



Agenda - COIDA Governance Committee Meeting
Friday February 14, 2025 8:00 AM
Updated 02/12/25

- **Call Governance Committee meeting to order-Chair**
- **Roll Call** – Calling of Committee members, announcement as to whether a quorum is present
- **Approval of Previous Committee Meeting Minutes**
 - *February 16, 2024 (Electronic) – Motion*
- **Legal**
- **Old Business**
 -
- **New Business**
 - Recommend or not recommend the approval of Guidelines and Policies
 - *Real Property Acquisition - Motion*
 - *Property Disposal Guideline – Motion*
 - *Recommend or not Recommend the approval of the Governance Committee Charter – Motion*
- **Executive Session – If Required – Motion (Including invitees)**
 - *Action on any matters from executive session – Motion*
- **Motion to adjourn**

Adopted: April 17, 2009
Amended: August 20, 2010

COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY REAL PROPERTY ACQUISITION POLICY

The County of Orleans Industrial Development Agency (the "Agency"), a New York public benefit corporation, in compliance with the New York State Public Authorities Law, has established these Guidelines for the Acquisition of Real Property (the "Guidelines").

These Guidelines shall apply to the acquisition of real property throughout the year following their adoption and until such time as the Agency adopts new or revised Guidelines. The Members of the Agency shall review and approve of these Guidelines, with any necessary modifications and revisions, on a no less than annual basis.

1. Designation of Contracting Officer

The Agency hereby designates the Agency's CFO as the Agency's Contracting Officer, in compliance with the provisions of New York State Public Authorities Law. The Contracting Officer shall hold this position until the Members of the Agency designate a new Contracting Officer or until such time as the Members adopt new Real Property Acquisition Guidelines.

The Contracting Officer shall be responsible for the administration and implementation of these Guidelines. The Contracting Officer shall cause these Guidelines to be posted on the Agency's website so that they are available to the general public.

2. Application of Guidelines

The procedures outlined in these Guidelines shall apply to the Agency's acquisition of all interests in real property except for acquisitions of interests in real property involving the provision by the Agency of "financial assistance" as such term is defined in Section 856 (14) of the New York General Municipal Law. As used in these Guidelines, "property" shall include all interests in real property.

The Agency shall acquire real property in a prudent manner. All acquisitions of real property shall be made in accordance with this policy and applicable law and shall be approved by the Agency's Board of Directors.

3. Purpose

The Agency has adopted these Guidelines to comply with the provisions of New York Public Authorities Law and to protect the interests of the Agency in the acquisition of real property by the Agency for its own benefit. The purpose of the acquisition of real

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property by the Agency shall be to further one or more purposes of the Agency, as authorized by the Agency's enabling legislation, by-laws, or a resolution adopted by the Board of Directors or Members of the Agency, or for a purpose otherwise permitted under applicable State law.

4. Fair Market Value

Prior to acquiring any parcel of real property, except for property being gifted to the Agency, the Contracting Officer shall take reasonable measures to determine the fair market value of the property to be acquired. Fair market value of property that is unique in nature and therefore not subject to fair market value pricing shall be determined through an appraisal by a qualified professional. In the case of real property donated to the Agency, an appraisal or other fair market valuation shall not be required. The Agency shall negotiate the purchase price after determination of the fair market value.

The Agency shall endeavor not to pay more than fair market value for any property being acquired. Where the property is such that it is required for Agency purposes and other property will not suffice, the Agency may under such circumstances pay a reasonable amount in excess of what it has determined to be fair market price in order to purchase the property. In such case the Agency shall document the reasons why it is necessary to acquire such property for a price in excess of what it determined to be fair market price and shall include in its annual report required by Section 2800 (2) of the Public Authorities Law a detailed explanation of the justification for making the purchase for a price in excess of fair market value and a certification by the Agency's CEO and CFO that they have reviewed the terms of the acquisition and determined that it complies with applicable law and this policy.

5. Environmental and Title Review

Prior to the acquisition of any interest in real property covered by this policy, the Agency shall take necessary steps to determine whether there are any environmental concerns, including, if appropriate, obtaining a Phase I Environmental Report or conducting other environmental due diligence. The Agency shall comply with the New York State Environmental Quality Review Act, to the extent applicable to any property purchase.

The Agency shall have Agency General Counsel review the title documents supplied in connection with the acquisition and shall require fee title insurance unless the Agency Counsel shall determine that title insurance should not be required.

The Agency General Counsel shall handle the purchase on behalf of the Agency and the Agency shall pay such reasonable fees as are required in connection with such purchase.

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6. Yearly Property Report

Each year the Contracting Officer shall publish a report listing all real property acquired by the Agency during the previous twelve-month period. The report shall contain a full description of each parcel of real property purchased, the price paid by the Agency, and the name of the individual(s) or entity that sold the property.

The Contracting Officer shall cause the report to be delivered to the Comptroller, the Director of the Budget, the Commissioner of General Services, and the New York State Legislature c/o the Speaker of the House and the Senate Majority Leader.

The Contracting Officer shall cause the report to be published on the Agency's website.

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COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT AGENCY PROPERTY DISPOSAL GUIDELINES

The County of Orleans Industrial Development Agency (the "Agency"), a New York public benefit corporation, in compliance with the New York State Public Authorities Law, has established these Guidelines for the Disposal of Property (the "Guidelines").

These Guidelines shall apply to the disposal of real property and personal property throughout the year following their adoption and until such time as the Agency adopts new or revised Guidelines. The Members of the Agency shall review and approve of these Guidelines, with any necessary modifications and revisions, on a no less than annual basis.

1. Designation of Contracting Officer

The Agency hereby designates the Chief Financial Officer of the Agency as the Agency's Contracting Officer, in compliance with the provisions of New York State Public Authorities Law. The Contracting Officer shall hold this position until the Members of the Agency designate a new Contracting Officer or until such time as the Members adopt new Property Disposal Guidelines.

The Contracting Officer shall be responsible for the administration and implementation of these Guidelines. The Contracting Officer shall cause these Guidelines to be posted on the Agency's website so that they are available to the general public.

2. Application of Guidelines

The procedures outlined in these Guidelines shall apply to the Agency's disposal from time to time of all personal property having a fair market value at the time of disposal of more than five thousand dollars (\$5,000) and all interests in real property. As used in these Guidelines, "property" shall include personal and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, but shall exclude an interest securing a loan or other financial obligation of another party. Personal and real property are distinguished from each other as appropriate in some Sections of these Guidelines.

The Agency shall endeavor to dispose of personal property with a fair market value at the time of disposal of Five Thousand Dollars (\$5,000.00) or less for at least fair market value.

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3. Purpose

The Agency has adopted these Guidelines to comply with the provisions of NYS Public Authorities Law and to realize a favorable return on the disposal of Agency property.

4. Fair Market Value

Before disposing of property, the Contracting Officer shall take reasonable measures to determine the fair market value of the property to be disposed of. Fair market value of property which, because of its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar property and therefore not subject to fair market value pricing shall be determined through an appraisal by a qualified independent appraiser which shall be included in the record of the transaction. Prior to its disposal, the fair market value of all real property shall be established by an appraisal conducted by a qualified independent appraiser and included in the record of the transaction.

5. Advertised Bid

All disposals of Agency property shall be made after public advertisement for bids for the purchase of Agency property. The Contracting Officer shall order the advertising for bids in such a manner and in such publications as the Contracting Officer deems reasonably necessary to permit full and fair competition for the property consistent with the fair market value and nature of the property.

All advertisements for soliciting bids on Agency property shall state the method, place and deadline for the submission of bids, and request any other information the Contracting Officer deems necessary to evaluate bids being solicited.

All advertisements and announcements soliciting bids shall state the place and time at which the content of all bids received for the property advertised shall be publicly disclosed. The content of all bids received shall be publicly disclosed as announced in the solicitation for bids.

6. Award of Property Subject to Bid

Award of the property for which bids have been solicited shall be made within a timeframe reasonable for the evaluation of the bids received. The Contracting Officer shall evaluate the bids and select the bid most advantageous to the Agency based upon (a) conformance with the invitation for bids, (b) the terms, including but not limited to the price offered, and (c) any other factors that warrant consideration.

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Notwithstanding the foregoing, the Agency may reject as inadequate all bids received in response to a particular solicitation for bids if the Contracting Officer deems that it is in the best interest of the Agency to reject all bids.

7. Notification of Successful Bid

The Agency shall notify the successful bidder in writing of the Agency's acceptance of the bid. This notice shall contain a description of the property, the amount of the successful bid and any other material terms of the bid. The bidder shall be required to make payment to the Agency Treasurer in a form and on terms acceptable to the Agency before taking possession of the property.

The Agency shall gather the following information regarding any successful bidder: name, address, and telephone number.

The Agency shall provide to the successful bidder a deed, bill of sale, lease or other appropriate instrument adequate to transfer to the successful bidder the interest in the property.

8. Contracts to Dispose of Property

The Agency may solicit bids for contracts to dispose of the Agency property covered by these Guidelines. In the event that the Agency determines that the services of a company are necessary to assist the Agency in disposing of certain of its property, the Agency shall follow the same procedures in selecting an organization to dispose of property as the Agency follows under these Guidelines for disposal of property through advertised bid.

9. Disposal of Property by Negotiation

The Agency may dispose of property through negotiation or by public auction without regard to the above-described procedures if the Contracting Officer determines that any of the following conditions exist:

- (a) the personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significance, rarity, or other quality or similar effect, that would tend to increase its value, or if the personal property is to be sold in such quantity that, if it were sold through public bidding, it would adversely affect the local market for that kind of property, and the estimated fair market price and other terms for the sale of the personal property can be obtained through negotiation;
- (b) the fair market value of the property does not exceed fifteen thousand dollars (\$15,000);
- (c) prices for the property that were obtained by advertised bid were not reasonable or the bid process did not generate open competition;

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- (d) disposal of the property will be to the State or any political subdivision and the estimated fair market value and other satisfactory terms of disposal are arranged through negotiation;
- (e) under circumstances permitted under Section 10 of these Guidelines; or
- (f) such action is otherwise authorized by law.

10. Disposal of Property for Less Than Fair Market Value

- (a) No asset owned, leased or otherwise in the control of the Agency may be sold, leased or otherwise alienated for less than its fair market value except if:
 - (i) The transferee is a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity;
 - (ii) The purpose of the transfer is within the purpose, mission or governing statute of the Agency; or
 - (iii) In the event the Agency seeks to transfer an asset for less than its fair market value to other than a governmental entity, which disposal would not be consistent with the mission, purpose or governing statutes, the Agency shall provide written notification thereof to the Governor, the Speaker of the Assembly and the temporary President of the Senate, and such proposed transfer shall be subject to denial by the Governor, the Senate or the Assembly. Denial by the Governor shall take the form of a signed certification by the Governor. Denial by either House of the Legislature shall take the form of a resolution by such House. The Governor and each House of the Legislature shall take any such action within sixty (60) days of receiving notification of such proposed transfer during the months of January through June, provided that if the Legislature receives notification of a proposed transfer during the months of July through December, the Legislature may take any such action within sixty (60) days of January first of the following year. If no such resolution or certification is performed within sixty (60) days of such notification of the proposed transfer to the Governor, Senate, and Assembly, the Agency may effectuate such a transfer. Any of the foregoing notwithstanding, with respect to a below market transfer by the Agency that is not within the purpose, mission or governing statute of the Agency, if the General Municipal Law provides for the approval of such transfer by the Orleans County Legislature and the transfer is of property obtained by the Agency from Orleans County, then such approval shall be sufficient to permit the transfer.
- (b) In the event a below fair market value asset transfer is proposed, the following information must be provided to the Agency's Board and the public:
 - (i) A full description of the asset;
 - (ii) An appraisal of the fair market value of the asset and any other information establishing the fair market value sought by the Board;

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- (iii) A description of the purpose of the transfer and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including but not limited to the kind, number, location, wages or salaries of jobs created or preserved as required by the transfer, and the benefits, if any, to the communities in which the asset is situated as are required by the transfer;
 - (iv) A statement of the value to be received compared to the fair market value;
 - (v) The names of any private parties participating in the transfer, and if different than the statement required by subparagraph (iv) of this paragraph, a statement of the value to the private party; and
 - (vi) The names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.
- (c) Before approving the disposal of any property for less than fair market value, the Board of the Agency shall consider the information described in paragraph (b) of this Section and make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.
- (d) In the event property is disposed of for less than fair market value, the Agency shall include in its annual report required under Section 2800(2) of the Public Authorities Law a detailed explanation of the justification for making the sale without competitive bidding and a certification by the CEO and CFO of the Agency that they have reviewed the terms of the sale and determined that it complies with applicable law and these guidelines.

11. Documentation of Disposal by Negotiation

The Contracting Officer shall cause to be prepared an explanation of the circumstances of the disposal when property is disposed of through the negotiation process described in Section 9, and any of the following are true:

- (a) personal property disposed of has an estimated fair market value in excess of fifteen thousand dollars (\$15,000);
- (b) real property disposed of has an estimated fair market value in excess of one hundred thousand dollars (\$100,000.00), except that real property disposed of by lease or exchange shall only be subject to clauses (c) and (d) below;
- (c) real property leased if the estimated annual fair market rent over the term of the lease is in excess of fifteen thousand dollars (\$15,000.00);
- (d) any real property or real and related personal property disposed by exchange, regardless of value, or any property any part of the consideration for which is real property.

The Contracting Officer shall cause any and all explanatory statements required under this Section 11 to be transmitted at least ninety (90) days in advance of disposal by negotiation to the recipients of the yearly report of dispositions required under Section 12 of these Guidelines and shall maintain a copy of such statement in the Agency's file.

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12. Yearly Property Report

Each year the Contracting Officer shall publish a report listing all real and personal property disposed of by the Agency during the previous twelve-month period. The report shall contain a full description of each item of property disposed of, the price received by the Authority, and the name of the individual(s) or entity that purchased the property.

The Contracting Officer shall cause the report to be delivered to the Comptroller, the Director of the Budget, the Commissioner of General Services, and the New York State Legislature c/o the Speaker of the House and the Senate Majority Leader.

The Contracting Officer shall cause the report to be published on the Agency's website.

COUNTY OF ORLEANS INDUSTRIAL DEVELOPMENT CORPORATION
GOVERNANCE COMMITTEE CHARTER

(Originally adopted September 21, 2007 and amended August 20, 2010)

This Governance Committee Charter was adopted by the Board of Directors of the County of Orleans Industrial Development Agency (the "Authority"), a public benefit corporation established under the laws of the State of New York, on this 20th day of August, 2010.

Purpose

The Authority's Board has created a governance committee which shall be constituted and shall have the purposes, powers and responsibilities as set forth in this Governance Committee Charter. 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 the applicability to the Authority.
- Updating the Authority's corporate governance principles and governance practices.
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.
- To examine ethical and conflict issues.
- To perform Board self-evaluations.
- To recommend by-laws which include rules and procedures for the conduct of Board business.

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 outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Authority'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 governance committee shall be comprised of not less than three (3) members who are "independent members" within the meaning of, and to the extent required by, Section 2825 of the New York Public Authorities Law, as amended from time to time. The governance committee members shall be appointed by, and will serve at the discretion of, the Authority'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 (1) year to ensure an orderly transition.

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

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance and shall have the necessary skills to understand the duties and functions of the governance committee.

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 committee meeting in person or via videoconference.

Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five (5) 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. 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 and Board's function on an annual basis.

Responsibilities

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

Relationship to the Authority'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 Authority's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of 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 Authority's governance process.
- Examine ethical and conflicts of interests.
- Perform Board self-evaluations.

Evaluation of the Authority's Policies

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Authority'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 Authority's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required updates on the Authority's written policies regarding procurement of goods and services.
- Develop and recommend to the Board any required updates on the Authority'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 Authority, including committee charters and rules and procedures for conducting the business of the Authority's Board, such as the Authority's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Other Responsibilities

- The governance committee shall review on an annual basis the compensation and benefits for the Chief Executive Officer and other senior Authority officials.
- The governance committee shall annually review, assess and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.