

DECLARATION AND RESOLUTION
of the
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

July 20, 2006

Number 06-07-10

ADOPTING CERTAIN POLICIES, STANDARDS AND PROCEDURES IN CONNECTION WITH THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law (“GML”) of the State of New York (the “State”), as amended, and Chapter 358 of the Laws of 1971 of the State, (hereinafter collectively called the “Act”), the St. Lawrence County Industrial Development Agency (hereinafter called the “Agency”) was created as a public benefit corporation of the State; and

WHEREAS, the Public Authorities Accountability Act of 2005 (the “PAAA”), which was signed into law on January 13, 2006 as Chapter 766 of the Laws of 2005, was enacted by the New York State Legislature to insure greater accountability and openness of public authorities throughout the State; and

WHEREAS, pursuant to Section 2 of the Public Authorities Law (“PAL”) of the State, the provisions of the PAAA apply to certain defined “local authorities”, including the Agency; and

WHEREAS, the Agency desires to adopt certain policies, standards and procedures necessary to comply with the provisions of the PAAA.

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the Agency (the “Board”) as follows:

Section 1. Pursuant to subdivision 3 of Section 2824 of the PAL, no Board member, including the Chairperson, shall serve as the Agency’s chief executive officer, executive director, chief financial officer, comptroller, or hold any other equivalent position while also serving as a member of the Board.

Section 2. The Bylaws of the Agency, as presented at this meeting as **Exhibit A (“Bylaws”)**, are hereby amended to implement subdivision 3 of Section 2824 of the PAL as described in Section 1 above.

Section 3. Pursuant to subdivision 2 of Section 2824 of the PAL, any members of the Board appointed on or after January 13, 2006 shall participate in State-approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors within one (1) year of their appointment to the Agency. Further, each Board member appointed after January

13, 2006 shall execute a certificate of independence pursuant to subdivision 2 of Section 2825 of the PAL. Such certificate shall be executed in substantially the form attached hereto as **Exhibit B (“Certificate of Independence”)**.

Section 4. Pursuant to subdivision 2 of Section 2824 of the PAL, all members of the Board shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.

Section 5. Pursuant to subdivision 3 of Section 2825 of the PAL, on or before May 15 of each year, all Agency Board members, officers and employees shall file annual financial disclosure statements with the Board of Ethics of the County of St. Lawrence (the “County”) pursuant to Article 18 of the GML of the State. The annual financial disclosure statements so filed shall be substantially in the form attached hereto as **Exhibit C (“Ethics Filing”)**, or such other form of statement as may be adopted and approved by the County.

Section 6. Pursuant to subdivision 4 of Section 2824 of the PAL, an Audit Committee is hereby formed, being comprised of three members of the Agency for the purpose of recommending to the Board the hiring of a certified independent accounting firm, establishing the compensation to be paid to the accounting firm and providing direct oversight of the performance of the independent audit to be performed on or after fiscal year ending on December 31, 2007 by the accounting firm hired for such purposes.

Section 7. Pursuant to subdivision 7 of Section 2824 of the PAL, a Governance Committee is hereby formed, being comprised of three members of the Agency for the purpose of keeping the Board informed of current best governance practices, to review corporate governance trends; to update the Agency's corporate governance principles; and to advise appointing the Agency on skills and experiences required of potential Board members.

Section 8. Pursuant to subdivision 2(a) of Section 2800 of the PAL, the Board shall submit to St. Lawrence County's chief executive officer, the chief fiscal officer and the chairperson of the legislative body, and the New York State Authority Budget Office within ninety (90) days after the end of the Agency's fiscal year (with the first report due by March 31, 2007 for fiscal year ending December 31, 2006), a complete and detailed report (the “Annual Report”) that shall contain:

- (a) the Agency's operations and accomplishments;
- (b) the Agency's receipts and disbursements, or revenues and expenses, during such fiscal year in accordance with the categories or classifications established by the Agency for its own operating and capital outlay purposes;
- (c) the Agency's assets and liabilities at the end of its fiscal year including the status of reserve, depreciation, special or other funds and including the receipts and payments of these funds;
- (d) a schedule of the Agency's bonds and notes outstanding at the end of its fiscal year, together with a statement of the amounts redeemed and incurred during such fiscal year as

part of a schedule of debt issuance that includes the date of issuance, term, amount, interest rate and means of repayment. Additionally, the debt schedule shall also include all refinancings, calls, refundings, defeasements and interest rate exchange or other such agreements, and for any debt issued during the reporting year, the schedule shall also include a detailed list of costs of issuance for such debt;

(e) a compensation schedule that shall include, by position, title and name of the person holding such position or title, the salary, compensation, allowance and/or benefits provided to any officer, director or employee in a decision making or managerial position of such authority whose salary is in excess of one hundred thousand dollars;

(f) the projects undertaken by such authority during the past year;

(g) a listing of (i) all real property of such authority having an estimated fair market value in excess of fifteen thousand dollars that the authority intends to dispose of; (ii) all such property held by the authority at the end of the period covered by the report; and (iii) all such property disposed of during such period. The report shall contain an estimate of fair market value for all such property held by the authority at the end of the period and the price received by the authority and the name of the purchaser for all such property sold by the authority during such period;

(h) the Agency's code of ethics; and

(i) an assessment of the effectiveness of its internal control structure and procedures.

Once completed, and prior to submission, the chief executive officer and the chief fiscal officer of the Agency shall certify that the financial information contained in the Annual Report is accurate, correct and does not contain any untrue statements. The certification executed shall be in substantially the form attached hereto as **Exhibit D ("Annual Report Certification")**.

Section 9. Pursuant to subdivision 2 of Section 2801 of PAL, on or before November 1, 2006, the Agency will submit to the St. Lawrence County Clerk, St. Lawrence County Treasurer and Chairman of the St. Lawrence County Board of Legislators (the "County"), along with the New York State Authority Budget Office, the Agency's budget for fiscal year ending December 31, 2007.

Section 10. For the Agency fiscal year ending December 31, 2007 and each year thereafter, the Agency will abide by the following rules relating to audit services:

(a) the certified independent public accounting firm performing the Agency's audit will be prohibited from providing audit services if the lead (or coordinating) audit partner responsible for reviewing the audit, has performed audit services for the Agency in each of the five previous fiscal years;

(b) the certified independent public accounting firm performing the audit shall be prohibited from performing any non-audit services to the Agency contemporaneously with the audit, unless receiving previous written approval by the audit committee including:

(i) bookkeeping or other services related to the accounting records or financial statement of the Agency,

(ii) financial information systems design and implementation,

(iii) appraisal or valuation services, fairness opinions, or contribution-in-kind reports,

(iv) actuarial services,

- (v) internal audit outsourcing services,
- (vi) management functions or human services,
- (vii) broker or dealer, investment advisor, or investment banking services and
- (viii) legal services and expert services unrelated to the audit; and

(c) it shall be prohibited for any certified independent public accounting firm to perform for such Agency any audit service if the chief executive officer, comptroller, chief financial officer, chief accounting officer, or any other person serving in an equivalent position for the Agency, was employed by that certified independent public accounting firm and participated in any capacity in the audit of the Agency during the one (1) year period preceding the date of the initiation of the audit.

Section 11. The following policies, as presented at this meeting, are hereby adopted and approved:

- (a) The Compensation, Reimbursement and Attendance Policy attached hereto as **Exhibit E**;
- (b) The Code of Ethics attached hereto as **Exhibit F**;
- (c) The Whistleblower Policy attached hereto as **Exhibit G**;
- (d) The Investment Policy attached hereto as **Exhibit H**;
- (e) The Travel Policy attached hereto as **Exhibit I**;
- (f) The Disposition of Property Guidelines, attached hereto as **Exhibit J**, is hereby ratified and approved along with the appointment of the Chief Executive Officer as the “Contracting Officer” of the Agency.
- (g) The Procurement Policy attached hereto as **Exhibit K**; and
- (h) The Defense and Indemnification Policy attached hereto as **Exhibit L**.

Section 11. This resolution shall take effect immediately.

Move:	LaBaff			
Second:	Blevins			
VOTE	AYE	NAY	ABSTAIN	ABSENT
Basmajian	X			
Blevins	X			
Gray				X
Greenwood	X			
LaBaff	X			
Staples	X			
Weekes				X

BYLAWS

ARTICLE I: THE AGENCY

Section 1. Name.

The name of the Agency shall be "St. Lawrence County Industrial Development Agency."

Section 2. Seal of the Agency.

The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of the Agency.

The office of the Agency shall be at Canton, New York, in the County of St. Lawrence, New York, but the Agency may have other offices at such other places as the Agency may, from time to time, designate by resolution.

ARTICLE II: BOARD MEMBERS

Section 1. The Agency shall consist of seven board members who shall be appointed by the St. Lawrence County Board of Legislators .

Section 2. Each board member shall be appointed by the St. Lawrence County Board of Legislators for a three-year term. Each board member shall continue to hold office until his/her successor is appointed and has qualified.

Section 3. Chairman. The Chairman of the board shall preside at all meetings of the Board. Except as otherwise authorized by resolution of the Board, the Chairman shall sign all agreements, contracts, deeds and any other, instruments of the Agency. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Agency. The Chairman shall appoint committee members and assign chairmanship roles for each committee.

Section 4. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Agency shall appoint a new Chairman.

Section 5. Ex-Officio. At least one member shall serve on the board by virtue of holding a seat on the St. Lawrence County Board of Legislators.

Section 6. Honorary Membership. The Board, by majority vote, may elect individuals as Life Honorary Members in recognition of outstanding contributions to the County’s economic well-being. Honorary members shall have all the rights and privileges of membership, except the right to vote.

ARTICLE III: OFFICERS

Section 1. Officers. The officers of the Agency shall be a Chief Executive Officer, a Secretary, and a Chief Financial Officer.

Section 2. Chief Executive Officer. The Chief Executive Officer (“CEO”) shall not be a board member of the Agency. The CEO shall perform the day-to-day functions of the Agency as directed by the Board. The CEO may act for the Chief Financial Officer in his/her absence.

Section 3. Secretary. The Secretary shall be a board member of the Agency. The Secretary shall keep all records of the Agency, shall act as Secretary at the meetings of the Board and shall record of all votes, and shall record the proceedings of the Board in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his office. The Secretary shall keep in safe custody the seal of the Agency and shall have the power to affix such seal to all contracts and other instruments authorized to be executed by the Board.

Section 4. Chief Financial Officer. The Chief Financial Officer (“CFO”) shall not be a board member of the Agency. The CFO shall have the care and custody of all funds of the Agency and shall deposit the same in the name of the Agency in such bank or banks as the Agency may select. Except as otherwise authorized by resolution of the Agency, the CFO shall sign all instruments of indebtedness, all orders, and all checks for the payment of money; and shall pay out and disburse such moneys under the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be counter-signed by the Chairman. The CFO shall keep regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting an account of his transactions and also of the financial condition of the agency. The CFO shall give such bond for the faithful performance of his duties as the Agency may determine.

Section 5. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Board, by the bylaws of the Agency, or by rules and regulations of the Agency.

Section 6. Appointment of Officers. All officers of the Agency shall be appointed at the annual meeting of the Board and shall hold office for one year or until their successors are appointed.

Section 7. Vacancies. Should any office become vacant, the Board shall appoint a successor at the next regular meeting, and such appointment shall be for the unexpired term of said office.

ARTICLE IV: ADDITIONAL PERSONNEL

Section 1. The Agency may from time to time, employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel, shall be determined by the Agency subject to the laws of the State of New York.

ARTICLE V: MEETINGS

Section 1. Annual Meeting.

The Chairman shall announce the day and time for the Annual Meeting, to be held in June and at a place designated by the Agency.

Section 2. Regular Meetings.

Regular meetings of the Agency shall be determined by the CEO in conjunction with the Chairman, and shall comply with the Open Meetings Law.

Section 3. Special Meetings.

The Chairman of the Agency may, when he deems it desirable, and shall, upon the written request of two members of the Agency, call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Agency, or may be mailed to the business or home address of each member of the Agency, at least two days prior to the date of such special meeting. Waivers of notice may be signed by any members failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all the members of the Agency are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 4. Quorum.

At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time, or until the quorum is obtained.

Section 5. Order of Business.

At the regular meetings of the agency, the following shall be the order of business:

1. Call to Order
2. Roll Call
3. Approval of Minutes
4. Public Notice
5. Public Comment
6. Financial Report

7. Reports of Committees
8. Staff Report
9. Old Business
10. New business
11. Executive Session
12. Adjournment

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Agency.

Section 6. Manner of Voting.

The voting on all questions coming before the Agency shall be by roll call, and the yeas and nays shall be entered on the minutes of such meeting, except in the case of appointments when the vote may be by ballot.

ARTICLE VI: AMENDMENTS

Section 1. Amendments to Bylaws.

The Bylaws of the Agency shall be amended only with the approval of at least a majority of all of the members of the Agency at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days' written notice thereof has been previously given to all members of the Agency.

ARTICLE VII: POLICIES & PROCEDURES

Section 1. Projects to be Considered by This Agency.

It is the policy of this Agency that any project shall be considered by it which shall conform to the letter and spirit of the Laws of New York State, Chapter 1030, Article 18-A.

Section 2. Site of Agency Projects.

1. The Agency shall not approve any project to be located on a site, or within an area, which does not conform to, or has not been granted a variance from, the zoning laws of the city, town or village of such site or area.
2. The Agency shall not approve any project which shall be in violation of the anti-pollution laws of the State or County.
3. The Agency shall not approve any project which shall be in violation of the health, labor or other laws of the State of New York, or the United States, or of the local laws of the County of St. Lawrence.

Section 3. Payments-in-Lieu-of-Taxes.

Payments-in-Lieu-of-Taxes ("PILOT") shall be generated in accordance with the Agency-adopted

PILOT policy.

Section 4. Audit of Records and Accounts.

1. The Agency shall annually secure a certified audit of its financial records and accounts and shall file a copy of such certified audit with the Legislature of the County of St. Lawrence within ninety (90) days after the close of the Agency's fiscal year for its proceedings and its activities during the preceding fiscal year. In addition, the Agency shall submit to the St. Lawrence County Legislature an uncertified, internally prepared statement of its financial records and accounts as of the end of the sixth month of the Agency's fiscal year.

2. The Agency may require any other operating statements which it shall determine are required for daily operation.

Section 5. Conveyance of Property.

The Agency may insert in a contract for a project a provision that, upon the payment in full of all notes, bonds and indebtedness incurred in connection with a project, the Agency will convey the lands, buildings and equipment involved in said project, and so paid for, to the tenant or operator of the same, upon terms set forth in such contract, and that the additional consideration for such conveyance may be nominal.

Section 6. Adoption of Rules, Regulations, Policies & Procedures.

The Agency, by resolution, may adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation, so long as the same shall not be contrary to these Bylaws, as they may be amended from time to time.

EXHIBIT B – CERTIFICATE OF INDEPENDENCE

**CERTIFICATE OF INDEPENDENCE FOR MEMBERS
APPOINTED ON OR AFTER JANUARY 13, 2006**

The undersigned, having been appointed to serve as a member of the St. Lawrence County Industrial Development Agency (the "Agency") on or after January 13, 2006, hereby certifies, pursuant to subdivision 2 of Section 2825 of the Public Authorities Law, as follows:

He or she is not, and in the past two (2) years, has not been, employed by the Agency, or an affiliate in an executive capacity or been employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Agency or received any other form of financial assistance valued at more than \$15,000 from the Agency.

He or she is not a relative of an executive officer or employee in an executive position of the Agency or an affiliate.

He or she is not, and in the past two (2) years, has not been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Agency or an affiliate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this _____ day of _____, 2006.

By:

Printed Name of Agency Member

Date of Appointment

Signature

Date

Witness:

(Printed Name)

Signature

Date

Text of law should be given as amended. Do not include matter being eliminated and do not use italics or underlining to indicate new matter.

County of St. Lawrence
Local Law No. 7 of the year 1991

A local law St. Lawrence County Ethics Law

Be it enacted by the Board of Legislators of the County of St. Lawrence as follows:

ARTICLE I: PURPOSE

The purpose of this law is to create the St. Lawrence County Ethics and Disclosure Law in compliance with Article 18 of the New York State General Municipal Law. The citizens of St. Lawrence County are entitled to the expectation of exemplary ethical behavior from their County officers, employees and appointed officials, and this law is intended to create the minimum standards which constitute that behavior. This legislation recognizes that varying degrees of professional and governmental responsibility warrant equitable requirements of disclosures in pursuit of official integrity, which must be balanced against individual constitutional rights. Any particulars not determined in this law shall be construed within the provisions of General Municipal Law Article 18.

ARTICLE II: DEFINITIONS

Unless otherwise indicated, the following terms are defined for the purpose of the St. Lawrence County Ethics Law:

- a. “Agency” means any of the divisions of County government referred to in subdivision (d) of this section, except the Legislatures.
- b. “Appropriate body” pursuant to Article 18 of General Municipal Law means the Board of Ethics of the County of St. Lawrence.
- c. “Child” means any son, daughter, step-son or step-daughter of a County officer, employee or appointed official if such child is under 18 or is a dependent of the officer, employee or appointed official as defined in Internal Revenue Code Section 152(a)(1) and (2), and any amendments thereto.
- d. “County” means the County of St. Lawrence or any department, board, executive division, institution, office, branch, bureau, commission, agency, legislature or other division or part thereof.
- e. “Interest” means a direct or indirect pecuniary or material benefit accruing to a County officer, employee or appointed official, his or her spouse, or child whether as the result of a contract with the County or otherwise. For the purpose of this chapter, a County Officer, employee or appointed official shall be deemed to have an interest in any contract with (1) his or her spouse and children, except a contract of employment with the County; (2) a firm, partnership or association of which such officer,

employee or appointed official or his or her spouse or child is a member or employee; (3) a corporation of which such officer, employee or appointed official or his or her spouse of child is an officer or director; and (4) a corporation of which the outstanding capital stock is owned by an officer, employee or appointed official, or his or her spouse or child.

- f. “Legislation” means a matter which appears upon the calendar or agenda of the County legislature of St. Lawrence County or upon a committee hereof upon which any official action has taken and shall include adopted acts, local laws, ordinances or resolutions.
- g. “Officer” or “employee” means any officer or employee of the County of St. Lawrence, and any elected officials, appointed officials and heads of any agency, institution, department, office, branch, division, council, commission, board or bureau of the County of St. Lawrence, whether paid or unpaid, who occupy a policy making position.
- h. “County elected official” means a County Legislator, the County Clerk, the District Attorney, the County Treasurer or the Sheriff.
- i. “Appointed official” means any individual who is appointed by the Chairman of the Board of Legislators or the County Legislature to any agency, institution, department, office, branch, division, council, commission, board or bureau, whether paid or unpaid.
- j. “Relative” means a spouse or child of a County officer, employee or appointed official.
- k. “Reporting officer, employee or appointed official” means an officer, employee or appointed official who is required to complete and file an annual statement of financial disclosure pursuant to this Local Law.
- l. “Spouse” means the husband or wife of an officer, employee or appointed official subject to the provisions of this Local Law unless legally separated from such officer, employee or appointed official.
- m. “Jurisdiction” shall mean having the authority, capacity, power or right to act with regard to the management and administration of policy and supervision of personnel of the county agency (as defined above at Article II, Section a) which she or he is an officer, employee or appointed official (as defined above at Article II, Section h).
- n. “Policy-making position” means an officer or employee whose duties are note of majority ministerial in nature, as designated to the “policy making” by the County Legislature.
- o. “Reporting category” for the purpose of completing the financial disclosure statement means the category of interest, income, value or worth of said reported items. No exact dollar amounts are to be included in the completion of the statements of financial disclosure; rather all amounts are to be indicated using the following categories:
 - A. \$0 to \$5,000
 - B. \$5,001 to \$10,000
 - C. \$10,001 to \$25,000
 - D. \$25,001 to \$50,000
 - E. \$50,001 to \$100,000
 - F. Over \$100,000

ARTICLE III: CODE OF ETHICS

A. Prohibited Activities:

It is the policy of the County Legislature that all officers and employees must avoid conflicts or potential conflicts of interest. A conflict or a potential conflict exists whenever an officer or employee has an interest, direct or indirect, which conflicts with their duty to the County or which could adversely affect an individual's judgment in the discharge of his or her responsibilities. No officer or employee shall:

1. Take action or participate in any manner whatsoever in his or her official capacity in the discussion, negotiation or the awarding of any contract or in any business or professional dealings with the County of St. Lawrence or any agency thereof in which the official or employee has or will have an interest, direct or indirect, in such contract or professional dealings.
2. Engage in, solicit, negotiate for or promise to accept private employment or render services for his or her personal benefit when such employment or service creates a conflict or impairs the proper discharge of his or her official duties.
3. Solicit, directly or indirectly, any gifts, or receive or accept any gift having the value of Seventy-five Dollars (\$75.00) or more, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or in any other form, under circumstances in which it could be reasonably inferred that the gift was intended to influence him or her, or could reasonably be expected to influence him or her, in the performance of his or her official duties or was intended as a reward of any official action on his or her part.
4. Disclose confidential information acquired in the course of his or her official duties or use such information to further his or her personal interest.
5. Take action on a matter before the County or any instrumentality thereof when, to his or her knowledge, the performance of that action would provide a pecuniary or material benefit to himself or herself.

ARTICLE IV: DISCLOSURE OF INTEREST

1. Any officer who has, will have or intends to acquire a direct or indirect interest in any matter being considered by the St. Lawrence County Legislature or by any other official, board, agency, officer or employee of the County and who participates in the discussion before or who gives an opinion or gives advice to any board, agency or individual considering the same, shall publicly disclose on the official record the nature and extent of such interest.
2. Any officer or employee of the County of St. Lawrence who has knowledge of any matter being considered by any board, agency, officer or employee of the County of St. Lawrence, in which matter he or she has or will have or intends to acquire any direct or indirect interest, shall be required immediately to disclose, in writing, his or her interest to such board, agency, officer or employee, and the nature and the extent thereof, to the degree that such disclosure gives substantial notice of any potential conflict of interest.

3. All person holding policy making positions within St. Lawrence County, as enumerated in **ADDENDUM A** of this Local Law, must file a Statement of Financial Disclosure, which shall be supplied to them with other terms of employment material. This statement shall be completed and mailed directly to the Temporary State Commission on Local Government Ethics, 54 N. Central Ave., Elmsford, NY 10523 on or before March 31st of the year for which the employment is in effect.
4. A person who is subject to the filing requirements of this local law from more than one County may satisfy the requirements by filing only one annual statement of financial disclosure, and filing with the other(s) a notice that such filing has been made, inclusive of the date and place of filing.
5. Any person who is subject to the reporting requirements of this local law and who has filed or shall timely file within the Internal Revenue Service an application for automatic extension of time in which to file his or her individual income tax return for the immediately preceding calendar or fiscal year, shall be required to submit an annual statement of financial disclosure on or before March 31st of the year in which the employment is in effect. Such person shall file a supplementary statement for any item as so noted on the annual statement of financial disclosure, without liability under Article VII of this local law, if said supplementary statement is filed within fifteen (15) days of the expiration of the automatic extension.
6. Any person who is required to file an annual statement of financial disclosure may request, prior to March 31st of the year for which the employment is in effect, an extension of filing for an additional specific period of time. Such request shall be made in writing to the Board of Ethics, with approval based on substantiation of justifiable cause or undue hardship. The Board of Ethics may grant or deny the request, by vote of the membership, and extensions shall be for the specific period of additional time requested.
7. Any person required to file an annual statement of financial disclosure who becomes so required, or experiences a change in reporting levels after March 15th of the year for which the employment is in effect, shall file the appropriate annual statement within thirty (30) days.

ARTICLE V: ANNUAL REVIEW OF CODE OF ETHICS

Every official and employee is required to attest on an annual basis that he or she has reviewed the Code of Ethics for the County of St. Lawrence, to be made on or before March 31st of the year for which employment is in effect. (See Attestment Form, **ADDENDUM B**)

ARTICLE VI: BOARD OF ETHICS

The Temporary State Commission on Local Government shall serve as the Board of Ethics for St. Lawrence County, and shall be the repository for St. Lawrence County's Financial Disclosure Statements.

ARTICLE VII: APPEAL OF DESIGNATION AS POLICY-MAKING POSITION

Appeal may be taken by the filing of a written petition in opposition to such designation within thirty (30) days from the date that the designation was filed with the St. Lawrence County

Board of Ethics. Upon receipt of the petition, the Board of Ethics shall make a determination upon the merits of the application within thirty (30) days.

EXHIBIT C
ADDENDUM A – POLICY MAKING POSITIONS

The following positions within St. Lawrence County Government are considered to have policy-making functions:

ELECTED OFFICIALS

County Clerk
District Attorney
Legislators
Sheriff
Treasurer

APPOINTED OFFICIALS

County Administrator
County Attorney

DEPARTMENT HEADS

Election Commissioners
Community Services Director
County Forestry Department
Economic Development Director
Emergency Services Director
Governmental Services Director
Highway Superintendent
Office For the Aging Director
Personnel Officer

Planning Director
Probation Director
Public Defender
Public Health Director
Real Property Director
Social Services Commissioner
Veterans Services Director
Weights & Measures Sealer
Youth Bureau Director

ST. LAWRENCE COUNTY ADVISORY BOARD POSITIONS

Chair - Agricultural District Advisory Board (**Planning**)
Chair - Alternatives to Incarceration Board (**Probation**)
Membership - Community Services Board (**Community Services**)
Chair - Emergency Medical Services Advisory Board (**Emergency Services**)
Chair -Environmental Management Council (**Planning**)
Chair - Fire Advisory Board (**Emergency Services**)
Chair - Fish & Wildlife Management Board (**Board of Legislators**)
Chair - Fisheries Advisory Board (**Board of Legislators**)
Chair - Forest Practice Board (Region 6) (**Planning**)
Chair - Health Services Advisory Board (Public Health)
Membership - Industrial Development Agency (Economic Development)
Chair - Local Emergency Planning Commission (**Emergency Services**)
Chair - Office for the Aging Advisory Board (**Office for the Aging**)
Membership - Planning Board (**Planning**)
Chair - Soil & Water Conservation District Board (**S&WCD**)
Chair - Traffic Safety Board (**Community Services**)
Chair - Youth Advisory Board (**Youth Bureau**)
Membership - Workforce Investment Board (**Economic Development**)

ANNUAL STATEMENT OF FINANCIAL DISCLOSURE
County of St. Lawrence

For Year _____

Last Name (please print)	First Name	Initial
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Title	Department or Agency
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Work Address	Telephone No.
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(If the answer to any of the following questions is "none," please so indicate.)

1. **Real Estate Ownership.** List the address of each piece of property that you, your spouse or other relative own or have a financial interest in. List only real estate that is in the County of St. Lawrence or within one mile of the boundary of the County of St. Lawrence. "Relative" means your spouse, child, or step-child.

Name of Family Member	Relationship to you	Address of Real Estate	Type of Investment
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I hereby certify that I have read Local Law No. 7 for the Year 1991, St. Lawrence County Ethics Law.

Signature

ANNUAL FINANCIAL DISCLOSURE STATEMENT
COUNTY OF ST. LAWRENCE
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2. **Your outside employer or business:** List the name of any outside employer or business from which you receive compensation for services rendered or goods sold or produced or of which you are a member, officer, or employee. Also include any entity in which you have an ownership interest, except a corporation of which you own less than five percent of the outstanding stock. Identify the type of business, such as a partnership, corporation, self-employment, or a sole proprietorship and list your relationship to the employer or business (i.e. owner, partner, officer, director, member, employee, or shareholder.)

Name of Employer or Business	Nature of Business	Type of Business (e.g. partnership)	Your Relationship
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3. **Your spouse's employer or business.** List the information in question 2 for your spouse.

Name of Employer or Business	Nature of Business	Type of Business (e.g. partnership)	Your Relationship
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Date: _____

Signed: _____

Remit to: St. Lawrence County Board of Legislators
48 Court Street, Court House
Canton, NY 13617-1194

**CERTIFICATE OF THE CHIEF EXECUTIVE OFFICER
AND THE CHIEF FINANCIAL OFFICER
OF THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

The undersigned, being the duly appointed chief executive officer and chief financial officer of the St. Lawrence County Industrial Development Agency (the “Agency”), hereby certify, pursuant to subdivision 3 of Section 2800 of the Public Authorities Law, as follows:

The financial information provided within the Annual Report of the Agency, dated as of [date], is accurate, correct, and does not contain any untrue statement of material fact. The Annual Report does not omit any material fact which, if omitted, would cause the report to be misleading in light of the circumstances under which the report and any such statements made therein are made. The Annual Report fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presents in said report.

The Annual Report is hereby approved.

IN WITNESS WHEREOF, the undersigned chief executive officer and chief financial officer have executed this Certificate as of the [date] day of [month], [year].

By _____
(Printed Name)

CHIEF EXECUTIVE OFFICER

Signature

Date

By _____
(Printed Name)

CHIEF FINANCIAL OFFICER

Signature

Date

EXHIBIT E – COMPENSATION, REIMBURSEMENT AND ATTENDANCE

COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY

Approved and Adopted: _____

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 “Board”) shall serve without salary at the pleasure of the St. Lawrence County Board of Legislators but may be reimbursed for reasonable expenses incurred in the performance of Agency duties at the approval of the Board.

The officers, employees and agents of the Agency shall serve at the pleasure of the Agency 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 Agency duties at the approval of the Board.

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

Any and all previously-approved Compensation, Reimbursement and Attendance policies of the St. Lawrence County Industrial Development Agency are hereby rescinded.

CODE OF ETHICS

Approved and Adopted: _____

The members of the board (the “Board”) of the St. Lawrence County Industrial Development Agency (the “Agency”), a duly established public benefit corporation of the State of New York (the “State”), along with the officers and staff of the Agency, shall comply with and adhere to the provisions of Article 18 of the General Municipal Law of the State.

Further, no director, officer, or employee of the Agency 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 Agency 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) not, 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) abstain from making 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) endeavor to pursue a course of conduct which will not 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.

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

EXHIBIT G – WHISTLEBLOWER POLICY

WHISTLEBLOWER POLICY

Approved and Approved:

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

Each member, officer or employee is responsible to report any violation of the Code (whether suspected or known) to the Agency’s Chief Executive Officer. Reports of violations will be kept confidential to the extent possible. No individual, regardless of their position with the Agency, 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 Agency's counsel who shall investigate and handle the claim in a timely manner.

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



INVESTMENT AND DEPOSIT POLICY

I. SCOPE

This investment policy applies to all moneys and other financial resources available for investment on its own behalf or on behalf of any other entity or individual. Any and all previously-approved Investment policies of the St. Lawrence County Industrial Development Agency are hereby rescinded.

II. OBJECTIVES

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

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

III. DELEGATION OF AUTHORITY

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

IV. PRUDENCE

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

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence discretion and intelligence exercise in the management of

their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

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

V. DIVERSIFICATION

It is the policy of the Agency to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling. Not more than 60% of the Agency's total investments be in any one institution

VI. INTERNAL CONTROLS

It is the policy of the Agency for all moneys collected by any officer or employee of the government to transfer those funds to the Chief Executive Officer within three (3) days of deposit, or within the time period specified by law, whichever is shorter.

The Chief Executive Officer is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

VII. DESIGNATION OF DEPOSITORIES

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

VIII. COLLATERALIZING OF DEPOSITS

In accordance with the provisions of General Municipal Law, §10, all deposits of the Agency, including certificates of deposit and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:

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

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

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

IX. SAFEKEEPING AND COLLATERALIZATION

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

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

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

X. PERMITTED INVESTMENTS

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

- Special time deposit amounts;
- Certificates of deposit;
- Obligations of the United States of America;
- Obligations guaranteed by agencies of the United States of America where the payment of principal and interest are guaranteed by the United States of America;
- Obligations of the State of New York;

- Obligations issued pursuant to LFL §24.00 or 25.00 (with approval of the State Comptroller) by any municipality, school district or district corporation other than the Agency;
- Obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agency where the general State statutes governing such entities or whose specific enabling legislation authorizes such investments;
- Certificates of Participation (COPs) issued pursuant to GML §109-b;
- Obligations of this local government, by only with any moneys in a reserve fund established pursuant to GML §§6-c, 6-d, 6-e, 6-g, 6-h, 6-j, 6-k, 6-l, 6-m, or 6-n.

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

XI. AUTHORIZED FINANCIAL INSTITUTIONS AND DEALERS

The Agency shall maintain a list of financial institutions and dealers approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. No more than 60% of the Agency's total investments may be in any one institution. All financial institutions with which the local government conducts business must be creditworthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Agency. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Chief Executive Officer is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. Each year a list of depositories will be authorized at the Agency's annual meeting. Said list will be attached hereto at Exhibit B.

XII. PURCHASE OF INVESTMENTS

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

1. Directly, including through a repurchase agreement, from an authorized trading partner.
2. By participation in a cooperative investment program with another authorized governmental entity pursuant to Article 5G of the General Municipal Law where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the governing board.
3. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the governing board.

All purchased obligations, unless registered or inscribed in the name of the local government, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the Agency by the bank or trust company. Any obligation held in the custody of a bank or trust company shall be held pursuant to a written custodial agreement as described in General Municipal Law, §10.

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

XIII. REPURCHASE AGREEMENTS

Repurchase agreements are authorized subject to the following restrictions:

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

APPENDIX A
Schedule of Eligible Securities

- (i) Obligations issued, or fully insured or guaranteed as to the payment of principal and interest by the United States of America, an agency thereof or a United States government-sponsored corporation.
- (ii) Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank and the African Development Bank.
- (iii) Obligations partially insured or guaranteed by any agency of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of insurance or guaranty.
- (iv) Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation of such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.
- (v) Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (vi) Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (vii) Obligations of counties, cities and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (viii) Obligations of domestic corporations rated in one of the two highest rating categories by at least one nationally recognized statistical rating organization.
- (ix) Any mortgage-related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by banks under the limitations established by bank regulatory agencies.
- (x) Commercial paper and bankers' acceptances issued by a bank, other than the Bank, rated in the highest short term category by at least one nationally recognized statistical rating organization and having maturities of not longer than 60 days from the date they are pledged.
- (xi) Zero coupon obligations of the United States government marketed as "Treasury Strips."



TRAVEL POLICY

Section 1. APPLICABILITY

This policy shall apply to every member of the board (the “Board”) of the St. Lawrence County Industrial Development Agency (the “Agency”) and all officers and employees thereof.

Section 2. APPROVAL of TRAVEL

All official travel for which a reimbursement will be sought must be approved by the Chief Executive Officer. Provided, however, in the instance where the Chief Executive Officer seeks reimbursement for official travel, such travel must be approved the Chairman of the Agency.

Section 3. PAYMENT of TRAVEL

The Agency will reimburse all reasonable expenses related to meals, travel and lodging that were incurred by any director, officer or employee as a result of the performance of their official duties. All official travel shall be properly authorized, reported and reimbursed. Under no circumstances shall expenses for personal travel be charged to, or temporarily funded by the Agency. It is the traveler’s responsibility to report his or her travel expenses in a responsible and ethical manner, in accordance with this policy.

Section 4. TRAVEL EXPENSES

Meals, travel and related expenses shall be paid or reimbursed on a case-by-case basis. Such request for payment or reimbursement shall be submitted in the attached format.



GUIDELINES FOR DISPOSITION OF REAL PROPERTY

ADOPTED PURSUANT TO SECTION 2896 OF THE PUBLIC AUTHORITIES LAW (March 2006)

SECTION 1. DEFINITIONS

A. “Contracting officer” shall mean the officer or employee of the St. Lawrence County Industrial Development Agency (hereinafter, the “Agency”) 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 Agency shall:

- (i) maintain adequate inventory controls and accountability systems for all property owned by the Agency 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 Agency shall

(i) publish, not less frequently than annually, a report listing all real property owned in fee by the Agency. 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 Agency and the name of the purchaser for all such property sold by the Agency 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 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 Agency. The Agency shall have the right to dispose of its property for any valid corporate purpose.

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

C. Method of Disposition. Unless otherwise permitted, the Agency 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 Agency and/or contracting officer deems proper. The Agency 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.

D. Sales by the Commissioner of General Services (the “Commissioner”). When the Agency shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Agency may enter into an agreement with the Commissioner of General Services pursuant to which Commissioner may dispose of property of the Agency under terms and conditions agreed to by the Agency 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 Agency, purporting to transfer title or any other interest in property of the Agency 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 Agency 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 Agency, price and other factors considered; provided, that all bids may be rejected at the Agency'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 is of a nature and quantity which, if 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;

(E) the disposal is for an amount less than the estimated fair market value of the property, the terms of such disposal are obtained by public auction or negotiation, the disposal of the property is intended to further the public health, safety or welfare or an economic development interest of the Agency, the state or a political subdivision (to include but not limited to, the prevention or remediation of a substantial threat to public health or safety, the creation or retention of a substantial number of job opportunities, or the creation or retention of a substantial source of revenues, or where the authority's enabling legislation permits or other economic development initiatives), the purpose and the terms of such disposal are documented in writing and approved by resolution of the board of the Agency; 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) through (5) of this subparagraph;

(3) any real property disposed of by lease for a term of five years or less, if the estimated fair annual rent is in excess of one hundred thousand dollars for any of such years;

(4) any real property disposed of by lease for a term of more than five years, if the total estimated rent over the term of the lease is in excess of one hundred thousand dollars; or

(5) 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 Agency making such disposal.

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

The designated Contracting Officer for the Agency is Raymond H. Fountain, Director.



PROCUREMENT POLICY

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 is required to adopt procurement policies which will apply to the procurement of goods and services not subject to the competitive bidding requirements of Section 103 of the GML and paid for by an IDA for its own use and account.
2. Purpose: Pursuant to Section 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. Any and all previously-approved Procurement policies of the St. Lawrence County Industrial Development Agency 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 Agency requirements.
2. The Agency shall adhere to the following methods of competition for non-bid procurements:

	Verbal Quotes		Written Quotes	Reference Notes
	0	3		
Purchase Contracts Below \$10,000				
Under \$500	X			
\$500 - \$2,499		X		
\$2,500 - \$9,999			X	
Purchase Contracts of \$10,000 or more				A, B
Emergencies				C
Insurance				D
Professional Services				E

Reference Notes:

- A: All purchases of over \$10,000 require advertised request for proposals.
- B: All expenditures over \$10,000 require Agency 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 Agency.

- 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 Agency, 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.

3. The Agency shall capitalize all purchases in excess of \$1,000

EXHIBIT L – DEFENSE AND INDEMNIFICATION



DEFENSE AND INDEMNIFICATION POLICY

Pursuant to the Bylaws of the St. Lawrence County Industrial Development Agency (the “Agency”), the Agency shall indemnify all members of the Board of the Agency and each officer and employees thereof, in the performance of their duties, and to the extent authorized by the Board, each other person authorized to act for the Agency 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 St. Lawrence County Industrial Development Agency are hereby rescinded.