



Tioga County Industrial Development Agency
January 7, 2026 – 4:00 pm
Ronald E Dougherty County Office Building
56 Main Street, Owego, NY 13827
Legislative Conference Room, 1st Floor
Annual Meeting Agenda

Attendance

- A. IDA Board Members
 - 1. Roll Call: J. Ward, B. Evanek, K. Gillette, T. Monell, E. Knolles, B. Case, R. Ciotoli
 - 2. Excused:
 - 3. Guests: C. Yelverton, Joe Meagher, M. Schnabl, B. Woodburn

New Business:

- A. Monthly Meeting Designation
 - a. Date- first Wednesday of each month
 - b. Time- 4:30 p.m.
 - c. Location- Ronald E. Dougherty County Office Building, 56 Main Street, Owego, Legislative Conference Room, 1st Floor.
- B. Media Designation -Press & Sun Bulletin
- C. Governance Committee Recommendations
 - a. Slate of Officers 2025 Proposed List of TCIDA Committee Members
 - i. Chair- Jon Ward
 - ii. Vice Chair- Kevin Gillette
 - iii. Secretary- Eric Knolles
 - iv. Treasurer- Brenda Evanek
 - b. Committee Appointments
 - i. Governance- J. Ward, E. Knolles
 - 1. Governance Committee Recommendation to appoint B. Case
 - ii. Audit- E. Knolles, B. Evanek, J. Ward
 - iii. Railroad- T. Monell, K. Gillette, vacancy
 - 1. Recommendation to appoint R. Ciotoli
 - iv. Finance- J. Ward, K. Gillette
 - 1. Governance Committee Recommendation to appoint B. Case
 - v. Loan- K. Dougherty, D. Barton, J. Ward, E. Knolles, B. Evanek, Jim Lavo
 - vi. Public Relations- B. Woodburn, T. Monell, vacancy
 - 1. Recommendation to appoint R. Ciotoli
 - c. Other Appointments
 - i. Designee (per Employee Handbook) –
 - ii. Compliance Officer- J. Meagher
 - iii. Contracting Officer- J. Meagher
 - iv. Freedom of Information Officer- J. Meagher
 - v. Code of Ethics Officer- J. Meagher
 - vi. Internal Controls Officer- Bowers CPA's and Advisors
- D. Annual Policy Review

- a. Mission Statement
 - b. By-Laws:
 - c. Code of Ethics
 - d. Assessment of Internal Controls
 - e. Procurement Policy
 - f. Property Disposition Policy
 - g. Whistle Blowers Policy
 - h. Employee Handbook
 - i. Governance Committee Charter
 - j. Procedure Manual
 - k. TCIDA Sexual Harassment Policy
- E. MRB Group Policy Review
- F. Other Annual Review
- a. Report on Conflict-of-Interest Incidents
 - b. Self-Evaluation of Performance 2025 Governance Committee Self-Evaluation Report
- G. Audit Committee
- a. Appointments
 - i. Audit Firm- Bonadio
 - ii. Financial Expert- Bowers CPA's and Advisors
 - b. Annual Policy Review
 - i. Audit Committee Charter
 - ii. Self-Evaluation of Performance 2025 Audit Committee Self-Evaluation Report
- H. Finance Committee
- a. Proposed Official Depositories and Authorized Designation Signors
 - i. Chemung Canal Trust Company
 - 1. Eric Knolles, Jon Ward, Brenda Evanek, Tracy Monell
 - ii. Community Bank
 - 1. Eric Knolles, Jon Ward, Brenda Evanek, Tracy Monell
 - iii. Tioga State Bank
 - 1. Eric Knolles, Jon Ward, Brenda Evanek, Tracy Monell
 - iv. Remove Martha Sauerbrey from authorized designation of signors and replace with Tracy Monell
 - b. Annual Policy Review
 - i. Investment Policy
 - ii. Finance Committee Charter
 - iii. Investment Annual Report
 - iv. Self-Evaluation of Performance 2025 Finance Committee Self-Evaluation Report
 - c. Annual Certifications
 - i. Internal Controls Certification
 - ii. Annual Evaluation of Board Performance
 - iii. Fiduciary Responsibilities Certification
- I. Miscellaneous
- i. Contact information 2026 TCIDA Board of Directors & Staff
 - ii. Listing of IDA Properties-2026
- J. Motion to Adjourn the meeting

Tioga County Industrial Development Agency

Mission Statement

It is the mission of the Tioga County Industrial Development Agency to promote, develop, encourage and assist in acquiring, construction, maintaining, equipping and furnishing certain types of projects and facilities, to advance the job opportunities, health, general prosperity, economic welfare and recreation opportunities of the citizens of Tioga County.

BY-LAWS of
TIOGA COUNTY
INDUSTRIAL
DEVELOPMENT
AGENCY

Adopted 02/07/07

Amended 01/5/2025

**BY-LAWS OF
TIOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

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Throughout these by-laws, words of the masculine gender include the feminine and the neuter, and, when the sense so indicates, words of the neuter gender refer to any gender.

ARTICLE I THE AGENCY

Section 1: Name.

The name of the agency shall be TIOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY. The Agency is a body corporate and politic constituting a public benefit corporation of the State of New York. The Agency was established pursuant to Title 1 of Article 18-A of the New York General Municipal Law, as amended (the "IDA Act") more specifically at General Municipal Law Section 912, by Chapter 534 of the laws of 1971, and as amended by Chapter 883 of the laws of 1974.

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.

Section 3: Office of Agency.

The principal office of the Agency shall be in the County of Tioga, State of New York. The Agency may have other offices at such other places within the County of Tioga as the Board of Directors may from time to time determine the Agency may require.

Section 4: Purposes.

The purposes of the Agency shall be the same as those purposes set forth in General Municipal Law Section 858, as amended from time to time.

ARTICLE II **BOARD OF DIRECTORS**

Section 1: Board of Directors.

The affairs, business and general management of the Agency shall be vested in a Board of Directors.

Section 2: Power of the Board and Qualification of Members.

The Agency shall be overseen and governed by its Board acting through its Members who shall exercise oversight and control over the officers and staff of the Agency. Each Member shall be at least eighteen years of age and each Board Member shall be appointed by the Tioga County Legislature. The Board and its Members shall have all powers conferred on Board members of public benefit corporations and local public authorities pursuant to New York State law, including, without limitation, the IDA Act, the Agency's Enabling Act, the Public Authorities Accountability Act of 2005 (the "PAAA"), the New York General Municipal Law (the "NYGML"), the New York Public Officers Law (the "NYPOL"), and any other New York State Law that is applicable to the Agency.

Section 3: Number of Members and Term of Office.

- (a) The number of directors constituting the entire Board of Directors shall be fixed from time to time by resolution of the directors, but shall in no event be less than three (3). The number of directors that shall constitute the Board of Directors at the time that these by-laws are adopted shall be seven (7), who shall be appointed by and serve at the pleasure of the Tioga County Legislature. As used in this Article, "entire Board" means the total number of Members who have been appointed by the Tioga County Legislature and entitled to vote which the Agency would have if there were no vacancies.
- (b) No Member of the Board, including the Chair, shall serve as an Agency Corporate Officer (Chief Executive Officer, Chief Operating Officer, Chief Financial Officer or Comptroller), or hold any other equivalent executive position or office while also serving as a Member of the Board.

- (c) Corporate Officer positions (Chief Executive Officer, Chief Operating Officer, Chief Financial Officer or Comptroller) may or may not be filled at the discretion of the Board.
- (d) In compliance with Section 2825 of the Public Authorities Law, the majority of the Members of the Board shall be Independent Members; as such term is defined in paragraph (d) below.
- (e) Independence. For the purposes of these By-laws, an Independent Member is one who:
 - (i) is not, and in the past two (2) years has not been, employed by the Agency or another corporate body having the same ownership and control of the Agency in an executive capacity such as any member of the appointing body, the Tioga County Legislature;
 - (ii) is not, and in the past two (2) years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Agency or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Agency;
 - (iii) is not a relative of an executive officer or employee in an executive position of the Agency or any other corporate body having the same ownership and control of the Agency; and
 - (iv) 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 another corporate body having the same ownership and control of the Agency.
- (f) At each Annual Meeting of the Board, the Members of the Board shall elect the officers of the Board, consisting of the Chair, the Vice-Chair, the Treasurer and the Secretary, each to hold office until the next Annual Meeting and until their successors have been elected and qualified. Each officer of the Board shall also be a Board Member.
- (g) Each Member shall have one vote.

Section 4: Organization.

At each meeting of the Board, the Chair, or, in the absence of the Chair, the Vice-Chair shall preside, or in the absence of either of such officers, a chair chosen by a majority of the Members present shall preside.

Section 5: Annual Meeting of the Board.

The annual meeting of the Agency shall be held at the office of the Agency, Tioga County, New York, during the month of January on the first Wednesday. If this falls on a holiday then the second Wednesday or such other date as may be determined by the Board at a time set by the officers at a meeting held at least two (2) weeks prior to the scheduled annual meeting.

Section 6: Meetings of the Board.

Regular meetings of the Agency may be held without notice at such times and places as from time to time may be determined by resolution of the Agency at the annual meeting.

Section 7: Special Meetings of the Board.

The Chair of the Agency may, when he deems it desirable, and shall, upon the written request of two (2) 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 or emailed to the business or home address of each member of the Agency at least three business 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 8: Notice.

Written notice of the time and place of each annual and regular meeting of the members of the Agency shall be given by mailing or emailing the notice thereof to each of the members of the Agency at least ten (10) but no more than thirty (30) days before the meeting.

Section 9: Waiver of Notice.

Notice of any meeting of the Board need not be given to any director who submits a waiver of notice before the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him.

Section 10: Place and Time of Board Meetings.

The Board may hold its meetings at the County Office Building, 56 Main Street, Owego, New York in the Legislative Conference room or at such other places within the County of Tioga, State of New York as it may from time to time determine. Unless otherwise prohibited by law, the board may conduct such meetings by telephone conference, video conference, or such technological means as the board in its discretion deems adequate to allow the general public to observe and participate therein.

Section 11: Quorum.

- (a) At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business.
- (b) A majority of the Members present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Member.

Section 12: Action by the Board.

- (a) Each voting member shall be entitled to one vote on each matter properly submitted to the directors for action at all meetings of the Board.
- (b) Except as otherwise provided by law, the act of the Board means action taken at a meeting of the Board by vote of a majority of the Members of the Board.
- (c) Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the Board or the committee thereof consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- (d) The voting on all questions coming to the Agency shall be by general call, and the number of yeas, nays and abstentions shall be entered

on the minutes of such meeting; except in the case of appointments when the vote may be by ballot and except when the Chair or any Member asks for a roll call vote in which case the yeas, nays and abstentions by each Member shall be individually noted on the minutes.

- (e) Any one or more members of the Board, or of any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Section 13: Newly Created Directorships and Vacancies.

Newly created directorships resulting from an increase in the number of directors and/or vacancies occurring in the at large positions of the Board for any reason shall be filled by the Tioga County Legislature. A director appointed by the Legislature to fill a vacancy caused by resignation, death, disability or removal shall be selected and will serve at the pleasure of the Tioga County Legislature.

Section 14: Removal.

A director may be removed from office with or without cause by the Tioga County Legislature.

Section 15: Resignation.

A director may resign at any time by giving written notice to the Board, the Chair or Secretary of the Agency. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. Copies of the notice should also be sent to the Clerk of the Tioga County Legislature.

Section 16: Attendance at Meetings.

The Business Administrator and/or Consultant shall record attendance at each meeting of the Board in the minutes thereof. Absence from a meeting may be excused.

Upon a Member absence of four (4) regular meetings within the most recent rolling twelve month period, the Member will receive a written warning that another absence, even if excused will result in a notification to the Tioga County

Legislative Chair informing the Legislature of the Member's attendance record. If a Member misses five (5) or more meetings within the most recent rolling twelve month period the Member may be asked to resign. The previous year attendance record for all Members will be reviewed at the annual IDA Meeting.

Section 17: Annual Independent Audit.

- (a) Annual Independent Audit: The Audit Committee shall present to the Board upon its completion, the annual independent audit report performed in accordance with the requirements of the IDA Act, the PAAA, the NYGML and generally accepted government auditing standards certified by a firm of independent public accountants selected by the Board. The certified independent public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:
- (i) the assets and liabilities, including the status of reserve, depreciation, special or other funds including the receipts and payments of such funds, of the Agency as of the end of the fiscal year;
 - (ii) the principal changes in assets and liabilities, including trust funds, during said fiscal year;
 - (iii) the revenue or receipts of the Agency, both unrestricted and restricted to particular purposes during said fiscal year;
 - (iv) the expenses or disbursements of the Agency for both general and restricted purposes, during said fiscal year; and
 - (v) a schedule of the bonds and notes of the Agency outstanding during said fiscal year, including all refinancings, calls, refundings, defeasements, and interest rate exchange or other such agreements, and for any debt issued during the fiscal year, together with a statement of the amounts redeemed and incurred during such fiscal year as part of the schedule of debt issuance that include the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.

Furthermore, the certified public accounting firm that performs the annual independent audit shall timely report to the Audit Committee the following:

- (i) all critical accounting policies and practices to be used;
- (ii) all alternative treatments of financial information within generally accepted accounting principals that have been discussed with the management of the Agency, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm;
- (iii) other material written communications between the certified independent public accounting firm and the management of the Agency, such as the management letter along with management's response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

ARTICLE III BOARD OFFICERS

Section 1: Election of Board Officers.

The officers of the Agency shall consist of a Chair, a Vice-Chair, a Secretary and a Treasurer and /or such other officers as the Board may in its discretion determine. The Governance Committee shall nominate candidates for officers and shall be elected and shall serve at the pleasure of the Board at its annual meeting. Officers shall hold office for a period of one year or until a successor shall have been duly elected. The same person may hold any two (2) or more offices, except the offices of Chair and Secretary.

Section 2: Term of Office and Qualifications.

Those officers whose titles are specifically mentioned in Section 1 of this Article III shall be elected by the Board at its Annual Meeting. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend to the next Annual Meeting and until the officer's successor is elected and qualified. The Chair shall be elected from among the Members.

Section 3: Additional Board Officers.

Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board may from time to time determine.

Section 4: Removal of Board Officers.

Any officer may be removed by the Board with or without cause at any time.

Section 5: Resignation.

Any officer may resign his position as an officer at any time by giving written notice to the Board, to the Chair or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 6: Chair.

The Chair shall preside at all meetings of the Board at which he is present. At each meeting the Chair shall submit such recommendations and information as he may consider proper concerning the business, affairs, the bonds, the projects and facilities of the Agency, the economic benefits to be conferred on project applicants and occupants, and policies of the Agency. Nothing in the provision shall be construed as granting the Chair the exclusive right to bring matters before the Agency for consideration. Except as otherwise authorized by resolution of the Agency, the Chair shall sign all agreements, contracts, deeds, and any other instruments of the Agency.

Section 7: Vice-Chair.

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

Section 8: Secretary.

The Secretary is responsible for the records of the Agency, shall act as Secretary of the meetings of the Agency and shall oversee the recording of all votes, and record keeping of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his office; the Secretary shall keep a current list of the Members and officers of the Agency's Board and their residence addresses. He shall see to the safe custody of 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 Agency.

The Treasurer shall have the care and custody of all funds of the Agency and shall oversee the deposit of the same in the name of the Agency in such bank or banks as the Agency may select. He shall give such bond for the faithful performance of his duties as the Agency may determine. The Treasurer shall oversee the Business Administrator/Consultant of the Agency and shall review all the books and accounts of the Agency and shall advise the Business Administrator/Consultant of the Agency with respect to the charge, custody and investment of all funds and securities of the Agency, and the Treasurer shall ensure the proper deposit by the Business Administrator/Consultant of the Agency in such banks, trust companies, or other depositories as shall be selected by the Board. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time assigned by the Board.

Section 10: Additional Duties.

The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by the by-laws of the Agency, or by the rules and regulations of the Agency.

Section 11: Board Officer Vacancies.

Should any office of the Board become vacant, the Agency shall appoint a successor from among its membership at the next regular meeting, and such appointment shall be for the unexpired term of said office.

Section 12: Business Administrator/Consultant.

A Business Administrator/Consultant may be appointed by the Agency, and on such appointment shall have the general supervision over the administration of the

business and affairs of the Agency, subject to the direction of the Agency. He shall be charged with the management of all projects of the Agency. The annual compensation of the Business Administrator/Consultant shall be set by resolution of the Board. The Business Administrator/Consultant shall assist the Chair with such matters as the Chair or the Board may request in furtherance of the Agency's public purposes. The Business Administrator/Consultant shall be charged with leading the Agency in carrying out its Mission Statement and fulfilling its public purposes under the IDA Act and the PAAA.

Section 13: Compliance Officer.

The Agency shall appoint a Compliance Officer by resolution, who may be the Business Administrator/Consultant, or any other employee of the Agency. The Compliance Officer shall be responsible for insuring that the Agency complies with all financial and other reporting requirements imposed by structure, including those requirements in the General Municipal Law and the Public Authorities Law of New York State. The Compliance Officer shall be the "Contracting Officer" (as such term is defined in Section 2895 of New York's Public Authorities Law.)

Section 14: Additional Personnel.

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 including the Business Administrator/Consultant shall be determined by the Agency subject to the laws of the State of New York.

**ARTICLE IV
COMMITTEES OF THE BOARD OF DIRECTORS**

Section 1: Standing Committees.

The Board of Directors shall have the following standing committees, each of which shall include at least three (3) directors, with exception of Public Relations Committee which shall include at least one (1) director:

**Executive Committee
Audit Committee
Governance Committee
Finance Committee
Railroad Committee
Public Relations Committee
Loan Committee**

At each annual meeting of the Board of Directors the Chair shall nominate standing committee members, as provided in Sections 2 through 8 of this Article. The nominations shall be subject to confirmation by majority vote of the entire Board. In the event that the Board does not so approve the nominated committee members, the Chair shall propose alternative nominations for approval by the Board.

Section 2: Special Committees.

In addition to the standing committees, the Board of Directors may establish by resolution such special committees, as it deems necessary or advisable for the proper functioning of the Agency. The Chair and members of such special committees shall be nominated by the Chair and confirmed by the Board. Special committees shall be formed for special tasks as circumstances warrant. Each special committee shall limit its activities to the accomplishment of the task for which it is formed and shall have no power to act except as specifically conferred by action of the board. Upon completion of the task for which it is appointed, such special committee shall stand discharged.

Section 3: Committee Meetings.

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chair of the Board or the Chair of such committee upon the advice and consent of all the Members of the Board or the Members of such committee. Unless otherwise provided in these by-laws, at any meeting of a standing or special committee, a quorum shall be a majority of the number of members of the committee. A vote by a majority of the members of the committee at a duly organized committee meeting shall constitute the action of the committee. The rules governing attendance by directors at Board meetings shall also apply to attendance by committee members at committee meetings. A committee may act by unanimous written consent in lieu of majority vote at a duly convened meeting.

Section 4: Minutes.

Each committee meeting shall have an agenda, and minutes of each meeting shall be prepared by the Business Administrator/Consultant and submitted to the Board of Directors at the Board's next regularly scheduled meeting.

Section 5: Tenure of Members of Committees of the Board.

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 6: Alternate Committee Members.

The Board may designate one (1) or more members as alternate members of any standing committee of the board, who may replace any absent member or members at any meeting of such committee.

Section 7: Executive Committee.

The Executive Committee shall consist of the Chair, who shall be the chair of the Committee, the Vice-Chair, the Treasurer and the Secretary.

The Executive Committee shall represent the Board of Directors, and shall have power to transact all regular business of the Agency during the period between meetings of the Board, except that the Executive Committee shall not have authority:

1. to fill vacancies on, or remove directors from, the Board or any committee;
2. to fix the compensation of officers, directors or committee members;
3. to amend, repeal or adopt by-laws;
4. to amend or repeal any resolution of the Board which by its terms is not so amendable or repealable;
5. to make capital or operating expenditures above limits established by the Board;
6. to change the number of directors; or
7. to authorize indemnification under Article V of these by-laws.

In addition, the Executive Committee shall make recommendations to the Board with respect to managing and conducting the affairs of the Agency, and shall meet and act as otherwise instructed by the Board.

The Executive Committee shall keep minutes of each of its meetings, which shall include a record of its activities and business transactions. Said minutes and records shall be presented to the Board at its next regularly scheduled meeting. The activities of the Executive Committee shall be deemed to have been ratified

by the Board following presentation of the Committee's minutes and records, unless the Board adopts a resolution over-ruling the Committee.

Section 8: Audit Committee.

The Audit Committee shall be a committee consisting entirely of Independent members, who shall be elected by plurality of the votes cast by the members of the Agency at each Annual Meeting and shall serve until the next Annual Meeting. The Audit Committee shall consist of the Treasurer, as Chair, and two (2) other directors nominated by the Chair and confirmed by the Board. The Audit Committee shall meet annually and more often if deemed necessary or advisable by the Treasurer, the Chair, the Committees or the Board.

The Committee shall recommend the hiring of a certified independent accounting firm, establish compensation to the firm and provide direct oversight of the performance of the independent audit. To the extent practicable, Committee members should be familiar with financial and accounting practices.

Section 9: Governance Committee.

There shall be a Governance Committee consisting entirely of Independent members, who shall be elected by plurality of the votes cast by the members of the Agency at each Annual Meeting and shall serve until the next Annual Meeting. The Governance Committee shall consist of three (3) directors nominated by the Chair and confirmed by the Board. The Committee Chair shall be established by Committee members. The Governance Committee shall meet annually and more often if deemed necessary or advisable by the Chair or the Board.

The Committee responsibilities shall be:

1. to keep the Board informed of current best governance practices;
2. to review corporate governance trends;
3. to update the Agency's governance corporate governance principles;

4. to advise the Tioga County Legislature on the skills and experience required of potential board members.

Section 10: Finance Committee.

The Finance Committee shall be a committee consisting entirely of Independent members, who shall be elected by plurality of the votes cast by the members of the Agency at each Annual Meeting and shall serve until the next Annual Meeting. The Finance Committee shall consist of the Chairperson, as Chair, and two (2) other members nominated by the Chair and confirmed by the Board. The Finance Committee shall meet at annually and more often if deemed necessary or advisable by the Chair, the Committees or the Board.

The committee shall be responsible for the general supervision of the financial operations of the Agency and for supervising the management of all funds of the Agency. Funds shall be invested with one or more of the financial institutions duly authorized to conduct such business in this state. It shall have authority to make investment changes recommended by such financial institutions and shall report such changes at the next regular meeting of the Board of Directors.

Section 11: Railroad Committee.

The Railroad Committee shall consist of three (3) directors as well as any other at large members as deemed necessary, nominated by the Chair and confirmed by the Board. The Committee Chair shall be established by Committee members. The Committee shall be responsible for the general supervision of the operations of the Agency related to the railroad and for supervision and recommendations for the management of all funds of the Agency related to railroad activity.

Section 12: Public Relations Committee.

The Public Relations Committee shall consist of one (1) director as well as any other at large members as deemed necessary, nominated by the Chair and confirmed by the Board. The Committee Chair shall be established by Committee members. The responsibilities of the Committee will be to develop and oversee a plan with the goal of:

1. establishing an atmosphere where the community generally supports planned economic development;
2. where the Tioga County Economic Development and Planning Department is recognized as the primary economic

development agency in Tioga County and where the Tioga County Industrial Development Agency acts in support of said department; and

3. where an investment in the Tioga County Industrial Development Agency is clearly perceived as an investment in a healthy economy for all citizens.

The Committee shall meet at least annually and more often as deemed necessary by the Chair, the Committee or the Board. It shall report its activities regularly to the Board.

Section 13: Loan Committee

The Loan Committee shall consist of three (3) directors as well as any other at large members as deemed necessary, nominated by the Chair and confirmed by the Board. The Committee Chair shall be established by Committee members. The responsibilities of the Committee shall be to oversee the administration of the Tioga County Local Development Corporation (TCLDC) loan programs. TCLDC's loan program shall be administered in accordance with the plan that was developed and approved by its funding agencies, primarily the United States Department of Agriculture (USDA), Rural Development Agency.

The Committee shall:

Conduct a review of business plan, financial reports and data, to establish applicant credit worthiness.

Structure the loan including establishing specific terms and conditions (loan period and interest rate), and acceptable loan security.

Make recommendation to the full Board of Directors for approval based on these items.

The full Board of Directors shall decide upon the merits of the application and issue the final determination.

The Committee shall also be responsible for the proper reporting to appropriate agencies and oversight/monitoring of repayment of the loans.

The Committee shall meet as necessary in order to review requests and loan statuses and to make timely recommendations to the full Board of Directors.

Section 14: Limitation of Authority.

Unless specifically authorized in these by-laws or by resolution of the Board, no committee other than the Executive Committee shall exercise any executive function, make expenditures, establish policies, or in any way obligate the Agency.

Those committee members nominated by the Chair and confirmed by the Board shall serve at the pleasure of the board, which shall have the power to remove and replace them at any time to fill any vacancies among such members.

ARTICLE V INDEMNIFICATION

Section 1: Authorized Indemnification.

Unless clearly prohibited by law, the Agency shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or preceding whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Agency, by reason of the fact that he (or his testator or intestate), whether before or after adoption of this Section, (a) is or was a Member or officer of the Agency, or (b) in addition is serving or served, in any capacity, at the request of the Agency, as a Member or officer of any other Agency, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Agency shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation incurred by an Indemnified Person with respect to any such threatened or actual action or preceding, and any appeal thereof. If authorized by resolution of the Board, the Agency may purchase officers and director's liability errors and omissions insurance to cover any indemnified member or officer of the Agency.

Section 2: Derivative Actions.

The Agency may, to the full extent permitted by law, indemnify any person made a party to an action by or in the right of the Agency to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a director or officer of the Agency, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached his duty to the Agency. Such indemnification shall in no case include amounts paid in settling or to otherwise disposing of a threatened action or a pending action with or without

court approval, or expenses incurred in defending a threatened action or a pending action which is settled or otherwise disposed of without court approval.

Section 3: Third Party Actions.

The Agency may, to the full extent permitted by law, indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Agency to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, which any director or officer of the Agency served in any capacity at the request of the Agency, by reason of the fact that he, his testator or intestate, was a director or officer of the Agency, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith for a purpose which he reasonably believed to be in the best interests of the Agency and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful. The rumination of any such civil or criminal action or, proceeding by judgment, settlement, conviction or upon a pleas of nolo contendere, or its equivalent, shall not in itself create a presumption that any such director or officer did not act, in good faith, for a purpose which he reasonably believed to be in the best interests of the Agency or that he had reasonable cause to believe that his conduct was unlawful.

Section 4: Indemnification of Other Personnel.

Unless clearly prohibited by law of Section 2 of this Article V, the Board may approve Agency indemnification as set for the in Section 1 of this Article VII or advancement of expenses as set forth in Section 3 of this Article VII, to a person (or testator or intestate of a person) who is or was employed by the Agency or who is or was a volunteer for the Agency, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Agency in any capacity for any other Agency, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5: Prohibited Indemnification.

The Agency shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions

are the basis for the action of proceeding) establishes, or the Board in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled.

Section 6: Advancement of Expenses.

The Agency shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Agency, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified person makes a binding, written commitment to repay the Agency, with interest, for any amount advanced for which it is ultimately determined that he is not entitled to be indemnified under the law or Section 2 of this Article VII. An Indemnified Person shall cooperate in good faith with any request by the Agency that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 7: Determination of Indemnification.

Indemnification mandated by a final order of court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article VII. No Member with a personal interest in the outcome or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Members is not obtainable, the Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

Section 8: Binding Effect.

Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 9: Insurance.

The Agency is required to purchase Members' and officers' liability insurance. To the extent permitted by law, such insurance shall insure the Agency for any obligation it incurs as a result of this Article VII or operation of law and it shall insure directly the Members, officers employees or volunteers of the Agency for liabilities against which they are not entitled to indemnification under this Article VII as well as for liabilities against which they are entitled or permitted to be indemnified by the Agency.

Section 10: Nonexclusive Rights.

The provisions of the Article VII shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board is authorized to enter into agreements on behalf of the Agency with any Member, officer, employee or volunteer providing those rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article V, subject in all cases to the limitations of Section 5 of this Article V.

**ARTICLE VI
CHECKS, NOTES, ETC.**

Section 1: Execution of Contracts.

The Board, except as in these By-laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Agency to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by resolution of the Board, or expressly authorized by these By-laws, no officers, agent or employee shall have any power or authority to bind the Agency by any contract or engagement or to pledge its credit or to render it liable pecuniary in any amount for any purpose.

Section 2: Loans.

No loans shall be contracted on behalf of the Agency unless specifically authorized by the Board.

Section 3: Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money out of the funds of the Agency, and all notes or other evidences of indebtedness of the Agency, shall be signed on behalf of the Agency in such manner as shall from time to time be determined by these By-laws or by resolution of the Board.

Section 4: Deposits.

All funds of the Agency not otherwise employed shall be deposited from time to time to the credit of the Agency in such banks, trust companies or other depositories as permitted by law as the Board may select.

**ARTICLE VII
CONFLICTS OF INTEREST**

Section 1: Definition of Conflicts of Interest.

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Agency policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any Member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he, or an immediate family member is a member, trustee, officer, member, partner or more than 10% shareholder, Service on the board of another not-for-profit agency does not constitute a conflict of interest.

Section 2: Disclosure of Conflict of Interest.

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

annually to all Members and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Agency and whether the process for approval set forth in Section 3 of this Article VIII was used.

Section 3: Approval of Contracts and Transactions Involving Potential Conflicts of Interest.

A Member or officer who has or learns about a potential conflict of interest should disclose promptly to the Chair or the Secretary of the Agency the material facts surrounding any actual or potential conflict of interest including specific information concerning the terms of any contract or transaction with the Agency. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

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

Section 4: Validity of Actions.

No contract or other transaction between the Agency and one or more of its Members or officers, or between the Agency and any other company, corporation, firm, association or other entity in which one or more of its members or officers are Members or officers of the Agency, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Member or Members or officer or officers of the Agency are present at the meeting of the Board, or of a committee, thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Member's or officer's interest in such contract or transaction and as to any such common membership, officership or financial interest are disclosed in good faith or known to the Board or committee, and the

Board or committee vote or votes to such interested Member or officers. Common or interested Members may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes such contract or transaction. The interested Member or officer should not be present at the time of the discussion and decision concerning the authorization of such contract or transaction if said discussion or decision is made in an Executive Session.

Section 5: Employee Conflicts of Interest.

An employee of the Agency with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor or the Chair.

The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Agency decisions which are the subject of the conflict will be determined. The Chair shall be responsible for determining the proper way for the Agency to handle Agency decisions which involve unresolved employee conflicts of interest.

In making such determinations, the Chair may consult with legal counsel.

The Chair shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Chair approved.

Section 6: Code of Ethics.

The Agency shall adopt a Code of Ethics and the Business Administrator/Consultant shall distribute copies of such Code of Ethics to all Board Members, officers, employees and agents of the Agency.

Section 7: Property Rights of Directors.

No director or member of the Agency shall have any rights or interest in or to the property or assets of the Agency. In the event that the Agency is liquidated or dissolved or ceases to actively carry on its business, all of the remaining property and assets of the Agency (net of necessary) expenses shall be distributed in accordance with Section 1411 of the Not-for-Profit Corporation Law of the State of New York and any subsequent amendments thereto.

**ARTICLE VIII
COMPENSATION**

Section 1. Reasonable Compensation.

It is the policy of the Agency to pay just and reasonable compensation for personal services rendered to the Agency by officers and employees. The Members of the Agency's Board shall not receive compensation for fulfilling their duties as Members, although Members may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Members. Expenses of spouses will not be reimbursed by the Agency unless the expenses are necessary to achieve an Agency purpose.

Section 2: Approval of Compensation.

The Board must approve in advance the amount of all compensation for Corporate officers of the Agency's Board.

Before approving the compensation for an officer, the Board shall determine that the total compensation to be provided by the Agency to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Agency, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Agency to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in the light of the evaluation and the comparability data.

ARTICLE IX

GENERAL

Section 1. Books and Records.

There shall be kept at the office of the Agency: (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board and the standing and special Committees of the Agency, (3) a current list of the Members of the Board and the officers of the Agency and their residence addresses, (4) a copy of these By-laws, (5) a copy of the Agency's application for recognition of

exemption with the Internal Revenue Service, and (6) copies of the past three (3) years' information returns to the Internal Revenue Service.

Section 2. Loans to Members and Officers.

No loans shall be made by the Agency to its Members or officers, or to any other company, corporation, firm, association or other entity in which one or more of the Members or officers of the Agency are members, director or officers or hold a substantial financial interest except as allowed by law.

Section 3: Fiscal Year.

The fiscal year of the Agency shall begin on January 1 and end on December 31.

Section 4: Training.

All Members of the Board appointed after January 15, 2006 shall participate in training approved by the State of New York regarding their legal, fiduciary, financial and ethical responsibilities as Members within one (1) year of appointment to the Board. All other 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 the Agency and adhere to the highest standards of responsible governance.

Section 5: Order of Business.

At the regular meetings of the Agency, the following shall be the order of business, unless an alternative order shall be approved by the Chair:

1. Roll call
2. Reading and approval of the minutes of the previous meeting
3. Bills and communications
4. Treasurer's Report
5. Reports of Committees
6. Unfinished business
7. New business

8. Adjournment

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

ARTICLE X PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order shall govern the meetings of the Agency in all cases in which they are applicable and in which they are not inconsistent with these by-laws.

ARTICLE XI AMENDMENTS

The By-Laws 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 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.

Tioga County Industrial Development Agency Code of Ethics

This Code of Ethics shall apply to all officers and employees of the Tioga County Industrial Development Agency. These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the Agency's directors and employees and to preserve public confidence in the Agency's mission.

Responsibility of Directors and Employees

1. Directors and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.
2. Directors and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.
3. Directors and employees shall not solicit, directly or indirectly, any gifts or receive or accept any gift having the value of more than Seventy-five (\$75.00) Dollars, 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 for any official action on his or her part.
4. Directors and employees shall not use or attempt to use their official position with the Agency to secure unwarranted privileges for themselves, members of their family or others, including employment with the Agency or contracts for materials or services with the Agency.
5. Directors and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.
6. Directors and employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.

Tioga County Industrial Development Agency

7. Directors and employees shall manage all matters within the scope of the Agency's mission independent of any other affiliations or employment. Directors, including ex officio board members, and employees employed by more than one government shall strive to fulfill their professional responsibility to the Agency without bias and shall support the Agency's mission to the fullest.
8. Directors and employees shall not use Agency 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 Agency's mission and goals.

Implementation of Code of Ethics

This Code of Ethics shall be provided to all directors and employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee.

The board may designate an Ethics Officer, who shall report to the board and shall have the following duties:

- Counsel in confidence Agency directors and employees who seek advice about ethical behavior.
- Receive and investigate complaints about possible ethics violations.
- Dismiss complaints found to be without substance.
- Prepare an investigative report of their findings for action by the Chairperson of the board.
- Record the receipt of gifts or gratuities of any kind received by a director or employee, who shall notify the Ethics Officer within 48 hours of receipt of such gifts and gratuities.

Penalties

In addition to any penalty contained in any other provision of law, an Agency director or employee who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

Reporting Unethical Behavior

Employees and directors are required to report possible unethical behavior by any director or employee of the Agency to the Ethics Officer. Employees and directors may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Agency.

Tioga County Industrial Development Agency Assessment of Internal Controls

The Tioga County Development Agency (TCIDA) has contract agreements with three consultants to perform IDA administrative duties in place of the Executive Administrator. The consultants have a separation of duties but are cross-trained in all duties. The Board of Directors is responsible for providing oversight of operations.

Consultant A: Performs office duties, including but not limited to the receipt and recording of checks and invoices, bookkeeping, recording of mail, preparation of monthly board meeting agendas, minutes, loan site visits, TCIDA Board member attendance tracking, audit coordination and documentation, and website moderation.

Consultant B: responsible for the following but is not limited to general correspondence, deposits, bank reconciliation, oversee and administer TCIDA DRI projects, lease invoicing, intake loan applications, and present applications to loan committee, collect loan payments, USDA LINC reporting for loans, annual PILOT projections for County, Towns and School Districts, issue invoices and collect payments for PILOTs, and Authorities Budget Office (ABO) PARIS reporting.

Consultant C: Oversees day-to-day operations and supervise independent contractors, oversee the implementation and administration of agency grant awards, and the preparation of year-end financial statement audit. Works with the Agency Board of Directors to prepare the annual budget, assists the board of directors in performing cost benefit analysis for PILOT applications, and represents Tioga County Economic Development and Planning.

This statement certifies that the Internal Control Officer has documented and assessed the internal control structure and procedures of the Tioga County Industrial Development Agency for the year ending 12/31/25. This assessment found the Agency's internal controls to be adequate, and to the extent that deficiencies were identified, the Agency has developed corrective action plans to reduce any corresponding

Tioga County Industrial Development Agency Procurement Policy

SECTION 1: PURPOSE AND AUTHORITY

The purpose of this document is to outline the procurement policy (the "Policy") of the Tioga County Industrial Development Agency (the "Agency") applicable to procurement of goods and services paid for by the Agency for its own use and benefit. The Act requires that goods and services must be procured by the Agency in such a manner so as to assure the prudent and economic use of public funds, 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.

SECTION 2: SECURING GOODS AND SERVICES

Each action taken in connection with each procurement must be supported by documentation. When an award is made to other than the lowest responsible bidder, the determination to make the award must be supported by documentation that justifies the award and sets forth the reasons why the award furthers the purposes of this Policy and provisions of section 104-b of the New York General Municipal Law.

SECTION 3: METHOD OF PURCHASE

The following method of Purchase will be used when required by this Policy in order to achieve the highest quality and savings:

<u>Estimated Amount of Purchase</u>	<u>Method Required</u>
Up to \$500	Discretion of the Chairperson to secure best pricing available under prevailing circumstances
\$501 - \$4,999	3 verbal or written quotations employing reasonable methods to secure best pricing available under prevailing circumstances with written documentation the process employed to obtain the quotes
\$5,000 to \$9,999	Lowest responsible bidder price based on 3 written/fax quotations in

response to a request for proposal unless emergency circumstances dictate otherwise, in which case such circumstances shall be documented in writing

\$10,000 and above	Lowest responsible bidder in response to advertisement for sealed bids. The bid which is the most advantageous to the Agency and pursuant to section 103 of the General Municipal Law, except as otherwise permitted by Article 5-A of the General Municipal Law
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Number of Proposals or Quotations

A good faith effort shall be made to obtain the required number of proposals or quotations. If the purchaser is unable to obtain the required number of proposals or quotations, the purchaser will document the attempt made at obtaining the proposals. In no event shall the failure to obtain the proposals be a bar to the procurement.

Documentation

Documentation is required for each action taken in connection with each procurement. Documentation and an explanation are required whenever a contract is awarded to other than the lowest responsible bidder. This documentation will include an explanation of how the award will achieve savings or how the bidder was not acceptable. A determination that the bidder is not acceptable shall be made by the purchaser with the approval of the Audit Committee.

Payment

The TC IDA will endeavor to pay each qualified vendor within 15 days after receiving: (1) the good or service; and (2) a proper invoice.

MWBE

The TCIDA will make good faith efforts to procure goods and services from MWBEs.

Procurement Contact

The TCIDA Executive Administrator is the authorized contact for all procurements.

SECTION 4: CIRCUMSTANCES WHERE SOLICITATION OF ALTERNATIVE PROPOSALS AND QUOTATIONS ARE NOT IN THE BEST INTEREST OF THE AGENCY

Pursuant to Section 104-b (2) (f) of the General Municipal Law, this policy may contain circumstances when, or types of procurement for which, in the sole discretion of the members of the Agency, the solicitation of alternative proposals or quotations will not be in the best interest of the Agency. In the following circumstances, it may not be in the best interest of the Agency to solicit quotations or document the basis for not accepting the lowest bid.

Professional and Contracted Services

Professional services or services requiring special or technical skill, training or expertise. The individual, company or firm must be chosen based on accountability, reliability, responsibility, skill, conflict of interests, reputation, education and training, judgment, integrity, continuity of service and moral worth. Furthermore, certain professional services to be provided to the Agency, e.g., legal and accounting services, impact liability issues of the Agency and its members, including securities liability in circumstances where the Agency is issuing bonds. These qualifications and the concerns of the Agency regarding its liability and the liability of its members are not necessarily found or addressed in the individual, company or firm that offers the lowest price and the nature of these services are such that they do not readily lend themselves to competitive procurement procedures.

In determining whether a service fits into this category, the Agency shall take into consideration the following guidelines: (a) whether the services are subject to state licensing or testing requirements; (b) whether substantial formal education or training and experience is a necessary prerequisite to performance of the services. Professional or technical services shall include but not be limited to the following: services of an attorney (including bond counsel); services of a physician; technical services of an engineer engaged to prepare plans, maps and estimates; securing insurance coverage and/or services of an insurance broker; services of a certified public accountant; investment management services; marketing, advertising and/or printing services involving extensive writing, editing, or art work; management of Agency-owned property; and computer software or programming services for customized programs, or services involved in substantial modification and customizing of pre-package software.

Emergency Purchases

Emergency purchases pursuant to Section 103(4) of the General Municipal Law. Due to the nature of this exception, these goods or services must be purchased immediately and a delay in order to seek alternate proposals may threaten the life, health, safety or welfare of the public. This section does not preclude alternate proposals if time permits. The Chairman or Designee shall obtain a verbal quote, at a minimum, which shall be documented and shall also include a description of the facts giving rise to the emergency and that it meets the criteria set forth herein. Said documentation may also include the opinions of Counsel regarding the exception from bidding.

Purchases of Secondhand Goods

If alternate proposals are required, the Agency is precluded from purchasing surplus and second-hand goods at auctions or through specific advertising sources where the best prices are usually obtained. It is also difficult to try to compare prices of used goods and a lower price may indicate an older product.

Sole Source

Defined as a situation when there is only one possible source item which to procure goods and/or services and it is shown that the item needed has unique a benefit, the cost is reasonable for the product offered and there is not competition available. In this situation, a request for a resolution waiving bidding requirements is required.

Goods or Services Under \$500

The time and documentation required to Purchase through this Policy may be more costly than the item itself and would therefore not be in the best interest of the taxpayer. In addition, it is not likely that such minimal contracts would be awarded based on favoritism.

Buy Local

Reasonable preference will be given to making purchases from Tioga County businesses.

SECTION 5: UNINTENTIONAL FAILURE TO COMPLY

The unintentional failure to comply with the provision of Section 104-b of the General Municipal Law shall not be grounds to void action taken or give rise to a cause of action against the Agency or any officer thereof.

SECTION 6: POLICY REVIEW

The statute requires that the Policy must be reviewed by the Agency annually. Any amendments will be approved by the Agency's Board of Directors.

Tioga County Industrial Development Agency

Property Disposition Policy

In keeping with the policy or maintaining the highest standards of conduct and ethics and to operate in the most accountable and open manner, the Tioga County Industrial Development Agency (the "Agency") will maintain adequate inventory controls and accountability systems for all Property (as such term is defined below) under its control. Furthermore, the Agency will dispose (as such term is defined below) of Property in compliance with any applicable Law, Rule or Regulation (as such term is defined below). Failure to follow the provisions of this Property Disposition Policy will result in disciplinary action including possible termination of employment, dismissal from one's board or agent duties and possible civil or criminal prosecution if warranted.

Definitions

Contracting Officer shall mean the Executive Administrator or Executive Director of the Agency.

Dispose, Disposed or Disposal shall mean the transfer of title or any other beneficial interest in personal or real property in accordance with Section 2897 of the New York Public Authorities Law.

Law, Rule or Regulation: Any duly enacted statute, or ordinance or any rule or regulation promulgated pursuant to any federal, state or local statute or ordinance.

Property shall mean (a) personal property in excess of five thousand dollars (\$5,000.00) in value, (b) real property, and (c) 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.

Operative Policy

Inventory Controls and Accountability Systems

The Contracting Officer of the Agency shall be responsible for the Agency's compliance with this Property Disposition Policy and will act under the direction of the Board of Directors regarding the supervision and control of all Property Disposed of by the Agency. In addition, the Contracting Officer shall have the responsibility to insure the Agency operates in compliance with Title 5-A of the New York Public Authorities Law, including creating and maintaining adequate inventory controls and accountability systems for all property under the control of the Agency and periodically inventorying such property to recommend which, if any, property should be Disposed by the Agency.

Disposition of Property

Unless otherwise authorized by this Policy, the Agency shall Dispose of Property for not less than fair market value ("FMV") by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such terms and conditions as the board deems proper. Provided, however, that 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.

Unless otherwise authorized by this Policy, prior to disposing of Property or entering into a contract for the Disposal of Property, the Agency shall publicly advertise for bids for such Disposal or contract for Disposal. The advertisement for bids shall be made at such a time prior to the Disposal or contract for Disposal, 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. Such advertisement shall include the date, time and place the bids will be publicly disclosed by the Agency. The Agency shall award the contract with reasonable promptness to the most reasonable bidder whose bid, conforming to the invitation for bids, is most advantageous to the Tioga County Industrial Development Agency (the "Agency"), price and other factors considered; provided, however, that the Agency reserves the right to reject all such bids when it is in the public interest to do so.

The Agency may Dispose of Property or enter into contracts for the disposal of Property via negotiation or public auction without regard to the two (2) paragraphs immediately above, but subject to obtaining such competition as is feasible under the circumstances, if:

- (i) the personal property involved is of a nature and quantity which, if Disposed under the first two (2) paragraphs of this section, would adversely affect the state of local market for such Property, and the estimated FMV of such Property and other satisfactory terms of the Disposal can be obtained by negation;
- (ii) the FMV of the Property does not exceed fifteen thousand dollars (\$15,000.00)
- (iii) 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;

- (iv) the Disposal is to the State or any political subdivision of the State, and the estimated FMV of the Property and other satisfactory terms of the Disposal are obtained by negotiations;
- (v) the Disposal is for an amount less than the estimated FMV 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 State or a political subdivision of the State, including but not limited to, the prevention or remediation of a substantial threat to public health or safety, or the creation or retention of a substantial number of job opportunities, or the creation or retention of a substantial source of revenues, and the purpose and terms of the Disposal are documented in writing and approved by resolution of the Board, or
- (vi) such Disposal or related action is otherwise authorized by law.

The Agency shall file an explanatory statement with the State comptroller not less than ninety (90) days before the Agency Disposes the Property if the Property is personal property in excess of fifteen thousand dollars (\$15,000.00) or real property that has a fair market value in excess of one hundred thousand dollars (\$100,000.00). When the Property is Disposed by lease (or exchange), then the Agency shall file an explanatory statement when the Property is real property leased for a term of five (5) years or less with an estimated fair annual rent exceeding one hundred thousand dollars (\$100,000.00) in any given year, real property leased for a term greater than five (5) years with an estimated fair annual rent exceeding one hundred thousand dollars (\$100,000.00) for the entire lease term; or 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.

Reporting Requirements

Annual Report

The Agency shall publish, at least annually, an Annual Report (the "Annual Report") listing all Property consisting of real property of the Agency. In addition, the Annual Report shall include a list and full description of all Property consisting of real and personal property disposed of during such period covered by the Annual Report. The Annual Report shall include the price received by the Agency for the Property, in addition to the name of the purchase for all such Property sold by the Agency during such period covered by the Annual Report.

The Agency shall file copies of the Annual Report with the Office of the State Comptroller and the Authority Budget Office and to the extent practicable, post such Annual Report on its website.

Property Disposition Policy

The Agency shall review and approve this Property Disposition Policy annually by resolution of the Board. On or before March 31 of each year, the Agency shall file with the Comptroller a copy of its Property Disposition Policy, including the name of the Contracting Officer appointed by the Agency. Upon such filing with the comptroller, the Agency shall post its Property Disposition Policy on its website.

Contracting Officer

56 Main Street
Owego New York, 13827
Phone (607) 687-8259

State of New York
Office of the State Comptroller

Tioga County Industrial Development Agency

Whistle-Blower Protection/Code of Conduct Policy

In keeping with the policy of maintaining the highest standards of conduct and ethics, the Tioga County Industrial Development Agency (the “Agency”) will investigate any suspected Fraudulent or Dishonest Conduct by an employee, board member or agent of the Agency. The Agency is committed to maintaining the highest standards of conduct and ethical behavior and promotes a working environment that values respect, fairness and integrity. All employees, board members and agents shall act with honesty, integrity and openness in all their dealings as representatives for the organization. Failure to follow these standards will result in disciplinary action including possible termination of employment, dismissal from one’s board or agent duties and possible civil or criminal prosecution if warranted.

Employees, board members, consultants and agents are encouraged to report suspected acts of Fraudulent or Dishonest Conduct by an employee, board member or agent of the Agency, (i.e. to act as “Whistle-Blower”), pursuant to the procedures set forth below.

Reporting

A person’s concerns about suspected acts of Fraudulent or Dishonest Conduct by an employee, board member or agent of the Agency should be reported to the Chair of the Agency. If for any reason a person finds it difficult to report his or her concerns to the Chair, the person may report the concerns directly to any other board member. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to any one of the individuals listed above.

The Governance Committee will then review all claims of Fraudulent or Dishonest Conduct. The Governance Committee will make a recommendation to the full Board with regard to the appropriate action on such claims. Any action taken with regard to the suspected violation will be made by the full Board upon review and discussion of the information gathered by the Governance Committee.

Definitions

Baseless Allegations: People making allegations with reckless disregard for their truth or falsity may be subject to disciplinary action by the Agency, and/or legal claims by individuals accused of such conduct.

Fraudulent or Dishonest Conduct: The act of wrongdoing, misconduct, malfeasance or other inappropriate behavior by an employee, board member or agent of the Agency, including a deliberate act of failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:

- Forgery or alteration of documents;
- Unauthorized alteration or manipulation of computer files;
- Fraudulent financial reporting;
- Pursuit of a benefit or advantage in violation of the Agency's Conflict of Interest Policy;
- Misappropriation or misuse of the Agency's resources, such as funds, supplies or other assets;
- Authorizing or receiving compensation for goods not received or services not performed;
- Authorizing or receiving compensation for hours not worked; and
- The violation of any Law, Rule or Regulation.

Law, Rule or Regulation: Any duly enacted statute, or ordinance or any rule or regulation promulgated pursuant to any federal, state or local statute or ordinance.

Public Body: includes the following:

- The United States Congress, any state legislature, or any popularly-elected local governmental body, or any member or employee thereof;
- Any federal, state or local judiciary, or any member or employee thereof, or any grand or petit jury; and
- Any federal, state, or local law enforcement agency, prosecutorial office, or police or peace office.

Retaliatory Personnel Action: The discharge, suspension or demotion of an employee, or other adverse employment action taken against the employee in terms and conditions of employment, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees.

Whistle-Blower: An employee, consultant or agent who informs the Chair, any board member or Public Body pursuant to the provisions of this policy about an activity relating to the Agency which that person believes to be Fraudulent or Dishonest Conduct.

Rights and Responsibilities

Supervisors

The Executive Administrator or Executive Director is required to report suspected Fraudulent or Dishonest Conduct to the Chair of the Board.

Reasonable care should be taken in dealing with suspected Fraudulent or Dishonest Conduct to avoid:

- Baseless Allegations;
- Premature notice to persons suspected of Fraudulent or Dishonest Conduct and/or disclosure of suspected Fraudulent or Dishonest Conduct to others not involved with the investigation; and
- Violations of a person's rights under law.

Due to the important yet sensitive nature of the suspected Fraudulent or Dishonest Conduct, effective professional follow-up is critical. The Chair, while appropriately concerned about properly examining such issues, should not in any circumstances perform any investigative or other follow up steps on his own. Accordingly, when the Chair becomes aware of suspected Fraudulent or Dishonest Conduct he:

- Should contact the full Board of Directors and inform all of the suspected Fraudulent or Dishonest Conduct and inform the Board that the Governance Committee will be gathering information related to the claim;
- Should not contact the person suspected of Fraudulent or Dishonest Conduct to further investigate the matter or demand restitution;
- Should not discuss the case with attorneys other than counsel to the Agency, the media or anyone other than the members of the Board; and
- Should not report the case to an authorized law enforcement officer without first discussing the case with the members of the Board.

Investigation

All relevant matters, including suspected but unproved allegations of Fraudulent or Dishonest Conduct, will be reviewed and analyzed, with documentation of the receipt, retention, investigation and treatment of the complaint by the Governance Committee. Upon full Board review of the Committee report, appropriate corrective action will be

Adopted 2/07/07

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Revised 11/04/09

Revised 1/3/2018

Revised 10/3/2019

taken, if necessary, and findings will be communicated back to the reporting person, if appropriate. Investigations may warrant investigation by an independent person such as auditors and/or attorneys if so determined by the full Board of Directors.

Whistle-Blower Protection

The Agency will protect a Whistle-Blower pursuant to the guidelines set forth below.

- The Agency will use its best efforts to protect a Whistle-Blower against all Retaliatory Personnel Actions. Whistle-Blowing complaints will be handled with sensitivity and discretion to the extent allowed by the circumstances and law. Generally, this means that Whistle-Blower complaints will only be shared with those who have a need to know including, if appropriate, law enforcement personnel, so that the Agency can conduct an effective investigation and determine what action is required based on the results of any such investigation. (Should disciplinary or legal action be taken against a person or persons as a result of a Whistle-Blower complaint, such persons may also have the right to know the identity of the Whistle-Blower.);
- Employees, board members, consultants and agents of the Agency may not engage in any Retaliatory Personnel Action against a Whistle-Blower for (i) disclosing or threatening to disclose to the Chair or a board member, as applicable, any activity which that person believes to be Fraudulent or Dishonest Conduct, or (ii) objecting to or refusing to participate in any Fraudulent or Dishonest Conduct. A Whistle-Blower who believes that he has been the victim of a Retaliatory Personnel Action may file a written complaint with the Chair or any board member, as applicable. Any complaint of a Retaliatory Personnel Action will be promptly investigated by the Governance Committee and appropriate corrective measures, as determined by the full Board of Directors, will be taken if such allegations are substantiated. This protection from Retaliatory Personnel Action is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors;
- Employees, board members, consultants and agents of the Agency may not engage in any Retaliatory Personnel Action

against a Whistle-Blower for (i) disclosing, or threatening to disclose to a Public Body any activity which that person believes to be Fraudulent or Dishonest Conduct, or (ii) providing information to, or testifying before, any Public Body conducting an investigation, hearing or inquiry into any such Fraudulent or Dishonest Conduct. Provided, however, that a Whistle-Blower who discloses or threatens to disclose any Fraudulent or Dishonest Conduct to a Public Body is not covered under this policy unless he first brings the allegation of Fraudulent or Dishonest Conduct to the attention of the Chair or any board member, as applicable, and has afforded the Agency a reasonable opportunity to correct or remedy such Fraudulent or Dishonest Conduct; and

- A Whistle-Blower must be cautious to avoid Baseless Allegations.

Tioga County Industrial Development Agency Employee Handbook

**October 2005
Revised February 2011
Revised December 7, 2011
Revised November 7, 2018
Revised March 2019**

TCIDA Employee Handbook
Revised February 2011
Revised December 2011
Revised November 7, 2018
Revised March 2019

TIOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY EMPLOYEE HANDBOOK

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TCIDA EMPLOYEE HANDBOOK

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WELCOME TO THE TIOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

The Tioga County Industrial Development Agency (TCIDA) Board of Directors would like to take this opportunity to welcome you to the TCIDA. The Board of Directors hopes your new job will live up to your expectations and your stay with the TCIDA will be a rewarding one. If you have been working for the TCIDA, the Board of Directors wishes to express their sincere appreciation for your valued service.

The TCIDA is pleased to provide you with your Employee Handbook, which outlines the personnel policies and practices in effect at the TCIDA. The handbook will be a helpful reference during your association with the TCIDA. Please feel free to ask questions of the Board of Directors, your immediate supervisors and co-workers.

Early in your employment with the TCIDA, you will realize that the Board of Directors has set very high standards for you. These are necessary if the TCIDA is to sustain Tioga County's growth and achievement in a highly competitive industry. At the same time, the TCIDA is committed to providing you with challenge, recognition, appropriate compensation, and benefits to help you reach your individual goals and objectives, as well as the goals of the TCIDA.

By working together in this way, the Board of Directors is confident that the future will be both productive and prosperous for all of us.

Sincerely,

Chair, TCIDA Board of Directors

I.

INTRODUCTION

I. INTRODUCTION

This handbook has been prepared to introduce you to the TCIDA. It will acquaint you with the policies, rules, pay and benefits that apply to all employees of the TCIDA.

The information contained in this handbook applies to all employees of the TCIDA except the Board of Directors. It is presented as a matter of information and guidance only and its contents should not be interpreted as a contract between the TCIDA and any of its employees.

Please read this handbook carefully and keep it available for reference. One of your first responsibilities is to be familiar with its contents. This handbook is only a summary of the TCIDA's policies, however, so please review it with any member of the TCIDA Employee Committee if you have any questions.

Changes in Policy

Since the TCIDA's business is constantly changing, the TCIDA expressly reserves the right to change any of our policies, including those covered here, at any time. Normally, the TCIDA will notify you of these changes by issuing new policy statements in writing. Changes will be effective on dates determined by the Board of Directors and you may not rely on policies that have been superseded. No one other than Board of Directors of the TCIDA has any authority to alter the foregoing.

If you are uncertain about any policy or procedure, please check with any member of the TCIDA Employee Committee.

Employment Relationship

Your employment with the TCIDA is "at-will" and entered into voluntarily. You are free to resign at any time, for any reason, with or without notice. Similarly, the TCIDA is free to conclude the employment relationship at any time.

* * * * *

This employee handbook supersedes all previous employee handbooks and management memos, which may have been issued on subjects covered herein.

II.

EMPLOYMENT POLICIES

II. EMPLOYMENT POLICIES

Definitions of Employment Status

The following terms will be used to describe the classification of employees and their employment status:

Exempt- Employees whose positions meet specific tests established by the Fair Labor Standards Act (FLSA) and applicable state law and who are exempt from overtime pay requirements.

Non-exempt- Employees whose positions do not meet FLSA and state exemption tests and who are paid a multiple of their regular rate of pay for hours worked in excess of 40 per week.

Full-time- Employees scheduled to work 35 hours or more per week.

Part time- Employees scheduled to work less than 35 hours per week. Those employees working fewer than 30 hours per week are ineligible for company benefits.

Orientation Period- New employees with less than 90 days of service.

Regular- Employees who have completed the orientation period.

Temporary- Employees who are hired for a pre-established period, usually during peak workloads or for vacation relief. They may work a full-time or part-time schedule. They are ineligible for TCIDA benefits and holiday pay. In no case will temporary employment exceed 9 months.

Equal Opportunity

The TCIDA maintains a policy of nondiscrimination with employees and applicants for employment. No aspect of employment with the TCIDA will be influenced in any manner by race, color, religion, sex, age, national origin, physical or mental disability, or any other basis prohibited by statute. Further, the TCIDA reasonably accommodates persons with mental or physical disabilities as long as the accommodation doesn't cause the TCIDA undue hardship.

Employment of Relatives

The TCIDA has no general prohibition against hiring relatives. However, a few restrictions have been established to help prevent problems of safety, security, supervision and morale.

While the TCIDA will accept and consider applications for employment from relatives, close family members such as parents, grandparents, children, spouses, brothers and sisters, or in-laws generally will not be hired or transferred into positions where they directly or indirectly supervise or are supervised by another close family member. Further, such relatives generally will not be placed in positions where they work with or have access to sensitive information regarding a close family member or if there is an actual or apparent conflict of interest.

Employment of Minors

Generally, regular employees must be 18 years of age or older. Occasionally, the TCIDA will hire students or others who are 16 or 17 years old, but this must be approved in advance by the Board of Directors.

Orientation Period for New Employees

The orientation period for new employees lasts up to 90 days of work or eighteen (18) 5 day work weeks. During this time, you have your first opportunity to evaluate the TCIDA as a place to work, and the Board of Directors has the first opportunity to evaluate you as an employee. As during your regular employment, you and the TCIDA both have the right to terminate employment without advance notice and without cause.

The orientation period involves frequent evaluation of performance. Upon satisfactory completion of the orientation period, you will become a regular employee. All employees, regardless of classification, status or length of service, are expected to meet and maintain TCIDA standards for job performance and behavior.

Personnel Records

Important events in each employee's history with the TCIDA will be recorded and kept in the employee's personnel file. Regular performance reviews, changes of status records, commendations, corrective action warnings and educational attainment records are examples of records maintained.

Employee's personnel files are proprietary. The employee must submit, in writing, a request to the Chairman of the Board of Directors to review the file. The TCIDA will respond to the request within ten business days. The personnel file may then be reviewed by the employee only with the supervision of an officer of the Board of Directors (there may be no third party

involvement).

You are responsible for notifying the TCIDA Executive Administrator of changes in address, telephone number, and/or family status (births, marriage, death, divorce, legal separation, etc.), as income tax status and group insurance may be affected by these changes. This responsibility includes employees on lay-off status and leaves of absence.

Hours of Work and Time Records

The TCIDA normal workweek for administrative positions consists of thirty-five hours, worked seven hours per day for five consecutive weekdays. Any changes to this standard schedule must have prior approval from the Board of Directors.

In order to meet scheduling or other needs, the Board of Directors may need to change your schedule from time to time. Notice will be given as far in advance as possible.

If you must leave work early for any reason, notify the Chairman or his/her designee (see Attendance Standards and Absence without Notice, Page 26).

Lunch and Rest Periods

The lunch period for an office employee is one hour- typically taken from 12:00 p.m. to 1:00 p.m. Employees must not work longer than five and one half-hours without an uninterrupted meal period.

Your Job Description

The TCIDA uses job descriptions to aid in staffing, wage and salary administration and training. They also help employees and supervisors communicate about job responsibilities. However, job descriptions are not fixed TCIDA policy; they are only guidelines and can normally be expected to change over time.

From time to time, employees are expected to perform duties and handle responsibilities that are not part of their normal job. If, over the months, the new duties and responsibilities remain a significant part of the assignment, the job description may be changed.

Performance Appraisals

Normally, you will receive a performance appraisal by the Chairperson of the Board of Directors and two (2) others as recommended by the Board of Directors on or near your sixth and twelfth months of employment. Thereafter, in most cases, you will receive a performance appraisal once a year in the third quarter. The performance appraisal allows the Board of Directors to discuss your overall performance and summarize both formal and informal performance discussions held throughout the review period. It will review your strengths and also point out ways to improve your performance.

Promotions and Job Posting

The TCIDA has a policy of promoting from within whenever practical to fill open positions. The

TCIDA strives to promote the most capable and experienced individual, based on demonstrated ability to assume greater responsibility. At the same time, the TCIDA may need to recruit to attract the most qualified individual for a particular opening. Therefore, the TCIDA may post current job openings, excluding supervisory and management positions, on bulletin boards, with the steps to follow to apply for them. At the same time, the TCIDA may utilize outside recruiting sources.

Resignation

If you decide to leave the TCIDA, please advise any officer of the Board of Directors at least two weeks prior to your date of departure so that an orderly transition can be made. This process includes turning in TCIDA property, completing required forms, obtaining appropriate clearances, deleting computer access, and having an exit interview. Failure to adhere to this policy may result in the forfeiture of payment of unused accrued vacation.

Exit Interviews

In most cases, when you leave the TCIDA, you will have an exit interview with a designated representative of the Board of Directors on or before your last day. This exit interview documents the reasons you are leaving and solicits constructive feedback to improve the TCIDA.

III.

WAGE AND SALARY POLICIES

III. WAGE AND SALARY POLICIES

General Wage and Salary Policy

The TCIDA Board of Directors strives to pay salaries that are competitive with those in our community and industry, recognizing individual effort and contribution to TCIDA success.

The TCIDA wage and salary plan classifies each position based on:

- Knowledge and ability requirements
- Variety and scope of responsibilities
- Physical and mental demands

Salary ranges are normally reviewed once a year and adjusted as necessary. If you are interested in knowing the wage or salary range for your position, ask any officer of the Board of Directors.

Wage or Salary Increase Policy

Typically, your wage or salary rate will be reviewed once a year; more frequent reviews may occur based on extraordinary circumstances. If your work meets the requirements, you will receive an increase to the next level. Employees who are promoted to higher-grade positions have the opportunity to earn additional increases.

Overtime Pay

All overtime work by non-exempt employees must be authorized in advance by the Board of Directors. Non-exempt employees will be paid time and one-half for authorized hours worked in excess of thirty five hours in one week. The workweek is defined as Sunday-Saturday.

Payroll Deductions

Various payroll deductions are made each payday to comply with federal and state laws pertaining to taxes and insurance. Deductions will be made for the following:

- Federal and State Income Tax Withholding

- Social Security (FICA)
- Other Items Designated by the Employee

You will be supplied with your Wage and Tax Statement (W-2) form according to the IRS deadlines. This statement summarizes your income and deductions for the year. If you have any questions regarding these deductions, please contact the TCIDA Executive Administrator.

Paydays

The payroll week runs from Sunday of one week through Saturday of the same week. Office employees are paid bi-weekly for all time worked through the preceding two weeks.

IV.

EMPLOYEE BENEFITS AND SERVICES

IV. EMPLOYEE BENEFITS AND SERVICES

The TCIDA strives to provide a competitive package of employee benefit programs for its eligible employees.

The group health insurance program may be continued if you leave the TCIDA under circumstances described by federal law.

The existence of these employee benefits and plans, in and of themselves, does not signify that an employee will be employed for the requisite time necessary to qualify for these benefits and plans.

Group Insurance

The TCIDA makes available and pays a portion of the cost of health, dental and eye insurance for regular, full-time employees and their dependents. Benefits become effective after a ninety (90) day probationary period. An evaluation will be performed by the Governance Committee after sixty (60) days of full time continuous employment to determine employee need and/or desire for coverage. On the first day of the month following the sixty (60) evaluation, benefits become effective. For more details and official terms of these plans, contact the TCIDA Governance Committee Chairperson.

Health Insurance - the Board of Directors of the TCIDA will determine the health insurance plan used for coverage, as well as, the amount or percentage of the premium the qualified employee will contribute toward the monthly premium. If the health insurance plan has been determined and the employee is eligible for this coverage, the employee and each of their dependent(s) eligible for coverage will receive an insurance identification card. A policy will be issued describing coverage, as well as, your rights and responsibilities under the plan.

FICA/Medicare

All employees are covered by the federal Social Security Act. A required percentage of your salary is deducted from your paycheck to pay the employee's portion of this protection, and the TCIDA matches your deduction dollar for dollar. The plan is designed for your future security and that of your dependents and provides for retirement, disability, death, survivor and Medicare benefits.

State Unemployment Insurance

This program is funded entirely by employers in this state. The program provides weekly benefits if you become unemployed through no fault of your own or due to circumstances described in the law.

State Disability Insurance

This program provides for temporary disability benefits for employees in this state unable to work because of disability due to a non-occupational accident or illness. The program is financed through employer contributions and deductions from your paychecks. Benefits are not automatic. You must complete a form, obtained in the human resources department or from the treating physician, to receive benefits.

Workers' Compensation

The TCIDA carries insurance to cover the cost of work-incurred injury or illness. Benefits help pay for your medical treatment and part of any income you may lose while recovering. Depending on the circumstances of each case, the law prescribes specific benefits. To be assured of maximum coverage, work-related accidents must be reported immediately to any officer of the Board of Directors. The TCIDA will file a timely claim.

Retirement Plan

To help employees supplement their retirement income, this voluntary plan permits eligible employees to defer up to 6% of their earnings to a S.I.M.P.L.E. IRA plan. The TCIDA will match dollar for dollar of employee contribution up to 3% of the employee's annual income. Consult any officer of the Board of Directors if you have any questions.

Vacations

The vacation plan is designed to provide you with the opportunity to rest and get away from the everyday routine. This schedule is effective as of the adopted date of this handbook. If you are a regular, full-time employee, you accrue annual vacation at the following rates:

<u>Length of Service</u>	
0-6 months	none
6 month anniversary	5 days
1 year anniversary	5 days
2-5 year anniversary	10 days
6-12 year anniversary	15 days
13 year anniversary and over	20 days

After your one-year anniversary, vacation days are awarded as of January 1 of the anniversary year. Vacation days may be taken at any time after they are awarded consistent with office needs and with your supervisor's approval.

Regular, part-time employees who work 30 hours a week or more accrue vacation allowance on the same basis as full-time employees, except it is pro-rated according to the number of hours worked.

Vacations must be scheduled each year with the Board of Directors. To satisfy your preferences as well as meet the staffing needs of the department, discuss your vacation plans well in advance with the Board of Directors.

Vacations involving more than five (5) days of contiguous vacation (1 week) must be approved in advance by the Chairman of the Board of Directors or his/her designee.

All vacation time should be used by the end of the calendar year or carried over to the next year; however, you cannot carry over more than five days per year.

Under no circumstances will vacation time be afforded unless it has been accrued by the end of the calendar year.

In no case shall an employee accrue more than 20 days vacation on his/her anniversary date. Additional vacation time must have prior approval by the Board of Directors.

The TCIDA reserves the right to decide if any unused vacation will be awarded upon separation.

In the event the office building is closed during a scheduled vacation time, the Board of Directors will make a case by case determination with regard to the reinstatement of any vacation time.

Holidays

Regular, full-time employees are eligible for twelve paid holidays in each calendar year, following completion of the first 90-days of work, or eighteen (18) 5 day workweeks. To receive holiday pay, you must work the regularly scheduled workday before and after the holiday, unless any TCIDA officer approves an exception in writing. A paid holiday does not count as a day worked in calculating overtime for the week. If a holiday falls within the first 90 days of work, you will not be compensated for that holiday.

Holiday time will mirror the schedule of the hosting Tioga County schedule. These holidays are typically as listed:

Holidays
New Year's Day
Martin Luther King Day
Presidents Day
Memorial Day
Independence Day
Labor Day
Columbus Day
Veteran's Day
Thanksgiving Day
Day after Thanksgiving
Christmas Day

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One Floating Holiday

Employees must schedule their floating holiday with the Chair of the Board of Directors or his/her designee. Once you submit your resignation or if you separate from the TCIDA for any reason and have not taken your floating holiday, you are not entitled to schedule or use it.

When a TCIDA holiday falls on Sunday, typically the following Monday will be observed as the holiday. If a holiday falls on Saturday, typically the proceeding Friday will be observed as the holiday.

Personal Leave

Employees receive 3 personal days a year to be used during the year, which can not be carried over to subsequent years. The personal days must be approved by the Chair of the Board of Directors, or his/her designee, and can not be used as vacation days. Half days are allowed. In the first calendar year of employment personal days are prorated based on the following chart:

<u>Date of Hire</u>	<u>Personal Days</u>
Jan 1- April 30	3
May 1- August 31	2
September 1- December 31	1

Sick Leave

Employees may earn one sick day a month as long as no unpaid leave of absence in excess of five working days or no unauthorized leave is taken. A doctor's excuse may be requested by the Chair or his/her designee. Any employee hired after the fifteenth of the month will not earn a day for that month. Employees may accumulate a maximum of 240 hours of sick time.

The TCIDA encourages employees to accumulate sick leave so it is available to help in the event of a long illness. Sick leave may be used to care for a family member. Accumulated sick days may not be used as vacation.

Time paid for sick leave does not count as time worked in calculating overtime for the week. Upon termination of employment, sick days will not be paid.

Paid Personal Time Off

Bereavement. In the event of death in your immediate family, you may have time needed up to three working days, with pay, to handle family affairs and attend the funeral. "Immediate family" is defined as current spouse, (step) children, (step) parents, (step) grandparents, (step) brothers, (step) sisters, mother-in-law or father-in-law.

Jury Duty. So that you may serve on a jury, please bring proof of jury duty to the Board of Directors as soon as received. In the event that you are dismissed at a time that you can reasonably report to work for the remainder of your workday, you will be expected to do so. In the event you are called to serve, the TCIDA will pay the employees regular salary and any stipend payments made to the employee will be turned over to the TCIDA. There will be no limit to the number of days served.

Leaves of Absence without Pay

Public Employees Law may grant leaves of absence without pay and/or at the TCIDA's discretion to eligible employees to maintain continuity of service in instances where unusual or unavoidable circumstances require prolonged absence.

Leaves of absence without pay are of the following types:

Family and Medical Leave - Eligible employees may be granted up to 12 weeks of unpaid leave per year for: newborn or newly adopted children, a serious health condition of a child, spouse, or parent, or a serious health condition of their own.

Military Service - For the duration of required service. For details on re-employment rights under the Federal Military Selective Service Act, see the TCIDA Executive Administrator.

Military Reserve Training - Up to two weeks per year. At your option, this training may be combined with paid vacation time.

Personal - Up to 30 days for compelling personal reasons. Approval is at the discretion of the Board of Directors and is based on department work requirements, your performance history and other business considerations.

Medical Disability - Up to 120 days for medical disability upon evidence that the employee has qualified for disability benefits by way of the New York State disability plan. The specific period must be supported by a physician's statement.

While no loss of service credit occurs during an approved leave of absence, there are other factors to consider such as benefit continuation, reinstatements and approval processes. See the TCIDA Executive Administrator for these details.

Education Assistance

The TCIDA education assistance program is designed to provide employees with financial support to pursue specific courses and educational programs, which will enhance their professional skills in current or future work-related areas. Regular, full-time employees with one or more years of employment may be reimbursed up to 75% for pre-approved tuition costs, enrollment fees and books for courses taken at a recognized institution, as well as for travel

expenses, mileage and meals. A recognized institution is an accredited college providing a degree or professional certification program providing a certification in an applicable field. Educational Assistance does not include state trade seminars or conferences the TCIDA may ask the employee to attend. There are requirements for pre-approval and successful completion, as well as other details, so please see any officer of the Board of Directors for more information before making definite plans or commitments.

If an employee severs their relationship with the TCIDA, for any reason, they will be required to reimburse the TCIDA according to the following schedule:

Leaves within one year of employment - 100% reimbursement

Leaves after one year, before the 2nd year of employment - 50% reimbursement

Leaves after two years, before the 3rd year of employment - 25% reimbursement

Leaves after three years, before 4th year of employment - 0% reimbursement

Job Counseling

If you are concerned about your job performance, or if you wish to talk about job prospects in line with your career interests and abilities, you may arrange for a counseling discussion with any officer of the Board of Directors. Such a discussion will be confidential and will in no way jeopardize your present position or future with the TCIDA.

Mileage

Occasionally, you may be required to run business errands or attend meetings or conferences that are held outside of your office. The current IRS mileage rate will be reimbursed to TCIDA employees for all travel. An expense report stating purpose of travel, date, and mileage shall be completed prior to reimbursement.

V.

EMPLOYEE COMMUNICATIONS

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TCIDA Employee Handbook
Revised February 2011
Revised December 2017
Revised November 7, 2018
Revised March 2019

V. EMPLOYEE COMMUNICATIONS

Suggestions

The Board of Directors encourages you to suggest methods to improve quality and efficiency in the TCIDA. Submit your suggestions in writing to the Board of Directors. Your suggestions should be detailed so that the system or procedure can be adequately evaluated.

Complaint Handling Procedure

Under normal conditions, if you have a job-related problem, question or complaint, you should discuss it with any member of the TCIDA Employee Committee. The simplest, quickest and most satisfactory solution will often be reached at this level.

If the discussion with the TCIDA Employee Committee does not answer your question or resolve the matter to your satisfaction, you may then present your complaint, orally or in writing, to the Board of Directors who will render a final decision on the matter after an appropriate investigation.

When the issue personally involves any member of the Employee Committee, with whom you would ordinarily discuss a problem, you may bypass that individual and proceed to the Board of Directors without fear of reprisal.

Difficulties in using this complaint procedure should be brought to the attention of the Board of Directors.

Union-Free Employee Relations

The TCIDA is union free. The policies and practices emphasize open-door practices in which you are encouraged to deal directly with the TCIDA Employee Committee regarding any employment issues. The TCIDA believes your needs and ours are best met with open and frank communication between parties working toward a joint goal.

Media Relations

Because much of the information the TCIDA works with is confidential or sensitive, **all** contacts with the media must be referred to the TCIDA Chairperson or his/her designee. Prior to publication or presentation, the Board of Directors must approve all papers, articles, speeches or presentations to non-IDA persons.

VI.

EMPLOYEE SAFETY AND HEALTH

VI. EMPLOYEE SAFETY AND HEALTH

The TCIDA strives to provide safe working conditions for our employees. The TCIDA observes all safety laws of the governments within whose jurisdictions the TCIDA operates. No one will knowingly be required to work in any unsafe manner. Safety is every employee's responsibility, and all employees are expected to do everything reasonable and necessary to keep the TCIDA a safe place to work.

Fires and Emergencies

IN CASE OF EMERGENCY DIAL 9-911.

The facility where you work has an emergency procedure to follow in the event of fire or disaster. Exits, fire extinguishers and first-aid kits are located throughout the facility. Exits and areas around fire extinguishers must be kept clear at all times.

Accidents or Injury

No matter how insignificant an on the job injury may seem when it occurs, notify the Chairperson of the TCIDA or his/her designee immediately.

Life-Threatening Illnesses

The TCIDA is committed to providing equal opportunity to all employees, including those who have a life-threatening illness (cancer, AIDS, cardio-pulmonary diseases, etc.). The TCIDA is also committed to providing a safe work environment that meets or exceeds state and federal regulations. Consequently, employees who have a life-threatening illness will be treated like other employees as long as they meet performance standards, and medical and other evidence indicates that their condition is not a threat to others in the workplace.

The TCIDA also believes all information regarding an employee with a life-threatening illness must remain private and confidential. The TCIDA asks all employees to treat employees with a life-threatening illness with compassion and understanding.

Return to Work

If you are on a disability or medical disability leave of absence, you must return to work when your physician or a TCIDA-appointed physician determines that you are able to resume normal duties. The TCIDA requires your physician's release before reinstatement to the active payroll. If you wish to extend your leave beyond this point, you must apply for a personal leave of absence.

A physician's release may also be required when returning to work from sick leave or other, short-term, medically related absences. The Board of Directors will advise you of this requirement, which depends on case-by-case circumstances.

State of Emergency

In the event County officials call for a State of Emergency and prohibit travel, you will not be required to report to work until the State of Emergency has been lifted by the County.

VII.

STANDARDS OF CONDUCT AND CORRECTIVE ACTION

VII. STANDARDS OF CONDUCT AND CORRECTIVE ACTION

Groups of people who are working together for any purpose require certain guidelines pertaining to their conduct and relationships. Accordingly, TCIDA employees must be aware of their responsibilities to the TCIDA and to co-workers.

The TCIDA strives to take a constructive approach to disciplinary matters to insure that actions, which would interfere with operations or an employee's job, are not continued.

The TCIDA reserves the right to search employee personal effects such as lunch boxes, purses, tool boxes, desks, lockers, etc., on TCIDA premises.

Violations of the TCIDA standards will result in one of the following forms of corrective action: discharge, suspension, oral warning or written warning. In arriving at a decision for proper action, the following will be considered:

- The seriousness of the infraction and its impact on the TCIDA goals
- The past record of the employee
- The circumstances surrounding the matter

Although there is no way to identify every possible violation of standards of conduct, the following is a **partial** list of infractions, which will result in corrective action:

- Falsifying employment application, timecard, or personnel or other company documents or records.
- Unauthorized possession of TCIDA or employee property, gambling, carrying weapons or explosives, or violating criminal laws on TCIDA premises.
- Fighting, throwing things, horseplay, practical jokes or other disorderly conduct which may endanger the well being of any employee on TCIDA premises.
- Engaging in acts of dishonesty, fraud, theft or sabotage.
- Threatening, intimidating, coercing, using abusive or vulgar language, or interfering with the performance of other employees.
- Insubordination or refusals to comply with instructions or failure to perform reasonable duties which are assigned.
- Unauthorized use of TCIDA material, time, equipment or property.
- Damaging or destroying TCIDA property due to careless or willful acts.

- Performance which, in the TCIDA's opinion, does not meet the requirements of the position.
- Engaging in such other practices as the TCIDA determines may be inconsistent with the ordinary and reasonable rules of conduct necessary to the welfare of the TCIDA, its employees, or clients.
- Conduct, which the TCIDA feels, reflects adversely on the employee or TCIDA.
- Negligence in observing fire prevention and safety rules.
- Other circumstance for which the TCIDA feels that corrective action is warranted.

This list is intended to be representative of the types of activities which may result in disciplinary action. It is not intended to be comprehensive and does not alter the employment-at-will relationship between the employee and the TCIDA. **Additional standards of conduct are described in the sections below.**

Conflict of Interest

The TCIDA expects our employees to conduct business according to the highest ethical standards of conduct. Employees are expected to devote their best efforts to the interests of the TCIDA and the conduct of its affairs.

Business dealings that represent, or appear to represent, a conflict between the interests of the TCIDA and an employee are unacceptable. The TCIDA recognizes the right of employees to engage in activities outside of their employment, which is of a private nature and unrelated to our business. However, a policy of full disclosure must be followed to assess and prevent potential conflicts of interest from arising. Contact any officer of the Board of Directors if you have questions regarding a possible conflict of interest or outside work. Also, you may be asked to complete a questionnaire dealing with conflict of interest once each year.

Harassment, Including Sexual Harassment

Employers interested in human dignity and protection of their employees are particularly concerned about the possibility of employee harassment, whether sexual, racial, ethnic or other type. Harassment in any form - verbal, physical or visual - is strictly against TCIDA policy and will result in corrective action. Defining sexual harassment precisely is not easy but it certainly includes slurs, threats, derogatory comments, unwelcome jokes, exposure to sexually oriented literature or pictures, teasing or sexual advances, and other similar verbal or physical conduct. If you believe you have been the victim of harassment, or know of one who has, report it immediately to any member of the TCIDA Employee Committee or the Chairman of the Board of Directors.

Attendance Standards

Punctuality and regular attendance are essential to the proper operation of any business. These also help you to establish a good working reputation and add to your opportunity for advancement.

If you are unable to report for work for any reason, if you will arrive late, or must leave early, for informational purposes you will notify the Chairperson of the TCIDA or his/her designee, before starting time. Upon your return to work, the Chairperson must be informed of the absence or other deviation from schedule.

The TCIDA reserves the right to require a physician's release when an employee returns to work following a disability.

Absence without Notice

For the TCIDA to operate business effectively, the Board of Directors asks that you keep them informed of your status when you are off work because of illness or accident from any cause. If you fail to notify them after three days of consecutive absence, they will presume you have resigned, and you will be removed from the payroll. Likewise, you must call any officer of the Board of Directors once a week while off work due to short-term illness or accident, or we will presume you have resigned, and you will be removed from the payroll.

Alcohol and Drugs

The TCIDA recognizes that alcohol and drug abuse in the work place has become a major concern. The TCIDA believes that by reducing drug and alcohol use it will improve the safety, health and productivity of employees. The object of the TCIDA's alcohol and drug policy is to provide a safe and healthy work place for all employees, to comply with federal and state health and safety regulations, and to prevent accidents.

The use, possession, sale, transfer, purchase or being under the influence of illegal drugs or other intoxicants by employees at any time on TCIDA premises is prohibited. The illegal use of any drug, narcotic or controlled substance is prohibited. Employees must not report for duty or be on TCIDA property while under the influence of, any intoxicating liquor, marijuana or illegally obtained drug, narcotic or other illegal substance. Employees are expected to report for work in a state that will allow them to complete the tasks for the day.

Alcohol may be available at certain events or social functions in which the Tioga County Industrial Development Agency participates. While the consumption of alcohol at these events does not violate this policy, the TCIDA Board of Directors expects employees to self-monitor the quantity consumed and its influence.

Confidentiality

During the course of your employment here, you will be working with our customers, customer lists, business systems, future plans and other information that the TCIDA considers confidential. Maintaining this confidentiality is important to our competitive position in the industry and, ultimately, to our ability to achieve financial success and provide employment stability. Protect this information by safeguarding it when in use, filing it properly when not in use, and discuss it only with those who have a legitimate business need to know.

Dress and Personal Appearance

Employees are expected to maintain an appropriate appearance that is businesslike, neat and clean, as determined by the requirements of the work area. Dress and appearance should not be offensive to customers or other employees. Appropriate appearance includes:

Apparel. Generally, you should wear appropriate, clean, pressed business casual attire appropriate to the task at hand. Public meetings and presentations require professional attire.

Hair. Hair should be clean, combed and neatly trimmed or arranged. This also pertains to sideburns, moustaches and beards. Shaggy, unkempt hair is not permissible.

Personal Hygiene. Good personal hygiene habits must be maintained.

Smoking

For reasons of safety, public relations, and other concerns, smoking is prohibited on TCIDA premises.

Telephone/Voice Mail Use

TCIDA telephones are to be used for business purposes in serving the interests of our customers and in the course of normal TCIDA operations. Answer all calls promptly and courteously. On occasion, personal calls may be necessary, but the TCIDA asks your cooperation in limiting them to emergencies or essential personal business and in keeping them brief.

The TCIDA has invested in a Voice Mail System for efficiency and to better serve our customers. Learn how to use this system by reading the voice mail manual or asking the TCIDA Executive Administrator.

From time to time, especially when you are on vacation, business trips and leaves of absence,

the TCIDA Executive Administrator, an officer of the Board of Directors, or another employee may listen to your voice mail messages to better serve the TCIDA customers and other business needs. You should not expect messages left on your voice mail to be totally private.

Computer Hardware/Software Security

TCIDA equipment including computer hardware and software are valuable assets. They must be used for TCIDA business only. You may not copy or use TCIDA purchased/leased software contrary to the provisions of the contract.

From time to time, especially when you are on vacation, business trips and leaves of absence, the TCIDA Executive Administrator, an officer of the Board of Directors, or another employee may access your computer or files to better serve TCIDA customers and other business needs. You should not expect information left on your computer or files to be totally private.

Computer Network Policies/Internet & E-mail Usage

TCIDA computers are networked to the County IT systems and, therefore, all users must abide accordingly to the County's Network Policies and Procedures – Policy 43. It is every user's responsibility to utilize IT resources appropriately and ensure its security. All data, information, records and software on County resources are the property of the County. Users should have no expectation of privacy in their use of County computer resources. The use of Tioga County Internet access facilities should be considered a privilege and not a right. This privilege is given with the expectation that users will demonstrate consideration and respect for others and voluntarily comply with County usage guidelines. Inappropriate usage of Internet services or violation of these policies and guidelines may result in the revocation of access. As an authorized user on the County network, TCIDA employees are forbidden to install, upgrade or move IT resources without IT management approval. Only authorized equipment is to have a permanent physical connection to County networks and no software shall be installed without approval of the IT Director.

VIII.

HANDBOOK RECEIPT AND ACKNOWLEDGEMENT

HANDBOOK RECEIPT AND ACKNOWLEDGEMENT

I have received a copy of the TCIDA handbook dated _____.

The handbook contains policies and rules, which apply to me. I agree to read the handbook and follow it during my employment with the TCIDA. I further understand it may be amended at any time. In that case, changes will be communicated to me.

Employee Signature

Date

Employee Name (Printed)

Witness Signature

Date

Please keep a copy of this acknowledgement for your records.

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Tioga County Industrial Development Agency

Governance Committee Charter

This Governance Committee Charter was adopted by the Board of Directors of the Tioga County Industrial Development Agency, a public benefit corporation established under the laws of the State of New York, on this 5th day of March, 2008.

Purpose

Pursuant to Article IV, Section 9 of the Agency's bylaws, the purpose of the Governance Committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Tioga County Industrial Development Agency;
- Updating the Tioga County Industrial Development Agency's corporate governance principles and governance practices; and
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee

The Board of Directors has delegated to the Governance Committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from authority staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Agency's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The Governance Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection

The membership of the committee shall be as set forth in accordance with and pursuant to Article IV, Section 9 of the Agency's bylaws. The Governance Committee shall be comprised of three independent members. The Governance Committee members shall be appointed by, and will serve at the discretion of the Tioga County Industrial Development Agency's Board of Directors. The Board may designate one member of the Governance Committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past Governance Committee Chair will continue serving as a member of the committee for at least one year to ensure an orderly transition.

Governance Committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, Governance Committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family members of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

The Governance Committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings

The Governance Committee will meet a minimum of once a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting in person or via telephone or videoconference.

Meeting agendas will be prepared for every meeting and provided to the Governance Committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The Governance Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

Reports

The Governance Committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.
- Provide a self-evaluation of the Governance Committee's functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the Governance Committee has responsibilities related to: (a) the Agency's Board; (b) evaluation of the Agency's policies; and (c) other miscellaneous issues.

Relationship to the Agency's Board

The Board of Directors has delegated to the Governance Committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the Governance Committee has specific expertise, as follows:

- Develop the Agency's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of the Directors to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the Governance Committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the Agency's governance process.

Evaluation of the Agency's Policies

The Governance Committee shall:

- Develop, review on a regular basis, and update as necessary the Agency's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the Agency's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Agency's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Agency's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process.
- Develop and recommend to the Board any required updates on the Agency's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Agency's Board, such as the Agency's bylaws. The Governance Committee will oversee the implementation and effectiveness of the bylaws and other governance documents and recommend modifications as needed.

Other Responsibilities

The Governance Committee shall:

- Review on an annual basis the compensation and benefits; as well as conduct the performance review for the Executive Administrator or Executive Director and/or other Agency officials.
- Annually review, assess and make necessary changes to the Governance Committee Charter and provide a self-evaluation of the Governance Committee.

TIOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
PROJECT POLICY MANUAL

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A. INTRODUCTION

The Tioga County Industrial Development Agency (the “IDA”) was created under New York law to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing certain types of projects and facilities, including recreational facilities. The purpose of the IDA’s activities is to advance the job opportunities, health, general prosperity and economic welfare of the citizens of Tioga County and to increase trade and attract tourists.

To carry out the purposes for which it was created, the IDA assists applicants through the following mechanisms, which are described in greater detail in this Manual: sale-leasebacks (see Part O), issuance of tax-exempt bonds for qualified projects (see Part Q), issuance of taxable bonds (see Part P), and issuance of a combination of taxable and tax-exempt bonds.

Participation in an IDA program may provide an applicant with one or more of the following economic benefits, which are discussed in greater detail in this Manual: financing (through bond issuances), exemption from sales and use taxes with respect to certain machinery, equipment and materials acquired in connection with an IDA project, abatement of (and, in some cases, a limited exemption from) real property taxes in connection with IDA projects and, if the project involves a mortgage on the real property to which the IDA takes title, exemption from mortgage recording taxes.

The purpose of this Manual is to describe to you in general terms the types of IDA programs available to applicants, the general structure, documentation and timelines of the various types of IDA transactions and the obligations of the applicant in an IDA transaction. This will allow you to assess the compatibility of your proposed project with the various types of IDA programs. This Manual also includes the form of IDA Application and Environmental Assessment Form (“EAF”) you will be required to submit if you decide to proceed with an IDA transaction.

PLEASE TAKE THE TIME TO REVIEW THIS MANUAL CAREFULLY. AFTER YOU HAVE REVIEWED IT, AND BEFORE YOU PREPARE THE APPLICATION OR THE EAF, PLEASE CONTACT THE IDA EXECUTIVE ADMINISTRATOR OR EXECUTIVE DIRECTOR OR A MEMBER OF THE TIOGA COUNTY DEPARTMENT OF ECONOMIC DEVELOPMENT AND PLANNING TO DISCUSS YOUR PROJECT AND TO DETERMINE ITS COMPATIBILITY WITH THE OBJECTIVES AND CRITERIA OF THE IDA PROGRAM FOR WHICH YOU INTEND TO APPLY.

B. FINANCIAL CONSIDERATIONS

In determining whether to participate in an IDA program, an applicant should evaluate both the financial benefits of participation and the transaction costs such participation will involve.

1. Financial Benefits

The projected financial benefits a particular project will receive by virtue of IDA involvement depends on many factors, including the nature of the IDA involvement and the size and nature of the proposed project. The IDA Executive Administrator or Executive Director or a member of the Tioga County Department of Economic Development and Planning can help you determine the projected financial benefits in your particular case. However, the following general information will be useful to you.

a. Bond Financing. The issuance of IDA bonds may enable an applicant to obtain financing that would otherwise be unavailable or only available at less favorable rates or with less favorable payment terms.

b. Real Property Tax Abatements. Because the IDA will own or otherwise control the project real property, the real property is exempt from real property taxes under New York law. However, the practice of the IDA is to require the applicant (unless the applicant is a not-for-profit corporation that meets certain requirements) to make payments in lieu of real property taxes in a manner that will be reflected in a Payment-in-Lieu-of-Tax (“PILOT”) Agreement. New York law requires the applicant to pay all special assessments on the property in the same manner as if the applicant owned the property, but the PILOT Agreement reduces the amount the applicant would otherwise pay in real property taxes if it retained title to the property. The IDA has adopted a Uniform Tax Exemption Policy, set forth in Part E of this Manual, which describes the IDA’s policies regarding real property tax abatements.

c. Exemptions from Sales and Use Taxes. Purchases of construction materials, supplies and fixtures, purchases of materials consumed in the construction process, leasing of construction equipment and purchases of equipment installed in or used at a project to which the IDA holds title can all be exempt from New York State and local sales and use taxes if the documents are properly drawn.

This can result in significant sales tax savings. If, for instance, a \$4 million project includes \$2 million of materials costs and \$500,000 of supplies and consumable items, the sales tax savings in a transaction in which the developer is appointed as the IDA’s agent is \$200,000.00 (assuming a combined sales tax rate of 8%).

Likewise, the purchase of equipment that becomes part of a project that is owned by the IDA is exempt from sales tax. Because equipment costs and installation do not have large labor factors, the higher the percentage of equipment in a project, the more significant the sales tax savings. The sales tax savings for equipment owned by the IDA as part of a project can be important for warehouse equipment, store fixtures, computers, word processing systems and other office equipment. Production equipment, as defined in the applicable New York sales tax provisions, is exempt from sales tax irrespective of IDA ownership.

The IDA's Uniform Tax Exemption Policy, set forth in Part E of this Manual, describes the IDA's general policies regarding sales and use tax exemptions, and certain other sales tax issues are addressed in Part J of this Manual.

d. Mortgage Recording Taxes. A mortgage granted by the IDA to secure its bonds or to secure financing in connection with a sale-leaseback transaction is exempt from the combined New York State and local mortgage recording tax of 3/4% of the principal amount of the mortgage. This mortgage recording tax can be a substantial expense for the developer or owner of a sizable project and can be completely avoided, in most cases, by the IDA's participation in the transaction. For example, a mortgage securing a \$5 million conventional bank loan will be subject to a mortgage recording tax of \$37,500 in Tioga County. However, a mortgage granted by an IDA securing the same principal amount will be entirely exempt from this tax. Obviously, the larger the amount secured by the IDA mortgage, the more valuable this benefit becomes.

2. Transaction Costs

Although some of the transaction costs listed below are particular to IDA transactions, most of the cost categories listed will be present in any type of financing arrangements.

a. Agency Fees. The IDA charges an application fee in the amount of \$2,500.00 in connection with all applications submitted to it. In the event that multiple public hearings are required, \$500.00 per hearing will be charged in addition to the application fee. In addition, the IDA charges an administrative fee, payable at closing, determined as set forth in Schedule A, the amount of which depends on the type and size of the transaction. For certain transactions, as described on Schedule A, the IDA may require payment of an ongoing annual administrative fee.

b. Bond or Transaction Counsel/Agency Counsel. In addition to the payment of its own counsel fees, an applicant is responsible for payment of the fees and disbursements of Bond Counsel (called "Transaction Counsel" in a sale-leaseback transaction)* and IDA counsel ("Agency Counsel"), whether or not the transaction ultimately closes. Transaction Counsel fees in sale-leasebacks typically range from \$7,500 to \$10,000, plus disbursements, depending on degree of complexity and whether a lender is involved. Agency Counsel fees in a sale-leaseback typically range from 1/3 to 1/2 of Transaction Counsel's fees, but may be greater depending on the degree of involvement required of Agency Counsel. Bond Counsel fees and Agency Counsel fees in bond transactions vary greatly depending on many factors, including, but not limited to, the size of the bond issue, whether the bonds are taxable, tax-exempt or a combination thereof (for a comparably-sized bond issue, Bond Counsel and Agency Counsel fees generally are lower for a taxable bond issue), whether the bonds are privately placed or publicly offered (for a comparably-sized bond issue, Bond Counsel and Agency Counsel fees generally are lower for in private placement), whether a credit enhancement such as a letter of credit or bond insurance is involved (Bond Counsel and Agency Counsel fees generally are higher for credit-enhanced deals), and whether the project will receive financing other than the bond issue (JDA, UDC, conventional

* Throughout this Manual, we have frequently used only the term "Bond Counsel", intending the term to mean either Bond Counsel or, in a sale-leaseback transaction, Transaction Counsel.

financing, etc.). For all types of transactions, complicated real estate, environmental, tax or similar issues will affect the fees of Bond Counsel and Agency Counsel. Once you have submitted a draft application to the IDA (see Part C), the IDA will work with you to obtain a fee estimate from Agency Counsel and Bond Counsel before you submit your final application.

In addition to Bond Counsel's and Agency Counsel's fees, the applicant is also responsible for their respective disbursements. Disbursements include the cost of photocopying, long distance telephone calls, overnight and messenger delivery, facsimiles, closing books, travel, record searches and other out-of-pocket costs and expenses, and will vary depending on circumstances such as how many drafts of documents are circulated, the frequency and duration of conference calls and drafting conferences and the demands of the parties for overnight deliveries and telecopies.

c. Company Counsel. The applicant will be required to use its own counsel ("Company Counsel") in an IDA transaction. The IDA requires that Company Counsel issue an opinion regarding certain matters, such as (but not limited to) the applicant's authority to enter into the IDA transaction and its ability to perform its obligations in connection therewith. Company Counsel also is responsible for handling the various real estate aspects of the transaction (e.g., making sure any objections to title are removed before the property is conveyed to the IDA, etc.) and making sure all necessary action is taken to authorize the applicant's participation in the transaction (corporate resolutions, etc.) The fee of Company Counsel is a matter to be determined between the applicant and Company Counsel.

d. Insurance. The applicant is responsible for providing certain insurance coverage regarding the project, as described in greater detail in Part I of this Manual. The applicant should determine early in the transaction the specific amounts of coverage the IDA will require in order to determine the cost of such coverage. In many cases, the applicant will find that it maintains equivalent insurance coverage in the normal course of its business activities, with the only necessary changes being the reflection of the IDA's ownership of the property, the naming of the IDA as an additional named insured and the provision of insurance certificates to the IDA at or before closing. As indicated in Part I, any lender or other mortgagee or secured party may impose additional insurance requirements that may affect the cost of insurance.

e. Survey. The IDA may require an instrument survey of the parcel to be conveyed to it. The IDA generally requires preparation of a new survey in connection with a project, and will not accept a survey prepared more than six months before the contemplated closing date of the transaction. The survey must show the dimensions of the parcel, all angles, any improvements on the parcel, any encroachments and all easements affecting the parcel. In some cases, additional information, such as setback requirements, may be required. Any lender or other mortgagee in the transaction may have additional requirements. The survey must be certified to the IDA, the applicant and the title insurer. If the transaction is a bond issuance involving a trustee, the survey must be certified to the trustee. Any lender or other mortgagee in the transaction will require certification to it as well. The cost of an instrument survey is determined by the size of parcel and when it was last surveyed, and the applicant can obtain a quote directly from the surveyor it intends to use.

f. Title Insurance. The IDA may also require a title insurance policy insuring its fee interest in the parcel and insuring that the deed conveys good and marketable title to the IDA free

and clear of all liens and encumbrances except for liens created in conjunction with the IDA transaction and other liens approved by the IDA. Any lender or other mortgagee involved in the transaction generally will require a mortgagee title policy as well. The applicant also may wish to purchase a TIRSA IDA Endorsement, which is attached to any title insurance policy insuring the IDA's fee interest in the parcel, and which affords the benefits of that policy to the IDA's subsequent grantee, provided that such grantee is either the grantor of the deed that conveyed title to the IDA or that grantor's nominee. The cost of the TIRSA IDA Endorsement is \$25.00.

Title insurance generally protects the owner of an interest in, or the mortgagee with respect to, real property against loss, up to the stated amount of the policy, by reason of defects in the owner's title or in the mortgagee's lien. The insurance coverage is subject to certain more or less standard conditions and stipulations and certain specific exceptions from coverage. In any bond transaction secured by real property, the trustee or, if there is no trustee, the bond purchaser will almost always require a policy of mortgagee title insurance which insures the validity and priority of the mortgage as a good and valid first lien on the real property, subject to any exceptions to title approved by it.

The applicant will pay a one-time premium for each policy it obtains. Title companies will quote a premium for each policy according to their standard rate schedule, which will primarily be based upon the stated amount of the policy and the number of other policies issued (for example, if a title company issues a fee title policy, it may discount the premiums it would otherwise charge for a mortgagee policy or a leasehold policy). The IDA will require its policy to have a principal amount of at least the amount of the financing involved in the transaction (i.e., the amount of any conventional loan or, in a bond transaction, the principal amount of the bonds). In a sale-leaseback transaction involving no financing, Agency Counsel will determine the required principal amount of the policy.

g. Recording Fees. The applicant will be required to pay all recording fees in connection with the transaction. These fees will be paid at closing in the form of a check payable to the Tioga County Clerk and given to the title company or other person or entity charged with recording the documents. The recording fees will be based on the County Clerk's standard fee schedule according to the number and type of documents to be recorded and the number of pages of each recorded document. The title company and Company Counsel will determine the amount of recording fees before closing.

h. Lender Fees. Any lender involved in the transaction is likely to have fees in connection with the issuance of the commitment letter and the services of its counsel in connection with the transaction, and may impose other fees as well. The applicant should consult with its lender to determine its fees.

i. Bond Issuance Fees. A bond issuance typically involves higher fees because of the complexity of the transaction and the number of parties involved. The placement agent or underwriter, as the case may be, generally will work with the applicant and the other parties to the transaction to provide the applicant with an estimate of the fees involved. Fees in these categories can vary widely, so the applicant should obtain estimates from two or more entities in each category, if possible. Among the categories of fees possible in a bond issue are:

- (i) Fees of placement agent or underwriter, as applicable, will vary depending on the size, nature and complexity of the transaction and the type of offering;
- (ii) Fees of any trustee (and fees of trustee's counsel);
- (iii) Fees of letter of credit bank or bond insurer, if applicable (and fees of credit provider's counsel);
- (iv) Fees of rating agency, if applicable;
- (v) Cost of printing and distributing offering materials, if applicable, will depend on schedule, number of pages extent of distribution; and
- (vi) Cost of printing bonds, if applicable.

j. Public Hearing Costs. The applicant will be responsible for all costs of conducting the necessary public hearings, described in Part L of this Manual, which generally involve newspaper charges for publishing the required notices, any rental charges for the hearing location and the cost of stenographic or transcription services, if any, the IDA requires to record minutes of the public hearing.

The IDA will charge \$500.00 if an additional public hearing is necessary.

In a taxable bond issuance, the applicant can use bond proceeds to pay all or part of its transaction costs (subject to any limitations the other parties to the transaction may impose). In a tax-exempt bond issuance, the applicant cannot use more than 2% of the bond proceeds to finance costs of issuance.

C. APPLICATION

Attached to this Manual as Exhibit A is the form of Application the IDA requires all applicants for financial assistance to submit. A complete Application is essential to the determination of whether a proposed project meets the IDA's program objectives and criteria, and to a determination of how best to structure a proposed transaction. By signing and submitting the Application, you are agreeing that you have read and understood the contents of this Manual and have had sufficient opportunity to ask and have answered any questions or concerns concerning its contents. In addition, by signing and submitting your Application, you have agreed to comply with all of the terms of this Manual.

A complete Application is in the best interest of the applicant, as it flags early any potential issues and provides information necessary for drafting the transaction documents. A complete Application not only expedites a transaction, but helps reduce transaction costs as well.

A fully completed EAF (the form of which is attached to the Application) is an integral part of the Application, and no Application will be considered complete unless all questions on the EAF are answered and the form is signed. The significance of the EAF is discussed in Part D of this Manual.

PLEASE NOTE, HOWEVER, THAT YOU SHOULD FIRST SUBMIT A DRAFT OF THE APPLICATION AND EAF TO THE IDA AND REVIEW THE DRAFT WITH THE IDA EXECUTIVE ADMINISTRATOR OR EXECUTIVE DIRECTOR AND/OR ATTORNEY OR THE DIRECTOR OF TIOGA COUNTY ECONOMIC DEVELOPMENT & PLANNING BEFORE SUBMITTING A FINAL APPLICATION.

D. ENVIRONMENTAL ISSUES

1. Environmental Assessment Forms and SEQR. The IDA is a governmental entity that must comply with the New York State Environmental Quality Review Act (“SEQR”) in connection with projects it undertakes. Failure to comply properly with SEQR can result in a determination that the IDA could not properly enter into the transaction, and, in the case of bonds, that the bonds are not duly issued, resulting in the loss of all the financial benefits of IDA participation in a transaction and exposing both the IDA and the applicant to the risk of a lawsuit. Consequently, compliance with SEQR is not merely a paperwork requirement but an essential component of the IDA process, compliance with which is in the best interest of the applicant.

Compliance with SEQR requires the IDA, or another government entity involved in the financing or approval of the project (for example, an entity that must issue a zoning change or a special use permit for the project) to classify the project under SEQR and to determine to what extent environmental quality review may be necessary. The IDA or other “lead agency” must have sufficient information to make its determination, which it obtains in large part from the EAF the applicant submits to the IDA as part of its Application. In the case of many IDA projects, the IDA or other lead agency is able to conclude that the action relating to the project is “unlisted” and that no further environmental review is necessary. However, certain projects will fall within SEQR classifications that will require more extensive environmental quality review, and may involve preparation of an environmental impact statement.

The submission of a fully completed EAF with the Application (and, if any other governmental entity will be involved in the project, identification of that entity and the nature of its involvement, in order to determine which entity must act as lead agency and whether coordinated review of the action is necessary) is essential to the IDA’s involvement in the transaction. The IDA cannot adopt an Inducement Resolution for the project until SEQR’s requirements have been satisfied, and the applicant cannot begin claiming sales tax exemptions on the basis of the IDA’s involvement, or reimburse itself out of bond proceeds for certain expenditures incurred, before the IDA adopts the Inducement Resolution.

2. Environmental Audits. The IDA, in its discretion, may require the applicant to obtain an environmental audit of the real property which is the proposed site of the project. Information the IDA has, from the Application or otherwise, regarding the prior use of the site or its proposed use or the use of neighboring sites may influence its decision. If the applicant prepares or obtains an environmental audit or other environmental review for itself or other parties to the transaction, such as a lender, or if an environmental audit has been prepared (whether by the applicant or a prior owner) in connection with the property within five years before application to the IDA, a copy of such audit must be provided to the IDA.

3. Environmental Compliance and Indemnification. Because the IDA takes either fee title to or some other substantial ownership or control with respect to the real property involved in an IDA transaction, the IDA may be at risk of liability if any environmental problems are present, are discovered or arise at or near the project site. For this reason, any Lease Agreement (or, if applicable, Installment Sale Agreement) between the IDA and the applicant will contain certain environmental representations, warranties, covenants and indemnifications.

In addition, the IDA always requires the applicant to execute an Environmental Compliance and Indemnification Agreement (the “Environmental Agreement”). The IDA also may require any sublessee that is a substantial user or occupant of the project to be a party to the Environmental Agreement and may, in certain circumstances, also require the applicant’s parent corporation or other related entity to be a party to the Environmental Agreement. In a bond transaction involving a mortgage, the trustee (and/or letter of credit bank, if applicable) typically expects to be a party to the Environmental Agreement as an indemnitee, as generally does the lender in a sale-leaseback transaction involving a mortgage.

While the parties to the Environmental Agreement may be negotiable, the basic terms of the Environmental Agreement generally are not.

E. UNIFORM TAX EXEMPTION POLICY

1. General Policy—Case-by-Case Basis

The general policy of the IDA is to grant applicants real property tax abatements well in excess of those provided pursuant to Section 485-b of the Real Property Tax Law, as well as full exemption from sales, use and mortgage recording taxes. In addition, the IDA may grant enhanced benefits, including a modification of the uniform real property tax abatement schedule under Section 2, below, on a case-by-case basis for a project expected to have a significant effect on the locality where the project will be sited. The IDA considers the following factors in granting such enhanced benefits, no one of which is determinative:

- The nature of the proposed project (e.g., manufacturing, commercial, civic)
- The nature of the property before the project begins (e.g., vacant land, vacant buildings)
- The economic condition of the area at the time of the application
- The extent to which a project will create or retain permanent, private sector jobs
- The estimated value of tax exemptions to be provided
- The impact of the project and the proposed tax exemptions on affected tax jurisdictions
- The impact of the proposed project on existing and proposed businesses and economic development projects in the vicinity
- The amount of private sector investment generated or likely to be generated by the proposed project
- The likelihood of completing the proposed project in a timely fashion
- The effect of the proposed project upon the environment
- The extent to which the proposed project will require the provision of additional services including, but not limited to, additional educational, transportation, police, emergency medical or fire services
- The extent to which the proposed project will provide additional sources of revenue for municipalities and school districts in which the project is located
- The extent to which the proposed project will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the project is located

- (Civic facility projects only) The extent to which the proposed project encourages charitable entities to locate within the municipality in which the project is located.

The decision as to whether to deviate from the uniform tax exemption policy in light of the foregoing factors is within the sole discretion of the IDA as authorized by New York law.

2. Real Property Tax Abatements

A. All projects, unless deviation is approved on the basis of the factors listed in “1. General Policy—Case-by-Case Basis”, shall pay to the IDA, in lieu of real property taxes, including Village, Town, County and School taxes, the following amounts:

1st Year	0% of real property taxes otherwise due with respect to the project
2nd Year	10% of real property taxes otherwise due with respect to the project
3rd Year	20% of real property taxes otherwise due with respect to the project
4th Year	30% of real property taxes otherwise due with respect to the project
5th Year	40% of real property taxes otherwise due with respect to the project
6th Year	50% of real property taxes otherwise due with respect to the project
7th Year	60% of real property taxes otherwise due with respect to the project
8th Year	70% of real property taxes otherwise due with respect to the project
9th Year	80% of real property taxes otherwise due with respect to the project
10th Year	90% of real property taxes otherwise due with respect to the project
11th Year	100% of real property taxes otherwise due with respect to the project

B. Under New York law, no project shall be exempt from special assessments or special ad valorem levies, including with respect to fire, water, ambulance, garbage and sewer districts and the like.

C. Where there is an existing facility and the owner of the existing facility requests tax abatement under this policy for additional construction and/or renovation, the tax abatement shall apply only to the additional assessed value of the construction/renovation.

3. Sales Tax Exemptions

A. All purchases with respect to the acquisition, construction, renovation or equipping of a project will be exempt from sales tax during the initial construction, renovation or equipping of that facility. Such sales tax exemption shall cease upon completion of such construction, renovation or equipping or upon the expiration of one year, whichever occurs first.

B. The applicant shall file all necessary documents required by the New York State Department of Taxation and Finance and shall forward copies of the same to the IDA.

C. Any recapture, described below, shall include the value of such sales tax exemptions.

D. Deviations may be made from the policy on a case-by-case basis according to the factors set forth in “1. General Policy—Case-by-Case Basis”.

E. Please review Part J of this Manual pertaining to the obligations of the applicant and the IDA with respect to sales tax exemption.

4. Mortgage Recording Tax Exemption.

A. All projects may be granted mortgage recording tax exemptions for all security documents recorded within one year from the date of the closing for all project-related transactions.

B. Any recapture, described below, shall include the value of such mortgage recording tax exemptions.

C. Deviations may be made from the policy on a case-by-case basis according to the factors set forth in “1. General Policy—Case-by-Case Basis”.

5. Recapture of Benefits

A. The IDA will recapture tax exemption benefits provided and distribute the taxes proportionately to the relevant taxing authorities in relation to the taxes abated if any events set forth in subparagraph 5.B. below occur.

B. Recapture of benefits will be determined on a case by case basis in light of such factors as sale or closure of the facility, significant employment reductions from those projected by the applicant, significant change in use of the facility (including to a use in which Industrial Development Agencies are prohibited from engaging), or any other significant change in the business activities of the applicant.

C. If any event occurs requiring a recapture, the following schedule shall be used for the recapture of tax abatement:

Event Occurs:	Recovery:
Within 1 year after PILOT Agreement effective date	100%
Within 2 years	75%
Within 3 years	50%
Within 4 years	25%
After 4 years	0%

6. Payment of PILOT

A. All PILOT payments received will be distributed to the relevant taxing authorities in proportion to the share each would have received had the parcel not been exempt, except as set forth below.

B. In cases where a municipality expends capital funds for the establishment of a project (e.g., sewer and water connections), the taxing jurisdiction expending the capital funds shall receive 50% of all PILOT payments received until such time as the municipality is fully reimbursed or the PILOT period has expired. In cases of recapture, the municipality shall receive 50% of the monies recaptured. In cases where more than one municipality has made a capital expenditure, the

municipalities shall share proportionately in the PILOT or recapture amounts received in relation to the amount expended by each municipality.

C. In cases where the IDA has obtained financing from grant projects such as Empire State Development or the New York State Department of Economic Development and is under obligation to repay such financing, the IDA reserves the right to use any or all PILOT payments or recapture payments for repayment of such debt.

D. In all other cases in which the IDA determines that a deviation from the PILOT payment policy is necessary to the project, such deviation from this policy shall be made in accordance with the laws of the State of New York.

7. Sole Discretion of IDA; Advisement by Taxing Authorities

The IDA shall notify all taxing authorities prior to extending tax-exempt status to a project, and prior to any recapture of benefits. All final decisions, however, shall be within the sole discretion of the IDA and shall be made in accordance with the laws of New York State.

8. Local Labor

The IDA's goal is to maximize the use of local labor for projects receiving financial assistance.

F. LIENS/PAYMENT AND PERFORMANCE BONDS

The applicant is required, under the terms of the transaction documents for any type of IDA transaction, to keep the project free and clear of all mechanics', materialmen's or other types of liens by reason of any labor, services or materials rendered or supplied or claimed to have been rendered or supplied with respect to all or any part of the project. Mechanics' liens must be discharged or bonded within thirty (30) days of their filing or perfection.

The IDA may, in certain situations, require the applicant to post a payment bond to ensure payment of all materialmen and suppliers, subcontractors and workers with respect to the project. The IDA also may, in certain circumstances, require the applicant to provide a performance bond to ensure the lien-free completion of the project. The IDA may, in some cases, require both. The IDA makes the determination whether to require payment and/or performance bonds on a case-by-case basis, considering factors such as the nature and financial strength of the applicant and the type and cost of construction. Whether or not the IDA requires a payment and/or performance bond, any lender involved in financing the project may require the applicant to post such bonds.

Nothing in this section shall limit the ability of the applicant to properly contest any such lien provided the applicant indemnifies, defends and holds harmless the IDA for any claims, demands or actions arising out of such liens.

G. AFFIRMATIVE ACTION/NOTICE OF JOBS

IDAs are required by law to ensure equal employment opportunities without discrimination for all employment opportunities created as a result of an IDA-financed project. To this end, such new employment opportunities must be listed by the applicant with the New York State Department of Labor, Community Services Division and the Job Training Partnership Act (“JTPA”) Service Delivery Area, unless prohibited by a collective bargaining or other labor or employment agreement to which the applicant (or, if the applicant will not be the principal user of the facility, such principal user) is a party.

The appropriate offices to be contacted are:

**Department of Labor
Regional Office**

Southern Tier Region
Bruce Glazier
Glendale Technology Park
2001 Perimeter Drive East, Suite 3
Endicott, N.Y. 13760-3700
Telephone: (607) 741-4500
Fax: (607) 741-4569

JTPA Service Delivery Area

Tioga County
Office of Employment and Training
Telephone: (607) 687-8500
Fax: (607) 687-7759

Except if a collective bargaining or other agreement provides otherwise, the entity creating such new employment opportunities should first consider hiring eligible job applicants who are subsequently referred by these agencies.

The IDA will require a special covenant in the Lease Agreement, Installment Sale Agreement or other appropriate agreement requiring the applicant to comply with foregoing requirement. If the applicant will not be the principal user of the project, the applicant must pass this requirement on to its sublessee(s) who will use the project. The applicant (or other user, if applicable) will be responsible to contact the appropriate agencies listed above and to receive and consider for hiring those eligible applicants referred by such agencies.

H. [RESERVED]

I. INSURANCE REQUIREMENTS

Because of the ownership interest it takes in projects, the IDA requires applicants to provide certain insurance coverage in favor of the IDA. The specific insurance requirements for a transaction will vary depending upon the size of and nature of the transaction and the nature of the project. The insurance requirements for each transaction will be detailed in the Lease Agreement (or Installment Sale Agreement) for that transaction. In general, at least the following types and coverages are required by the IDA:

1. Property Damage. Insurance against loss or damage by fire, lightning and other casualties customarily insured against, with a uniform standard extended coverage endorsement, in an amount not less than the full replacement value of the completed project, exclusive of footings and foundations, as determined by a recognized appraiser or insurer selected by the applicant. If bonds are issued, coverage must be in an amount at least equal to the principal amount of the bonds. During the period the project is under construction, such policy shall be written in the so-called "Builder's Risk Form" and shall contain a provision granting the insured permission to complete and/or occupy.
2. Workers' Compensation. Workers' compensation insurance, disability benefits insurance and each other form of insurance which the applicant is required by law to provide, covering loss resulting from injury, sickness, disability or death of employees of the applicant who are located at or assigned to the project site.
3. Liability. Insurance protecting the IDA and the applicant against loss or losses from liability imposed by law or assumed in any written contract (including the contractual indemnifications the applicant will make in favor of the IDA in the transaction documents) and arising from personal injury, including bodily injury or death, or damage to the property of others caused by an accident or other occurrence, with a limit of liability to be determined by the IDA depending on the nature and size of the project, but as a general rule not less than \$1,000,000 per occurrence and \$3,000,000 in the aggregate (combined single limit or equivalent for personal injury, including bodily injury or death, and property damage) and with a blanket excess liability coverage in an amount to be determined by the IDA depending on the nature and size of the project, but as a general rule not less than \$5,000,000 combined single limit or equivalent, protecting the IDA and the applicant against any loss or liability or damages for personal injury, including bodily injury or death, or property damage. This coverage shall also be in effect during the period the project is under construction.
4. Flood Insurance. A policy or policies of flood insurance in an amount not less than (i) the principal amount of the bonds (if bonds are issued) or the mortgage amount (if the project is mortgaged), or (ii) the maximum amount of flood insurance available with respect to the project under the Flood Disaster Protection Act of 1973, as amended, whichever is less. This requirement will be waived upon presentation of evidence satisfactory to the IDA that no portion of the real property on which the project is located is within an area identified by the U.S. Department of Housing and Urban Development as having special flood hazards.
5. Contractor's Liability Insurance. During the period the project is under construction (and for at least one year thereafter in the case of Products and Completed Operations, as set forth

below), the Company shall cause the general contractor to carry liability insurance of the type and providing the minimum limits set forth below:

(i) Workers' compensation and employer's liability with limits in accordance with applicable law.

(ii) Comprehensive general liability providing coverage for:

Premises and Operations
Products and Completed Operations
Owners Protective
Contractors Protective
Contractual Liability
Personal Injury Liability
Broad Form Property Damage
(including completed operations)
Explosion Hazard
Collapse Hazard
Underground Property Damage Hazard

Such insurance shall have a limit of liability to be determined by the IDA depending on the size and nature of the project, but generally not less than \$1,000,000 per occurrence and \$3,000,000 in the aggregate (combined single limit for personal injury, including bodily injury or death, and property damage).

(iii) Comprehensive auto liability, including all owned, non-owned and hired autos, with a limit of liability to be determined by the IDA depending on the size and nature of the project, but generally not less than \$3,000,000 (combined single limit for personal injury, including bodily injury or death, and property damage).

(iv) Excess "umbrella" liability providing liability insurance in excess of the coverages in (i), (ii) and (iii) above with a limit to be determined by the IDA depending on the size and nature of the project, but generally not less than \$5,000,000.

You should be aware that any lender involved in a transaction, or any other party (like a letter of credit bank) that takes a mortgage or security interest in the project may impose additional insurance requirements.

J. SALES TAX EXEMPTION POLICY

The IDA's general policy regarding sales tax exemptions is described in the Uniform Tax Exemption Policy contained in Part E of this Manual. The purpose of this Part is to explain the timing and procedure for claiming the sales tax exemption.

The applicant cannot begin to claim the sales tax exemption until (i) the IDA has passed its Inducement Resolution, which it cannot do until it has received a completed application and all SEQR requirements have been complied with, as described in Part C of this Manual; (ii) the applicant has executed the Inducement Agreement with the IDA, and (iii) the IDA has issued its "agency appointment letter" (sometimes called the "sales tax letter"). Accordingly, the applicant should not enter into contracts or purchase orders until these steps have occurred. In the case of long lead-time items that the applicant feels it must order before inducement, it may in some circumstances be possible to amend the contracts or purchase orders to reflect the applicant's designation as agent of the IDA. The applicant should consult Bond Counsel regarding any necessary amendments.

After the IDA has issued the sales tax letter to the applicant (the general form of which is attached to this Manual as Exhibit B), the applicant will present each of its suppliers, contractors or vendors with a copy of the letter and a completed "Contractor Exempt Purchase Certificate" (NYS Form ST-120.1) (the general form is attached to this manual as part of Exhibit B). Contracts, purchase orders and invoices should reflect that the applicant (or its agents, subagents, contractors or subcontractors, as applicable), acted as agent of the IDA in making the purchase or entering the contracts. After inducement, Bond Counsel will send you suggested sales tax language to be inserted in your bidding documents, contracts and purchase orders.

Within thirty days of the date the agency designation is made, the IDA is required to file a completed "IDA Appointment of Project Operator or Agent" (NYS Form ST-60) which form must include: a brief description of the goods and/or services intended to be exempted from sales tax; a rough estimate of the value of the goods and/or services to which the appointment relates; and the effective dates of the exemption. Unless otherwise extended by the IDA, an agency designation will only last one year.

You should be aware that the New York State General Municipal Law requires you to file an annual statement with the New York State Department of Taxation and Finance regarding the value of sales tax exemptions you, your agents, consultants or subcontractors have claimed pursuant to the authority the IDA confers upon you. The penalty for failure to file such statements is the removal of your authority to act as the IDA's agent, and the consequent inability to claim exemption from sales tax.

You also should be aware that if, for any reason, the IDA transaction never closes, you will be liable for payment of the sales tax (if applicable and you are not otherwise exempt) on all materials and equipment purchased.

K. ADDITIONAL PROJECT POLICIES

1. Extra-Territorial Projects. The IDA will not undertake any project outside or partially outside the boundaries of Tioga County unless the portion of the project outside Tioga County is contiguous with the portion of the project inside Tioga County AND the governing bodies of all other municipalities in which any part of the project is located consent in writing before the time of inducement.

2. Zoning and Planning. The IDA requires compliance with all local zoning and planning regulations for all projects it undertakes and in which it participates. The IDA also takes into consideration regional and local comprehensive land use plans and state designated urban cultural management plans.

3. Anti-Raid. The IDA will not provide financial assistance to any project if the completion thereof would result in the removal of a facility or plant of the project occupant from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the project occupant located in another area of the State, unless the IDA determines, based on the application before it, that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the State or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

L. PUBLIC HEARINGS

New York law requires the IDA to hold a public hearing for all projects it undertakes (including sale-leasebacks, taxable bonds and refinancing of projects it closed before the effective date of the law in question) in which the projected value of the IDA's involvement (considering bond amount, if any, mortgage tax exemption, sales and use tax exemptions and real property tax abatements) exceeds \$100,000. The public hearing must be held after at least 10 days public notice, copies of which must be sent to the chief executive officer of each municipality and school district within which the project will be located, and must be held at a location in the municipality in which the project will be located. Consequently, the IDA will not be able to conduct public hearings at its usual meeting place for projects located in another city, town or village, and may have to rent a hearing location, at the applicant's expense.

The Notice of Public Hearing must contain a general, functional description of the project, describe the prospective location of the project, identify the initial owner, operator or manager of the project and generally describe the type of financial assistance the IDA proposes to provide.

The IDA will designate a hearing officer to conduct the public hearing and record the minutes. For projects which are controversial and/or for which the IDA expects a substantial attendance, it may require the presence of a stenographer or other transcription service to record the minutes, at the applicant's expense.

M. CONDITIONS TO SCHEDULING CLOSINGS

As a general rule, the IDA will not schedule a closing date unless Bond Counsel has received all of the items listed below. However, the IDA may waive this requirement if it determines, in its sole discretion, that circumstances warrant the scheduling of a closing date before Bond Counsel receives the listed items, and the applicant makes arrangements to provide the listed items to Bond Counsel in sufficient time to review before closing.

1. Instrument survey of the real property to be conveyed to the IDA, prepared within six months before the proposed closing date, and certified to the IDA and any other parties in the transaction that may require certification (such as the trustee, letter of credit bank, other lender, etc.). See Part B, item 2(e) of this Manual.
2. Title insurance policy insuring the fee interest of the IDA in the real property (any party to the transaction taking a mortgage on the property is likely to require a mortgagee title policy as well). See Part B, item 2(f) of this Manual.
3. Applicant's Certificate of Incorporation certified by the New York Secretary of State (or analogous organizational document).
4. By-Laws of the applicant (or analogous organizational document).
5. List of officers and date of election to office (or analogous information regarding principals of applicant).
6. Names of officers (or other principals) executing the required documents.
7. Certificates of good standing relating to the applicant from the New York Secretary of State and Tax Commission, as applicable.
8. List of the equipment and other personal property to be acquired and installed in the project (to serve as Exhibit B to Lease Agreement or Installment Sale Agreement).
9. Certificates of insurance evidencing the insurance required by Section 6.4 of the Lease Agreement or Installment Sale Agreement (summarized in Part I of this Manual).
10. For Tax-Exempt bonds Only -- Tax Compliance Agreement (to be prepared by Bond Counsel in conjunction with applicant), in particular (with respect to small issue manufacturing bonds):

- | | | |
|----------------|----|--|
| Schedule A | -- | Use of bond proceeds |
| | -- | Summary of Use of bond proceeds |
| | -- | Form of Accountant's Letter |
| Schedule B | -- | Prior Issues and Capital Expenditures |
| Schedule C1-C5 | -- | Useful Lives of Assets and Average Bond Maturity |

Schedule D -- Estimated Withdrawals from the Construction Fund

Schedule E -- \$40 Million Limitation

11. Copies of all contracts relating to the acquisition, construction and equipping of the project.
12. Copy of proposed subleases.
13. Bond Counsel and Agency Counsel also may require items listed in 3, 4, 5 and 7 for sublessees, guarantors or other entities involved in the transaction.

Please be aware that any lender may require special items not included on this list.

N. PROCEDURES FOR IDA TRANSACTIONS AND PARTIES RESPONSIBLE

Unless otherwise indicated below, the following steps apply to all IDA transactions.

The Commitment Letter/Term Sheet (item 3) and, in the case of a tax-exempt bond issue, the Bond Counsel Questionnaire (item 5) contain information crucial to the structure of the transaction. No drafting of documents can begin until Bond Counsel has received and reviewed these documents. Many of these steps will occur concurrently.

1. Application and EAF must be submitted to IDA.
(Applicant's responsibility)
2. SEQR Approval Process.
(Applicant's responsibility, with assistance of IDA)
3. Commitment Letter/Term Sheet from Bank or underwriter.
(Applicant's responsibility)
4. Apply for additional volume cap allocation from State if necessary. **[Tax-Exempt bonds Only]**
(IDA's and Bond Counsel's responsibility)
5. Submit Bond Counsel Questionnaire to Bond Counsel. **[Tax-Exempt bonds Only]**
(Applicant's responsibility)
6. Phase I Audit may be required by IDA.
(Applicant's responsibility—requires a minimum of 2 weeks to prepare)
7. Survey.
(Applicant's responsibility)
8. Title Insurance.
(Applicant's responsibility)
9. Public Notice (at least 10 days prior to hearing in the case of any type of IDA transaction).
(Bond Counsel or Agency Counsel will prepare. IDA will schedule hearing and publish notice.)
10. Public Hearing.
(IDA will schedule at least 10 days after Public Notice was published.)
11. Inducement Resolution.
(Bond Counsel or Agency Counsel will prepare. IDA will schedule meeting.)
12. Inducement Agreement.
(Bond Counsel or Agency Counsel will prepare.)

13. Agency Appointment (Sales Tax) Letter issued by IDA.
(Bond Counsel or Agency Counsel will prepare.)
14. Transition and closing documents are circulated.
(Bond Counsel's responsibility. First drafts generally will be circulated 7-10 days after receipt by Bond Counsel of Commitment Letter/Term Sheet and, in the case of Tax-Exempt bonds, completed Bond Counsel Questionnaire.)
15. Present Resolution for "Applicable Elected Representative" (i.e., Tioga County Legislature) to consider. **[Tax-Exempt bonds Only]**
(Bond Counsel will prepare the resolution. IDA will coordinate.)
16. Bond Resolution or, in the case of a Sale-Leaseback, Final Authorizing Resolution.
(Bond Counsel or Agency Counsel will prepare form of Bond Resolution.)
17. Closing.
(Bond Counsel will coordinate. Company must provide for attendance of title company to mark up title insurance policy and record documents.)

NOTE: Depending on how the bonds, if any, are offered and sold, additional steps may need to be required, such as printing and mailing of Preliminary Official Statement (or other preliminary offering documents) and Official Statement (or other final offering documents), printing bonds, sending letters of representation and final bonds to DTC, etc. If bonds are to be rated, approval of the rating agency needs to be obtained. Provided that the applicant furnishes all necessary items in a timely fashion and the project does not present any unexpected or complex real estate, environmental or permitting issues or require prolonged negotiations, a sale-leaseback transaction generally can close within 4-6 weeks after submission of an application. The typical time frame for a bond issue is at least 60 days from submission of the application, but often is longer depending on the complexity of the project, whether the bonds will be rated, the amount of time needed to market the bonds, whether the project (in a tax-exempt bond issue) has any complicated tax issues, and the degree of coordination necessary with any non-IDA financing of the project.

O. SALE-LEASEBACK TRANSACTIONS

A “sale-leaseback” transaction is one in which the IDA takes title to or control of real property from the applicant, and leases it (together with the other components of the project) back to the applicant for a period of time (or sells it to the applicant on an installment sale basis). At the end of the term, the IDA re-conveys the property to the applicant for a minimal price (usually \$1.00), plus payment of the IDA’s expenses. In some transactions, the applicant subleases all or part of the project to a related entity or an unrelated third party.

The primary financial advantages to an applicant of a sale-leaseback transaction are exemption from sales and use taxes for equipment, machinery, building materials and other personal property acquired or used in connection with the construction and equipping of the project, and real property tax abatements provided pursuant to the PILOT Agreement. The lease or sale term is negotiated by the IDA and the applicant and may be influenced by the terms of any conventional financing that the transaction will involve. The real property tax abatements under the PILOT Agreement cannot extend beyond the term of the Lease Agreement or Installment Sale Agreement.

Some sale-leasebacks are closed in conjunction with conventional bank financing of a project. The IDA, as fee owner, is a party to the mortgage, which permits the recording of the mortgage without the payment of mortgage recording tax.

The usual documentation in a sale-leaseback transaction in which no financing is involved is listed below. After the transaction closes, Transaction Counsel will prepare a “closing book” for all parties containing this documentation. With the exception of the sublease agreement, if any (which Company Counsel prepares), the instrument survey and the title report, which the applicant provides, and the PILOT Agreement, which Agency Counsel prepares, Transaction Counsel prepares the documents listed.

Typical Sale-Leaseback Documentation

1. IDA’s Inducement Resolution.
2. Inducement Agreement between applicant and IDA.
3. Deed from the applicant to the IDA relating to the real property conveyed.
4. Bill of Sale from the applicant to the IDA relating to the personal property conveyed.
5. Lease Agreement between IDA and applicant (and a Memorandum of Lease, which is the summary document that is recorded with the County Clerk) (or Installment Sale Agreement, if applicable).
6. Sublease agreement between applicant and any sublessee (if applicable).
7. Environmental Compliance and Indemnification Agreement among the IDA, the applicant, and any other party the IDA may require (such as a parent corporation or a sublessee).
8. PILOT Agreement between the applicant and the IDA (and, if applicable, any taxing authorities).
9. IDA’s Final Authorizing Resolution.
10. Closing Certificate of the IDA.

11. Closing Certificate of the applicant (with typical attachments being the applicant's organizational documents, authorizing resolutions, and evidence of the required insurance coverage).
12. Closing Certificate of the sublessee (if applicable and if required by Transaction Counsel or Agency Counsel, as when, for example, the sublessee is a party to the Environmental Compliance and Indemnification Agreement).
13. Opinion of Company Counsel.
14. Opinion of Agency Counsel.
15. Opinion of Transaction Counsel.
16. Application for Real Property Tax Exemption (Form RP-412-a) (filed with Town Assessor and all affected tax jurisdictions with a copy of the PILOT Agreement within 15 days after PILOT Agreement signed).
17. Title Policy.
18. Survey.
19. Notice of Minutes and Public Hearing.

If a lender provides financing in connection with the project, the transaction will include any additional documentation required by the lender (which lender's counsel will prepare, with the possible exception of the form of mortgage, which Transaction Counsel sometimes may prepare because the IDA is a party). Typical lender documents may include:

1. Promissory Note.
2. Loan Agreement/Building Loan Contract.
3. Mortgage and/or Security Agreement (usually combined in one document if real property interest taken as security) and related UCC financing statements.
4. Guaranty of any corporate parent, principal shareholder or other entity the lender may require.
5. Assignment of Leases and Rents (and/or Assignment of Subleases and Rents).
6. Mortgage Tax Affidavit.

P. TAXABLE BONDS

In a taxable bond transaction, the IDA issues its taxable bonds to provide all or part of the costs of acquiring, constructing and/or renovating and equipping the project. The IDA contemporaneously enters into a Lease Agreement or Installment Sale Agreement to lease or sell the project to the applicant. The Lease Agreement or Installment Sale Agreement obligates the applicant to make certain basic payments (i.e., the payments to be used to pay the principal of, premium, if any, and interest on the bonds as and when the same shall be due and payable). The applicant is entitled to acquire from the IDA title to the project for an aggregate amount equal to the amount required to retire the bonds, plus certain additional amounts. In some transactions, the applicant subleases all or part of the project to a related entity or an unrelated third party.

One financial advantage to the applicant of a taxable bond is the availability of the bond proceeds to pay project costs. Other financial advantages include exemption from sales and use taxes for equipment, machinery, building materials and other personal property acquired or used in connection with the construction and equipping of the project and real property tax abatements provided pursuant to a PILOT Agreement. The real property tax abatements under the PILOT Agreement cannot extend beyond the term of the Lease Agreement or Installment Sale Agreement.

The IDA pledges and assigns to the trustee or the bond purchaser, as applicable, its rights under the Lease Agreement or Installment Sale Agreement (except certain enumerated unassigned rights, such as indemnities), and the applicant makes payments directly to the trustee or bond purchaser. Payment of the principal, redemption premium, if any, and interest on the bonds generally is secured by a mortgage on the real property, which generally also encompasses a security interest in the equipment and personal property that is part of the project or, if the transaction involves equipment only, a security agreement covering the equipment. The IDA, as fee owner, is a party to any mortgage, which permits the recording of the mortgage without payment of mortgage recording tax.

The applicant, and often its principal shareholders or its parent corporation (or analogous principals), also generally is required to execute a guaranty of payment of principal, redemption price, if any, and interest on the bonds and performance by the applicant of its obligations under the various financing documents. The guaranty often includes certain negative and affirmative covenants relating to, for example, maintenance of defined financial ratios and lien free completion of the project.

The bond purchaser or the provider of any credit enhancement such as a letter of credit or bond insurance may require additional collateral, depending of the creditworthiness of the applicant, including pledges of accounts receivable and inventory, assignments of life insurance proceeds and assignments of sublease rentals. If the bonds are to be rated, the rating agency may impose certain requirements as well.

The applicant is responsible for arranging for the purchase of the bonds. This may be accomplished by identifying a single purchaser (such as a financial institution or a related company), working with a placement agent to arrange a private placement of the bonds, or working with an underwriter to arrange for a public offering of the bonds.

The usual documentation in a fixed-rate taxable bond transaction, with a trustee and no credit enhancement, is listed below. After the transaction closes, Bond Counsel will prepare a “closing book” for all parties containing this documentation. With the exception of the sublease agreement, if any (which Company Counsel prepares); the instrument survey and the title report, which the applicant provides; the bond purchase agreement or bond placement agreement, as applicable, the preliminary and final official statement or placement memorandum, as applicable, the Blue Sky memorandum and the legal investment survey, which underwriter’s or placement agent’s counsel prepares; and the PILOT Agreement, which Agency Counsel prepares, Bond Counsel prepares the documents listed:

Typical Taxable Bond Documents

1. IDA’s Inducement Resolution.
2. Inducement Agreement between applicant and IDA.
3. Deed from the applicant to the IDA relating to the real property conveyed.
4. Bill of Sale from the applicant to the IDA relating to the personal property conveyed.
5. Indenture of Trust between the IDA and the trustee, with form of bond.
6. Lease Agreement (or Installment Sale Agreement) between IDA and applicant (and a Memorandum of Lease or Memorandum of Installment Sale which is the summary document that is recorded with the County Clerk).
7. Pledge and Assignment from IDA to trustee, with acknowledgment by the applicant.
8. Bond placement agreement or bond purchase agreement among the applicant, the IDA and the underwriter or placement agent outlining the parties’ respective obligations relating to the sale of the bonds.
9. Sublease agreement between the applicant and any sublessee, if applicable.
10. Mortgage and Security Agreement (or, in an equipment-only deal, Security Agreement) from the IDA (and in some cases, the applicant as well) to the trustee.
11. Guaranty from the applicant and any other guarantors to the trustee.
12. Environmental Compliance and Indemnification Agreement among the IDA, the trustee, the applicant, and any other party the IDA may require (such as a parent corporation or a sublessee).
13. PILOT Agreement between the applicant and the IDA (and, if applicable, any taxing authorities).
14. Preliminary Private Placement Memorandum (private placement) or Preliminary Official Statement (public offering).
15. Private Placement Memorandum (private placement) or Official Statement (public offering).
16. Bond Resolution of the IDA.
17. Closing Certificate of the IDA.
18. Closing Certificate of the applicant (with typical attachments being the applicant’s organizational documents, authorizing resolutions, and evidence of the required insurance coverage).

19. Closing Certificate of any guarantor (with typical attachments being the guarantor's organizational documents and authorizing resolutions).
20. Closing Certificate of any sublessee (if applicable and if required by Bond Counsel, as when, for example, the sublessee is a party to the Environmental Compliance and Indemnification Agreement).
21. Certificate of trustee.
22. Request and Authorization of IDA to trustee to authenticate and deliver the bonds.
23. Trustee's Certificate of receipt and delivery of bonds.
24. Placement agent's or underwriter's, as applicable, receipt for the bonds.
25. Rating Agency Letter, if bonds are to be rated.
26. Letter of representations and eligibility questionnaire to the Depository Trust Company, if bonds are book-entry-only.
27. Opinion of Agency Counsel.
28. Opinion of Company Counsel.
29. Opinion of counsel to any guarantor.
30. Opinion of Bond Counsel.
31. Opinion of trustee's counsel.
32. Blue Sky memorandum (outlining the ability to sell the bonds in various states) (if placement agent or underwriter requests).
33. Legal investment survey (outlining the legality for the bonds investment for certain types of institutions) (if placement agent or underwriter requests).
34. Notice of Lending.
35. Application for Real Property Tax Exemption (Form RP-412-a) (filed with Town Assessor and all affected tax jurisdictions with a copy of the PILOT Agreement within 15 days after PILOT Agreement is signed).
36. Title Policy.
37. Survey.
38. UCC Financing Statements.
39. Notice and Minutes of Public Hearing.

If the transaction involves a single bond purchaser and no trustee, item 5 will be a bond purchase agreement among the bond purchaser, the IDA and the applicant, items 7, 10 and 11 will run to the bond purchaser instead of the trustee, the bond purchaser will be a party to item 12, items 8, 14, 15, 21, 22, 23, 31, 32 and 33 generally will not apply, and the bond purchaser will execute item 24.

If the bonds are secured by a letter of credit, the following additional documentation normally will be present, which the letter of credit bank's counsel will prepare:

1. Reimbursement Agreement;
2. Letter of Credit; and
3. Any additional documentation the letter of credit bank requires.

The letter of credit bank also may be named as a party to the Mortgage and the Guaranty.

Q. TAX-EXEMPT BONDS

Although tax-exempt bonds generally carry a more favorable interest rate and better marketability than taxable bonds, they also require compliance with more conditions and impose greater restrictions on use of proceeds and use of the project than do taxable bonds.

In a tax-exempt bond transaction, the IDA issues its tax-exempt bonds to provide all or part of the costs of acquiring, constructing and/or renovating and equipping the project. The IDA contemporaneously enters into a Lease Agreement or Installment Sale Agreement to lease or sell the project to the applicant. The Lease Agreement or Installment Sale Agreement obligates the applicant to make certain basic payments (i.e., the payments to be used to pay the principal of, premium, if any, and interest on the bonds as and when the same shall be due and payable). The applicant is entitled to acquire from the IDA title to the project for an aggregate amount equal to the amount required to retire the bonds, plus certain additional amounts. In some transactions, the applicant subleases all or part of the project to a related entity or an unrelated third party.

One financial advantage to the applicant of a tax-exempt bond is the availability of the bond proceeds to pay project costs. Other financial advantages include exemption from sales and use taxes for equipment, machinery, building materials and other personal property acquired or used in connection with the construction and equipping of the project and real property tax abatements provided pursuant to a PILOT Agreement. The real property tax abatements under the PILOT Agreement cannot extend beyond the term of the Lease Agreement or Installment Sale Agreement.

The IDA pledges and assigns to the trustee or the bond purchaser, as applicable, its rights under the Lease Agreement or Installment Sale Agreement (except certain enumerated unassigned rights, such as indemnities), and the applicant makes payments directly to the trustee or bond purchaser. Payment of the principal, redemption premium, if any, and interest on the bonds generally is secured by a mortgage on the real property, which generally also encompasses a security interest in the equipment and personal property that is part of the project or, if the transaction involves equipment only, a security agreement covering the equipment. The IDA, as fee owner, is a party to any mortgage, which permits the recording of the mortgage without payment of mortgage recording tax.

The applicant, and often its principal shareholders or its parent corporation (or analogous principals), also generally is required to execute a guaranty of payment of principal, redemption price, if any, and interest on the bonds and performance by the applicant of its obligations under the various financing documents. The guaranty often includes certain negative and affirmative covenants relating to, for example, maintenance of defined financial ratios and lien free completion of the project.

The bond purchaser or the provider of any credit enhancement such as a letter of credit or bond insurance may require additional collateral, depending of the creditworthiness of the applicant, including pledges of accounts receivable and inventory, assignments of life insurance proceeds and assignments of sublease rentals. If the bonds are to be rated, the rating agency may impose certain requirements as well.

The applicant is responsible for arranging for the purchase of the bonds. This may be accomplished by identifying a single purchaser (such as a financial institution or a related company), working with a placement agent to arrange a private placement of the bonds, or working with an underwriter to arrange for a public offering of the bonds.

The applicant will be required to submit a Bond Counsel Questionnaire at the initial stage of the transaction so that Bond Counsel can determine whether and to what extent tax-exempt bonds can be used to finance all or part of the project. The applicant and the IDA will be required to sign a Tax Compliance Agreement (“TCA”) that contains extensive covenants and representations designed to ensure compliance with all the relevant provisions of the Internal Revenue Code (the “Code”). The TCA contains covenants and representations with respect to authorization and public approval, use and investment of bond proceeds, certain activities of “Related Persons,” compliance with limitations as to amounts of issues, maturity of bonds, federal guarantees and other relevant tax concerns.

The usual documentation in a fixed-rate tax-exempt bond transaction, with a trustee and no credit enhancement, is listed below. After the transaction closes, Bond Counsel will prepare a “closing book” for all parties containing this documentation. With the exception of the sublease agreement, if any (which Company Counsel prepares); the instrument survey and the title report, which the applicant provides; the bond purchase agreement or bond placement agreement, as applicable, the preliminary and final official statement or private placement memorandum, as applicable, the Blue Sky memorandum and the legal investment survey, which underwriter’s or placement agent’s counsel prepares; and the PILOT Agreement, which Agency Counsel prepares, Bond Counsel prepares the documents listed:

Typical Tax-Exempt Bond Documents

1. IDA’s Inducement Resolution.
2. Inducement Agreement between applicant and IDA.
3. Deed from the applicant to the IDA relating to the real property conveyed.
4. Bill of Sale from the applicant to the IDA relating to the personal property conveyed.
5. Indenture of Trust between the IDA and the trustee, with form of bond.
6. Lease Agreement (or Installment Sale Agreement) between IDA and applicant (and a Memorandum of Lease or Memorandum of Installment Sale which is the summary document that is recorded with the County Clerk).
7. Pledge and Assignment from IDA to trustee, with acknowledgment by the applicant.
8. Bond Placement Agreement or Bond Purchase Agreement among the applicant, the IDA and the underwriter or placement agent outlining the parties’ respective obligations relating to the sale of the bonds.
9. Sublease Agreement between the applicant and any sublessee, if applicable.
10. Mortgage and Security Agreement (or, in an equipment-only deal, Security Agreement) from the IDA (and in some cases, the applicant as well) to the trustee.

11. Guaranty from the applicant and any other guarantors to the trustee.
12. Environmental Compliance and Indemnification Agreement among the IDA, the trustee, the applicant, and any other party the IDA may require (such as a parent corporation or a sublessee).
13. Tax Compliance Agreement signed by the IDA and the applicant.
14. PILOT Agreement between the applicant and the IDA (and, if applicable, any taxing authorities).
15. Preliminary Private Placement Memorandum (private placement) or Preliminary Official Statement (public offering).
16. Private Placement Memorandum (private placement) or Official Statement (public offering).
17. Bond Resolution of the IDA with all elections necessary with respect to bonds.
18. Closing Certificate of the IDA.
19. Closing Certificate of the applicant (with typical attachments being the applicant's organizational documents, authorizing resolutions, and evidence of the required insurance coverage).
20. Closing Certificate of any guarantor (with typical attachments being the guarantor's organizational documents and authorizing resolutions).
21. Closing Certificate of any sublessee (if applicable and if required by Bond Counsel, as when, for example, the sublessee is a party to the Environmental Compliance and Indemnification Agreement).
22. Certificate of trustee.
23. Request and Authorization of IDA to trustee to authenticate and deliver the bonds.
24. Trustee's Certificate of receipt and delivery of bonds.
25. Placement agent's or underwriter's, as applicable, receipt for the bonds.
26. Rating agency letter, if bonds are to be rated.
27. Letter of representations and eligibility questionnaire to the Depository Trust Company, if bonds are book-entry-only.
28. Opinion of Agency Counsel.
29. Opinion of Company Counsel.
30. Opinion of counsel to any guarantor.
31. Opinion of Bond Counsel, including opinion regarding excludability of interest on the bonds from gross income for federal income tax purposes.
32. Opinion of trustee's counsel.
33. Blue Sky memorandum (outlining the ability to sell the bonds in various states) (if placement agent or underwriter requests).
34. Legal investment survey (outlining the legality for the bonds investment for certain types of institutions) (if placement agent or underwriter requests).
35. Notice of Lending.
36. Application for Real Property Tax Exemption (Form RP-412-a) (filed with Town Assessor and all affected tax jurisdictions with a copy of the PILOT Agreement within 15 days after PILOT Agreement is signed).
37. Title Policy.

38. Survey.
39. UCC Financing Statements.
40. Notice and Minutes of Public Hearing.
41. Evidence of Public Approval (by Applicable Elected Representative).
42. IDA's Volume Cap Allocation Information (if applicable).
44. IRS Form 8038 Information Return.

If the transaction involves a single bond purchaser and no trustee, item 5 will be a Bond Purchase Agreement between the bond purchaser, the IDA and the applicant, items 7, 10 and 11 will run to the bond purchaser instead of the trustee, the bond purchaser will be a party to item 12, items 8, 15, 16, 22, 23, 24, 32, 33 and 34 generally will not apply, and the bond purchaser will execute item 25.

If the bonds are secured by a letter of credit, the following additional documentation normally will be present, which the letter of credit bank's counsel will prepare:

1. Reimbursement Agreement;
2. Letter of Credit; and
3. Any additional documentation the letter of credit bank requires.

The letter of credit bank also may be named as a party to the Mortgage and the Guaranty. Any additional collateral the letter of credit bank requires may pose tax issues, and should be identified to Bond Counsel as early as possible in the course of the transaction.

R. CERTAIN RESTRICTIONS ON TAX EXEMPT SMALL ISSUE MANUFACTURING BONDS

This list is intended to be a preliminary guide to help the IDA and the applicant identify early certain factors that may preclude tax-exempt financing for a small issue manufacturing project. It is not exhaustive, and Bond Counsel may subsequently determine that other factors preclude the use of tax-exempt bonds. This summary relates to tax-exempt small issue manufacturing bonds. If your project will involve tax-exempt 501(c)(3) bonds or other tax-exempt bonds, additional or different considerations may apply.

- No more than 25% of bond proceeds may be used for the purchase of land.
- Bond proceeds may not be used to acquire existing buildings unless the rehabilitation expenses with respect to the building to be incurred within three years equal or exceed 15% of the portion of the cost of acquiring the building that is financed with tax-exempt bond proceeds. Rehabilitation does not include any amount expended on new construction (additions or expansions).
- No more than 2% of the bond proceeds can be used to pay costs of issuance (e.g., underwriter's fees, bond counsel fees, company counsel fees, agency counsel fees, accountant's fees or printing costs).
- Average maturity of the bonds cannot exceed 120% of the average reasonably expected economic life of the facility being financed.
- No portion of proceeds of the bonds may be used to provide any airplane, skybox or other private luxury box, any health club facility, facility primarily used for gambling or any store the principal business of which is the sale of alcoholic beverages for consumption off premises.
- Bond amount may not exceed \$10,000,000 (provided IDA elects to have \$10,000,000 limitation apply, otherwise bond amount may not exceed \$1,000,000).
- Capital expenditures paid or incurred during the 6 year period beginning 3 years before the date of the bond issue and ending 3 years after the bond issue date with respect to the facility being financed and any other facility located in the same incorporated municipality or the same county, the principal user of which is or will be the applicant or 2 or more related persons count toward determining whether the \$10,000,000 limit is exceeded.
- Any expenditures the applicant has made before the inducement date must be discussed with Bond Counsel to determine whether and to what extent they can be reimbursed out of bond proceeds.

- No more than 25% of the net proceeds of the bonds may be used to provide a facility the primary purpose of which is one of the following: retail food and beverage services, automobile sales or service or the provision of recreation or entertainment.
- No portion of the proceeds of the bonds may be used to provide any of the following: any private or commercial golf course, country club, massage parlor, tennis club, skating facility (including roller skating, skate boarding and ice skating), racquet sports facility (including any handball or racquetball court), hot tub facility, suntan facility or racetrack.
- 95% of the net proceeds of the bonds must be used for (a) the acquisition, construction, reconstruction or improvement of land or depreciable property, or (b) for the redemption of all or a portion of a prior issue or a prior refunding issue.
- The project to be financed with bond proceeds must be a manufacturing facility used in the manufacturing or production of tangible personal property. A manufacturing facility is deemed to include facilities that are ancillary and directly related to a manufacturing facility (for example, certain warehousing facilities) if they are located on the same site as the manufacturing facility and no more than 25% of the net proceeds of the bond issue are used to provide such ancillary facilities.
- The face amount of the bonds, together with the outstanding principal balance of all other tax exempt bonds issued for the benefit of the same applicant, cannot exceed \$40,000,000.

S. POST CLOSING REQUIREMENTS

After the transaction has closed, the applicant will be required to provide periodic information to the IDA for purposes of monitoring the goals and objectives of the applicant and for the purpose of complying with reporting requirement under the laws of New York State. Typically, these items would include the amount of debt outstanding, the total amount of tax exemptions received and the number and type of jobs retained and/or created. Failure of the applicant to comply with these requirements may result in default under the agreements between the IDA and the applicant. This could result in a revocation of the tax exemptions.

T. AGENCY FEE SCHEDULE

Sale/Leaseback Transaction	1% of the Total Project Cost.
Bond Transactions	1% of the Bond Amount
Sales Tax Abatement Only	

The Tioga County Industrial Development Agency charges the following administrative fees for qualified agency projects that receive ONLY Sales Tax Abatement. The fee is based on taxable items only. If the requestor is unable to provide to the IDA a breakdown of the project costs into taxable and non-taxable items the fee will be based on the total project cost.

The Proposed fee is as follows for the transaction amount:

For taxable items up to:	\$5,000,000	.50%
For taxable items up to:	\$5 - \$10,000,000	.25%
For taxable items up to:	\$10,000,000+	.125%

Mortgage Recording Only

The Proposed fee is as follows for the transaction amount:

Up to: \$5,000,000	.50%
\$5 - \$10,000,000	.25%
\$10,000,000+	.125%

NOTE: The fees quoted may not include the costs incurred by the IDA over the life of the PILOT and other agreements for expenses in maintenance of such agreements, attorney fees and audit costs.

Introduction

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

Policy:

1. TCIDA's policy applies to all employees, applicants for employment, interns, whether paid or unpaid, contractors and persons conducting business, regardless of immigration status, with TCIDA. In the remainder of this document, the term "employees" refers to this collective group.
2. Sexual harassment will not be tolerated. Any employee or individual covered by this policy who engages in sexual harassment or retaliation will be subject to remedial and/or disciplinary action (e.g., counseling, suspension, termination).
3. Retaliation Prohibition: No person covered by this Policy shall be subject to adverse action because the employee reports an incident of sexual harassment, provides information, or otherwise assists in any investigation of a sexual harassment complaint. TCIDA will not tolerate such retaliation against anyone who, in good faith, reports or provides information about suspected sexual harassment. Any employee of TCIDA who retaliates against anyone involved in a sexual harassment investigation will be subjected to disciplinary action, up to and including termination. All employees, paid or unpaid interns, or non-employees² working in the workplace who believe they have been subject to such retaliation should inform a supervisor, manager, or the IDA Chairperson. All employees, paid or unpaid interns or non-employees who believe they have been a target of such retaliation may also seek relief in other available forums, as explained below in the section on Legal Protections.
4. Sexual harassment is offensive, is a violation of our policies, is unlawful, and may subject TCIDA to liability for harm to targets of sexual harassment. Harassers may also be individually subject to liability. Employees of every level who engage in sexual harassment, including managers and supervisors who engage in sexual harassment or who allow such behavior to continue, will be penalized for such misconduct.
5. TCIDA will conduct a prompt and thorough investigation that ensures due process for all parties, whenever management receives a complaint about sexual harassment, or otherwise knows of possible sexual harassment occurring. TCIDA will keep the investigation confidential

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

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

to the extent possible. Effective corrective action will be taken whenever sexual harassment is found to have occurred. All employees, including managers and supervisors, are required to cooperate with any internal investigation of sexual harassment.

6. All employees are encouraged to report any harassment or behaviors that violate this policy. TCIDA will provide all employees a complaint form for employees to report harassment and file complaints.
7. Managers and supervisors are **required** to report any complaint that they receive, or any harassment that they observe or become aware of, to the IDA Chairperson.
8. This policy applies to all employees, paid or unpaid interns, and non-employees and all must follow and uphold this policy. This policy must be provided to all employees and should be posted prominently in all work locations to the extent practicable (for example, in a main office, not an offsite work location) and be provided to employees upon hiring.

What Is “Sexual Harassment”?

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

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

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

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

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

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

Examples of sexual harassment

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

- Physical acts of a sexual nature, such as:
 - Touching, pinching, patting, kissing, hugging, grabbing, brushing against another employee's body or poking another employee's body;
 - Rape, sexual battery, molestation or attempts to commit these assaults.
- Unwanted sexual advances or propositions, such as:
 - Requests for sexual favors accompanied by implied or overt threats concerning the target's job performance evaluation, a promotion or other job benefits or detriments;
 - Subtle or obvious pressure for unwelcome sexual activities.
- Sexually oriented gestures, noises, remarks or jokes, or comments about a person's sexuality or sexual experience, which create a hostile work environment.
- Sex stereotyping occurs when conduct or personality traits are considered inappropriate simply because they may not conform to other people's ideas or perceptions about how individuals of a particular sex should act or look.
- Sexual or discriminatory displays or publications anywhere in the workplace, such as:
 - Displaying pictures, posters, calendars, graffiti, objects, promotional material, reading materials or other materials that are sexually demeaning or pornographic. This includes such sexual displays on workplace computers or cell phones and sharing such displays while in the workplace.
- Hostile actions taken against an individual because of that individual's sex, sexual orientation, gender identity and the status of being transgender, such as:
 - Interfering with, destroying or damaging a person's workstation, tools or equipment, or otherwise interfering with the individual's ability to perform the job;
 - Sabotaging an individual's work;
 - Bullying, yelling, name-calling.

Who can be a target of sexual harassment?

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

Where can sexual harassment occur?

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

Retaliation

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

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

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

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

Reporting Sexual Harassment

Preventing sexual harassment is everyone's responsibility. TCIDA cannot prevent or remedy sexual harassment unless it knows about it. Any employee, paid or unpaid intern or non-employee who has been subjected to behavior that may constitute sexual harassment is encouraged to report such behavior to a supervisor, manager or the IDA Chairperson. Anyone who witnesses or becomes

aware of potential instances of sexual harassment should report such behavior to a supervisor, manager or the IDA Chairperson.

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

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

Supervisory Responsibilities

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

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

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

Complaint and Investigation of Sexual Harassment

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

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

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

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

- Upon receipt of complaint, the IDA Chairperson will conduct an immediate review of the allegations, and take any interim actions (e.g., instructing the respondent to refrain from

communications with the complainant), as appropriate. If complaint is verbal, encourage the individual to complete the “Complaint Form” in writing. If he or she refuses, prepare a Complaint Form based on the verbal reporting.

- If documents, emails or phone records are relevant to the investigation, take steps to obtain and preserve them.
- Request and review all relevant documents, including all electronic communications.
- Interview all parties involved, including any relevant witnesses;
- Create a written documentation of the investigation (such as a letter, memo or email), which contains the following:
 - A list of all documents reviewed, along with a detailed summary of relevant documents;
 - A list of names of those interviewed, along with a detailed summary of their statements;
 - A timeline of events;
 - A summary of prior relevant incidents, reported or unreported; and
 - The basis for the decision and final resolution of the complaint, together with any corrective action(s).
- Keep the written documentation and associated documents in a secure and confidential location.
- Promptly notify the individual who reported and the individual(s) about whom the complaint was made of the final determination and implement any corrective actions identified in the written document.
- Inform the individual who reported of the right to file a complaint or charge externally as outlined in the next section.

Legal Protections And External Remedies

Sexual harassment is not only prohibited by TCIDA but is also prohibited by state, federal, and, where applicable, local law.

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

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

State Human Rights Law (HRL)

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

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

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

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

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

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

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

Civil Rights Act of 1964

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

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

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

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

Local Protections

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

Contact the Local Police Department

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

Tioga County Industrial Development Agency Governance Committee Self-Evaluation Performance Summary of 2025

2025 Governance Committee Members Jon Ward, Eric Knolles

The purpose of the Tioga County Industrial Development Agency (TCIDA) Governance Committee is to keep the Board of Directors informed of current best practices in corporate governance, to review corporate governance trends for the applicability to the TCIDA, to update the TCIDA on corporate governance principles and governance practices and to advise those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

The TCIDA Governance Committee is comprised of three independent members who are appointed by and serve at the discretion of the TCIDA Board of Directors. The committee consists of the Chairperson of the TCIDA Board of Directors, as chair, and two other directors nominated by the committee chair and confirmed by the Board of Directors. Mari Townsend was appointed by the board of directors to serve on the governance committee in February of 2023. Mari Townsend resigned the board February 1st 2025. In the year 2025, none of the Governance Committee members have engaged in any private business transactions with the TCIDA or received compensation from any private entity that has a material business relationship with the TCIDA. Nor has any immediate family member of the Governance Committee engaged in private business transactions with the Agency or received compensation from an entity that has material business relations with the TCIDA. None of the Committee members are employed by the Agency or have an immediate family member who is an employee of the Agency. Barbara Case was appointed to the TCIDA Board of Directors September 13, 2025, by the Tioga County Legislature. Martha Sauerbrey resigned from the IDA Board of Directors Effective December 31st, 2025.

The TCIDA Governance Committee made reports on its actions and recommendations to the TCIDA Board of Directors. The By-Laws, Code of Ethics, Defense & Indemnification Policy, Procurement Policy, Property Disposition Policy, Whistle Blowers Protection Policy, the Employee Handbook, Conflict of Interest Policy and Governance Committee Charter were reviewed. The TCIDA Governance Committee recommended modifications to the TCIDA Bylaws which included adding the term “consultant” to all sections where “Business Administrator” is listed. Committee meetings were changed to be held annually instead of quarterly. The Governance Committee self-evaluation was provided to the Board of Directors prior to the January regular meeting and scheduled for approval at the January 2025 annual meeting.

The Governance Committee has developed the TCIDA governance practices addressing transparency, independence, accountability, fiduciary responsibilities and management oversight. The Committee has provided to the Tioga County Legislature the competencies and personal attributes required of the Directors in order to assist the Legislature in appointing members to the TCIDA who are qualified individuals.

The following policies, charter & slate of officers and committee members were reviewed by the Governance Committee in December 2025 with any recommendations for changes to be approved at the January 2026 annual and regular board meeting.

- 2026 Slate of Officers & Committee Members
- By-Laws – Recommends modifying the definition of contracting officer. Article Bylaw articles will be reviewed to ensure the corresponding articles and references are correct in section 4-7.
- Code of Ethics – No changes
- Defense & Indemnification Policy – No changes
- Procurement Policy – It was recommended to modify the procurement policy to increase purchase limit of \$500.00 to \$999.00 and \$501 to \$1000.00.
- Property Disposition Policy – Recommends the definition of 'contracting officer' to be modified.
- Whistle Blowers Policy – No changes
- Employee Handbook – No changes
- Governance Committee Charter – No changes
- Project Policy Manual – No changes
- Conflict of Interest – No changes
- TCIDA Sexual Harassment Policy – No changes

In summary, the Governance Committee of the TCIDA has acted in accordance with the purpose and responsibilities outlined in the Governance Committee Charter.

Tioga County Industrial Development Agency

Audit Committee Charter

This Audit Committee Charter was adopted by the Board of Directors of the Tioga County Industrial Development Agency (the "Agency"), a public benefit corporation, established under the laws of the State of New York on this 5th day of March, 2008.

Purpose

Pursuant to Article IV Section 8 of the Agency's bylaws, the purpose of the Audit Committee shall be to (1) assure that Agency's board fulfills its responsibilities for the Agency's external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (2) provide an avenue of communication between management, the independent auditors, and the board of directors.

Powers of the Audit Committee

It shall be the responsibility of the Audit Committee to:

- Appoint, compensate, and oversee the work of any public accounting firm employed by the Agency.
- Conduct or authorize investigations into any matters within its scope of responsibility.
- Seek any information it requires from Agency employees, all of whom should be directed by the board to cooperate with committee requests.
- Meet with Agency staff, independent auditors or outside counsel, as necessary.
- Retain, upon Board approval and at the Agency's expense, such outside counsel, experts and other advisors as the Audit Committee may deem appropriate.

The Tioga County Industrial Development Agency board will ensure that the Audit Committee has sufficient resources to carry out its duties.

Composition of Committee and Selection of Members

The Audit Committee shall be established as set forth in and pursuant to Article IV Section 8 of the Agency's bylaws. The Audit Committee shall be a committee consisting entirely of independent members, who shall be elected by plurality of the votes cast by the members of the Agency at each Annual Meeting and shall serve until the next Annual Meeting. The Audit Committee shall consist of the Treasurer, as Chair, and two (2) other directors nominated by the Chair and confirmed by the Board.

The committee shall recommend the hiring of a certified independent accounting firm, establish compensation to the firm and provide direct oversight of the performance of the independent audit. To the extent practicable, committee members should be familiar with financial and accounting practices.

Audit Committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, Audit Committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

Ideally, all members on the Audit Committee shall possess or obtain a basic understanding of governmental financial reporting and auditing.

The Audit Committee shall have access to the services of at least one *financial expert* as appointed by the Audit Committee and whose name shall be disclosed in the annual report of the Agency.

The Audit Committee's financial expert should have (1) an understanding of generally accepted accounting principles and financial statements; (2) experience in preparing or auditing financial statements of comparable entities; (3) experience in applying such principles in connection with the accounting for estimates, accruals and reserves; (4) experience with internal accounting controls and, (5) an understanding of audit committee functions.

Meetings

The Audit Committee shall meet at least annually and more often if deemed necessary or advisable by the Treasurer, the Chair, the committees or the Board.

Members of the Audit Committee are expected to attend each committee meeting, in person or via telephone or videoconference. The Audit Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

The Audit Committee will meet with the Agency's independent auditor at least annually to discuss the financial statements of the Agency.

Meeting agendas will be prepared for every meeting and provided to the Audit Committee members along with briefing materials 5 business days before the scheduled Audit Committee meeting. The Audit Committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Responsibilities

The Audit Committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) oversight of management's internal controls, compliance and risk assessment practices; (c) special investigations and whistleblower policies; and (d) miscellaneous issues related to the financial practices of the Agency.

A. Independent Auditors and Financial Statements

The Audit Committee shall:

- Appoint, compensate and oversee independent auditors retained by the Agency and pre-approve all audit services provided by the independent auditor.
- Establish procedures for the engagement of the independent auditor to provide permitted audit services; said procedures shall be outlined in an addendum to this policy. The Agency's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the Audit Committee. Non-audit services including tasks that directly support the Agency's operations such as bookkeeping or other services related to the accounting records or financial statements of the Agency, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.
- Review and approve the Agency's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
- Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Meet with the independent audit firm at least annually to discuss any significant issues that may have surfaced during the course of the audit.
- Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

B. Internal Controls, Compliance and Risk Assessment

The Audit Committee shall:

- Review with management, the charter, activities, staffing and organizational structure of the bookkeeping function.
- Ensure that the internal bookkeeping review function is organizationally independent from Agency operations.
- Review management's assessment of the effectiveness of the Agency's internal controls and review the report on internal controls by the independent auditor as part of the financial audit engagement.

C. Special Investigations

The Audit Committee shall:

- Ensure that the Agency has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers, or employees of the Agency or any persons having business dealings with the Agency or breaches of internal control in accordance with the IDA Whistle Blower Protection Policy.
- Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting internal controls and auditing to the appropriate body.
- Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation (for example, issues may be referred to the State Inspector General or, other investigatory organization).
- Review all reports delivered to it by the Inspector General and serve as a point of contact with the Inspector General.

Other Responsibilities of the Audit Committee

The Audit Committee shall:

- Present annually to the Agency's board a written report of how it has discharged its duties and met its responsibilities as outlined in the Charter.
- Obtain any information and training needed to enhance the committee members' understanding of the role of internal audits and the independent

auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.

- Review the committee's Charter annually, reassess its adequacy, and recommend any proposed changes to the board of the Agency. The Audit Committee Charter will be updated as applicable laws, regulations, accounting and auditing standards change.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter and request the board approval for proposed changes.

Tioga County Industrial Development Agency Audit Committee Self-Evaluation Performance Summary of 2025

2025 Audit Committee Members Jon Ward, Brenda Evanek, Eric Knolles

The purpose of the Tioga County Industrial Development Agency (TCIDA) Audit Committee is to ensure that the TCIDA Board of Directors fulfills its responsibilities for the Agency's external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting and also to provide an avenue of communication between management, the independent auditors and the Board of Directors.

The TCIDA Audit Committee is comprised of three independent members who are appointed by and serve at the discretion of the TCIDA Board of Directors. The Committee consists of the Treasurer of the TCIDA Board of Directors, as Chair, and two (2) other directors nominated by the Committee Chair and confirmed by the Board of Directors. In the year 2025, none of the Audit Committee members have engaged in any private business transactions with the TCIDA or received compensation from any private entity that has a material business relationship with the TCIDA. Nor has any immediate family member of the Audit Committee engaged in private business transactions with the Agency or received compensation from an entity that has material business relations with the TCIDA. None of the Committee members are employed by the Agency or have an immediate family member who is an employee of the Agency.

The TCIDA Audit Committee made reports on its actions and recommendations to the TCIDA Board of Directors. The Audit Committee Charter was reviewed in January 2026. The Audit Committee met with the independent auditors to discuss the annual audit of financial statements report. The Audit Committee self-evaluation was provided to the Board of Directors prior to the January regular meeting and scheduled for approval at the January 2026 regular meeting.

The Audit Committee is responsible for the Agency's external audit process, the financial reporting process and system of risk assessment and internal controls over financial reporting as well as recommending the hiring of a certified independent accounting firm. The Audit Committee is responsible for establishing compensation to the firm and providing direct oversight of the performance of the independent audit. The Audit Committee recommended the designation of a financial expert, Bowers CPA's and Advisors and The Bonadio Group for annual auditing services for years 2025, 2026, and 2027. The Audit Committee provided an Assessment of TCIDA Internal Controls in 2025. The Tioga County Development Agency (TCIDA) has contract agreements with three consultants to

perform IDA administrative duties in place of the Executive Administrator. The consultants have separation of duties but are cross trained in all duties. The Board of Directors is responsible for providing oversight of operations. The current Internal Controls Policies and Procedures are under re-evaluation for 2026. The final Internal Controls Policy will be reviewed by the Audit Committee and the TCIDA Board of Directors.

The following policy was reviewed by the Audit Committee in January of 2025 and January of 2026:

- Audit Committee Charter

The following reports were provided by the Audit Committee to the Board of Directors prior to the January 2026 meeting:

- Self- Evaluation Report

No changes were made to the Audit Committee Charter.

In summary, the Audit Committee of the TCIDA has acted in accordance with the purpose and responsibilities outlined in the Audit Committee Charter. Area for improvement includes providing information to Committee members regarding education about the oversight of internal controls, financial reporting standards and processes, risk management process and the role of internal and external audits

Addendum to Audit Committee Charter Engagement of Independent Auditor

The Audit Committee shall accept proposals to provide professional services to the Tioga County Industrial Development Agency (the "Agency") at least once every five years to adhere to the Public Authority Accountability Act and more often if deemed necessary. The proposed services shall include an audit of the general-purpose financial statements of the Agency for each year end. The audit is to be performed in accordance with generally accepted auditing standards and the standards set forth for financial audits in the General Accounting Office's (GAO) *Government Auditing Standards*.

In addition to expressing an opinion on the general-purpose financial statements, the accounting firm will provide the following supplemental information issued separately but subjected to the auditing procedures applied in an audit of the general-purpose financial statements:

1. Report on Internal Control over Financial Reporting and on Compliance and other matters based on an Audit of Financial Statements Performed in Accordance with Government Auditing Standards.
2. Report on Independent Auditors' Report on Internal Control.
3. Report on Independent Auditors' Report on Compliance for each major program; Report on Internal Control over Compliance; and Report on Schedule of Expenditures of Federal Awards Required by OMB Circular A-133.

The audit will result in a report of any control deficiencies designating those that are also material weaknesses. An immediate written report of all fraud and illegal acts or indications of illegal acts that the accounting firm is aware of will be made to the Chairperson of the Agency and the Agency's Business Administrator. The accounting firm will also inform the Agency's Audit Committee of all required communications as specified under generally accepted auditing standards.

The accounting firm responsibility as auditors is limited to the period covered by the audit and does not extend to any losses that might be incurred during any later periods for which the firm is not engaged as auditors.

The Agency shall provide the accounting firm with the basic information required for the audit and is responsible for the accuracy and completeness of that information. The accounting firm will advise the Agency about appropriate accounting principles and their application and will assist in the preparation of the Agency's financial statements, but the responsibility for the financial statements remains with the Agency. This responsibility includes the maintenance of adequate records and related internal control policies and procedures, the selection and application of accounting principles,

and the safeguarding of assets. During the audit, if the accounting firm becomes aware of control deficiencies or ways that management practices can be improved, the firm shall communicate them to the Agency in a separate letter.

The accounting firm shall provide all noted reports and letters in a time frame that will allow the Agency to file the required reports to the State in a timely fashion. The accounting firm shall not in any way provide non-audit services to the Agency.

Tioga County Industrial Development Agency Investment Policy

This Investment Policy of the Tioga County Industrial Development Agency (the "Agency") shall apply to all operating funds, bond proceeds and other funds and all investment transactions involving operating funds, bond proceeds and other funds accounted for in the financial statements of the Agency. Each investment made pursuant to this Investment Policy must be authorized by applicable law and this written Investment Policy. This Investment Policy is intended to comply with the General Municipal Law, the Public Authorities Law, and any other applicable laws of New York State.

Objectives

The primary objectives, in order of priority, of all investment activities involving the financial assets of the Agency shall be the following:

- A. Legal: to conform to all applicable federal, state and other legal requirements;
- B. Safety: to adequately safeguard principal;
- C. Liquidity: to provide sufficient liquidity to meet all operating requirements;
- D. Return: to obtain a market rate of return.

Delegation of Authority

The responsibility for conducting investment transactions involving the Agency resides with the Finance Committee of the Agency under the direction and oversight of the Treasurer of the Agency. Only the Finance Committee and those authorized by resolution or the Agency's By-laws may invest public funds.

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 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.

Operative Procedure

The Agency shall conduct all of its investment activities in a manner that complies with the General Municipal Law and the Public Authorities Law of New York State.

The Finance Committee shall submit to the Board of Directors on an annual basis an investment report of the current portfolio in terms of maturity, rates of return and other features and summarize all investment transactions that have occurred over the past year.

Diversification

It is the policy of the Agency to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling.

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 Treasurer or Executive Director within five [5] days of deposit or receipt, or within the time period specified in law, whichever is shorter.

The Finance Committee 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 deposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

Designation of Depositories

The bank or savings and loan association authorized for the deposit of moneys is any bank or savings and loan association doing business within Tioga County.

Collateralizing of Deposits

In accordance with the provisions of General Municipal Law § 10, all deposits of 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 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.

Safekeeping and Collateralization

Eligible securities used for collateralizing deposits shall be held by a Third Party and/or bank or trust company subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure the Agency's 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 Agency to exercise its right against the pledged securities. In the event that the securities are not registered or inscribed in the name of the Agency, 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 Agency, 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 Agency a perfected interest in the securities.

Permitted Investments

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

- o Special time deposit accounts
- o Certificates of deposit
- o Obligations of the United States of America
- o 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
- o Obligations of the State of New York
- o 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
- o Obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agencies where the general State statutes governing such entities or whose specific enabling legislation authorizes such investments

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.

Authorized Financial Institutions and Dealers

All financial institutions with which the Agency conducts business must be credit worthy.

1. Banks may be asked to provide proof of a minimum three (3) star Bauer rating at the request of the Agency.
2. 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 Finance Committee is responsible for evaluating the financial position and maintaining a listing of proposed depositaries, trading partners and custodians. In addition, the Finance Committee shall establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. Such listing shall be evaluated at least annually.

Purchase of Investments

The Finance Committee, upon approval of the Board, 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 Agency, 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 transaction 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 Agency, 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 Agency a perfected interest in the securities.

Repurchase Agreements

Repurchase agreements are authorized to the following restrictions:

- o All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
- o Trading partners are limited to banks or trust companies authorized to do business in New York State and primary reporting dealers.

- o Obligations shall be limited to obligations of the United States of America and obligations guaranteed by agencies of the United States of America.
- o No substitution of securities will be allowed.
- o The custodian shall be a party other than the trading partner.

Reserve Accounts

Unrestricted Funds

The Finance Committee shall establish and maintain according to the investment policy the unrestricted reserve accounts set forth below. The intent of the reserve accounts shall be to utilize the monies allocated solely for the purposes authorized by General Municipal Law Section 854 and for the purposes stated therein. Any deviation shall require a resolution by the Board setting forth the reasons and justifications for the deviation from this reserve policy with such resolution requiring a 2/3 vote of the members of the Board to pass.

- A. Infrastructure - This account shall be for upgrading or establishing new infrastructure relating to or in support of Agency projects within the County of Tioga. For purposes of this reserve account, infrastructure shall include utilities, public highways and roads, public sewer and public water systems or districts. Uses shall include, but not be limited to, feasibility studies, engineering reports and matching funds for grants.
- B. Site Development - This account shall be for the development of new commercial sites. Monies in this reserve account may be used for actual site work and preparation, engineering reports and feasibility studies or matching grants.
- C. Land Acquisition - This account shall be for the purchase of any privately owned real property to be used for future development. Monies from this account may also be used for any and all expenses incurred in the purchase and sale of real property. Any and all sale proceeds from the real property purchased by monies from this reserve account shall be returned to this reserve account for future land acquisition.
- D. Capital Improvement - This account shall be used for capital improvement projects including but not limited to work on the Owego to Harford railroad. Monies may be used for feasibility studies, engineering reports and infrastructure improvements.
- E. General Fund - This account shall be used for the general administrative purposes of the Agency.

Restricted Funds

The Finance Committee shall establish and maintain according to the Investment Policy restricted reserve accounts. All monies set forth in the restricted accounts shall be used solely for the purposes as set out below.

- A. IRP Loan Loss Reserve- This account is mandated by the United States Department of Agriculture (USDA) as it relates to the Small Business Loan Program the TCIDA administers on behalf of the Tioga County Local Development Corporation (TCLDC). As Administrator, the TCIDA is required to maintain a restricted fund with a minimum balance of 6% of the unpaid principal loan balances. This account shall be monitored and adjusted semi-annually to ensure proper fund balance.
- B. Loan Funds – These accounts are mandated by the United States Department of Agriculture (USDA) as it relates to the Small Business Loan Program the TCIDA administers on behalf of the Tioga County Local Development Corporation (TCLDC). As Administrator, the TCIDA is required to maintain separate bank accounts for the deposit of principal and interest payments.

Independent Audit of Investments

The agency shall conduct an independent audit of its investments; if the invested funds exceed the maximum amount exempt from an independent audit.

The audit shall be conducted in accordance with accepted government accounting standards (GAAP) and should at minimum include:

- The scope and objectives;
- Any material weaknesses found in the internal controls;
- A description of all non-compliance with the authority's own investment policies as well as any applicable laws or regulations;
- A statement of positive assurance of compliance on the items tested and a statement of any other material deficiency or finding.

This Investment Policy shall be reviewed and approved annually.

Tioga County Industrial Development Agency Finance Committee Charter

This Finance Committee Charter was adopted by the Board of Directors of the Tioga County Industrial Development Agency (the "Agency"), a public benefit corporation, established under the laws of the State of New York on this 5th day of January, 2011.

Purpose

Pursuant to Article IV Section 10 of the Agency's bylaws, the purpose of the Finance Committee shall be to oversee the Agency's debt and debt practices and to recommend policies concerning the Agency's issuance and management of debt.

Duties of the Finance Committee

The Committee shall be responsible for the general supervision of the financial operations of the Agency and for supervising the management of all funds of the Agency. Funds shall be invested with one or more of the financial institutions duly authorized to conduct such business in this state. It shall have authority to make investment changes recommended by such financial institutions and shall report such changes at the next regular meeting of the Board of Directors.

It shall be the responsibility of the Finance Committee to:

- Review proposals for the issuance of debt by the Agency and to make recommendations concerning those proposals to the Board.
- Make recommendations to the Board concerning the level of debt and nature of debt issued by the Agency.
- Make recommendations concerning the appointment and compensation of bond counsel, investment advisors and underwriting firms used by the Agency, and to oversee the work performed by these individuals and firms on behalf of the Agency.
- Meet with and request information from Agency staff, independent auditors and advisors or outside counsel as necessary to perform the duties of the Committee.
- Retain, upon Board approval and at the Agency's expense, such outside counsel, experts and other advisors as the Finance Committee may deem appropriate.

- Review proposals relating to the repayment of debt or other long-term financing arrangements by the Agency.
- Annually review the Agency's financing guidelines and make recommendations to the Board concerning criteria that should govern its financings. These should include security provisions required by a bond financing undertaking, specific requirements of credit enhancements or additional guarantees used, such as a pledge of revenues, financial covenants or debt service reserves.
- Report annually to the Agency's Board how it has discharged its duties and met its responsibilities as outlined in the Charter.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Charter and request the Board approval for proposed changes.

The Tioga County Industrial Development Agency board will ensure that the Finance Committee has sufficient resources to carry out its duties.

Composition of Committee and Selection of Members

The Finance Committee shall be established as set forth in and pursuant to Article IV Section 10 of the Agency's bylaws. The Finance Committee shall be a committee consisting entirely of independent members, who shall be elected by plurality of the votes cast by the members of the Agency at each Annual Meeting and shall serve until the next Annual Meeting. The Finance Committee shall consist of the Chairperson, as Chair, and two (2) other directors nominated by the Chair and confirmed by the Board. To the extent practicable, committee members should be familiar with financial and accounting practices.

Finance Committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, Finance Committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

Meetings

The Finance Committee shall meet at least annually and more often if deemed necessary or advisable by the Chair, the Treasurer or the committees or the Board. The

Committee must meet prior to any debt issuance planned to be undertaken by the Agency.

Members of the Finance Committee are expected to attend each committee meeting, in person or via telephone or videoconference. The Finance Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary. A majority of the Committee Members presents or participating through telephone or videoconference shall constitute a quorum.

Meeting agendas will be prepared for every meeting and provided to the Finance Committee members along with briefing materials 5 business days before the scheduled Finance Committee meeting. The Finance Committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Additional Duties

A. Review the Agency's Annual Budget

The Finance Committee shall:

- Review the Agency's proposed annual operating budget as presented by Agency management for the upcoming fiscal year.
- Recommend the annual budget to the Board for approval after incorporating necessary amendments.
- Monitor and report to the Board on the Agency's compliance with its adopted budget during the fiscal year (actual verses estimated budget) on a quarterly basis.

B. Oversee Agency's Investments

The Finance Committee shall:

- Annually review the Agency's investment policy and evaluate allocation of assets.
- Review and recommend to the Board approval of the Agency's annual investment report.

- Annually review the Agency's audit of investments as provided by independent auditors.
- Recommend to the Board the selection of investment advisors.

C. Assess the Agency's Capital Requirements and Capital Plan

The Finance Committee shall:

- Review the financial aspects of major proposed transactions, significant expenditure, new programs and services, as well as proposals to discontinue programs or services and make action recommendations to the Board.

D. Review Financial and Procurement Thresholds

The Finance Committee shall:

- Review and make recommendations to the Board regarding any proposed procurements submitted to the Committee by the Agency's procurement officer.
- Review and recommend changes to the Agency's thresholds for procuring goods and services and procurement policy.
- Review and recommend changes to the Agency's uniform tax exemption policy that includes general provisions for entering into payment-in-lieu-of-taxes (PILOT) agreements and allowing tax exemptions.
- Review and recommend changes to the Agency's fee schedules.
- Review the scope and terms of the Agency's insurance policies and liability coverage on an annual basis.

Certificates of Deposits held by TCIDA as of 12/31/2025

Bank	Interest Earned YR		Maturity Date	Rate	EOY Balance
Chemung Canal Trust Company					
Land Acquisition (7150)	\$ 24,773.61		12/22/2025	4.18%	\$ 608,234.28
Site Development (2487)	\$ 1,009.17		3/8/2026	3.70%	\$ 111,623.80
Community Bank					
Site Development (0156)	\$ 3,944.36		3/17/2026	3.60%	\$ 111,147.38
Site Development (0158)	\$ 3,974.75		3/17/2026	3.75%	\$ 111,177.78

*** Mataured and is in renewal period

Tioga State Bank						
Capital Improvement (1484) 24 mo.	\$ 9,443.98		3/26/2027	3.60%	\$ 354,502.03	** transferred CD from CB to TSB
Total Interest Earned	\$ 33,701.89					
Total Funds Held in Certificates of Deposit					\$ 1,296,685.27	

Non Restricted Accounts held by TCIDA as of 12/31/2024	Interest Earned		Maturity Date	Rate	EOY Balance
Tioga State Bank					
General Fund - Savings (7699)	\$ 37.75		NA	0.15%	\$ 25,877.64
General Fund - Checking (1070)	\$ 1,490.86		NA	0.15%	\$ 203,250.97
ICS Account	\$ 3,969.87		NA	2.50%	\$ 1,153,969.87
Chemung Canal Trust					
Loan Loss Reserve Account (5676)			NA	0.03%	\$ 40,526.97
Total Non Restricted Account Interest Earned	\$ 5,498.48				
Total Non Restricted Account Funds					\$ 1,423,625.45
Total Investment 2025	\$ 2,720,310.72				
Total Interest earned 2025	\$ 39,200.37				
Total QB Interest Income 2025	\$ 50,493.30				

Tioga County Industrial Development Agency Finance Committee Self-Evaluation Performance Summary of 2025

2025 Finance Committee Members Jon Ward, Kevin Gillette

The purpose of the Tioga County Industrial Development Agency (TCIDA) Finance Committee is to assure that the TCIDA Board of Directors fulfills its responsibilities for the Agency's debt and debt practices and to recommend policies concerning the Agency's issuance and management of debt.

The TCIDA Finance Committee is comprised of three independent members who are appointed by and serve at the discretion of the TCIDA Board of Directors. The Committee consists of the Chairperson of the TCIDA Board of Directors, as Chair, and two (2) other directors nominated by the Committee Chair and confirmed by the Board of Directors. Mari Townsend was appointed by the board of directors to serve on the governance committee in February of 2023. Mari Townsend resigned the board February 1st, 2025. In the year 2025, none of the Finance Committee members have engaged in any private business transactions with the TCIDA or received compensation from any private entity that has a material business relationship with the TCIDA. Nor has any immediate family member of the Finance Committee engaged in private business transactions with the Agency or received compensation from an entity that has material business relations with TCIDA. None of the Committee members are employed by the Agency or have an immediate family member who is an employee of the Agency.

In 2025, the TCIDA Finance Committee made reports on its actions and recommendations to the TCIDA Board of Directors annually. The Investment Policy and Finance Committee Charter were reviewed. The Finance Committee self-evaluation was provided to the Board of Directors prior to the January regular meeting and scheduled for approval at the January 2025 annual meeting. The Finance Committee is responsible for the general supervision of the financial operations of the Agency and for supervising the management of all funds of the Agency. There were no instances identified that warranted an investigation.

The following policies were reviewed by the Finance Committee in January of 2026:

- Investment Policy
- Finance Committee Charter

The following reports will be provided by the Finance Committee to the Board of Directors at the January 2026 meeting for approval:

- Annual Investment Report
- Self- Evaluation Report

No changes were made to the Finance Committee Charter or the Investment Policy.

In summary, the Finance Committee of the TCIDA has acted in accordance with the purpose and responsibilities outlined in the Finance Committee Charter. Area for improvement includes providing information to Committee members regarding education about the investment process, risk management and other financial matters that affect the financial operations of the Agency.

Authorities Budget Office Policy Guidance



No. 10-05

Date Issued: October 26, 2010
Supersedes: New

Subject: Annual Board of Directors Evaluation

Statutory Citation: Public Authorities Law sections 2800(1)(a)(15) and 2800(2)(a)(15) and Section 2824(7)

Provision: The 2009 Public Authorities Reform Act requires that the board of every state and local public authority conduct an annual evaluation of its performance. Board member comments are protected from disclosure under Article 6 of Public Officers Law, but the results of the assessment are to be provided to the ABO.

Authorities Budget Office Policy Guidance: Board members must be committed to the highest standards of corporate governance. The board must hold itself accountable to the mission of the authority and the public interest. This annual assessment is a reminder to each board member of their duties, why those responsibilities are important, and whether they are performing those duties appropriately. The evaluation provides an opportunity for board members to measure their individual and collective effectiveness, determine if they are following their own policies and procedures, identify areas for board improvement, and to compare how their evaluation of the board's performance compares to that of other board members. This annual evaluation can be a learning tool to educate board members and build a well functioning board.

The Authorities Budget Office recommends that each board member annually perform their own evaluation of the whole board. The evaluation should be conducted confidentially with the results compiled by the governance committee. Furthermore, the ABO consulted with the Committee on Open Government, which advised that a board discussion of its performance "would constitute a matter made confidential, by state law that, therefore, could be conducted in private."

To the extent that the results of this evaluation demonstrate the need for the board to improve its performance, amend its practices or procedures, or clarify its expectations of board members, the board is expected to implement suitable corrective actions immediately.

The Authorities Budget Office has developed the following model board evaluation tool that can be adopted by public authorities to meet the needs of their boards of directors. This document should be completed by each board member.

Confidential Evaluation of Board Performance

Name of Authority: _____ Fiscal Year: _____

Date Completed: _____

The member responses to the Board Evaluation questionnaire should be aggregated and the results submitted to the ABO via email (Subject: CONFIDENTIAL Results of Board of Directors Evaluation) within 90 days of the close of the authority's fiscal year. The board evaluation is required annually beginning with fiscal years ending on or after September 30, 2010.

A model summary reporting form has been provided, below, that should be revised to reflect the evaluation tool adopted by your public authority. Enter in each cell the number of board members who answered the question with that response.

Results should be sent to: info@abo.ny.gov

Summary Results of Confidential Evaluation of Board Performance

Name of Authority: _____ Fiscal Year: _____

Date Completed:

Authorities Budget Office Policy Guidance



No. 10-01

Date Issued: March 1, 2010

Supersedes: New

Subject: Acknowledgement of Fiduciary Duty

Statutory Citation: Public Authorities Law Section 2824(1)(h)

Provisions: Section 6(i) of Public Authorities Law, as amended by Chapter 506 of the Laws of 2009 ("The 2009 Public Authorities Reform Act" or "PARA"), requires the Authorities Budget Office (ABO) to develop and issue a written acknowledgement that all board members must execute as part of their duties and responsibilities under Section 2824 of Public Authorities Law. By signing this acknowledgement a board member is stating they understand their role and fiduciary responsibilities as well as their duty of loyalty and care to the organization and commitment to the authority's mission and the public interest.

Pursuant to PARA, every board member of a Public Authority is required to sign an acknowledgement of fiduciary duty at the time they take the oath of office. The effectiveness of the acknowledgement will be deemed applicable throughout the duration of such board member's term and/or for as long as such director continues to serve in such capacity. Board members appointed to their positions prior to the effectiveness of PARA and the implementation of this new requirement are required to execute an acknowledgement by May 1, 2010.

Authorities Budget Office Policy Guidance: The primary responsibility of a board member is to understand the mission and public purpose of the Authority and to act in the best interests of the Authority, its mission, and the public. The intent of this written acknowledgement is to re-affirm the importance of this duty to board members.

The ABO is directing all state and local public authorities to use the attached acknowledgement form to satisfy this statutory requirement. Public authorities are to maintain signed copies of the acknowledgement throughout the official term of each active board member. State and local authorities will also be expected to certify as part of the Annual Report submission that these statements were executed in accordance with Section 2824 of Public Authorities Law. The failure to execute this acknowledgment will be considered a failure to comply with the requirements of Public Authorities Law. The failure to act in accordance with the principles stated in this acknowledgment can be considered a breach of fiduciary duty and could result in a recommendation that the board member be sanctioned.

A board member is to sign a new acknowledgement document at the start of each new term to which the board member is appointed.



Acknowledgement of Fiduciary Duties and Responsibilities

As a member of the Authority's board of directors, I understand that I have a fiduciary obligation to perform my duties and responsibilities to the best of my abilities, in good faith and with proper diligence and care, consistent with the enabling statute, mission, and by-laws of the Authority and the laws of New York State. The requirements set forth in this acknowledgement are based on the provisions of New York State law, including but not limited to the Public Authorities Reform Act of 2009, Public Officers Law, and General Municipal Law. As a member of the board of directors:

I. Mission Statement

I have read and understand the mission of the Authority; and the mission is designed to achieve a public purpose on behalf of the State of New York. I further understand that my fiduciary duty to this Authority is derived from and governed by its mission.

I agree that I have an obligation to become knowledgeable about the mission, purpose, functions, responsibilities, and statutory duties of the Authority and, when I believe it necessary, to make reasonable inquiry of management and others with knowledge and expertise so as to inform my decisions.

II. Deliberation

I understand that my obligation is to act in the best interests of the Authority and the People of the State of New York whom the Authority serves.

I agree that I will exercise independent judgment on all matters before the board.

I understand that any interested party may comment on any matter or proposed resolution that comes before the board of directors consistent with the laws governing procurement policy and practice, be it the general public, an affected party, a party potentially impacted by such matter or an elected or appointed public official. However, I understand that the ultimate decision is mine and will be consistent with the mission of the Authority and my fiduciary duties as a member of the Authority's board of directors.

I will participate in training sessions, attend board and committee meetings, and engage fully in the board's and committee's decision-making process.

III. Confidentiality

I agree that I will not divulge confidential discussions and confidential matters that come before the board for consideration or action.

IV. Conflict of Interest

I agree to disclose to the board any conflicts, or the appearance of a conflict, of a personal, financial, ethical, or professional nature that could inhibit me from performing my duties in good faith and with due diligence and care.

I do not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of my duties in the public interest.

Signature: _____

Print Name: _____

Authority Name: _____

Date: _____

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All Property Held At Year End: 2025

Tax Map ID #	Municipality	Street Address/Location	Acres	Nickname of Property	Notes
149.00-1-6.313	Nichols	Berry Road	2.7		residual IDA-owned from best Buy parcel; parent parcel split 2023
149.00-1-6.312	Nichols	Berry Road	6.2		residual IDA-owned from best Buy parcel; parent parcel split 2023
129.00-1-2.1	Owego	Strong Road N/s	38.81	Rizutto	*purchased 12-21
129.13-1-79.1	Owego	Corbin Street S/s	2.28	Rizutto	*purchased 12-21
129.09-2-18.11	Owego	between OGII & Strong Rd	19.5	E-Site *	*remaining after OGII sale; Village parcel
129.00-1-3.1	Owego	Strong Road N/S	47.4	E-Site *	*remaining after OGII; Town parcel
149.00-1-13.121	Nichols	96 Smith Creek Rd	19.236	Hess	
138.00-1-38.111	Nichols	540 Stanton Hill Rd	5.803	Lopke	*Berry-Lopke combined = 7.29A
149.00-1-11	Nichols	540 Stanton Hill Rd	1.487	Berry	*Berry-Lopke combined = 7.29A
138.00-1-44.11	Nichols	Stanton Hill Rd	9.644	Buck Rd aka Town of Nichols	*138.00-1-44.1.12 is highway garage
<i>Miscellaneous Railroad</i>			~235		
	Owego	<i>Dean Street</i>	2.6		
	Owego	<i>Glenmary Drive</i>	2.94	<i>Monkey Run</i>	
118.00-1-21.12	Owego	<i>S Carmichael Rd</i>	2.2		