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Tioga County Industrial Development Agency
January 3, 2018 • 4:00 p.m. • Ronald E. Dougherty County Office Building
56 Main Street, Owego, NY 13827

Annual Meeting Minutes

- I. **Call to Order and Introductions** – Chairperson R. Kelsey called the meeting to order at 4:02 p.m.
- II. **Attendance**
- A. IDA Board Members: A. Gowan, R. Kelsey, K. Dougherty, T. Monell, K. Gillette, M. Sauerbrey, J. Ceccherelli
 - B. Absent: T. Monell, K. Dougherty
 - C. Guests: B. Myers, M. Freeze

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

Motion to set the regular monthly meetings for the first Wednesday of each month at 4:30 p.m. to be held in the County Office Building, Legislative Conference Room, 56 Main Street, Owego, NY. (J. Ceccherelli, M. Sauerbrey)

Aye – 5 Abstain - 0
No – 0 Carried

B. Media Designation

- 1. Press & Sun Bulletin
- 2. News Radio WEBO

Motion to designate the Press and Sun Bulletin and News Radio WEBO as the official media sources for the purposes of publishing all notices and other matters as required by law (J. Ceccherelli, M. Sauerbrey)

Aye – 5 Abstain – 0
No – 0 Carried

C. Governance Committee Recommendations

1. Slate of Officers 2018 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- J. Ceccherelli, A. Gowan, R. Kelsey
 - 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 Executive Director
 - b. Report on Conflict of Interest Incidents
 - c. Self-Evaluation of Performance 2017 Governance Committee Self-Evaluation Report

Motion to approve:

- 1) **2018 Slate of Officers Appointments as recommended by the Governance Committee**
- 2) **Committee Appointments as recommended by the Governance Committee**
- 3) **Other Appointments as recommended by the Governance Committee**
- 4) **Reviewed policies as recommended by the Governance Committee**
- 5) **Acceptance of no conflict of interest incidents noted for 2017 and Self-Evaluation of Performance 2017 Governance Committee Report (J. Ceccherelli, K. Gillette)**

Aye – 5 Abstain – 0
No – 0 Carried

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 2017 Audit Committee Self-Evaluation Report

Motion to approve:

- 1) **Audit Firm and Financial Expert Appointments as recommended by the Audit Committee**
- 2) **Reviewed policies and Self-Evaluation of Performance 2017 Audit Committee Report as recommended by the Audit Committee (M. Sauerbrey, J. Ceccherelli)**

Aye – 5 Abstain – 0
No – 0 Carried

E. Finance Committee Recommendations

- 1. Official Depositories
 - a. Chemung Canal Trust
 - 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 2017 Finance Committee Self-Evaluation Report
- 3. Annual Designation of Signors on Bank Accounts
 - a. R. Kelsey, K. Dougherty, A. Gowan, B. Myers

Motion to accept Chemung Canal Trust Company, Community Bank, and Tioga State Bank as official depositories as recommended by the Finance Committee (M. Sauerbrey, J. Ceccherelli)

Aye – 4 Abstain – 1 (R. Kelsey)
No – 0 Carried

Motion to accept the reviewed policies and Self-Evaluation of Performance 2017 Finance Committee Report, as recommended by the Finance Committee (J. Ceccherelli, A. Gowan)

Aye – 5 Abstain – 0
No – 0 Carried

Motion to accept M. Sauerbrey, K. Dougherty, A. Gowan, and B. Myers as the designated signors on the IDA bank accounts. (J. Ceccherelli, A. Gowan)

Aye – 5 Abstain – 0
No – 0 Carried

- F. Annual Certifications
 - 1. Internal Controls Certification
 - 2. Annual Evaluation of Board Performance
 - 3. Fiduciary Responsibilities Certification
 - 4. 2017 TCIDA Operations and Accomplishments

Motion to authorize annual internal controls certification and fiduciary responsibilities certification (A. Gowan, M. Sauerbrey)

Aye – 5 Abstain – 0
No – 0 Carried

G. Miscellaneous

1. Contract Information 2017 TCIDA Board of Directors & Staff
2. Listing of IDA properties – 2017

IV. Adjournment

K. Gillette motioned to adjourn the meeting at 4:12 p.m.