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Tioga County Industrial Development Agency
January 4, 2017 • 4:30 p.m. • Ronald E. Dougherty County Office Building
56 Main Street, Owego, NY 13827

Annual Meeting Agenda

- I. Call to Order and Introductions**
- II. Attendance**
- III. New Business**
 - A. Monthly Meeting Designation**
 1. Date- first Wednesday of each month
 2. Time- 4:30 p.m.
 3. Location- Ronald E. Dougherty County Office Building, 56 Main Street, Owego, Legislative Conference Room, 1st Floor
 - B. Media Designation**
 1. Press & Sun Bulletin
 - C. Governance Committee Recommendations**
 1. Slate of Officers 2017 Proposed List of TCIDA Committee Members
 - a. Chair- R. Kelsey
 - b. Vice Chair- K. Dougherty
 - c. Secretary- M. Sauerbrey
 - d. Treasurer- A. Gowan
 2. Committee Appointments
 - a. Governance- R. Kelsey, K. Dougherty
 - b. Audit- K. Dougherty, R. Kelsey, A. Gowan
 - c. Railroad- T. Monell, K. Gillette, M. Sauerbrey
 - d. Finance- R. Kelsey, A. Gowan, K. Gillette
 - e. Loan- A. Gowan, R. Kelsey, K. Dougherty, S. Thomas, D. Barton
 3. Other Appointments
 - a. Designee (per Employee Handbook) – L. Tinney
 - b. Compliance Officer- B. Myers
 - c. Contracting Officer- B. Myers
 - d. Freedom of Information Officer- B. Myers
 - e. Code of Ethics Officer- J. Meagher

- f. Internal Controls Officer- J. Nolis*
4. 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
 5. Other Annual Review
 - a. Compensation and Benefits of Business Administrator
 - b. Report on Conflict of Interest Incidents
 - c. Self-Evaluation of Performance 2016 Governance Committee Self-Evaluation Report
- D. Audit Committee Recommendations
1. Appointments
 - a. Audit Firm- Piaker & Lyons
 - b. Financial Expert- J. Nolis*
 2. Annual Policy Review
 - a. Audit Committee Charter TCIDA Audit Committee Charter
 - b. Self-Evaluation of Performance 2016 Audit Committee Self-Evaluation Report
- E. Finance Committee Recommendations
1. Official Depositories
 - a. Chemung Canal Trust Company
 - b. Community Bank
 - c. Tioga State Bank
 2. Annual Policy Review
 - a. Investment Policy
 - b. Finance Committee Charter
 - c. Investment Annual Report
 - d. Self-Evaluation of Performance 2016 Finance Committee Self-Evaluation Report
 3. Annual Designation of Signors on bank accounts
 - a. R. Kelsey, K. Dougherty, A. Gowan, B. Myers
- F. Annual Certifications
1. Internal Controls Certification TCIDA Internal Control Certification
 2. Annual Evaluation of Board Performance
 3. Fiduciary Responsibilities Certification

4. 2016 TCIDA Operations and Accomplishments

G. Miscellaneous

1. Contact information 2017 TCIDA Board of Directors & Staff
2. Listing of IDA properties – 2016

IV. Adjourned

**Tioga County Industrial Development Agency
Board of Directors
2017**

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Chairman

Ralph E. Kelsey

Vice Chairperson

Kevin Dougherty

Treasurer

Aaron Gowan

Secretary

Marte Sauerbrey

Kevin Gillette

Tracy Monell

Bryant Myers – Executive Administrator

Cathy Haskell- Administrative Assistant

Joe Meagher – attorney for TCIDA

The Tioga County Industrial Development Agency Board of Directors shall have the following standing committees:

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2016 - Current

2017 - Proposed

Executive Committee

Ralph Kelsey - Chair
Kevin Dougherty - Vice Chair
Vacancy - Secretary
Aaron Gowan - Treasurer

Executive Committee

Ralph Kelsey - Chair
Kevin Dougherty - Vice Chair
Marte Sauerbrey - Secretary
Aaron Gowan - Treasurer

Audit Committee

Ralph Kelsey - Chair
Kevin Dougherty
Jan Nolis

Audit Committee

Ralph Kelsey - Chair
Kevin Dougherty
Aaron Gowan

Governance Committee

Ralph Kelsey - Chair
Kevin Dougherty
Jan Nolis

Governance Committee

Ralph Kelsey - Chair
Kevin Dougherty
Vacancy

Finance Committee

Ralph Kelsey - Chair
Aaron Gowan
Kevin Gillette

Finance Committee

Ralph Kelsey - Chair
Aaron Gowan
Kevin Gillette

Railroad Committee

Tracy Monell - Chair
Kevin Gillette
Marte Sauerbrey

Railroad Committee

Tracy Monell - Chair
Kevin Gillette
Marte Sauerbrey

Loan Committee

Sam Thomas - Chair
Aaron Gowan
Ralph Kelsey
Kevin Dougherty
Douglas Barton

Loan Committee

Sam Thomas - Chair
Aaron Gowan
Ralph Kelsey
Kevin Dougherty
Douglas Barton

Public Relations Committee

LeeAnn Tinney

Public Relations Committee

LeeAnn Tinney

All committee members are appointed at the annual meeting of the TCIDA Board of Directors.

2016 - Current

Designee (per Employee Handbook)

LeeAnn Tinney

Compliance Officer

Bryant Myers

Contracting Officer

Bryant Myers

Freedom of Information Officer

Bryant Myers

Code of Ethics Officer

Joseph B. Meagher

Internal Controls Officer

Amy Dunham

2017 - Proposed

Designee (per Employee Handbook)

LeeAnn Tinney

Compliance Officer

Bryant Myers

Contracting Officer

Bryant Myers

Freedom of Information Officer

Bryant Myers

Code of Ethics Officer

Joseph B. Meagher

Internal Controls Officer

Jan E. Nolis

Tioga County IDA Executive Administrator
List of Accomplishments
Year: 2016

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- ❖ Completed the PARIS report to the NYS Comptroller prior to deadline
- ❖ Assisted Piaker & Lyons to complete the annual audit prior to deadline
- ❖ Ongoing assistance to project owners with completing required ST-60s paperwork accurately for sales tax benefits
- ❖ Work closely with the ED&P department regarding prospects and potential new development projects: Tioga Downs Phase IV, Gateway, and future E-Site and Lounsberry development projects
- ❖ Midwestern PetFoods PILOT Closed 2/2016, Nichols Cross Dock PILOT Closed 6/2016, Tioga Downs Phase 2 & 3 PILOT Closed 9/2016
- ❖ Awarded \$1,800,000.00 in 2/2016 for the Nichols WWTP for the Crown Cork and Seal, USA project
- ❖ Ongoing administration of the NYS DOT Grant on behalf of Waverly Trade Center
- ❖ Ongoing administration of the ESD Grant for the Nichols WWTP
- ❖ Ongoing administration of the loan programs
- ❖ Ongoing outreach of the loan programs
- ❖ Conducted all 2016 site visits for active IRP loans
- ❖ Consolidation of the IRP 1, 2, 3, and 4 loan programs
- ❖ LINC Reports for the loan program were completed prior to deadline
- ❖ Participated in the 2016 CFA Workshop 2/2016
- ❖ Participated in the Lenders Roundtable 9/2016
- ❖ VEDA (Valley Economic Development Association) Board Member – 12/2015 – current
- ❖ Assisted Farview Farms with a URI application 2/2016
- ❖ Assisted VEDA (Valley Economic Development Association) with loan reviews when necessary
- ❖ Total IRP funds committed in 2016: \$160,000.00
- ❖ New IDA Loans: R&C Auto (\$40,000.00) – Closing Pending; Granite Works (\$100,000.00) – Closing Pending; and Tioga Gardens (\$20,000.00) – Closing Pending
- ❖ Assist with Commercial Façade Improvement Loans: Becky & Coby Young (\$18,314.11); Five Star Realty Development (\$50,000); Filbin Painting (\$11,006.15); Towne Diner (\$19,690.20); Owen Insurance (\$40,000.00)
- ❖ Worked with ED&P to strategize and fund studies in effort to make IDA owned sites as shovel ready as possible
- ❖ Purchase of the Lounsberry 1.2A property in the Town of Nichols (Closing Pending)
- ❖ Hire of Zackary Baker, IDA Intern. Period of hire: 12/2016-1/2017
- ❖ SUEZ Meeting 11/2016 to discuss water infrastructure updates and extensions to the E-Site

**Tioga County Industrial Development Agency
2016 Governance Committee
Self-Evaluation Performance Summary**

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2016 Governance Committee Members

Ralph E. Kelsey
Kevin Dougherty
Jan Nolis

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 Chairman of the TCIDA Board of Directors, as chair, and two other directors nominated by the committee chair and confirmed by the Board of Directors. In the year 2016, 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.

The TCIDA Governance Committee made reports on its actions and recommendations to the TCIDA Board of Directors in the month of September 2016. 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 Governance Committee self-evaluation was provided to the Board of Directors prior to the January regular meeting and scheduled for approval at the January 2017 regular 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.

In addition, at the January 2016 TCIDA Board of Directors meeting, the Committee recommended to the full Board the structure and members of the committees as outlined in the By-Laws. The Executive Administrator compensation and benefits were reviewed and recommendation made to the full Board of Directors at the November 2016 board meeting.

The following policies, charter & slate of officers and committee members were reviewed by the Governance Committee in December 2016 with any recommendations for changes to be approved at the January 2017 annual and regular board meeting. The Conflict of Interest Policy will be reviewed at the January 2017 annual and regular board meetings:

- 2017 Slate of Officers & Committee Members
- By-Laws – no changes
- Code of Ethics – no changes
- Defense & Indemnification Policy – no changes
- Procurement Policy – no changes
- Property Disposition Policy - changes
- Whistle Blowers Policy – no changes
- Employee Handbook – no changes
- Governance Committee Charter – no changes
- Conflict of Interest – 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. Areas for improvement include the development of an equal opportunity and affirmative action policy, and providing information to board members regarding education by state-approved trainers.

**Tioga County Industrial Development Agency
2016 Audit Committee
Self-Evaluation Performance Summary**

DRAFT

2016 Audit Committee Members

Ralph Kelsey

Kevin Dougherty

Jan Nolis

The purpose of the Tioga County Industrial Development Agency (TCIDA) Audit Committee is to assure 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 Chairman 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 2016, 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 in the months of January, March, and November 2016. The Audit Committee Charter was reviewed. 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 2017 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 the certified independent accounting firm, Piaker & Lyons, established compensation to the firm and provided direct

oversight of the performance of the independent audit. The Audit Committee recommended the designation of a financial expert, Amy Dunham. As the need for the segregation of duties of the Executive Administrator as the duties relate to internal control was identified in 2008, the IDA Board upon recommendation by the Audit Committee continued with the third party contract employee, Cathy Haskell, to assist with controls over financial transactions.

The following policy was reviewed by the Audit Committee in December 2016:

- Audit Committee Charter

The following reports were provided by the Audit Committee to the Board of Directors prior to the January 2017 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.

**Tioga County Industrial Development Agency
2016 Finance Committee
Self-Evaluation Performance Summary**

DRAFT

2016 Finance Committee Members

Ralph E. Kelsey

Aaron Gowan

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 Chairman 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 2016, 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 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 Finance Committee made reports on its actions and recommendations to the TCIDA Board of Directors in the months of May and September 2016. The Investment Policy and Finance Committee Charter were reviewed. In addition, a recommendation was made to the Board of Directors regarding the preparation and submission of the budget to the Authority Budget Office. The Finance Committee self-evaluation will be provided to the Board of Directors prior to the January regular meeting and scheduled for approval at the January 2017 regular 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 December 2016:

- Investment Policy
- Finance Committee Charter

The following reports will be provided by the Finance Committee to the Board of Directors at the January 2017 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.