

Governance Committee Meeting

~Agenda~

ST. LAWRENCE COUNTY IDA

IDA Office, Main Conference Room

March 25, 2025

1. Call to Order
2. Governance Documents
 - i. Resolution: Review of: Compensation, Reimbursement, and Attendance Policy..... 1
 - ii. Resolution: Review of: Whistleblower Policy & Procedures 2-4
 - iii. Resolution: Review of: Code of Ethics 5-6
 - iv. Resolution: Review of: Defense and Indemnification Policy..... 7
 - v. Resolution: Review of Disposition of Real Property Guidelines 8-13
3. Current Policies
 - i. Financial Disclosure
 - ii. Freedom of Information and Open Meetings Law..... 14-27
ABO Model Policy..... separate attachment
4. Executive Session
 - i. Board Self-Evaluations
5. General Discussion
 - i. Mission and Performance Review
6. Adjournment

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Res. No. IDA-25-03-xx

Governance Committee Review: March 25, 2025
March 25, 2025

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

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

Compensation, Reimbursement and Attendance

Pursuant to and in accordance with Sections 856 and [GML enabling act] of the General Municipal Law of the State of New York, the members of the board of the St. Lawrence County Industrial Development Agency (the “Authority”) shall serve without salary at the discretion of the St. Lawrence County Board of Legislators but may be reimbursed for reasonable expenses incurred in the performance of Authority duties at the approval of the Authority.

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

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

Any and all previously approved Compensation, Reimbursement and Attendance policies of the Authority are hereby rescinded.

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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 25, 2025

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Res. No. IDA-25-03-xx
Governance Committee Review: March 25, 2025
March 25, 2025

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

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

Whistleblower Policy and Procedures

Every member of the board (the “Board”) of the St. Lawrence County Industrial Development Agency (the “Authority”) and all officers 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 Authority (the “Code”).

Purpose:

It is the policy of the Authority to afford certain protections to individuals who, in good faith, report violations of the Authority’s Code of Ethics or other instances of potential wrongdoing within the Authority. The Whistleblower Policy and Procedures set forth below are intended to encourage and enable employees to raise concerns in good faith within the Authority and without fear of retaliation or adverse employment action.

Definitions:

“Good Faith” – Information concerning potential wrongdoing is disclosed in “good faith” when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential wrongdoing.

“Authority Employee” – All board members, officers and staff employed at the Authority, whether full-time, part-time, employed pursuant to contract, employees on probation, and temporary employees.

“Whistleblower” – Any Authority Employee (as defined herein) who, in good faith, discloses information regarding wrongdoing by another Authority employee, or concerning the business of the Authority itself.

“Wrongdoing” – Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by an Authority Employee (as defined herein) that relates to the Authority.

“Personnel Action” – Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

Section I: Reporting Wrongdoing

All Authority employees who discover or have knowledge of potential wrongdoing concerning board members, officers, or employees of the Authority; or a person having business dealings with the Authority; or concerning the Authority itself, shall report such activity in accordance with the following procedures:

- a) The Authority employee shall disclose any information concerning wrongdoing either orally or in writing to the Chief Executive Officer or Counsel of the Authority.
- b) All Authority employees who discover or have knowledge of wrongdoing shall report such wrongdoing in a prompt and timely manner.
- c) The identity of the Whistleblower and the substance of his or her allegations will be kept confidential to the best extent possible.
- d) The individual to whom the potential wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such information to the Authorities Budget Office or an appropriate law enforcement agency, where applicable.
- e) Should an Authority employee believe in good faith that disclosing information within the Authority pursuant to Section 1(a) above would likely subject him or her to adverse personnel action or be wholly ineffective, the Authority employee may instead disclose the information to the Authorities Budget Office or an appropriate law enforcement agency, if applicable. The Authorities Budget Office's toll-free number (1-800-560-1770) should be used in such circumstances.

Section II: No Retaliation or Interference

No Authority employee shall retaliate against any Whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion, or abuse of authority; and no Authority employee shall interfere with the right of any other Authority employee by any improper means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited, and

- a) No Authority employee who, in good faith, discloses potential violations of the Authority's Code of Ethics or other instances of potential wrongdoing, shall suffer harassment, retaliation or adverse personnel action.
- b) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by the Authority.
- c) Any Authority employee who retaliates against or had attempted to interfere with any individual for having in good faith disclosed potential violations of the Authority's Code of Ethics or other instances of potential wrongdoing is subject to discipline, which may include termination of employment.
- d) Any allegation of retaliation or interference will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate matter.

Section III: Other Legal Rights Not Impaired

The Whistleblower Policy and Procedures set forth herein are not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

- a) Specifically, these Whistleblower Policy and Procedures are not intended to limit any rights or remedies that an individual may have under the laws of the State of New York, including but not limited to the following provisions: Civil Service Law § 75-b, Labor Law § 740, State Finance Law § 191 (commonly known as the “False Claims Act”) and Executive Law § 55(1).
- b) With respect to any rights or remedies that an individual may have pursuant to Civil Service Law § 75-B or Labor Law § 740, any employee who wishes to preserve such rights shall prior to disclosing information to a government body, have made a good faith effort to provide the appointing authority or his or her designee the information to be disclosed and shall provide the appointing authority or designee a reasonable time to take appropriate action unless there is imminent and serious danger to public health or safety. (Ref: Civil Service Law § 75-b[2][b]; Labor Law § 740[3])

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/s/

Lori Sibley
March 25, 2025

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Res. No. IDA-25-03-xx

Governance Committee Review: March 25, 2025

March 25, 2025

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

WHEREAS, after review, the Code has been updated, and

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

Code of Ethics

This Code of Ethics shall apply to all board members, officers and employees of the St. Lawrence County Industrial Development Agency (hereinafter the “Authority”). These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the Authority board members, officers and employees, and to preserve public confidence in the Authority’s mission.

1. No board member, officer, or employee of the Authority shall accept other employment which will impair his or her independence of judgment in the exercise of his/her official duties.
2. No board member, officer, or employee of the Authority shall accept employment or engage in any business or professional activity which will require him/her to disclose confidential information which he/she has gained by reason of his/her official position of authority.
3. No board member, officer, or employee of the Authority shall disclose confidential information acquired by him/her in the course of his/her official duties nor use such information to further his/her personal interests.
4. No board member, officer, or employee of the Authority shall use or attempt to use his/her official position to secure unwarranted privileges or exemptions for himself/herself or others.
5. No board member, officer, or employee of the Authority shall engage in any transaction as a representative or agent of Authority with any business entity in which he/she has a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of his/her official duties.
6. A board member, officer, or employee of the Authority shall not by his/her conduct give reasonable basis for the impression that any person can improperly influence him/her or unduly enjoy his/her favor in the performance of his/her official duties, or that he/she is affected by the kinship, rank, position or influence of any party or person.
7. Board members and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Authority.

8. A board member, officer, or employee of the Authority should abstain from making personal investments in enterprises which he/she has reason to believe may be directly involved in decisions to be made by him/her or which will otherwise create substantial conflict between his/her duty in the public interest and his/her private interest.
9. A board member, officer, or employee of the Authority shall endeavor to pursue a course of conduct which will not raise suspicion among the public that he/she is likely to be engaged in acts that are in violation of his/her trust.
10. Board members and employees shall not use Authority property, including equipment, telephones, vehicles, computers or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Authority's mission and goals.
11. Board members and employees are prohibited from appearing or practicing before the Authority for two (2) years following employment with the Authority, consistent with the provisions of Public Officers Law.

Any and all previously-approved Code of Ethics of the St. Lawrence County Industrial Development Agency are hereby rescinded.

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/s/

Lori Sibley
March 25, 2025

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 Res. No. IDA-25-03-xx
 Governance Committee Review: March 25, 2025
 March 25, 2025

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

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

Defense and Indemnification

The St. Lawrence County Industrial Development Agency (the “Authority”) shall indemnify all members of the Board of the Authority and each officer and employee thereof, in the performance and scope of their duties, and to the extent authorized by the Authority Board, each other person authorized to act for the Authority or on its behalf, to the full extent to which indemnification is permitted under the General Municipal 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 25, 2025

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 Resolution No. IDA-25-03-xx
 March 25, 2025

2025 REVIEW OF DISPOSITION OF REAL PROPERTY GUIDELINES
 And
2024 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 Industrial Development Agency] staff recommend designating the [SLCIDA]’s Chief Executive Officer as the “Contracting Officer,”

NOW, THEREFORE, BE IT RESOLVED the [St. Lawrence County Industrial Development Agency], 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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/s/ _____
 Lori Sibley
 March 25, 2025

DISPOSITION OF PROPERTY GUIDELINES

RESOLUTION NO. IDA-25-03-XX (MARCH 25, 2025)

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 Industrial Development Agency (hereinafter, the “Local Authority”) who shall be appointed by resolution to 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 Local Authority shall:

- (i) maintain adequate inventory controls and accountability systems for all property owned by the Local Authority 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 2 below.

B. The Local Authority shall

- (i) publish, not less frequently than annually, a report listing all real property owned in fee by the Local Authority. 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 Local Authority and the name of the purchaser for all such property sold by the Local Authority 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) and the Authorities Budget Office.

SECTION 2. 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 Local Authority. The Local Authority shall have the right to dispose of its property for any valid corporate purpose.

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

C. Method of Disposition. Unless otherwise permitted, the Local Authority 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 Local Authority and/or contracting officer deems proper. The Local Authority 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, except in compliance with all applicable law, no disposition of real property, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing 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 Local Authority shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Local Authority may enter into an agreement with the Commissioner of pursuant to which Commissioner may dispose of property of the Local Authority under terms and conditions agreed to by the Local Authority 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 Local Authority, purporting to transfer title or any other interest in property of the Local Authority 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 Local Authority Contracting Officer 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 Local Authority, price and other factors considered; provided, that all bids may be rejected at the Local Authority'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 significant, 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;
 - (C) bid prices after advertising therefore 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; or
 - (E) under those circumstances permitted by subdivision seven of this section; 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;
 - (2) any real property that has an estimated fair market value in excess of one hundred thousand dollars, 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;
 - (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 all applicable law not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Local Authority making such disposal.

G. Disposal of Property for Less Than Fair Market Value

- (i) No asset owned, leased or otherwise in the control of the Local Authority may be sold, leased, or otherwise alienated for less than its fair market value except if:
 - (A) the transferee is a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity;
 - (B) the purpose of the transfer is within the purpose, mission or governing statue of the Local Authority; or
 - (C) in the event the Local Authority seeks to transfer an asset for less than its fair market value to other than a governmental entity, which disposal would not be consistent with the Local Authority's mission, purpose or governing statues, the Local Authority shall provide written notification thereof to the Governor, the Speaker of the Assembly, and the Temporary President of the Senate, and such proposed transfer shall be subject to denial by the Governor, the Senate, or the Assembly. Denial by the Governor shall take the form of a signed certification by the Governor. Denial by either House of the Legislature shall take the form of a resolution by such House. The Governor and each House of the legislature shall take any such action within sixty days of receiving notification of such proposed transfer during the months of January through June, provided that if the Legislature receives notification of a proposed transfer during the months of July through December, the legislature may

take such action within sixty days of January first of the following year. If no such resolution or certification is performed within sixty days of such notification of the proposed transfer to the Governor, Senate, and Assembly, the Local Authority may effectuate such transfer. Provided, however, that with respect to a below market transfer by the Local Authority that is not within the purpose, mission or governing statute of the Local Authority, if the governing statute provides for the approval of such transfer by the executive and legislative branches of the political subdivision in which the Local Authority resides, and the transfer is of property obtained by the Local Authority from that political subdivision, then such approval shall be sufficient to permit the transfer.

- (ii) In the event a below fair market value asset transfer is proposed, the following information must be provided to the Local Authority Board and to the public:
 - (A) a full description of the asset;
 - (B) an appraisal of the fair market value of the asset and any other information establishing the fair market value sought by the Board;
 - (C) a description of the purpose of the transfer, and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including but not limited to the kind, number, location, wages or salaries of jobs created or preserved as required by the transfer, the benefits, if any, to the communities in which the asset is situated as are required by the transfer;
 - (D) a statement of the value to be received compared to the fair market value;
 - (E) the names of any private parties participating in the transfer, and if different than the statement required by subparagraph (D) of this paragraph, a statement of the value to the private party; and
 - (F) the names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.
- (iii) Before approving the disposal of any property for less than fair market value, the Local Authority Board shall consider the information described in paragraph (ii) of this subdivision and 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 Local Authority board and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Local Authority is its Chief Executive Officer.

Inventory of IDA Real Estate -2024 Report

SWIS	Tax Map Number	Street	Town	Property Identification	Property ID (Internal)	Occupant(s)	Lot Size	Building Size	Value in our Books	Status	Assessment
404001	173.034-2-2	Factory St	Gouverneur	Gouverneur Ind. Park land		Vacant Land	26.3	N/A	\$68,280	N/A	\$123,000
402201	88.049-1-2.121	19 Commerce Ln	Canton	Canton Ind. Building	1CIB	SLCIDA (Owner)	22.5	15,400	\$2,190,697	Lease	\$1,150,000
402201	88.049-1-2.121	19 Commerce Ln	Canton	Canton Industrial Park (land)	CIP	SLCIDA (Owner)	20.4	N/A	\$382,909	N/A	150,000
405801	016.027-4-8	24 Trade Road	Massena	Lot 12 – Massena Ind. Park	MIB-L12	Vacant Land	2.3	N/A	\$40,963	N/A	\$30,700
402600	214.000-4-26	CR60	Clifton	Newton Falls Rail	MANRR	Rail	43.3	N/A	\$00	N/A	\$350,000
403600	213.000-6-46	N/A	Fine	Newton Falls Rail	MANRR	Rail	85.1	N/A	\$00	N/A	\$3,748,148
407200	222.001-1-9	Jayville Rd	Pitcairn	Newton Falls Rail	MANRR	Rail	82.5	N/A	\$00	N/A	\$1,000,000

Disposition in 2024:											
SWIS	Tax Map #		Town	Property Identification	Property ID (Internal)	Occupant	Lot Size	Building Size	Appraisal	Fair Market Value	Sale/Lease Price
None											

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Res. No. IDA-25-03-xx

Adopted: 1982, Revised: June 22, 2005 and December 18, 2020

Governance Committee Review: March 25, 2025

March 25, 2025

ADOPTING REVISED FREEDOM OF INFORMATION LAW AND OPEN MEETINGS LAW POLICY

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

WHEREAS, Section 2829 of Public Authorities Law (PAL) provides that all state and local authorities defined under Article 1, Title 1, Section 2 of PAL, and their subsidiaries (collectively “Authorities”), are subject to Freedom of Information Law and Open Meetings Law (Article 6 and 7 of Public Officers Law, respectively), and

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

WHEREAS, the Open Meetings Law ensures that the public will have the opportunity to be fully aware of, and able to observe, the performance and decision-making of the board and officials, and

WHEREAS, the St. Lawrence County Industrial Development Agency adopted a FOIL policy in 1982, with revisions to the policy in 2005 and 2020, and

WHEREAS, revisions in 2025 include the addition of the Open Meetings Law information,

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

Move:				
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VOTE	AYE	NAY	ABSTAIN	ABSENT
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/s/

Lori Sibley
March 25, 2025

FREEDOM OF INFORMATION LAW

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

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

§84. Legislative declaration.

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

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

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

§85. Short title.

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

§86. Definitions.

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

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

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

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

§87. Access to agency records.

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

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

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

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

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

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

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

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

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

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

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

3. Each agency shall maintain:

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

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

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

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

§88. Access to state legislative records.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

§90. Severability.

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

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Application for Public Access to Records

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

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

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

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

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

Sincerely,
Signature: _____
Printed Name: _____
Address: _____
City, State, Zip: _____

For Agency Use Only

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

Signature _____ Date _____
Title _____

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

I HEREBY APPEAL:

Signature _____ Date _____

OPEN MEETINGS LAW

PUBLIC OFFICERS LAW, ARTICLE 7, SECTIONS 100-111 OPEN MEETINGS LAW

This section also provides that all state and local authorities, and their subsidiaries, to the extent practicable, are required to stream all open meetings and public hearings on their website in real-time and post the video recordings on their website within five business days of the meeting or public hearing. The video recordings must be maintained on their website for no less than five years.

Access to meetings and public hearings: A meeting is a gathering of a public body for the purpose of conducting public business, whether in person or by videoconferencing, and includes Authority regular, committee, and subcommittee meetings. The intent of Open Meetings Law (OML) is to promote openness and transparency when Authorities conduct public business. As such, all Authority meetings shall be open to the public, except in limited instances when it is appropriate to enter into executive session to discuss specific permitted matters. See ABO Policy Guidance 09-01: Appropriate Use of Executive Session.

Ensuring openness and transparency of board meetings: The public must be given enough notice and information about scheduled board meetings to allow them to stay reasonably up to date on the Authority's activities, and to know what matters the board expects to address at a meeting. Authorities are to ensure the following documents are provided and requirements are met:

- **Public Notice:** Authorities should post public notice at least 72 hours in advance of a board meeting. The notice should include the date, time, and location of the meeting, locations where videoconferencing will take place if applicable, and the URL address to view the meeting on the live-streaming platform.
- **Agenda:** It is expected the Authority post an agenda at least one week in advance of the meeting. Posting the agenda increases transparency by allowing the public to know in advance what matters will be reviewed, discussed and scheduled for a vote.
- **Board Materials:** A board book or board packet should be provided to members before a meeting and made available to the public. It should include information relevant to the items on the agenda needed for board members to attend board meetings prepared and ready to participate.
 - o Common materials include, but are not limited to, the agenda, minutes from the previous meeting, financial statements, management/committee reports, compliance items, updates on legal issues, and background information of discussion items.
 - o Any proposed resolution, law, rule, regulation, policy, or any amendment thereto, scheduled to be the subject of discussion by a public body during an open meeting shall be made available, upon request, and to the extent practicable at least 24 hours prior to the meeting during which the records will be discussed.
- **Meeting Conduct/Access:** The board should ensure all reasonable efforts are made to hold meetings in a facility which can adequately accommodate members of the public, including the needs of physically handicapped persons. Meetings should be scheduled during a reasonable time and should

be open to be photographed, broadcast, and webcast so long as it is not disruptive. Meetings should be directed by the board Chair, or the vice Chair if the Chair is unavailable.

- **Video Conferencing:** There are two ways to use videoconferencing to conduct meetings. One is the “pre-Covid” way, in which there are multiple public locations from which members of the Authority may attend that are connected by videoconferencing. The second way permits a member to participate in a meeting via videoconferencing from a private location due to “extraordinary circumstances” such as a disability which would otherwise prevent the member from physically attending. The use of videoconferencing must comply with the requirements of Section 103-a of POL; See ABO Meetings - Best Practices Guide for Public Authorities.

- **Quorum and Voting:** A quorum of board members of the Authority must be in attendance before a meeting can begin. If videoconferencing is used, enough board members must be present in the same physical location or locations where the public can attend in order to fulfill the quorum requirements. Members may not attend by teleconference, as voting members and their surroundings must be visible to those in attendance. For this reason, other means of conducting a meeting, such as email or mail, are also impermissible.

- o Votes may only be held during a meeting at which a quorum is present, either physically or via videoconference. Notwithstanding any provision of law to the contrary, a vote which is not held during a meeting where a quorum is present shall have no effect.

- **Executive Session:** Since OML requires that public business be conducted where the public can observe, executive sessions shall only be used for the specific, limited purposes listed under Section 105 of POL. Before entering an executive session, the members must take a vote in an open meeting. The motion to enter executive session must provide enough details about the purpose of the meeting and subject matter that will be discussed to make it clear that an executive session is appropriate. See ABO Policy Guidance 09-01: Appropriate Use of Executive Session.

- **Meeting Minutes:** Minutes shall be taken at all open meetings and are required to include a record or summary of all motions, proposals, resolutions, and any other matter formally voted on, including the results of the vote. Minutes are to be taken at executive session of any action that is taken by formal vote and are required to include a record or summary of the final determination of the action, and the date and results of the vote. The minutes should note which if any members attended remotely via videoconferencing.

- o Minutes of regular open meetings are to be made available and posted within two weeks from the date of the meeting. Unabridged video recordings, unabridged audio recordings, or unabridged written transcripts may be deemed to be meeting minutes for purposes of this requirement.

- o Minutes of executive session are to be made available within one week from the date of the executive session.

- o While OML does not require these minutes be approved within the required time periods, posting in draft form is acceptable.

- o It is expected that meeting minutes be maintained on the Authority’s website for at least two years following the date on which the meeting was held.

For further information, contact:

Committee on Open Government

NYS Department of State
41 State Street
Albany, NY 12231

Email: coog@dos.ny.gov

Phone: (518) 474-2518

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