

## **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.