

<u>IDA Gov Cmte</u> Steven Brusso, Chair Thomas Kime Bruce Murray Tom Murray	<u>EDC Gov Cmte</u> Steve Brusso, Chair Thomas Kime Jeffery Shipley	<u>FC Gov Cmte</u> Robert Kernan, Chair Steven Brusso
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**There will be a Joint  
Governance Committee Meeting**

**of  
The Seneca County IDA  
The Seneca County EDC  
The Seneca County FC**

**As follows:**

**Friday  
October 21, 2022  
12:00 pm**

**Heroes Conference Room  
Seneca County Office Bldg., 3<sup>rd</sup> Floor  
One DiPronio Drive  
Waterloo, New York**



LOCAL VALUES. FORWARD VISION.

SENECA COUNTY  
INDUSTRIAL DEVELOPMENT AGENCY  
Joint IDA EDC FC Governance Committee Meeting  
Friday, October 21, 2022  
12:00 PM  
Heroes Conference Room  
One DiPronio Drive  
Waterloo, NY 13165

Agenda

1. Approval of Governance Committee Meeting Minutes of October 22, 2021 V \_\_\_\_\_
2. Review and Recommend Approval to Full Board the following IDA Policies:
  - New Proposed Policies  
Project Fee Schedule R \_\_\_\_\_
  - Established Policies with No Modifications: R \_\_\_\_\_

Audit Committee Charter	Foil Policy
Administrative Guidelines Policies and Procedures	Governance Committee Charter
By-Laws	Investment Policy
Code of Ethics	Local Labor Policy
Conflict of Interest	Prevailing Wage Policy
Capitalization Policy	Procurement Policy
Disposition of Property Policy	Records and Retention Policy
Equal Opportunity Policy	Sexual Harassment Policy
Finance Committee Charter	Supplies and Equipment Policy
	UTEP
	Mission Statement
3. Nominations of 2023 IDA Officers
4. Self-Evaluation of Governance Committee
5. Executive Session V \_\_\_\_\_
6. Contract Renewals for Professional Services / 2023 V \_\_\_\_\_
  - Fisher Associates
  - Dermody Burke and Brown
  - Elly Beattie, Bookkeeper
  - Jim Armstrong, Business Retention & Expansion Specialist
  - Robert Kernan, CFO
7. Other Business
8. Adjournment



SENECA COUNTY  
INDUSTRIAL DEVELOPMENT AGENCY  
**GOVERNANCE COMMITTEE**  
MEETING MINUTES

October 22, 2021  
12:36 PM  
Heroes Conference Room  
Waterloo, NY 13165

**Attendance:**

Members Present: Steve Brusso– Chair Thomas Kime and Bruce Murray  
Staff Attending: Sarah Davis, Executive Director , Kelly Kline, Office Manager, Patricia Jones, Deputy Director and Robert E. Kernan, Jr. CFO

**Call to Order:**

Chairman Brusso called the meeting to order at 12:36 pm. A quorum of committee members were present.

**Approval of Meeting Minutes of October 19, 2020:**

The meeting minutes were distributed and reviewed by the Committee. A minor change made to page 2 was noted. A motion was made by Mr. Kime to approve the minutes as amended. Seconded by Mr. Brusso. Motion Carried

**Review of IDA Policies:**

**Established Policies with Modifications:**

Copies of the proposed policies were provided to board members prior to the meeting:

- **Local Labor Policy:** While the agency does currently have a Local Labor policy in place, the policy lacks clarity, specificity, and enforceability. Staff is proposing to establish a 70% local labor requirement on all new projects moving forward. The companies may request a waiver of the requirement for projects requiring specialty contractors or lack of available workers in the area. Staff is proposing to contract with Loewke Brill Consulting to monitor project compliance with this policy, the cost of which would be the responsibility of the project and not the IDA.
- **Prevailing Wage Policy:** Per a change in NYS law, projects granted IDA incentives will be subject to prevailing wage beginning in 2022 where their construction project cost is \$5 million or more and 30% of that cost is paid for with public funding. Mrs. Davis noted staff is still waiting for further clarification of some terms from the state; however, we have decided to move forward with instituting a baseline policy that can be amended as needed in the future. As with the Local Labor Policy, Loewke Brill Consulting would monitor the projects that fall under the Prevailing Wage requirement to ensure they are in compliance. The consulting firm's fees for compliance monitoring will be passed through to companies based on their total project cost. It is also noted that projects that fall under prevailing wage would not be subject to the Local Labor requirement

A motion was made by Mr. Kime recommending approval of the **Local Labor Policy and Prevailing Wage Policy** to the full board. Seconded by Mr. Murray. Members Brusso, Kime and Murray voted "yea." Motion carried

**Established Policies with Modifications:**

- **Administrative Guidelines Policies and Procedures:** A copy of the amended policy was provided to the board prior to the meeting. The amendment is the addition of New York State's Paid Family Leave policy. The IDA, as a public employer, opted into this policy and this amendment is a formal recognition of that.

A motion was made by Mr. Kime recommending approval of the **Administrative Guidelines Policies and Procedures** to the full board. Seconded by Mr. Murray. Members Brusso, Kime and Murray voted "yea." Motion carried

**Established Policies with No Modification:**

The following policies were provided to Board members prior to the meeting and were presented as follows with no changes: Audit Committee Charter, Conflict of Interest, Capitalization Policy, Code of Ethics, Disposition of Property Policy, Equal Opportunity Policy, Finance Committee Charter, FOIL Policy, Governance Committee Charter, Investment Policy, Procurement Policy, Records and Retention Policy, Sexual Harassment Policy, Supplies and Equipment Policy, UTEP Policy, Whistleblower Policy and Mission Statement.

A motion was made by Mr. Kime approving all established policies listed above with no modifications and recommending approval to full board. Seconded by Mr. Murray. Members Brusso, Murray, and Kime voted "yea." Motion carried.

**Nominations of 2022 Officers / Committees:**

The Governance Committee serves as the Nominating Committee for the Slate of IDA Officers for 2022. Committee members gave their recommendations for 2022 slate of officers as follows:

Steven Brusso	-	Chairman / Treasurer
Bruce Murray	-	Vice Chairman / Secretary

These recommendations will be brought before the full IDA Board at their next scheduled meeting.

**Self-Evaluation of Governance Committee:**

According to the IDA Governance Committee Charter, the Governance Committee must report annually any proposed changes to the governance charter and governance guidelines. It is also recommended that a review of procedures is made in accordance with PAAA. A Draft Evaluation was provided to Committee Members prior to the meeting for their review. No changes were noted. Committee members requested that the Evaluation be provided to the full IDA Board at their next meeting.

**Contract Renewals for Professional Services / 2022:**

Six contracts for Professional Services for the 2022 calendar year are up for renewal.

1. **Fisher Associates** offers professional engineering services. Their annual contract fee is for up-to \$10,000 and would be billed on an as-needed basis. No increase from prior year.
2. **Dermody Burke and Brown** provides accounting services to the IDA and EDC on a monthly basis. The proposed charges are as follows: 6 months of work for the IDA and EDC to help us get through audit season at a monthly rate of \$1,000, followed by a monthly rate of \$900 for accounting services for the IDA only through November 2022, and December to be billed at an hourly rate of \$225.

3. **Eleanor Beattie** is an independent contractor who currently performs bookkeeping duties for the IDA/EDC/SVMC at a price of \$675 a month for a maximum of 20 hours monthly. No increase from prior year.
4. **Jim Armstrong** is a business expansion and retention specialist. His services are not to exceed \$15,000 for 2022. No increase from prior year.
5. **Finger Lakes TV** for livestreaming services of the agency's meetings with an annual flat rate of \$10,000 per year to stream up to 15 meetings and \$700 per meeting for any additional meetings.
6. **Robert E. Kernan, Jr.**, as CFO with a monthly service fee of \$1,000.

A motion was made by Mr. Murray recommending approval of the above 2022 contracts to full IDA Board. Seconded by Mr. Kime Members Brusso, Kime and Murray voted "yea." Motion carried.

**Executive Session:**

Chairman Brusso requested a motion to enter into Executive Session for the discussion of the employment of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation. A motion was made by Mr. Murray at 1:28 pm to enter into Executive Session. Seconded by Mr. Kime. Motion carried. A motion was made by Mr. Kime at 2:41 pm to come out of Executive Session. Seconded by Mr. Murray. Motion carried.

**Adjournment:**

A motion to adjourn the meeting was made by Mr. Kime. Seconded by Mr. Murray. Motion carried. The meeting adjourned at 2:41pm.

Respectfully submitted,

Sarah R. Davis  
Executive Director

**SENECA COUNTY IDA PROJECT FEE SCHEDULE**

## Straight Lease Transaction / PILOT Agreement

Application Fee:	A non-refundable application fee of \$350
Agency Fees:	1 % of Total Capital Costs
Monitoring Fee:	See Local Labor Policy
Legal Fees:	See attached Fee Schedule

## Sales Tax Exemption Only (No PILOT Agreement)

Application Fee:	A non-refundable application fee of \$350
Agency Fee:	1% of Sales Taxable Amount
Monitoring Fee:	See Local Labor Policy
Legal Fees:	See attached Fee Schedule

## Mortgage Recording Tax Exemption Only (No PILOT Agreement)

Application Fee:	A non-refundable application fee of \$350
Agency Fee:	0.1% of Mortgage
Monitoring Fee:	See Local Labor Policy
Legal Fees:	See attached Fee Schedule

## Taxable and Tax Exemption Revenue Bonds:

Application Fee:	A non-refundable application fee of \$350
Agency Fee	1% of Benefits provided
Monitoring Fee:	See Local Labor Policy
Legal Fees:	See attached Fee Schedule

The Seneca county IDA reserves the right to modify this fee schedule and assess fees and charges in connection with amendments or modifications of IDA documents (including but not limited to name or organization change, refinancing, etc.).

# **THE HALPIN FIRM**

**ROBERT L. HALPIN, ATTORNEY AT LAW**

**4588 ROUTE 224**

**MONTOUR FALLS, NY 14865**

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## **SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

### **FINANCIAL ASSISTANCE FEE SCHEDULE 2023**

Sales Tax Exemption Only:	\$5,000 - \$6,000
Lease-Leaseback, No Financing:	\$8,000 - \$10,000
Lease-Leaseback with Financing:	\$10,000 - \$12,000
UTEP Deviation:	Base Fee plus \$3,000 - \$5,000
Revolving Loan Fund:	\$1,500 - \$3,000

All fees are estimates and are subject to adjustments based on the circumstances of a particular transaction. Transactions involving multiple parcels, non-conventional or multi-party ownership structures, extensive negotiation of transaction documents or other factors requiring resources in addition to those deployed in the normal course of the particular assistance package will incur additional fees. Estimates include professional fees only; delivery charges, postage, duplication expenses, recording fees and other disbursements will be billed in addition to fees.



## IDA Governance Committee's 2022 Evaluation

The IDA Governance Committee Charter requires that the Committee report to the IDA Board, at least annually, any proposed changes to the Governance Charter or the Governance guidelines.

There were no proposed changes to the Governance Charter or the Governance Guidelines in 2022.

There were no documents disposed of, other than valueless records, per the Records and Retention Policy. All records are disposed of via paper shredding.

During 2022 the Governance Committee held one meeting in which they completed the following and provided their recommendations to the full board:

- New IDA Project Fee Schedule
- Review of Established Policies
- Review and Renewal of Professional Service Contracts
- Nomination of Officers for 2022

Submitted:

Steven Brusso  
Chairman  
IDA Governance Committee



SENECA COUNTY  
ECONOMIC DEVELOPMENT CORPORATION  
**JOINT IDA EDC FC Governance Committee Meeting**  
Friday, October 21, 2022  
12:00 PM  
Heroes Conference Room  
One DiPronio Drive  
Waterloo NY 13165

Agenda

1. Approval of Governance Committee Meeting Minutes of October 22, 2021 V\_\_\_\_\_
2. Review of EDC Policies:
  - Established Policies with No Modifications: V\_\_\_\_\_

Audit Committee Charter	Governance Committee Charter
Bylaws	Investment Policy
Capitalization Policy	Mission Statement
Code of Ethics	Procurement Policy
Conflict of Interest	Records and Retention Policy
Disposition of Property Policy	Sexual Harassment Policy
Equal Opportunity Policy	Supplies and Equipment Policy
Finance Committee Charter	Whistleblower Policy
FOIL Policy	
3. Nominations of 2023 EDC Officers
4. Self -Evaluation of EDC Governance Committee
5. 2023 Contract Renewal for Robert E. Kernan Jr., CFO R\_\_\_\_\_
6. Other Business
7. Consideration of Executive Session
8. Adjournment

SENECA COUNTY  
ECONOMIC DEVELOPMENT CORPORATION  
**GOVERNANCE COMMITTEE**  
MEETING MINUTES

Friday, October 22, 2021  
12:30 pm  
Heroes Conf Room  
One DiPronio Dr Waterloo NY

**Attendance:**

Members Present: Steven Brusso and Thomas Kime  
Members Absent: Jeff Shipley  
Others Attending: Sarah Davis, IDA Executive Director; Kelly Kline, IDA Office Manager, Patricia Jones, IDA Deputy Director, Robert Kernan, CFO

**Call to Order:**

Chairman Brusso called the meeting to order at 12:30 pm. A quorum of committee members was present.

**Approval of Meeting Minutes of November 19, 2020:**

The meeting minutes of were distributed and reviewed by the Committee. A motion was made by Mr. Kime to approve the minutes. Seconded by Mr. Brusso. Motion carried

**Annual Review of EDC Policies:**

Copies of all the policies were provided to board members prior to the meeting.

**Policies w. no modifications:**

Audit Committee Charter	Governance Committee Charter
Bylaws	Investment Policy
Capitalization Policy	Mission Statement
Code of Ethics	Procurement Policy
Conflict of Interest	Records and Retention Policy
Disposition of Property Policy	Sexual Harassment Policy
Equal Opportunity Policy	Supplies and Equipment Policy
Finance Committee Charter	Whistleblower Policy
FOIL Policy	

A motion was made by Mr. Kime recommending approval to the full Board of all polices listed above with no changes. Seconded by Mr. Brusso. Members Kime and Brusso vote "yea". Mr. Shipley was absent. Motion carried.

**Nominations of 2022 EDC Officers:**

The Governance Committee serves as the nominating committee and presented their nominations as follows with the official action to take place at the Annual EDC Meeting in February of 2022

Steve Brusso	-	Chairman
Jeff Shipley	-	Vice Chairman
Tom Kime	-	Secretary / Treasurer

**EDC Governance Self Evaluation:**

According to the EDC Governance Committee Charter, the committee must report annually any proposed changes to the governance charter and governance guidelines. It is also recommended that a review of procedures is made in accordance with PAAA. A Draft Evaluation was provided to Committee Members prior to the meeting for their review. Committee members request the Evaluation be provided to the full EDC Board at their next meeting

**Review and Recommend Approval of the following contracts to the full EDC Board:**

1. Dermody Burke & Brown; Accountants for EDC with a decrease in their monthly fee due to the transfer of the Sampson Veterans Memorial Cemetery
2. Robert E. Kernan, Jr., CFO; decrease from \$500 a month to \$250 due to the transfer of the Sampson Veterans Memorial Cemetery.

A motion was made by Mr. Kime recommending approval to the full Board of the above listed contracts  
Seconded by Mr. Brusso. Motion carried

**Other Business:** None

**Executive Session:** None

**Adjournment:**

A motion to adjourn the meeting was made by Mr. Brusso and seconded by Mr. Kime. Motion carried. The meeting adjourned at 12:35 pm

Respectfully submitted,

Sarah R. Davis  
Executive Director

### EDC Governance Committee's 2022 Evaluation

The EDC Governance Committee Charter requires that the Committee report to the EDC Board, at least annually, any proposed changes to the Governance Charter or the Governance guidelines.

There are no proposed changes to the Governance Charter or the Governance Guidelines at this time.

There were no documents disposed of, other than valueless records, per the Records and Retention Policy. All records are disposed of via paper shredding.

During 2022 the Governance Committee had one meeting in which they completed the following and provided their recommendations to the full board:

- Review of Established Policies
- Review and Renewal of Professional Service Contracts
- Nominations of EDC Offices for 2023

Submitted:

Steven Brusso  
Chairman  
EDC Governance Committee



**SENECA COUNTY FUNDING CORPORATION**  
**JOINT IDA EDC FC Governance Committee Meeting**  
**Friday, October 21, 2022**  
**@ 12:00 PM**  
**Heroes Conference Room**  
**One DiPronio Drive**  
**Waterloo, NY 13165**

Agenda

1. **Approval of Governance Committee Meeting Minutes of October 22, 2021**

V \_\_\_\_\_

2. **Review of SCFC Policies:**

**Established Policies w. no Modifications:**

V \_\_\_\_\_

Audit Committee Charter	Investment Policy
By-laws	Mission Statement
Code of Ethics	Procurement Policy
Compensation, Reimbursement and Attendance Policy	Records and Retention Policy
Conflict of Interest	Sexual Harassment Policy
Defense and Indemnification Policy	Travel Policy
Disposition of Property Guidelines	Whistleblower Policy
Finance Committee Charter	
FOIL Policy	

3. **Nomination of SCFC Officers for 2023**
4. **Self-Evaluation of SCFC Governance Committee**
5. **Other Business**
6. **Consideration of Executive Session**
7. **Adjournment**

**SENECA COUNTY FUNDING CORPORATION**

c/o Seneca County IDA

One DiPronio Drive

Waterloo, NY 13165

Phone (315) 539-1725

Fax (315) 539-4340

**SENECA COUNTY FUNDING CORPORATION (SCFC)**

**GOVERNANCE COMMITTEE**

**MEETING MINUTES**

Friday October 22 2021

12:00 pm

Heroes Conference Rm

One DiPronio Dr, Waterloo NY

**Attendance:**

Members Present:

Robert Kernan and Steve Brusso,

Others Attending:

Sarah Davis, IDA Executive Director; Kelly Kline, IDA Office Manager, Patricia Jones, IDA Deputy Director; Bruce Murray, IDA and EDC Board Member

**Call to Order:**

Chairman Brusso called the meeting to order at 12:00 pm. A quorum of committee members was present.

**Approval of Meeting Minutes of November 19, 2020:**

The meeting minutes of November 19, 2020 were distributed and reviewed by the Committee. A motion was made by Mr. Kernan to approve the minutes. Seconded by Mr. Brusso. Motion carried.

**Review and Recommend Approval of FC Policies w. no modifications:**

Copies of the Policies were provided to Board members prior to the meeting. They reviewed and recommended approval of the following policies with no changes: Audit Committee Charter, By-laws, Code of Ethics, Compensation, Reimbursement and Attendance Policy, Conflict of Interest, Defense and Indemnification Policy, Disposition of Property Guidelines, Finance Committee Charter, FOIL Policy, Investment Policy, Mission Statement, Procurement Policy, Records and Retention Policy, Sexual Harassment Policy, Travel Policy, Whistleblower Policy.

A motion to approve was made by Mr. Kernan. Seconded by Mr. Brusso. Members Kernan and Brusso voted "yea". Motion carried

**Nominations of SCFC Officers for 2022:**

The Governance Committee serves as the Nominating Committee for the Slate of FC Officers for 2022. Committee members gave their recommendations for 2022 slate of officers as follows:

Steven Brusso	-	Chairman
Robert Kernan	-	Secretary / Treasurer

**SCFC Self Evaluation of Governance Committee:**

According to the SCFC Governance Committee Charter, the committee must report annually any proposed changes to the governance charter and governance guidelines. It is also recommended that a review of procedures is made in accordance with PAAA. A Draft Evaluation was provided to Committee Members prior to the meeting for their review. Committee members request the Evaluation be provided to the full SCFC Board at their next meeting

**Adjournment:**

A motion to adjourn the meeting was made by Mr. Kernan and seconded by Mr. Brusso. Motion carried. The meeting adjourned at 12:10 pm

Respectfully submitted,

Sarah R. Davis  
Executive Director

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SENECA COUNTY FUNDING CORPORATION

c/o Seneca County IDA

One DiPronio Drive

Waterloo, NY 13165

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Phone (315) 539-1725

Fax (315) 539-4340

SCFC Governance Committee's 2022 Evaluation

The SCFC Governance Committee is required to report to the SCFC Board, at least annually, any proposed changes to the Governance Charter or the Governance guidelines.

There are no proposed changes to the Governance Charter or the Governance Guidelines at this time.

There were no documents disposed of, other than valueless records, per the Records and Retention Policy. All records are disposed of via paper shredding.

The Governance Committee had one meeting in 2022 which they completed the following and provided their recommendations to the full board

- Review of Established Policies
- Nominations of Officers for 2023

Submitted:

SCFC Governance Committee

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