

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution No. 10-04-13
April 6, 2010

**AMENDING RESOLUTION NO. 09-02-09:
ADOPTING CERTAIN POLICIES, STANDARDS & PROCEDURES TO INCLUDE
PROVISIONS OF PUBLIC AUTHORITY REFORM ACT OF 2009**

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, the Public Authority Reform Act of 2009 (the “PARA”) was enacted as Chapter 506 of the Laws of 2009; 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 and **PARA**.

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 (as amended per res 09-02-09) ("Financial Disclosure Statement").

Section 6. Pursuant to subdivision 4 of Section 2824 of the PAL, an Audit Committee is hereby formed, being comprised of not less than three independent members of the Agency who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Audit Committee 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. In the event the Agency has fewer than 3 independent members, the Agency may appoint non-independent members to the Audit Committee, provided that the independent members must constitute a majority of the members of the Audit Committee.

Section 7. Pursuant to subdivision 7 of Section 2824 of the PAL, a Governance Committee is hereby formed, being comprised of not less than three independent members of the Agency who shall constitute a majority on the committee and who shall possess the necessary skills to understand the duties and functions of the Governance Committee, for the purpose of keeping the Board informed of current best governance practices, to review corporate governance trends; to ~~update~~ recommend updates to the Agency's corporate governance principles; and to advise appointing the Agency on skills and experiences required of potential Board members, to examine ethical and conflict of interest issues; to perform board self-evaluations; and to recommend bylaws which include rules and procedures for conduct of business. In the event the Agency has fewer than 3 independent members, the Agency may appoint non-independent members to the Governance Committee, provided that the independent members must constitute a majority of the members of the Governance Committee.

Section 8. Pursuant to subdivision 8 of Section 2824 of the PAL, a Finance Committee is hereby formed, being comprised of not less than three independent members of the Agency who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the committee, for the purpose of reviewing proposals for the issuance of debt by the Agency and its subsidiaries and make recommendations. In the event the Agency has fewer than 3 independent members, the

Agency may appoint non-independent members to the Finance Committee, provided that the independent members must constitute a majority of the members of the Finance Committee.

Section 9. Pursuant to Section 2824a of the PAL, the Agency shall submit to the Authorities Budget Office (the "ABO") on or before March 31, 2011, a proposed Agency mission statement (expressing the purpose and goals of the Agency, a description of the stakeholders of the Agency and their reasonable expectations from the Agency) and proposed measurements (whereby the performance of the Agency and the achievement of its goals may be evaluated) which the ABO shall post on its website, both of which the Agency shall review on an annual basis.

Section 810. 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~~ ABO 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;~~

(b) the Agency's financial reports, including (i) audited financials in accordance with all applicable regulations and following generally accepted accounting principles as defined in subdivision 10 of Section 2 of the State Finance Law; (ii) grant and subsidy programs; (iii) operating and financial risks; (iv) current ratings, if any, of its bonds issued by recognized municipal bond rating agencies and notice of changes in such ratings; and (v) long-term liabilities, including leases and employee benefit plans;

(c) the Agency's mission statement and measurements including its most recent measurement report

(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) (i) 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, and (ii) biographical information, not including confidential personal information, for all directors and officers and employees for whom salary reporting is required under (i) of this subparagraph.

(f) the projects undertaken by the Agency during the past year;

(g) a listing and description of all real property of the Agency 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 acquires or disposes 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 or paid by the authority and the name of the purchaser or seller for all such property sold or bought by the Agency during such period;

(h) the Agency's code of ethics;

(i) an assessment of the effectiveness of the Agency's internal control structure and procedures;

(j) a copy of the legislation that forms the statutory basis of the Agency;

(k) a description of the Agency and its board structure, including (i) the names of committee and committee members, (ii) lists of board meetings and attendance, (iii) descriptions of major Agency units, subsidiaries and (iv) number of employees;

(l) the Agency's charter (if any) and its bylaws;

(m) a listing of material changes in operations and programs during the reporting year;

(n) at a minimum a four-year financial plan including (i) a current projected capital budget and (ii) an operating budget report, including an actual versus estimated budget, with an analysis and measurement of financial and operating performance;

(o) Agency board performance evaluations, provided however that such evaluations shall not be subject to disclosure under Article 6 of the Public Officers Law;

(p) a description of the total amounts of assets, services or both assets and services bought or sold without competitive bidding including (i) the nature of those assets and services, (ii) the names of the counterparties, and (iii) where the contract price for assets purchased exceeds fair market value, or where the contract provide for assets sold is less than fair market value, a detailed explanation of the justification for making the purchase or sale without competitive bidding, and a certification by the Chief Executive Officer or Chief Financial Officer of the Agency that they have reviewed the terms of such purchase or sale and determined that it complies with applicable law and procurement guidelines; and

(q) a description of any material pending litigation in which the Agency is involved as a party during the reporting year, except that no hospital need disclose information about pending malpractice claims beyond the existence of such claims.

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~~11. Pursuant to subdivision 2 of Section 2801 of PAL, ~~on or before November 1, 2006~~, the Agency will submit its budget 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 ABO annually not more than 90 days and not less than 60 days before the commencement of its fiscal year ~~the Agency's budget for fiscal year ending December 31, 2007.~~

Section ~~10~~12. 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 ~~H~~13. 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.~~ **(As approved by the Agency per resolution 10-02-08, and subject to annual review by the Agency);**
- (g) The Procurement Policy attached hereto as Exhibit K; and
- (h) The Defense and Indemnification Policy attached hereto as Exhibit L.

Section ~~H~~14. 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

I, Natalie A. Haggart, Administrative Assistant for the St. Lawrence County Industrial Development Agency, DO HEREBY CERTIFY, that I have compared this copy of Resolution No. 06-07-10 adopted July 20, 2006, 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/
Natalie A. Haggart
July 20, 2006

As Amended on February 17, 2009:

Move:	LaBaff			
Second:	Morrill			
VOTE	AYE	NAY	ABSTAIN	ABSENT
Blevins	X			
Greenwood	X			
LaBaff	X			
McMahon	X			
Morrill	X			
Staples	X			
Weekes				X

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/
Natalie A. Sweatland
02/17/2009

As Amended on April 6, 2010

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

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/
Natalie A. Sweatland
04/06/2010