency Civic Development Corporation hereby authorizes the revised Procurement Policy (attached).

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

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

/s/

Lori Sibley

December xx, 2021

ST. LAWRENCE CO. IDA CIVIC DEVELOPMENT CORPORATION
PROCUREMENT POLICY
RESOLUTION NO. CDC-21-12-XX (DECEMBER XX, 2021)

A. Introduction

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

B. Procurement Policy

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

Purchase Contracts	Requirements
Under \$5,000	CO Approval
\$5,001 - \$15,000	3 Written Quotes
\$15,001 or more	See Reference Notes A & B
Emergencies	See Reference Notes C
Insurance	See Reference Notes D
Professional Services	See Reference Notes E

Reference Notes:

- A: All purchases of over \$15,000 require advertised request for proposals.
- B: All expenditures over \$15,000 require Local Authority approval even if a budget line item has been previously adopted for such expenditure.
- C: Even in the case of an emergency, public interest dictates that purchases are made at the lowest possible costs, seeking competition by informal solicitation of quotes or otherwise to the extent practicable under the circumstance. Documentation must be made showing the method and extent of competition.

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

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

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

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

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

- 4. The Local Authority shall capitalize all purchases in excess of \$5,000

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
CIVIC DEVELOPMENT CORPORATION

Resolution No: CDC-21-12-xx

December 21, 2021

**AUTHORIZING MODIFICATIONS TO THE INVESTMENT POLICY AND
AUTHORIZATION OF DEPOSITORIES**

WHEREAS, pursuant to Title VII of New York State Public Authority Law, the St. Lawrence County Industrial Development Agency Civic Development Corporation (the “Corporation”) has established comprehensive investment guidelines (the “Investment Policy”) which detail the Corporation’s operative policy and instructions to officers and staff regarding the investing, monitoring and reporting of funds of the Corporation and which create a reasonable rate of return to the Corporation in accordance with sound investment practices, and

WHEREAS, pursuant to the Investment Policy, the Corporation “shall maintain a list of financial institutions and dealers approved for investment purposes” and

WHEREAS, pursuant to the Investment Policy, the Corporation must designate “the banks and trust companies authorized for the deposit of moneys up to the maximum amounts” included as Appendix A of the Investment Policy, and

WHEREAS, the Corporation must, on an annual basis, review and adopt its Investment Policy,

NOW, THEREFORE BE IT RESOLVED, the Board, after having reviewed the aforementioned documents, authorizes said policy (attached).

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

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

/s/

Lori Sibley
December xx, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC DEVELOPMENT CORPORATION
INVESTMENT POLICY
REVIEWED AND APPROVED DECEMBER 21, 2021
RESOLUTION No. CDC-21-12-XX

I. SCOPE

This investment policy applies to all moneys and other financial resources available for investment on its own behalf or on behalf of any other entity or individual. This policy shall be reviewed, in its entirety, on an annual basis. Any and all previously-approved Investment policies of the St. Lawrence County Industrial Development Agency Civic Development Corporation are hereby rescinded.

II. OBJECTIVES

The primary objectives of the local government's investment activities are, in priority order:

- To conform with all applicable Federal, State and other legal requirements (legal);
- To adequately safeguard principal (safety);
- To provide sufficient liquidity to meet all operating requirements (liquidity); and
- To obtain a reasonable rate of return (yield).

III. DELEGATION OF AUTHORITY

The governing board's responsibility for administration of the investment program is delegated to the Chief Executive Officer who shall establish written procedures for the operation of the investment program consistent with these investment guidelines. Such procedures shall include an adequate internal control structure to provide a satisfactory level of accountability based on a database or records incorporating description and amounts of investments, transaction dates, and other relevant information and regulate the activities of subordinate employees.

IV. PRUDENCE

All participants in the investment process shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair public confidence in the St. Lawrence County Industrial Development Agency Civic Development Corporation (hereinafter Corporation) to govern effectively.

Investments 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 shall refrain from personal business activity that could conflict with proper execution of the investment program, or which could impair their ability to make impartial investment decisions.

V. DIVERSIFICATION

It is the policy of the Corporation to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling. Should funds exceed FDIC coverage at a specific financial institution, monies will be diversified and not more than 60% of the Corporation's total investments will be in any one institution.

VI. INTERNAL CONTROLS

It is the policy of the Corporation for all moneys collected by any officer or employee of the government to transfer those funds to the Chief Financial Officer within three (3) business days of deposit.

The Chief Financial Officer 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.

VII. DESIGNATION OF DEPOSITORIES

The banks and trust companies authorized for the deposit of moneys up to the maximum amounts are listed in Appendix A.

VIII. COLLATERALIZING OF DEPOSITS

In accordance with the provisions of General Municipal Law, §10, 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:

1. By a pledge of "eligible securities" with an aggregate "market value" as provided by GML §10, equal to the aggregate amount of deposits from the categories designated in Appendix B to the policy.
2. By an eligible "irrevocable letter of credit" issued by a qualified bank other than the bank with the deposits in favor of the government for a term not to exceed 90 days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.
3. By an eligible surety bond payable to the government 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.

IX. 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 local government 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 local government to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the local government, 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 local government, 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 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 local government a perfected interest in the securities.

X. PERMITTED INVESTMENTS

As authorized by General Municipal Law, §11, the Corporation authorizes the Chief Executive Officer to invest moneys not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- Special time deposit amounts;
- Certificates of deposit;
- Obligations of the United States of America;
- Obligations guaranteed by agencies of the United States of America where the payment of principal and interest are guaranteed by the United States of America;
- Obligations of the State of New York;
- Obligations issued pursuant to LFL §24.00 or 25.00 (with approval of the State Comptroller) by any municipality, school district or district corporation other than the Corporation;
- Obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agency where the general State statutes governing such entities or whose specific enabling legislation authorizes such investments;
- Certificates of Participation (COPs) issued pursuant to GML §109-b;
- Obligations of this local government, by only with any moneys in a reserve fund established pursuant to GML §§6-c, 6-d, 6-e, 6-g, 6-h, 6-j, 6-k, 6-l, 6-m, or 6-n.
- Certificates of Deposit obtained through a depository institution that has a main office or branch office in the State of New York and that contractually agrees to place the funds in federally insured depository institutions through a qualified Reciprocal Deposit program such as the Certificate of Deposit Account Registry Service, or CDARS.
- Savings and/or demand deposit accounts placed through a depository institution that has a main office or branch office in the State of New York and that contractually agrees to place the funds in federally insured depository institutions through a qualified Reciprocal Deposit program such as the savings option of the Insured Cash Sweep service, or ICS.

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 two years of the date of purchase.

XI. 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. No more than 60% of the Corporation's total investments may be in any one institution. All financial institutions with which the local government conducts business must be creditworthy. 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 is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. The approved depositories are also authorized to act as agents for investment activities for the Corporation subject to the guidelines set forth in this Investment Policy, said list of depositories is included as Appendix A.

XII. PURCHASE OF INVESTMENTS

The Chief Executive Officer is authorized to contract for the purchase of investments:

1. Directly, including through a repurchase agreement, from an authorized trading partner.

2. By participation in a cooperative investment program with another authorized governmental entity pursuant to Article 5G of the General Municipal Law 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 governing board.
3. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the governing board.

All purchased obligations, unless registered or inscribed in the name of the local government, 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. Any obligation held in the custody of a bank or trust company shall be held pursuant to a written custodial agreement as described in General Municipal Law, §10.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for, the local government, 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 local government a perfected interest in the securities.

XIII. REPURCHASE AGREEMENTS

Repurchase agreements are authorized subject to the following restrictions:

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

APPENDIX A
Authorized Depositories

Depositories Authorized by the St. Lawrence County Industrial Development Agency Civic Development Corporation

- Community Bank, NA
 - Upstate National Bank
 - NBT Bank
 - Key Bank, NA
-

APPENDIX B
Schedule of Eligible Securities

- ☐ (i) 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.
- ☐ (ii) 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.
- ☐ (iii) Obligations partially insured or guaranteed by any agency of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of insurance or guaranty.
- ☐ (iv) Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation of such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.
- ☐ (v) 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.
- ☐ (vi) Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- ☐ (vii) Obligations of counties, cities and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- ☐ (viii) Obligations of domestic corporations rated in one of the two highest rating categories by at least one nationally recognized statistical rating organization.
- ☐ (ix) Any mortgage-related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by banks under the limitations established by bank regulatory agencies.
- ☐ (x) 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 no longer than 60 days from the date they are pledged.
- ☐ (xi) Zero coupon obligations of the United States government marketed as "Treasury Strips."

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
CIVIC DEVELOPMENT CORPORATION
Resolution No. CDC-21-12-xx
Governance Review: December 10, 2021
December 21, 2021

ANNUAL REVIEW OF SEXUAL HARASSMENT POLICY

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

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

WHEREAS, a policy outlining the prevention of sexual harassment of its employees is not only an important policy to be implemented by the Corporation but is also a requirement by law,

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

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

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

/s/

Lori Sibley
December 21, 2021

<p>Policy Guidance:</p> <h1>Sexual Harassment Policy</h1>
--

October 5, 2018

Introduction

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

Policy Guidance:

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

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

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

retaliates against anyone involved in a sexual harassment investigation will be subjected to disciplinary action, up to and including termination. All employees, paid or unpaid interns, or non-employees² working in the workplace who believe they have been subject to such retaliation should inform a supervisor, manager, or Administrative Services Coordinator. All employees, paid or unpaid interns or non-employees who believe they have been a target of such retaliation may also seek relief in other available forums, as explained below in the section on Legal Protections.

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

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

What Is “Sexual Harassment”?

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

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

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

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

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

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

Examples of sexual harassment

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

- Physical acts of a sexual nature, such as:

- Touching, pinching, patting, kissing, hugging, grabbing, brushing against another employee's body or poking another employee's body;
- Rape, sexual battery, molestation or attempts to commit these assaults.
- Unwanted sexual advances or propositions, such as:
 - Requests for sexual favors accompanied by implied or overt threats concerning the target's job performance evaluation, a promotion or other job benefits or detriments;
 - Subtle or obvious pressure for unwelcome sexual activities.
- Sexually oriented gestures, noises, remarks or jokes, or comments about a person's sexuality or sexual experience, which create a hostile work environment.
- Sex stereotyping occurs when conduct or personality traits are considered inappropriate simply because they may not conform to other people's ideas or perceptions about how individuals of a particular sex should act or look.
- Sexual or discriminatory displays or publications anywhere in the workplace, such as:
 - Displaying pictures, posters, calendars, graffiti, objects, promotional material, reading materials or other materials that are sexually demeaning or pornographic. This includes such sexual displays on workplace computers or cell phones and sharing such displays while in the workplace.
- Hostile actions taken against an individual because of that individual's sex, sexual orientation, gender identity and the status of being transgender, such as:
 - Interfering with, destroying or damaging a person's workstation, tools or equipment, or otherwise interfering with the individual's ability to perform the job;
 - Sabotaging an individual's work;
 - Bullying, yelling, name-calling.

Who can be a target of sexual harassment?

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

Where can sexual harassment occur?

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

Retaliation

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

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

Protected activity occurs when a person has:

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

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

Reporting Sexual Harassment

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

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

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

Supervisory Responsibilities

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

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

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

Complaint and Investigation of Sexual Harassment

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

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

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

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

- Upon receipt of complaint, the Administrative Services Coordinator will conduct an immediate review of the allegations, and take any interim actions (e.g., instructing the respondent to refrain from communications with the complainant), as appropriate. If complaint is verbal, encourage the individual to complete the "Complaint Form" in writing. If he or she refuses, prepare a Complaint Form based on the verbal reporting.

- If documents, emails or phone records are relevant to the investigation, take steps to obtain and preserve them.
- Request and review all relevant documents, including all electronic communications.
- Interview all parties involved, including any relevant witnesses;
- Create a written documentation of the investigation (such as a letter, memo or email), which contains the following:
 - A list of all documents reviewed, along with a detailed summary of relevant documents;
 - A list of names of those interviewed, along with a detailed summary of their statements;
 - A timeline of events;
 - A summary of prior relevant incidents, reported or unreported; and
 - The basis for the decision and final resolution of the complaint, together with any corrective action(s).
- Keep the written documentation and associated documents in a secure and confidential location.
- Promptly notify the individual who reported and the individual(s) about whom the complaint was made of the final determination and implement any corrective actions identified in the written document.
- Inform the individual who reported of the right to file a complaint or charge externally as outlined in the next section.

Legal Protections And External Remedies

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

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

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

State Human Rights Law (HRL)

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

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

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

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

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

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

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

Civil Rights Act of 1964

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

The EEOC does not hold hearings or award relief but may take other action including pursuing cases in federal court on behalf of complaining parties. Federal courts may award remedies if

discrimination is found to have occurred. In general, private employers must have at least 15 employees to come within the jurisdiction of the EEOC.

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

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

Local Protections

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

Contact the Local Police Department

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

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

Policy:	Sexual Harassment Policy
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Employee Signature: _____

Date: _____

Original: Employee File
Copy: For Employee

The St. Lawrence County Industrial Development Agency Civic Development Corporation

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

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

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

COMPLAINANT INFORMATION

Name: _____

Home Address: _____ Work Address: _____

Home Phone: _____ Work Phone: _____

Job Title: _____ Email: _____

Select Preferred Communication Method: Email ☐ Phone ☐ In Person ☐

SUPERVISORY INFORMATION

Immediate Supervisor's Name: _____

Title: _____

Work Phone: _____ Work Address: _____

COMPLAINT INFORMATION

1. Your complaint of Sexual Harassment is made against:

Name: _____ Title: _____

Work Address: _____ Work Phone: _____

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

Relationship to you: ☐ Supervisor ☐ Subordinate ☐ Co-Worker ☐ Other

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

3. Date(s) sexual harassment occurred:

Is the sexual harassment continuing? ☐ Yes ☐ No

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

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

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

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

Yes ☐ No ☐

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

Yes ☐ No ☐

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

Yes ☐ No ☐

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

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

Signature: _____

Date: _____

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

AMENDMENT TO BOND PURCHASE AND
CONSTRUCTION LOAN AGREEMENT

DATED AS OF _____, 2021

RELATING TO:

\$8,015,000 St. Lawrence County Industrial Development Agency
Civic Development Corporation Multi-Mode Civic Development Corporation Revenue Bonds
(Canton-Potsdam Hospital Project), Series 2010A

and

\$9,705,000 St. Lawrence County Industrial Development Agency
Civic Development Corporation Multi-Mode Civic Development Corporation Revenue Bonds
(Canton-Potsdam Hospital Project), Series 2010B

AMENDMENT TO BOND PURCHASE AND CONSTRUCTION LOAN AGREEMENT

This sets forth an AMENDMENT TO BOND PURCHASE AND CONSTRUCTION LOAN AGREEMENT dated as of _____, 2021 (the “Amendment”), by and among ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC DEVELOPMENT CORPORATION, a local development corporation duly organized and existing under the laws of the State of New York, having its offices at 19 Commerce Lane, Suite 1, Canton, New York 13617 (the “Issuer”), KEYBANK NATIONAL ASSOCIATION, a national banking association, its successors and assigns (“Lender”) and CANTON-POTSDAM HOSPITAL (the “Borrower”) a New York not-for-profit corporation having its office at 50 Leroy Street, Potsdam, New York 13676.

RECITALS

1. On August 30, 2010, the Issuer issued its Multi-Mode Civic Development Corporation Revenue Bonds (Canton-Potsdam Hospital Project), Series 2010 consisting of its \$8,015,000 Civic Development Corporation Multi-Mode Civic Development Corporation Revenue Bonds (Canton-Potsdam Hospital Project), Series 2010A (the “Series 2010A Bonds”) and its \$9,705,000 Civic Development Corporation Multi-Mode Civic Development Corporation Revenue Bonds (Canton-Potsdam Hospital Project), Series 2010B (the “Series 2010B Bonds”) and, together with the Series 2010A Bonds, the “Bonds”) in connection with a project (the “Series 2010 Project”) consisting of (A) (1) the construction of an approximately 10,090 square foot addition (the “Addition”) to the Borrower’s existing building located at 50 Leroy Street, Potsdam, New York (“the “Existing Facility”) to create a comprehensive cancer treatment center; (2) renovation of the Existing Facility, including the modification and renovation of the existing emergency department and other improvements; (3) the acquisition and installation in the Existing Facility and the Addition of certain machinery and equipment (the “Equipment” and, together with the Existing Facility and the Addition, being collectively referred to as the “Project Facility”); (B) the refunding of the St. Lawrence County Industrial Development Agency Multi-Mode Variable Rate Civic Facility Revenue Bonds (Canton-Potsdam Hospital Project-Letter of Credit Secured), Series 2002 (the “Series 2002 Bonds”) which financed prior construction and renovations of the Existing Facility; and (C) paying costs incidental to the financing thereof.

2. Pursuant to a Bond Purchase and Construction Loan Agreement dated as of August 1, 2010 (“Bond Purchase and Loan Agreement”) by and among Borrower, Issuer and Lender, the Lender purchased the Bonds from Issuer and the Borrower made certain representations, warranties and covenants.

3. Pursuant to the terms of a loan agreement dated as of August 1, 2010 by and among Borrower and Issuer (the “Issuer Loan Agreement”), the Issuer loaned the proceeds from the sale of the Bonds to the Borrower in order to finance the costs of the Project.

4. The Issuer, Borrower and the Lender now intend to amend the Bond Purchase and Loan Agreement to modify certain of the Borrower’s reporting covenants.

NOW, THEREFORE, for and in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

Section 1. All capitalized terms not defined herein shall have the meaning set forth in the Bond Purchase and Loan Agreement.

Section 2. Except as hereby expressly amended, the Bond Purchase and Loan Agreement is in all respects ratified and confirmed, and all the terms, provisions and conditions thereof shall be deemed to remain in full force and effect, and this Amendment and all the terms, provisions and conditions thereof shall be deemed to be a part of the Bond Purchase and Loan Agreement.

Section 3. All references in the Bond Purchase and Loan Agreement to “this Agreement”, or words of similar import, and the terms “hereby”, “hereof”, “hereto”, “herein”, “hereunder” and any similar terms used in the Bond Purchase and Loan Agreement shall be deemed to refer to the Bond Purchase and Loan Agreement as amended by this Amendment.

Section 4. Section 16(o) of the Bond Purchase and Loan Agreement is hereby amended to read as follows (additions in *italics* and deletions in ~~strike through~~):

(o) Furnishing Information. The Borrower and the Guarantor shall submit to the Lender (i) not later than 120 days after the end of each calendar year, *(1) an annual audited financial statement of Guarantor with comparisons to the prior year and (2) annual audited financial statements of Rochester Regional Health with consolidated and consolidating schedules and comparisons to the prior year,* (ii) annual operating and capital budgets within 90 days of the commencement of each fiscal year, (iii) not later than 45 days after the end of each fiscal year, accounts receivable aging reports broken out by payor, (iv) not later than 45 days after the end of each calendar quarter, quarterly financial statements *of Borrower and Guarantor with comparisons to the prior year,* (v) annual and quarterly analysis of operating and utilization statistics *of Borrower,* (vi) quarterly covenant compliance certificates *in the form of Exhibit H attached hereto* certified by the chief financial officer of the Borrower *and Guarantor* within 45 days of the end of each calendar quarter. All such financial statements shall be in a format approved in writing by Lender in Lender's reasonable sole discretion, prepared by a certified public accountant reasonably acceptable to Lender in format acceptable to Lender. Each financial statement shall be certified as true, complete and correct by its preparer and by Borrower or, in the case of the Guarantor's financial statements, by the Guarantor. Borrower and the Guarantor shall provide such additional financial information as Lender reasonably requires. Borrower shall during regular business hours permit Lender or any of its agents or representatives to have access to and examine all of its books and records regarding the development and operation of the Project. If any such financial statement or other report or information described in this subsection is not delivered to Lender as provided above, Borrower agrees to pay a late charge to Lender in the amount of \$500 per item per day.

Section 5. The Issuer, the Borrower and the Lender each represents and warrants for itself with respect to any actions to be taken or performed by it that:

(A) It is to be empowered and authorized to execute and enter into this Amendment and this Amendment is binding and enforceable against it in accordance with its terms, provided, however, that the enforceability of this Amendment may be limited by bankruptcy, insolvency, debt adjustment, moratorium, reorganization or other laws, judicial decisions or principles of equity affecting creditors' rights or remedies generally.

(B) All acts, conditions and things required by law or otherwise to exist, happen and be performed precedent to and in connection with the execution and entering into of this Amendment have happened and have been performed in regular and due time, form and manner as required by law or otherwise.

Section 6. This Amendment to Financing Documents shall be effective as of _____, 2021.

Section 7. (A) The obligations and agreements of the Issuer contained herein and any other instrument or document executed in connection herewith or therewith, and any other instrument or document supplemental thereto or hereto, shall be deemed the obligations and agreements of the Issuer, and not of any member, officer, director, agent (other than the Borrower) or employee of the Issuer in his or her individual capacity, and the members, officers, directors, agents (other than the Borrower) and employees of the Issuer shall not be liable personally hereon or thereon or be subject to any personal liability or accountability based upon or in respect hereof or thereof or of any transaction contemplated hereby or thereby.

(B) The obligations and agreements of the Issuer contained herein and therein shall not constitute or give rise to an obligation of the State of New York or County of St. Lawrence, New York, and neither the State of New York nor County of St. Lawrence, New York shall be liable hereon or thereon, and, further, such obligations and agreements shall not constitute or give rise to a general obligation of the Issuer, but rather shall constitute limited obligations of the Issuer payable solely from the revenues of the Issuer derived and to be derived from the Issuer Loan Agreement (except for revenues derived by the Issuer with respect to the Unassigned Rights).

Section 8. This Amendment may be executed in several counterparts and shall constitute one agreement binding on all parties, notwithstanding that all of the parties have not signed one original or the same counterpart.

Section 9. This Amendment shall inure to the benefit of and shall be binding upon the Issuer, the Borrower and the Lender and their respective successors and assigns.

Section 10. In the event any provision of this Amendment shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof.

Section 11. This Amendment shall be governed by and construed in accordance with the laws of the State of New York.

[signature page follows]

IN WITNESS WHEREOF, the parties have caused this Amendment to Bond Purchase and Construction Loan Agreement to be effective as of _____, 2021.

ST. LAWRENCE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY CIVIC
DEVELOPMENT CORPORATION

By: _____
Patrick J. Kelly, Chief Executive Officer

CANTON-POTSDAM HOSPITAL

By: _____
Donna M. McGregor, Vice President of
Finance and Chief Financial Officer

KEYBANK, NATIONAL ASSOCIATION

By: _____
_____,

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

On the ____ day of _____, 2021, before me, the undersigned, a notary public in and for said state, personally appeared PATRICK J. KELLY, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

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

On the ____ day of _____, 2021, before me, the undersigned, a notary public in and for said state, personally appeared DONNA M. MCGREGOR, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

STATE OF NEW YORK)
) SS.:
COUNTY OF _____)

On the ____ day of _____, 2021, before me, the undersigned, a notary public in and for said state, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Notary Public