

Governance Committee Meeting
~Agenda~

ST. LAWRENCE COUNTY IDA

IDA Office, Main Conference Room

December 10, 2021

1. Call to Order

2. Governance Documents

- i. Resolution: (Annual Review) Conflicts of Interest Policy 1-3
ABO: Recommended Practice & Model Policy 4-8
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ABO: Recommended Guidance 10-12
- iii. Resolution: (Annual Review) Procurement Policy 13-15
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- iv. (Review) Mission Statement 19
ABO: Recommended Practice & Model Policy 20-24

3. Current or New Policies

- Resolution: (Annual Review) Sexual Harassment Policy 25-36

4. Executive Session

5. General Discussion

6. Adjournment

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Resolution No. IDA-21-12-xx

Adopted: March 25, 2015

Governance Committee Review: December 10, 2021

December XX, 2021

ANNUAL REVIEW OF CONFLICTS OF INTEREST POLICY

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

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

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

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

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

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

/s/

Lori Sibley
December xx, 2021

**ST. LAWRENCE CO. INDUSTRIAL DEVELOPMENT AGENCY
CONFLICTS OF INTEREST POLICY
RESOLUTION NO. IDA-21-12-XX
ADOPTED: MARCH 25, 2015
GOVERNANCE COMMITTEE REVIEW: DECEMBER 10, 2021
DECEMBER XX, 2021**

Article 1. Background

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

Article 2. Definition

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

Article 3. Disclosure of Conflicts of Interest

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

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

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

A Director or officer [or employee] who has or learns about a potential conflict of interest should disclose promptly to the Secretary [Chief Executive Officer] of the Authority the material facts surrounding any potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Authority. All effort should be

made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered.

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

Article 5. Validity of Actions

No contract or other transaction between the Authority and one or more of its Directors, officers or employees, or between the Authority and any other corporation, firm, association or other entity in which one or more of its Directors, officers or employees are directors, officers or employees, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors, officer or officers, or employee or employees are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's, officer's or employee's interest in such contract or transaction and as to any such common directorship, officer ship or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director, officer or employee should not be present at the meeting.

Article 6. Penalties:

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

Authorities Budget Office Recommended Practice



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

Issue: Conflict of Interest Policy for Public Authorities

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

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

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

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

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

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

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

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

Board members or employees that are unsure whether a particular relationship, association or situation constitutes a conflict of interest or the appearance of a conflict of interest should refer to the authority's Governance Committee, which is the body responsible for examining conflicts of interest issues at the authority. Conflicts of interest identification can be difficult and the Governance Committee should at all times err on the side of caution and treat instances where there is the appearance of conflict of interest as a perceived conflict of interest to avoid compromising the public trust in the authority. Governance Committees are encouraged to seek guidance from counsel or NYS agencies, such as the Authorities Budget Office, State Inspector General or the Joint Commission on Public Ethics (JCOPE) when dealing with cases where they are unsure of what to do.

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

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

MODEL CONFLICT OF INTEREST POLICY

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

This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to public authorities.

Conflicts of Interest: A conflict of interest is a situation in which the financial, familial, or personal interests of a director or employee come into actual or perceived conflict with their duties and responsibilities with the Authority. Perceived conflicts of interest are situations where there is the appearance that a board member and/or employee can personally benefit from actions or decisions made in their official capacity, or where a board member or employee may be influenced to act in a manner that does not represent the best interests of the authority. The perception of a conflict may occur if circumstances would suggest to a reasonable person that a board member may have a conflict. The appearance of a conflict and an actual conflict should be treated in the same manner for the purposes of this Policy.

Board members and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust. While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever a director or employee has or will have:

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

Outside Employment of Authority's Employees: No employee may engage in outside employment if such employment interferes with their ability to properly exercise their official duties with the authority.

PROCEDURES

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

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

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

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

Reporting of Violations: Board members and employees should promptly report any violations of this policy to their supervisor, or to the public authority's ethics officer, general counsel or human resources representative in accordance with the authority's Whistleblower Policy and Procedures.

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

2021 Assessment of the Effectiveness of Internal Controls

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

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

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

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

The system of controls applicable to the SLCIDA was last reviewed by the SLCIDA’s Governance Committee on December 10, 2021 and the complete Board on December xx, 2021. The Board’s review affirmed that there are no material control weaknesses to be reported. SLCIDA undergoes an annual financial audit by an independent CPA firm. While auditors are not engaged to perform an audit of internal controls, auditors do provide management letter comments when they encounter internal weaknesses. No material weaknesses have been identified by the independent auditors. If a weakness was noted, it would be addressed by the Audit & Finance Committee. A change in protocol would be made to lower the associated risk and reduce weakness in the internal control, and a solution then presented to the Board.

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

Reviewed by:

Chief Executive Officer - Date

Chief Financial Officer - Date

Authorities Budget Office Recommended Guidance



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

Subject: Assessment of the Effectiveness of Internal Controls

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

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

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

Recommended Practice:

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

A. Define the Authority's Major Business Functions

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

B. Determine the Risks Associated with Its Operations

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

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

C. Identify the Internal Control Systems in Place

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

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

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

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

E. Take Corrective Action

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

Internal Control Assessment:

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

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

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

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

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

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

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

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 Resolution No. IDA-21-12-XX
 Governance Committee Review: December 10, 2021
 December XX, 2021

ANNUAL REVIEW OF THE PROCUREMENT POLICY

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

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

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

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

/s/

 Lori Sibley
 December xx, 2021

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ST. LAWRENCE COUNTY. INDUSTRIAL DEVELOPMENT AGENCY
PROCUREMENT POLICY
JANUARY 7, 2010 (ADOPTED)
RESOLUTION NO. IDA-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 Industrial Development Agency, (hereinafter “Local Authority”) is required to adopt procurement policies which will apply to the procurement of goods and services not subject to the competitive bidding requirements of §103 of the GML and paid for by a Local Authority for its own use and account.
2. Purpose: Pursuant to §104b of the GML, the primary objectives of this policy are to assure the prudent and economical use of public monies in the best interests of the taxpayers of a political subdivision or district, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.
3. The designated Contracting Officer (“CO”) shall be the Chief Executive Officer, or his or her designee for specific contracts.
4. Any and all previously-approved Procurement policies of the Local Authority are hereby rescinded.

B. Procurement Policy

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

Purchase Contracts	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 Board approval even if a budget line item has been previously adopted for such expenditure.
- C: Even in the case of an emergency, public interest dictates that purchases are made at the lowest possible costs, seeking competition by informal solicitation of quotes or otherwise to the extent practicable under the circumstance. Documentation must be made showing the method and extent of competition.

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

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

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

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

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

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

Authorities Budget Office Policy Guidance



No. 17-02

Date Issued: June 5, 2017

Supercedes: New

Subject: Public Authority Procurement Guidelines

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

Provision: Section 2824 (1) (e) of Public Authorities Law (PAL) requires boards of state and local authorities, as defined by Title 1 Section 2 of PAL, to adopt written policies and procedures for the procurement of goods and services. Section 2879 (3) of Public Authorities Law enumerates the necessary items to be included in the procurement guidelines for state authorities, while industrial development agencies are subject to Section 104-b of General Municipal Law (GML) which outlines the expectations for procurement policies and procedures related to goods and services.

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

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

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

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

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

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

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

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

Procurement Lobbying: An authority must designate an individual who will act as an authorized contact during each procurement activity. If an impermissible contact occurs, the authority is required to maintain a written record of the contact. An impermissible contact is when a potential contractor initiates contact with someone other than the designated contact during a period when such contact is not permitted or attempts to influence the procurement in a manner that could reasonably be construed as a violation of procurement lobbying requirements.

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

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

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

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

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

IDA Mission Statement

The mission of the St. Lawrence County Industrial Development Agency is to promote, encourage, attract and develop job opportunities and economically sound commerce and industry in St. Lawrence County. To accomplish its mission, the IDA constructs and owns industrial sites and buildings, administers loan packaging and industrial revenue bond financing and provides a variety of tax-reduction incentives.

IDALDC Mission Statement

The mission of the St. Lawrence County IDA Local Development Corporation is to stimulate the growth of private sector employment in St. Lawrence County by providing financial assistance to new and expanding industries, and to certain retail/market-driven facilities.

The purpose of the Corporation shall be to relieve and reduce unemployment; promote and provide for additional and maximum employment; better and maintain job opportunities; instruct or train individuals to improve or develop their capabilities for jobs; carry on scientific research for the purpose of aiding the community of St. Lawrence County by attracting industry to the community and by encouraging the development of, or retention of, an industry in the community; lessen the burdens of government and act in the public interest.

IDA CDC Mission Statement

The St. Lawrence County Industrial Development Agency - Civic Development Corporation ("SLCIDA-CDC") helps to support the operations of not-for-profit corporations within the County to increase employment opportunities for the residents of the County and provide financing through low-interest loans and the issuance of tax exempt and taxable bonds to projects of not-for-profit corporations, which is essential to the continued development, construction, improvement and operation of projects by not-for-profit operations.

The SLCIDA-CDC may, using other assets under its control, also help to support not-for-profit corporations and for-profit corporations within the County to increase employment opportunities for the residents of the County by providing financial assistance to the St. Lawrence County Industrial Development Agency and/or the St. Lawrence County Industrial Development Agency - Local Development Corporation, as permitted by law, to support these organizations' operations and/or their projects whose activities are essential to the continued development, construction, improvement and operation of projects by not-for-profit corporations and for-profit corporations.

St. Lawrence County Property Development Corporation Mission Statement

The mission of the St. Lawrence County Property Development Corporation ("SLCPDC") is to foster the creation, retention and expansion of jobs and economic opportunities in St. Lawrence County, New York by constructing, acquiring, rehabilitating and improving sites, buildings and other related facilities in St. Lawrence County.

Authorities Budget Office Policy Guidance



No. 10-02

Date Issued: March 1, 2010

Supersedes: New

Subject: Public Authority Mission Statements and Measurement Reports

Statutory Citation: Section 2824-a, Public Authorities Law
Section 2800 of Public Authorities Law

Provisions: Chapter 506 of the Laws of 2009 (“The 2009 Public Authorities Reform Act”) added a new Section 2824-a in Public Authorities Law requiring state and local public authorities to develop and adopt a mission statement. The law also requires public authorities to develop performance measures to assist the authority determine how well it is carrying out its mission. Pursuant to this section, each state authority is to provide a copy of its mission statement and performance measures to the Authorities Budget Office, using the attached form, on or before March 31, 2010. Every local authority is to file a mission statement and performance measures with the ABO using the attached form by March 31, 2011.

For subsequent reporting years the mission statement is to be included as part of the Annual Report required to be filed with the ABO pursuant to Section 2800 of Public Authorities Law. Every public authority is also expected to annually review its mission statement and measures and publish a measurement report.

Public authorities are also required to post and maintain their mission statement and performance report on their web site.

Authorities Budget Office Policy Guidance: The mission statement is the prism through which a public authority’s actions are evaluated and its policy decisions are judged. Given its importance in defining how the public authority will operate, the board, in conjunction with the executive management of the authority, should exercise due diligence when developing and reviewing the authority’s mission statement, and the goals and measures that will be used to evaluate whether the authority is fulfilling its mission. Boards of directors should take time to thoroughly discuss, re-think, and reach agreement on the actual mission of their authority and to draft a mission statement that reflects this agreement. Only after undertaking this process and adopting a new mission statement should the authority submit its mission statement to the ABO and post it to their web site.

As a matter of law, public policy, and sound management, it is imperative that directors define and understand the purpose of the authority and the public interests it serves, and reflect these concepts in a mission statement. A board

member cannot properly execute their fiduciary duty without first understanding the mission and interests served by the authority.

A mission statement should capture in a few clear and concise sentences the purpose of the public authority, its goals and its reason for existence. The mission statement should address the intent and purpose for which the public authority was created. It should express the philosophy and guiding principles of the public authority, and provide staff and the public with an understanding of the values and culture of the organization. It should describe generally the services the public authority provides, the community it serves, and the reasonable expectations of its stakeholders. The mission statement should also be specific enough to be able to assess the organization's performance and to measure its success in achieving its intended public purpose.

When drafting an appropriate mission statement and evaluating its effectiveness, it may be helpful to answer the following questions:

- What is the public purpose for which the authority was created?
- How can we best achieve that purpose?
- How do we assess whether an action or decision before the board is consistent with this mission and the public interest?
- Who are the authority's stakeholders?
- What are the authority's goals?
- What are the values of the authority?

Once a public authority defines its mission and the interests and expectations of the community it serves, policies must be implemented to achieve those objectives. Performance measures are a means for the board and management to evaluate and monitor whether the authority's policies and operating practices are in accordance with its mission. Performance measures need not be complex or detailed. Performance measures will also vary depending on the purpose, size, and resources of the authority. They should be designed to answer some fundamental questions:

- How do we know if we are performing our mission?
- How do we know if we are performing that mission well?
- How can we be more effective and efficient?
- How do we know if we are meeting the interests of those we serve?

An authority's board must annually review the authority's mission statement and performance results to ensure that its mission has not changed and that the authority's performance goals continue to support its mission. Authorities are to annually report their performance results and revise their goals as necessary.

Implementation of Statutory Requirements: Authorities should complete the attached form and submit the entire document to the ABO via e-mail (info@abo.state.ny.us).

Authority Mission Statement and Performance Measurements

Name of Public Authority:

Public Authority's Mission Statement:

Date Adopted:

List of Performance Goals (If additional space is needed, please attach):

-

Additional questions:

1. Have the board members acknowledged that they have read and understood the mission of the public authority?
2. Who has the power to appoint the management of the public authority?
3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

5. Has the Board acknowledged that they have read and understood the responses to each of these questions?

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

ANNUAL REVIEW OF SEXUAL HARASSMENT POLICY

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

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

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

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

WHEREAS, staff participated in an annual training exercise that meets the guidelines established by the New York State Department of Labor;

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

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

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

/s/

Lori Sibley
 December xx, 2021

Policy Guidance:

Sexual Harassment Policy

Original Policy (Date): October 1, 2010

Revised (Date): October 5, 2018

Introduction

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

Policy Guidance:

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

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

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

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

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

What Is “Sexual Harassment”?

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

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

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

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

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

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

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

Examples of sexual harassment

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

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

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

Who can be a target of sexual harassment?

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

Where can sexual harassment occur?

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

Retaliation

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

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

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

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

Reporting Sexual Harassment

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

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

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

Supervisory Responsibilities

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

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

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

Complaint and Investigation of Sexual Harassment

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

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

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

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

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

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

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

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

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

Legal Protections And External Remedies

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

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

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

State Human Rights Law (HRL)

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

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

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

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

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

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

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

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

Civil Rights Act of 1964

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

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

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

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

Local Protections

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

Contact the Local Police Department

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

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

Policy:	Sexual Harassment Policy
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Employee Signature: _____

Date: _____

Original: Employee File
Copy: For Employee

The St. Lawrence County Industrial Development Agency

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

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

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

COMPLAINANT INFORMATION

Name: _____

Home Address: _____ Work Address: _____

Home Phone: _____ Work Phone: _____

Job Title: _____ Email: _____

Select Preferred Communication Method: Email Phone In Person

SUPERVISORY INFORMATION

Immediate Supervisor's Name: _____

Title: _____

Work Phone: _____ Work Address: _____

COMPLAINT INFORMATION

1. Your complaint of Sexual Harassment is made against:

Name: _____ Title: _____

Work Address: _____ Work Phone: _____

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

Relationship to you: Supervisor Subordinate Co-Worker Other

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

3. Date(s) sexual harassment occurred:

Is the sexual harassment continuing? Yes No

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

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

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

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

Yes No

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

Yes No

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

Yes No

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

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

Signature: _____

Date: _____

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