

Governance Committee Meeting

~Agenda~

ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION

IDA Office, Main Conference Room

March 22, 2022

1. Call to Order
2. Governance Documents
 - i. Resolution: Review of: Compensation, Reimbursement, and Attendance Policy..... 1
 - ii. Resolution: Review of: Whistleblower Policy & Procedures2
 - iii. Resolution: Review of: Code of Ethics3
 - iv. Resolution: Review of: Defense and Indemnification Policy4
 - v. Resolution: Review of: Disposition of Real Property Guidelines 5- 11
3. Current Policies
 - i. Financial Disclosure
4. Executive Session
 - i. Board Self-Evaluations
5. General Discussion
 - i. Mission and Performance Review
6. Adjournment

ST. LAWRENCE COUNTY
PROPERTY DEVELOPMENT CORPORATION
Res. No. PDC-22-03-xx
March xx, 2022

Approved and Adopted: July 19, 2018
Governance Committee Review: March 22, 2022

WHEREAS, the St. Lawrence County Property Development Corporation has caused to be conducted a review of its Compensation, Reimbursement and Attendance Policy, and

THEREFORE, BE IT RESOLVED, that the St. Lawrence County Property Development Corporation authorizes the following policy:

Compensation, Reimbursement and Attendance

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

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

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

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

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

/s/

Lori Sibley
March xx, 2022

ST. LAWRENCE COUNTY
PROPERTY DEVELOPMENT CORPORATION
Res. No. PDC-22-03-xx
March xx, 2022

Approved and Adopted: July 19, 2018
Governance Committee Review: March 22, 2022

WHEREAS, the St. Lawrence County Property Development Corporation has caused to be conducted a review of its Whistleblower Policy and Procedures, and

THEREFORE, BE IT RESOLVED, that the St. Lawrence County Property Development Corporation authorizes the following policy:

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

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

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

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March xx, 2022

ST. LAWRENCE COUNTY
PROPERTY DEVELOPMENT CORPORATION
Res. No. PDC-22-03-xx
March xx, 2022

Approved and Adopted: July 19, 2018
Governance Committee Review: March 22, 2022

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

WHEREAS, the Authority has caused to be conducted a review of its Code of Ethics,

THEREFORE, BE IT RESOLVED, that the St. Lawrence County Property Development Corporation authorizes the following policy:

Code of Ethics

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

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

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March xx, 2022

ST. LAWRENCE COUNTY
PROPERTY DEVELOPMENT CORPORATION
Res. No. PDC-22-03-xx
March xx, 2022

Approved and Adopted: July 19, 2018
Governance Committee Review: March 22, 2022

WHEREAS, the St. Lawrence County Property Development Corporation has caused to be conducted a review of its Defense and Indemnification Policy, and

THEREFORE, BE IT RESOLVED, that the St. Lawrence County Property Development Corporation authorizes the following policy:

Defense and Indemnification

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

Any and all previously-approved Defense and Indemnification policies of the Authority are hereby rescinded.

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Lori Sibley
March xx, 2022

St. Lawrence County Property Development Corporation
 Resolution No. PDC-22-03-xx
 March xx, 2022

Reviewed and Approved: July 19, 2018
 Governance Committee Review: March 22, 2022

2022 REVIEW OF DISPOSITION OF REAL PROPERTY GUIDELINES
 And
2021 REPORT OF PROPERTY

WHEREAS, Section 2896 of the Public Authority Law addresses the duties of public authorities with respect to (i) the adoption of guidelines for and (ii) the disposition of property, and

WHEREAS, under this section, “Guidelines approved by the public authority shall be annually reviewed and approved by the governing body of the public authority,”

WHEREAS, [St. Lawrence County Property Development Corporation] staff recommend designating the [SLCPDC]’s Chief Executive Officer as the “Contracting Officer,”

NOW, THEREFORE, BE IT RESOLVED the [St. Lawrence County Property Development Corporation], having reviewed said guidelines does hereby approve its “Guidelines for Disposition of Real Property” and

BE IT FURTHER RESOLVED that said guidelines, along with the required report (per Section 2896 (3) (a) of the Public Authorities Law) shall be forwarded to:

- The Comptroller of the State of New York
- Director of the Budget of the State of New York
- Commissioner of the New York State Office of General Services
- New York State Legislature (via distribution to the Majority Leader of the Senate and the Speaker of the Assembly)
- Authority Budget Office (Electronically through PARIS)

BE IT FURTHER RESOLVED that (also pursuant to Section 2896 (1) (b) of the PAL) this document shall be published electronically where it shall remain until the guidelines for the following year are reviewed and posted.

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Lori Sibley
 March xx, 2022

ST. LAWRENCE COUNTY PROPERTY DEVELOPMENT CORPORATION
DISPOSITION OF REAL PROPERTY GUIDELINES
ADOPTED PURSUANT TO SECTION 2896
OF THE PUBLIC AUTHORITIES LAW

SECTION 1. DEFINITIONS

- A. “Contracting officer” shall mean the officer or employee of the St. Lawrence County Property Development Corporation (the “Corporation”) who shall be responsible for the disposition of property.
- B. “Dispose” or “disposal” shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the Public Authorities Law.
- C. “Property” shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

SECTION 2. DUTIES

- A. The Corporation shall:
- (i) maintain adequate inventory controls and accountability systems for all property owned by the Corporation and under its control;
 - (ii) periodically inventory such property to determine which property shall be disposed of;
 - (iii) produce a written report of such property in accordance with subsection B herewith; and
 - (iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 3 below.
- B. The Corporation shall
- (i) publish, not less frequently than annually, a report listing all real property owned in fee by the Corporation. Such report shall consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Corporation and the name of the purchaser for all such property sold by the Corporation during such period; and
 - (ii) shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York

State Office of General Services, and the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly).

SECTION 3. TRANSFER OR DISPOSITION OF PROPERTY

- A. **Supervision and Direction.** Except as otherwise provided herein, the duly appointed contracting officer (the “Contracting Officer”) shall have supervision and direction over the disposition and sale of property of the Corporation. The Corporation shall have the right to dispose of its property for any valid corporate purpose.
- B. **Custody and Control.** The custody and control of Corporation property, pending its disposition, and the disposal of such property, shall be performed by the Corporation or by the Commissioner of General Services when so authorized under this section and applicable law.
- C. **Method of Disposition.** Unless otherwise permitted, the Corporation shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Corporation and/or contracting officer deems proper. The Corporation may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, no disposition of real property, any interest in real property shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction and provided further, that no disposition of any other property, which because of its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar property, shall be made without a similar appraisal.
- D. **Sales by the Commissioner of General Services (the “Commissioner”).** When the Corporation, if authorized to do so by applicable law, shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Corporation may enter into an agreement with the Commissioner of pursuant to which Commissioner may dispose of property of the Corporation under terms and conditions agreed to by the Corporation and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.
- E. **Validity of Deed, Bill of Sale, Lease, or Other Instrument.** A deed, bill of sale, lease, or other instrument executed by or on behalf of the Corporation, purporting to transfer title or any other interest in property of the Corporation in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title

or other interest and has not received actual or constructive notice of lack of such compliance prior to the closing.

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

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

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

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

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

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

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

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

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

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

- (D) the disposal will be to the state or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;
- (E) under those circumstances permitted by subsection (v) below; or
- (F) such action is otherwise authorized by law.

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

- (1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars (\$15,000);
- (2) any real property that has an estimated fair market value in excess of one hundred thousand dollars (\$100,000), except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph;
- (3) any real property disposed of by lease, if the estimated annual rent over the term of the lease is in excess of fifteen thousand dollars (\$15,000); or
- (4) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

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

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

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

- (1) the transferee is a government or public entity and terms of transfer require ownership and use to remain with the government or public entity; or
- (2) the purpose of transfer is within purpose, mission of the Corporation; or

- (3) the Corporation provides written notification to the Governor, the Speaker of the Assembly, and the Temporary President of the Senate; provided, however, that such notification is subject to denial by the Governor, the Speaker of the Assembly, and the Temporary President of the Senate pursuant to the PAAA.
- (B) If the Corporation proposes to make a transfer below FMV, the following information is required to be provided to the Corporation's Board of Directors and the public:
- (1) a full description of the asset;
 - (2) an appraisal of the FMV of the asset;
 - (3) a description of purpose of transfer, the kind and amount of the benefit to the public resulting from the transfer such as jobs and wages created or preserved;
 - (4) a statement of the value to be received compared to FMV;
 - (5) the names of any private parties participating in the transfer, and, if different than the information required by paragraph 4 immediately above, a statement of the value to the private party;
 - (6) the names of other private parties that have made an offer for the asset being transferred, the value offered, and the purpose for which the asset would have been used.
- (C) The Board of Directors of the Corporation must make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.

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

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

Inventory of SLCPCD Real Estate -2021 Report

SWIS	Tax Map #	Street	Town	Property Identification	Property ID (Internal)	Occupant(s)	Lot Size	Building Size	Value in our Books	Status	Assessment
401200	48.071-5-47.1	100 Paterson Street	Ogdensburg	Former Newell	Former Newell	N/A	4.6	63,400	\$1,150,000	N/A	\$1,100,000

Disposition in 2021: None