

BUSINESS DEVELOPMENT CORPORATION

FOR A

GREATER MASSENA

GOVERNANCE MANUAL

Adopted in Full

May 17, 2012

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MISSION STATEMENT

It is the mission of the Business Development Corporation for a Greater Massena to enhance the overall economic competitiveness of Massena, New York and to promote the community as a prime location for entrepreneurship, thereby creating employment opportunities for the benefit of the community.

Adopted: March 15, 2012

CODE OF ETHICS

1. No director, officer, or employee of the Corporation shall accept other employment which will impair his or her independence of judgment in the exercise of his/her official duties.
2. No director, officer, or employee of the Corporation shall accept employment or engage in any business or professional activity which will require him/her to disclose confidential information which he/she has gained by reason of his/her official position of authority.
3. No director, officer, or employee of the Corporation shall disclose confidential information acquired by him/her in the course of his/her official duties nor use such information to further his/her personal interests.
4. No director, officer, or employee of the Corporation shall use or attempt to use his/her official position to secure unwarranted privileges or exemptions for himself/herself or others.
5. No director, officer, or employee of the Corporation shall engage in any transaction as a representative or agent of Agency with any business entity in which he/she has a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of his/her official duties.
6. A director, officer, or employee of the Corporation shall not by his/her conduct give reasonable basis for the impression that any person can improperly influence him/her or unduly enjoy his/her favor in the performance of his/her official duties, or that he/she is affected by the kinship, rank, position or influence of any party or person.
7. A director, officer, or employee of the Corporation should abstain from making personal investments in enterprises which he/she has reason to believe may be directly involved in decisions to be made by him/her or which will otherwise create substantial conflict between his/her duty in the public interest and his/her private interest.
8. A director, officer, or employee of the Corporation shall endeavor to pursue a course of conduct which will not raise suspicion among the public that he/she is likely to be engaged in acts that are in violation of his/her trust.

Any and all previously-approved Code of Ethics of the Business Development Corporation for a Greater Massena are hereby rescinded.

Adopted March 15, 2012

ADOPTING FREEDOM OF INFORMATION LAW GUIDELINES

WHEREAS, Legislation approved by Governor Paterson and effective August 7, 2008 (chapter 223) modernizes the Freedom of Information Law (FOIL) and clarifies several of its provisions, and

WHEREAS, the Business Development for a Greater Massena wishes to reaffirm its commitment to practice Open Government through a thorough review and updating of its FOIL policy to include the recently enacted amendments, and

NOW, THEREFORE, BE IT RESOLVED that the Business Development Corporation for a Greater Massena does hereby adopt the FOIL guidelines.

Adopted: February 10, 2010

ACKNOWLEDGEMENT OF FIDUCIARY DUTY

As a member of the Authority's board of directors, I understand that I have a fiduciary obligation to perform my duties and responsibilities to the best of my abilities, in good faith and with proper diligence and care, consistent with the enabling statute, mission, and by-laws of the Authority and the laws of New York State. The requirements set forth in this acknowledgement are based on the provisions of New York State law, including but not limited to the Public Authorities Reform Act of 2009, Public Officers Law, and General Municipal Law. As a member of the board of directors:

Mission Statement

I have read and understand the mission of the Authority; and the mission is designed to achieve a public purpose on behalf of the State of New York. I further understand that my fiduciary duty to this Authority is derived from and governed by its mission.

I agree that I have an obligation to become knowledgeable about the mission, purpose, functions, responsibilities, and statutory duties of the Authority and, when I believe it necessary, to make reasonable inquiry of management and others with knowledge and expertise so as to inform my decisions.

Deliberation

I understand that my obligation is to act in the best interests of the Authority and the People of the State of New York whom the Authority serves.

I agree that I will exercise independent judgment on all matters before the board.

I understand that any interested party may comment on any matter or proposed resolution that comes before the board of directors consistent with the laws governing procurement policy and practice, be it the general public, an affected party, a party potentially impacted by such matter or an elected or appointed public official. However, I understand that the ultimate decision is mine and will be consistent with the mission of the Authority and my fiduciary duties as a member of the Authority's board of directors.

I will participate in training sessions, attend board and committee meetings, and engage fully in the board's and committee's decision-making process.

Confidentiality

I agree that I will not divulge confidential discussions and confidential matters that come before the board for consideration or action.

Conflict of Interest

I agree to disclose to the board any conflicts, or the appearance of a conflict, of a personal, financial, ethical, or professional nature that could inhibit me from performing my duties in good faith and with due diligence and care.

I do not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of my duties in the public interest.

Name (Printed): _____

Signature: _____

Date: _____

Authority Name: _____

Adopted: March 15, 2012

CERTIFICATE OF INDEPENDENT DIRECTOR

The undersigned, as Independent Director of the Business Development Corporation for a Greater Massena organized pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, hereby certifies that, as a director appointed on or after _____(Date) of the Corporation, pursuant to subdivision 2 of Section 2825 of the Public Authorities Law, as follows, that he or she:

Is not, and in the past two (2) years has not been, employed by the Corporation, or an affiliate in an executive capacity or been employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Corporation or received any other form of financial assistance valued at more than \$15,000 from the Corporation; and

Is not a relative of an executive officer or employee in an executive position of the Corporation or an affiliate; and

In the past two (2) years, has not been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or an affiliate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date noted, below.

By: _____

Signature: _____ Date: _____

Witness: _____

Signature: _____ Date: _____

Witness: _____

Signature: _____ Date: _____

Date of Appointment: _____

COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY

Pursuant to and in accordance with the Not-For-Profit Corporation Law of the State of New York, the members of the board (the "Board") of the Business Development Corporation for a Greater Massena (the "Corporation") shall serve without salary at the pleasure of the Business Development Corporation but may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board.

The officers, employees and agents of the Corporation shall serve at the pleasure of the Corporation at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board.

The members of the Board and officers of the Corporation shall be available as required to perform the operations of the Corporation and as set forth within the By-Laws of the Corporation, as may be amended, restated or revised by the Board from time to time. Said members and officers of the Corporation shall put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Corporation and any other directives of the Board relating to same.

Any and all previously-approved Compensation, Reimbursement and Attendance policies of the Corporation are hereby rescinded.

Adopted: June 2, 2009

CONFIDENTIALITY POLICY

The Business Development Corporation for a Greater Massena may require each of its Board members to execute confidentiality agreements in which they agree that they will take due care to maintain the confidence of the business affairs of both the Business Development Corporation for a Greater Massena and its business associates in all legal circumstances.

CONFLICT OF INTEREST POLICY

The Board, officers, committee members and key employees of the Business Development Corporation for a Greater Massena shall not engage in any self-dealing transactions, except as duly approved by the Board. "Self-dealing transaction" means a transaction to which the Corporation is a party and in which one or more of the Board members, officers, committee members, and/or key employees has a material financial interest.

Any Board member, officer, committee member or key employee having an interest in a contract or other transaction or program presented to or discussed by the Board or the Board committee for formation, authorization, approval or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Corporation's best interests. The body to which such disclosure is made shall thereupon determine, by majority vote of those present, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussions or deliberations with respect to such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring a form annually to be signed and delivered to the Board by each Board member and each officer, disclosing existing and potential conflicts of interests on the date of such form.

For the purpose of this policy, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the Corporation, or is a Board member or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the Corporation.

DEFENSE AND INDEMNIFICATION POLICY

Pursuant to the Bylaws of the Business Development Corporation for a Greater Massena, the Corporation shall indemnify all members of the Board of the Corporation and each officer and employees thereof, in the performance of their duties, and to the extent authorized by the Board, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law of the State of New York.

Any and all previously-approved Defense and Indemnification policies of the Corporation are hereby rescinded.

Adopted: March 15, 2012

DISPOSITION OF PROPERTY GUIDELINES

PURSUANT TO SECTION 2896 OF THE PUBLIC AUTHORITIES LAW

Definitions

1. "Contracting officer" shall mean the officer or employee of the Business Development Corporation who shall be appointed by resolution to be responsible for the disposition of property.
2. "Dispose" or "disposal" shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the Public Authorities Law.
3. "Property" shall mean personal property in excess of \$200.00 in value, 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, excluding an interest securing a loan or other financial obligation of another party.

Duties

The Corporation shall:

1. Maintain adequate inventory controls and accountability systems for all property owned by the Corporation and under its control
2. Periodically inventory such property to determine which property shall be disposed of
3. Produce a written report of such property in accordance with subsection B herewith
4. Transfer or dispose of such property as promptly and practicably as possible in accordance with Section 2 below.
5. Publish, not less frequently than annually, a report listing all real property owned in fee by the Corporation. Such report shall consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Corporation and the name of the purchaser for all such property sold by the Corporation during such period
6. Shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly) and the Authorities Budget Office.

Transfer of Disposition of Property

1. **Supervision and Direction:** Except as otherwise provided herein, the duly appointed contracting officer (the “Contracting Officer”) shall have supervision and direction over the disposition and sale of property of the Corporation. The Corporation shall have the right to dispose of its property for any valid corporate purpose.
2. **Custody and Control:** The custody and control of Corporation property, pending its disposition, and the disposal of such property, shall be performed by the Corporation or by the Commissioner of General Services when so authorized under this section.
3. **Method of Disposition:** Unless otherwise permitted, the Corporation shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Corporation and/or contracting officer deems proper. The Corporation may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, except in compliance with all applicable law, no disposition of real property, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction and, provided further, that no disposition of any other 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, shall be made without a similar appraisal.
4. **Sales by the Commissioner of General Services (the “Commissioner”):** When the Corporation shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Corporation may enter into an agreement with the Commissioner of pursuant to which Commissioner may dispose of property of the Corporation under terms and conditions agreed to by the Corporation and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.
5. **Validity of Deed, Bill of Sale, Lease, or Other Instrument:** A deed, bill of sale, lease, or other instrument executed by or on behalf of the Corporation, purporting to transfer title or any other interest in property of the Corporation in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title

or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to the closing.

6. Bids for Disposal, Advertising, Procedure, Disposal by Negotiation, Explanatory Statement:
 - a) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Corporation Contracting Officer shall be made after publicly advertising for bids except as provided in subsection (iii) of this Section F.
 - b) Whenever public advertising for bids is required under subsection (i) of this Section F:
 - 1) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property proposed for disposition
 - 2) all bids shall be publicly disclosed at the time and place stated in the advertisement
 - 3) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Corporation, price and other factors considered; provided, that all bids may be rejected at the Corporation's discretion.
7. Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (i) and (ii) of this Section F but subject to obtaining such competition as is feasible under the circumstances, if:
 - a) the personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significant, rarity, or other quality of 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 disposed of under subsections (i) and (ii) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation
 - b) the fair market value of the property does not exceed \$200.00;
 - c) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition

- d) the disposal will be to the state or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation, or
 - e) under those circumstances permitted by subdivision seven of this section,;or
 - f) such action is otherwise authorized by law.
8. An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:
- a) any personal property which has an estimated fair market value in excess of \$200.00
 - b) any real property that has an estimated fair market value in excess of \$200.00 except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph
 - c) any real property disposed of by lease if the estimated annual rent over the term of the lease is in excess of \$200.00
 - d) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property
 - e) Each such statement shall be transmitted to the persons entitled to receive copies of the report required under all applicable law not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Corporation making such disposal.
9. Disposal of Property for Less Than Fair Market Value
- a) No asset owned, leased or otherwise in the control of the Corporation may be sold, leased, or otherwise alienated for less than its fair market value except if:
 - 1) 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
 - 2) the purpose of the transfer is within the purpose, mission or governing statute of the Corporation
 - 3) in the event the Corporation 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 Corporation's mission, purpose or governing statutes, the Corporation 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 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 such action within sixty days of January first of the following year. If no such resolution or certification is performed within sixty days of such notification of the proposed transfer to the Governor, Senate, and Assembly, the Corporation may effectuate such transfer. Provided, however, that with respect to a below market transfer by the Corporation that is not within the purpose, mission or governing statute of the Corporation, if the governing statute provides for the approval of such transfer by the executive and legislative branches of the political subdivision in which the Corporation resides, and the transfer is of property obtained by the Corporation from that political subdivision, 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 Corporation Board and to the public:
 - 1) a full description of the asset
 - i. an appraisal of the fair market value of the asset and any other information establishing the fair market value sought by the Board
 - ii. 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, the benefits, if any, to the communities in which the asset is situated as are required by the transfer
 - iii. a statement of the value to be received compared to the fair market value
 - iv. the names of any private parties participating in the transfer, and if different than the statement required by subparagraph (D) of this paragraph, a statement of the value to the private party; and
 - v. 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 Corporation Board shall consider the information described in paragraph (ii) of this subdivision 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.

The Guidelines are subject to modification and amendment at the discretion of the Corporation board and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Corporation is its Chief Executive Officer.

Adopted: May 17, 2012

RESOLUTION ADOPTING GOALS POLICY

WHEREAS, the Business Development Corporation for a Greater Massena has been asked by the Town and Village of Massena to adopt a goals policy, and

WHEREAS, members of the Business Development Corporation for a Greater Massena Board of Directors have reviewed the draft policy for two months, and

WHEREAS, the Massena Town Council and Massena Village Board of Trustees have reviewed the draft policy and have provided feedback and input as they have felt appropriate,

NOW, THEREFORE, BE IT RESOLVED that the Business Development Corporation for a Greater Massena does hereby adopt a goals policy that shall be effective through the end of the 2014 calendar year.

Approved: April 17, 2014

INTERNAL CONTROLS

ADMINISTRATIVE

Internal controls procedures are to be (1) in writing, (2) formally approved by the Board of Directors, (3) copies distributed to both Directors and BDC employees and (4) a master copy on file in the BDC office.

The BDC Internal Controls Committee shall perform an annual review of BDC internal control policies during the month of December and present a report of their review at the Annual Meeting of the Board of Directors in January.

When there are organizational changes or personnel changes, internal control procedures must be examined and if necessary revised in order to remain effective.

PETTY CASH

A Petty Cash Fund will be created for the BDC and maintained in the BDC office. Only the BDC Executive Officer and the BDC Administrative Assistant can have access to this fund.

Cash in this fund will not exceed \$200.

Individual payments from this fund cannot exceed \$75.

As proof of payment, the original vendor invoice must be returned to this fund.

The BDC Treasurer is responsible for petty cash replenishment.

The BDC Treasurer is responsible for the “proofing” of petty cash.

DEPOSITS

All financial instruments payable to the BDC will be endorsed “FOR DEPOSIT ONLY” and deposited in the appropriate bank account.

BDC personnel, via e-mail, will notify the Treasurer that a deposit has been made. That notification must be submitted within 24 hours of the deposit and include deposit information: the date deposited, the amount deposited, the bank account number, and the source of the funds.

Deposit slips for current month deposits will be held in the BDC office until the end of the month; at which time those Deposit Slips will be delivered to the Treasurer. The Treasurer will hold deposit slips until completion of the audit field work for that audit year. Those records will then be returned to the BDC office and held in its records management system.

SIGNATURES ON BDC CHECKS

All BDC checks require two signatures, with the exception of payroll checks, which will require one signature. Only members of the BDC Board of Directors are authorized to sign BDC checks.

FUNDS MANAGED BY THE BDC

The BDC manages two distinct funds:

- Operations Fund
- Special Projects Fund

Operations Fund: Operations revenue and expenditures are those revenues and expenses that the Board of Directors has approved for managing the regular operations of the BDC as presented in the annual Line-Item Budget.

Special Projects Fund: This is revenues and expenditures for special projects that are not included in the Operations Fund Line-Item Budget. Funding sources are usually from grants, loans, donations.

Funds for special projects are deposited in a separate bank account.

FINANCIAL REPORTING

All financial documents of the BDC will be returned by the BDC Treasurer to the BDC office within 30 days of completion of the annual audit fieldwork. Those documents will be maintained in the BDC records management system.

The Treasurer will provide the Directors with financial reports each month. The reports include:

Operations

- Balance Sheet (year-to-date of previous month)
- Income Statement (for the previous month)
- Income Statement (year-to-date of previous month)
- Deposit Report (for the previous month)
- Check Detail Report (for the previous month)

- Line Item Budget that is year-to-date to the previous month showing budgeted and actual revenues, expenditures, and balances.

Special Projects

- Separate financial reports for projects maintained in the Special Projects Fund

BDC personnel will provide the Directors with the Grants and Loan Status Report each month.

BDC financial records (Quickbooks) will be backed up on a monthly basis and stored in a fireproof container located in the BDC office. Copies are to be maintained off premise by the Treasurer.

PAYROLL

1. Payroll preparation and reporting will be completed by a qualified accounting firm.
2. Payroll checks will require one signature.
3. All payroll documents are to be returned to the BDC office not later than 30 days following processing and are to be maintained in the BDC records management system.

TRAVEL

1. Any travel and associated expenses costing more than \$500 must be pre-approved by a majority of the Board of Directors.
2. If pre-approval is needed prior to the next regularly scheduled Board of Directors' meeting, the Executive Officer may request pre-approval via e-mail to each Director. Each Director will vote to either approve or disapprove the request within two (2) business days.
3. Original receipts must accompany requests for expense reimbursements.
4. Mileage reimbursements will follow federal guidelines.
5. All travel and related receipts are to be kept on file in the BDC records management system.

PURCHASING INTRODUCTON

SCOPE: In accordance with Article 18-A of General Municipal Law, Section 104b of the General Municipal Law, and the Public Authorities Accountability Act of 2005, the Business Development Corporation for a Greater Massena is required to adopt procurement policies which will apply to the procurement of goods and services not

subject to the competitive bidding requirements of Section 103 of the General Municipal Law and paid for buy and LDC for its own use and account.

Any and all previously approved procurement policies, NOT including the provisions of the adopted INTERNAL CONTROLS document, of the Business Development Corporation for a Greater Massena are hereby rescinded.

PURPOSE: Pursuant to Section 104b of the General Municipal Law, the primary objectives of this policy are to assure the prudent and economical use of public monies in the best interest of the taxpayers of a political subdivision or district, to facilitate the acquisition of goods or services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.

PROCUREMENT POLICY

Items purchased in conjunction with the Business Development Corporation for a Greater Massena purchasing procedures, including New York State contract pricing, shall meet agency requirements.

The agency shall adhere to the following methods of competition for non-bid procurements:

Purchase Contract Amounts	Verbal Quotes	Written Quotes	Reference Notes
Under \$2,499	0	0	
\$2,500-\$4,999	3	0	
\$5,000-\$9,999	0	3	
\$10,000 or more			1,2
Emergencies			3
Insurance			4
Professional Services			5

Reference Notes:

1. All purchases of \$10,000 or more require an advertised request for proposals.
2. All expenditures of \$10,000 or more require agency approval even if a budget line item has been previously adopted for such expenditure.
3. Even in the case of an emergency, public interest dictates that purchases are made at the lowest possible costs, seeking competition by informal solicitation

of quotes or otherwise to the extent practicable under the circumstance. Documentation must be made showing the method or extent of competition. Emergency provisions (goods and services) can be an exception to the RFP and competitive process if they must be purchased immediately and a delay in order to seek alternative proposals may threaten the life, health, safety, property or welfare of the agency.

4. Insurance coverage is not subject to formal competitive bidding. Requests for proposals, written or verbal quotes can serve as documentation of the process.
5. Professional services involve specialized expertise, use of professional judgment and/or a high degree of creativity. They are not purchase contracts or contracts for public work, as those phrases are used in the bidding procedures. The individual or company may be chosen based on qualifications to include, but not limited to, reliability, skill, education and training, experience, demonstrated effectiveness, judgment and integrity. Those qualifications are not necessarily found in the individual or company that offers the lowest price.

Professional or technical services shall include, but not be limited to, the following:

- Accounting
- Architectural/Design Services
- Consultants
- Customized Software Programming Services
- Engineering
- Instructors/Teachers/Training
- Insurance Coverage and Insurance Brokerage
- Investment Management Services
- Laboratory Testing
- Legal
- Medical/Dental Services

Contracts for professional services are made in the best interest of the agency, utilizing requests for quotations, requests for proposals or other competitive processes. The process may consider inclusive factors such as price, staffing and suitability for needs, reliability, skill, education and training, experience,

demonstrated effectiveness, judgment and integrity, and must include negotiations on a fair and equal basis.

The agency shall capitalize all purchases in excess of \$2,500.

Locally owned businesses are to be priority vendors.

METHODS FOR PAYMENTS

DEBIT CARD: Any individual purchase made by the Executive Officer for the BDC that is greater than \$500 must be pre-approved by a majority of the Board of Directors. When pre-approval is needed prior to the next regularly scheduled Board of Directors' meeting, the Executive Officer may request pre-approval via e-mail to each Director. Each Director will vote to either approve or disapprove the request within two (2) business days.

The Treasurer will review the monthly Debit Card Activity Report.

Debit card purchases must be accompanied by original receipts.

Receipts are to be kept on file in the BDC records management system.

BDC CHECKS:

Any individual purchase made by the Executive Officer that is greater than \$500 must be pre-approved by a majority of the Board of Directors. When pre-approval is needed prior to the next regularly scheduled Board of Directors' meeting, the Executive Officer may request pre-approval via e-mail to each Director. Each Director will vote to either approve or disapprove the request within two (2) business days.

PAYMENTS PROCEDURES

1. The Executive Director reviews invoices and payments and checks are processed by the Office Manager.
2. Invoices are to be paid on a monthly basis.
3. The Treasurer will book the necessary entries into the BDC financial records system.
4. Checks must have two authorized signatures.

Revision Adopted: December 16, 2015

INVESTMENT POLICY

Scope

This investment policy applies to all moneys and other financial resources available for investment on its own behalf or on behalf of any other entity or individual. This policy shall be reviewed, in its entirety, on an annual basis. Any and all previously-approved Investment policies of the Business Development Corporation for a Greater Massena are hereby rescinded.

Objectives

The primary objectives of the local government's investment activities are, in priority order:

- To conform with all applicable Federal, State and other legal requirements (legal)
- To adequately safeguard principal (safety)
- To provide sufficient liquidity to meet all operating requirements (liquidity)
- To obtain a reasonable rate of return (yield).

Delegation of Authority

The governing board's responsibility for administration of the investment program is delegated to the Chief Executive Officer who shall establish written procedures for the operation of the investment program consistent with these investment guidelines. Such procedures shall include an adequate internal control structure to provide a satisfactory level of accountability based on a database or records incorporating description and amounts of investments, transaction dates, and other relevant information and regulate the activities of subordinate employees.

Prudence

All participants in the investment process shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair public confidence in the Business Development Corporation for a Greater Massena (hereinafter Corporation) to govern effectively.

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the investment process shall refrain from personal business activity that could conflict with proper execution of the investment program, or which could impair their ability to make impartial investment decisions.

Diversification

It is the policy of the Corporation to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling. Should funds exceed FDIC coverage at a specific financial institution, monies will be diversified and not more than 100% of the Corporation's total investments will be in any one institution.

Internal Controls

It is the policy of the Corporation for all moneys collected by any officer or employee of the government to transfer those funds to the Chief Financial Officer within three (3) days of deposit, or within the time period specified by law, whichever is shorter. The Chief Financial Officer is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

Designation of Depositories

The banks and trust companies authorized for the deposit of moneys up to the maximum amounts are listed in Appendix A.

Collateralizing of Deposits

In accordance with the provisions of General Municipal Law, §10, all deposits of the Corporation, including certificates of deposit and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:

1. By a pledge of "eligible securities" with an aggregate "market value" as provided by GML §10, equal to the aggregate amount of deposits from the categories designated in Appendix B to the policy.
2. By an eligible "irrevocable letter of credit" issued by a qualified bank other than the bank with the deposits in favor of the government for a term not to exceed 90 days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.

3. By an eligible surety bond payable to the government for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations.

Safekeeping and Collateralization

Eligible securities used for collateralizing deposits shall be held by the depository bank or trust company subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure local government deposits together with agreed upon interest, if any, and any costs or expenses arising out of the collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events which will enable the local government to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the local government, such securities shall be delivered in a form suitable for transfer or with an assignment in blank to the corporation or its custodial bank.

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for, the local government, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the local government a perfected interest in the securities.

Permitted Investments

As authorized by General Municipal Law, §11, the Corporation authorizes the Chief Executive Officer to invest moneys not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- Special time deposit amounts;
- Certificates of deposit;
- Obligations of the United States of America;

- Obligations guaranteed by agencies of the United States of America where the payment of principal and interest are guaranteed by the United States of America;
- Obligations of the State of New York;
- Obligations issued pursuant to LFL §24.00 or 25.00 (with approval of the State Comptroller) by any municipality, school district or district corporation other than the corporation;
- Obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agency where the general State statutes governing such entities or whose specific enabling legislation authorizes such investments;
- Certificates of Participation (COPs) issued pursuant to GML §109-b;
- Obligations of this local government, by only with any moneys in a reserve fund established pursuant to GML §§6-c, 6-d, 6-e, 6-g, 6-h, 6-j, 6-k, 6-l, 6-m, or 6-n.

All investment obligations shall be payable or redeemable at the option of the Corporation within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the Corporation within two years of the date of purchase.

Authorized Financial Institutions and Dealers

The Corporation shall maintain a list of financial institutions and dealers approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. No more than 100% of the Corporation's total investments may be in any one institution. All financial institutions with which the local government conducts business must be creditworthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Corporation. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Chief Financial Officer is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. Said list of depositories is included as Appendix A.

Purchase of Investments

The Chief Executive Officer is authorized to contract for the purchase of investments:

1. Directly, including through a repurchase agreement, from an authorized trading partner.
2. By participation in a cooperative investment program with another authorized governmental entity pursuant to Article 5G of the General

Municipal Law where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the governing board.

3. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the governing board.

All purchased obligations, unless registered or inscribed in the name of the local government, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the Corporation by the bank or trust company. Any obligation held in the custody of a bank or trust company shall be held pursuant to a written custodial agreement as described in General Municipal Law, §10.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for, the local government, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide the local government a perfected interest in the securities.

Repurchase Agreements

Repurchase agreements are authorized subject to the following restrictions:

- All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
- Trading partners are limited to banks or trust companies authorized to do business in New York State and primary reporting dealers.
- Obligations shall be limited to obligations of the United States of America and obligations guaranteed by agencies of the United States of America.
- No substitution of securities will be allowed.
- The custodian shall be a party other than the trading partner.

APPENDIX A
Authorized Depositories

Depositaries Authorized by the Business Development Corporation for a Greater
Massena

- Community Bank, NA

APPENDIX B
Schedule of Eligible Securities

- (i) Obligations issued, or fully insured or guaranteed as to the payment of principal and interest by the United States of America, a corporation thereof or a United States government-sponsored corporation.
- (ii) Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank and the African Development Bank.
- (iii) Obligations partially insured or guaranteed by any corporation of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of insurance or guaranty.
- (iv) Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation of such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.
- (v) Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (vi) Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (vii) Obligations of counties, cities and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (viii) Obligations of domestic corporations rated in one of the two highest rating categories by at least one nationally recognized statistical rating organization.
- (ix) Any mortgage-related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by banks under the limitations established by bank regulatory agencies.
- (x) Commercial paper and bankers' acceptances issued by a bank, other than the Bank, rated in the highest short term category by at least one nationally recognized statistical rating organization and having maturities of not longer than 60 days from the date they are pledged.
- (xi) Zero coupon obligations of the United States government marketed as "Treasury Strips."

Business Development Corporation for a Greater Massena

Measurement Report 2015

This document will serve as a guide for the activity of the Business Development Corporation for a Greater Massena for 2015. The Massena BDC should also maintain its ability to be agile and respond to opportunities as they unfold or evolve.

Business Attraction – The Massena BDC has made a concerted effort over the past several years to work with agencies such as the St. Lawrence County IDA and the OBPA to attract industry and new businesses to the area from Canadian and European markets. In several cases, the Massena BDC has partnered with the agencies mentioned on initiatives such as trade shows, mailings and joint proposals and in other cases, the Massena BDC has exercised itself as a solo entity in these manners. Business and Job attraction is an important component of the art of economic development and the Massena BDC should continue with its focus on attempting to attract new firms to Massena by engaging potential prospects in the following manner:

- Continues to collaborate with sister agencies that have similar economic development missions and that provide services that compliment those offered by the Massena BDC. This list includes, but is not limited to, the River Valley Redevelopment Association (RVRDA), the Small Business Development Corporation (SBDC), the St. Lawrence County Industrial Development Association (IDA), the Ogdensburg Bridge and Port Authority (OBPA), the St. Lawrence County, Massena and Cornwall, Ontario Chambers of Commerce.
- Continue to attend trade shows depending upon the availability of budget resources for these types of activities. Budget constraints again meant that the BDC could not participate in very many trade shows/programs, but did attend a couple with the St. Lawrence County IDA.
- Collaborate with the RVRDA and take action, as appropriate, to implement the plans that the organization has been developing over the past twenty-four months. The BDC was awarded contracts through New York State and St. Lawrence Country RVRDA, most notably for improvements to the rail siding at our Industrial Park and for work to improve our downtown.
- Develop a collaborative relationship with the Business Incubator at Clarkson University. The BDC continues to work with Clarkson University professionals.
- The BDC is working closely with SUNY Potsdam on the Start-Up New York Program. This program has been designed and implemented to create jobs and general economic growth through partnerships between colleges and businesses, with emphasis on Northern New York.

- Develop new marketing literature and brochures that showcase Massena’s assets and compliment the findings of research conducted by the RVRDA. Utilize these materials as part of an advertising and mailing campaign in Ontario and Quebec. The BDC will continue to update our marketing literature.
- Maintain professional memberships and participate in events that produce potential prospects. The BDC will continue to participate with the North Country ReDevelopment Task Force, the North Country Airport Alliance, the SLC Chamber of Commerce, AmCham in Canada, the North Country Regional Economic Development Council and other entities where possible partnership opportunities create value for Massena.

Industrial Parks –The Massena BDC needs to continue with its focus on expanding and improving industrial sites in the community. The Massena BDC is actively engaged in improving the marketability of that park. Additionally, we continue working with the Town of Massena and ALCOA to transfer property that will ultimately become a second industrial park on Horton Road.

- The BDC has secured funding for the construction of rail spur/siding at the Massena Industrial Park. The funding comes from grants awarded by:
 - New York State Department of Transportation
 - St. Lawrence County ReDevelopment Association
 - Northern Border ReDevelopment
 - Empire State
- The completion of the rail spur/siding project will enhance shipping capabilities for the Curran Renewable Energy company and any future industry that comes to the park.
- Erdman–Anthony Engineering Association is the firm that the Massena BDC and CSX are working with on the design of the project.

General Motors Remediation – The Massena BDC continues to work with RACER and other organizations in marketing the site for future use.

Massena International Airport – The BDC continues to work with the Massena Town Board with future improvements at the Massena International Airport.

- The most significant development for the airport is the extension of its runways.
- We are currently discussing the development of a Business Center at an unoccupied building at the Airport.

Downtown Development – Downtown Massena is the core of our community and continued efforts should be made to recreate a more vibrant downtown atmosphere. Efforts include:

- Work in partnership with the Village Board of Trustees to attract interested parties to the downtown area.
- We continued to work with the NYS Office of Community Renewal on the implementation of a \$250,000 Main Street Grant awarded for the revitalization of our downtown corridor.
- Develop and improve the streetscape of Main Street and its intersecting streets as part of our NY Main Street Grant endeavors.
- Pursue other revenue sources within the private sector that will enable additional improvements in downtown Massena.
- The BDC has initiated a Downtown Revitalization Coalition comprised of several committees to work on the different aspects of the revitalization. The committees are:
 - Downtown Leadership Council
 - Massena Arts and Theatre Association Board
 - Massena Downtown LLC
 - Massena Historic Preservation Committee

POLICY PROHIBITING LOANS AND CREDIT TO OFFICERS, DIRECTORS AND EMPLOYEES

Background

This policy prohibiting loan and credit to officers, directors and employees of the Business Development Corporation for a Greater Massena is adopted by resolution pursuant to Section 2824(5) of the New York Public Authority Law.

Policy

- A. No officer, director or employee of the Business Development Corporation for a Greater Massena shall accept or arrange for any loan or extension of credit from the Corporation or any affiliate of the Corporation.

- B. The Corporation shall not, directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any officer, director of employee (or equivalent thereof) of the Corporation.

Adopted: March 15, 2012

PROCUREMENT LOBBYING LAW POLICY AND PROCEDURES

Policy

It is the policy of the Business Development Corporation for a Greater Massena to comply with State Finance Law §139-j and §139-k (Law) relative to anyone (the "Offerer") contacting the Corporation about a Corporation procurement.

Applicability

The Law applies to procurement contracts that have an annual value in excess of \$15,000. The requirements of the Law commence at the earliest written notice, advertisement or solicitation of request for proposals, invitations for bids, or solicitation of proposals, or any other method for soliciting a response from an Offerer intending to result in a procurement contract and end with the final contract award.

Procedure

Pursuant to State Finance Law §139-j and §139-k, the Corporation shall designate person(s) who are the only staff that can be contacted relative to a procurement and will record all "contacts" by an Offerer or its representative regarding the procurement.

A "contact" is any communication with the Corporation under circumstances where a reasonable person would infer that the communication was intended to influence the procurement. Information that must be recorded in the procurement record includes: the name, address, telephone number, place of principal employment and occupation of the person making contact; whether the person is retained or employed by the Offerer; and whether the contact is an attempt to influence a specific procurement.

An impermissible "contact" is any communication that meets the definition above, other than the exceptions cited below, by the Offerer, or its representative, with anyone other than the Corporation's designated contact(s) for such procurement. Any Corporation employee who becomes aware that an Offerer has violated the provisions of a permissible contact during a procurement must immediately notify the Corporation's Compliance Officer who shall investigate such incident.

The law recognizes specific communications and contacts that can go to other than the Designated Contacts, i.e. to Permissible Subject Matter Contacts. These communications and contacts include:

1. submission of written proposals;

2. submission of written questions to the designated contact when all written questions and responses are to be disseminated to all interested offerers;
3. written complaints by an Offerer to the Corporation General Counsel regarding the failure of Corporation staff to comply timely with the provisions of the Law;
4. participation in a bid conference or interviews;
5. negotiations subsequent to tentative award;
6. review and debriefings of procurement awards; and
7. communications during bid complaints, protests or appeals.

(These permissible contacts must also be recorded and included in the procurement record.)

Any Offerer that knowingly and willfully violates the restrictions to permissible contacts shall be found non-responsible and shall not be awarded the procurement contract. Determinations of non-responsibility due to such violations shall be reported to the New York State Office of General Services (OGS). OGS shall maintain a list of Offerers determined to be non-responsible due to such violations. Any subsequent determination of non-responsibility within four (4) years of a previous determination of non-responsibility based upon an impermissible contact shall result in the Offerer being ineligible to submit a proposal or be awarded a procurement contract with any government entity, as defined in State Finance Law §139-j (1) (a), for a period of four (4) years from the second determination.

Prior to the award of a procurement contract, the Corporation must include in its responsibility review a determination of the Offerer's compliance with provisions of the Law including any disclosure from a previous violation of the Law within the previous four (4) years during any governmental procurement.

<p>Offerer's Affirmation of Understanding of and Agreement Pursuant to State Finance Law §139-j(3) and §139-j(6)(b) As provided to the (Name)</p>
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Background

State Finance Law §139-j(6)(b) provides that:

Every Governmental Entity shall seek written affirmations from all Offerers as to the Offerer's understanding of and agreement to comply with the Governmental Entity's procedures relating to permissible contacts during a Governmental Procurement pursuant to subdivision three of this section.

A Governmental Entity must obtain the required affirmation of understanding and agreement to comply with procedures on procurement lobbying restrictions regarding permissible contacts in the restricted period for a procurement contract in accordance with State Finance Law §139-j and §139-k. It is recommended that this affirmation be obtained as early as possible in the procurement process, such as when the Offerer submits its proposal or bid.

Instructions

A completed affirmation must accompany each Bid Form, Letter of Interest, or Proposal submitted by an offerer and will be required for any contract amendments over \$15,000. This document must also accompany each Emergency Contract Bid Form.

Affirmation

Offerer affirms that it understands and agrees to comply with the procedures of the Business Development Corporation for a Greater Massena relative to permissible contacts as required by State Finance Law §139-j(3) and §139-j(6)(b).

Name/Title of Offerer: _____

Signature: _____ Date: _____

Contractor Name: _____

Contractor Address: _____

Reference Number: _____ Date: _____

PROCUREMENT POLICY

1. Introduction

- a) Scope: In accordance with Article 18–A of General Municipal Law, Section 104b of the General Municipal Law, and the Public Authorities Accountability Act of 2005, the Business Development Corporation for a Greater Massena is required to adopt procurement policies which will apply to the procurement of goods and services not subject to the competitive bidding requirements of section 103 of the General Municipal Law and paid for by an LDC for its own use and account.
- b) Purpose: Pursuant to section 104b of the General Municipal Law, the primary objectives of this policy are to assure the prudent and economical use of public monies in the best interest of the taxpayers of a political subdivision or district, to facilitate the acquisition of goods or services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.
- c) Any and all previously–approved procurement policies, not including the provisions of the adopted internal controls document, of the Business Development Corporation for a Greater Massena are hereby rescinded.

2. Procurement Policy

- a) Items purchased in conjunction with Business Development Corporation for a Greater Massena purchasing procedures, including New York State contract pricing, shall meet agency requirements.
- b) The agency shall adhere to the following methods of competition for non–bid procurements:

Purchase Contracts	Verbal Quotes	Written Quotes	Ref. Notes
Under \$2,499	0	0	
\$2,500–\$4,999	3	0	
\$5,000–\$9,999	0	3	
\$10,000 or more			1,2
Emergencies			3
Insurance			4
Professional Services			5

Reference Notes:

- 1) All purchases over \$10,000 require an advertised request for proposals.
- 2) All expenditures over \$10,000 require agency approval even if a budget line item has been previously adopted for such expenditure.
- 3) Even in the case of an emergency, public interest dictates that purchases are made at the lowest possible costs, seeking competition by informal solicitation of quotes or otherwise to the extent practicable under the circumstance. Documentation must be made showing the method or extent of competition.

Emergency provisions (goods and services) can be an exception to the RFP and competitive process if they must be purchased immediately and a delay in order to seek alternative proposals may threaten the life, health, safety, property or welfare of the agency.

- 4) Insurance coverage is not subject to formal competitive bidding. Requests for Proposals, written or verbal quotes can serve as documentation of the process.
- 5) Professional services involve specialized expertise, use of professional judgment, and/or a high degree of creativity. They are not purchase contracts or contracts for public work, as those phrases are used in the bidding statutes, and therefore are not subject to the competitive bidding procedures. The individual or company may be chosen based on qualifications to include, but not limited to, reliability, skill, education and training, experience, demonstrated effectiveness, judgment and integrity. These qualifications are not necessarily found in the individual or company that offers the lowest price.

Professional or technical services shall include but not be limited to the following:

- Accounting
- Architectural/Design Services
- Customized Software Programming Services
- Consultants
- Engineering
- Instructors/Teachers/Training
- Insurance Coverage and Insurance Brokerage
- Investment Management Services
- Laboratory Testing
- Legal
- Medical/Dental Services

Contracts for professional services are made in the best interest of the agency, utilizing requests for quotations, requests for proposals or other competitive process. The process may consider inclusive factors such as price, staffing and suitability for needs, reliability, skill, education and training, experience, demonstrated effectiveness, judgment and integrity, and must include negotiations on a fair and equal basis.

- 6) The agency shall capitalize all purchases in excess of \$2,500.

Adopted: September 22, 2011

PUBLIC ACCESS TO CORPORATION'S RECORDS

Purpose and Scope

1. The people's right to know the process of government decision-making and the documents and statistics leading to determinations is basic to our society. Access to such information should not be thwarted by shrouding it with the cloak of secrecy of confidentiality.
2. These regulations provide information concerning the procedures by which records may be obtained.
3. Personnel shall furnish to the public the information and records required by the Freedom of Information Law, as well as records otherwise available by law.
4. Any conflicts among laws governing public access to records shall be construed in favor of the widest possible availability of public records.

Designation of Records Access Officer

1. The Business Development Corporation for a Greater Massena is responsible for insuring compliance with the regulations herein, and designates the following person(s) as records access officer(s):

Jim Murphy

Business Development Corporation for a Greater Massena

60 Main St

Massena, New York 13662

2. The records access officer is responsible for insuring appropriate agency response to public requests for access to records. The designation of a records access officer shall not be construed to prohibit officials who have in the past been authorized to make records or information available to the public from continuing to do so.
3. The records access officer shall insure that agency personnel:
 - a) Maintain an up-to-date subject matter list.
 - b) Assist persons seeking records to identify the records sought, if necessary, and when appropriate, indicate the manner in which the records are filed, retrieved or generated to assist persons in reasonably describing records.
 - c) Contact persons seeking records when a request is voluminous or when locating the records involves substantial effort, so that personnel may ascertain the nature of records of primary interest and attempt to reasonably reduce the volume of records requested.
 - d) Upon locating the records, take one of the following actions:
 - 1) Make records available for inspection; or,

- 2) Deny access to the records in whole or in part and explain in writing the reasons therefore.
- e) Upon request for copies of records:
 - 1) Make a copy available upon payment or offer to pay established fees, if any, in accordance with Section 8; or,
 - 2) Permit the requester to copy those records.
- f) Upon request, certify that a record is a true copy; and
- g) Upon failure to locate records, certify that:
 - 1) The Business Development Corporation for a Greater Massena is not the custodian for such records, or
 - 2) The records of which the Business Development Corporation for a Greater Massena is a custodian cannot be found after diligent search.

Location

Records shall be available for public inspection and copying at:

Business Development Corporation for a Greater Massena
60 Main Street
Massena, New York 13662

Hours for Public Inspection

Requests for public access to records shall be accepted and records produced during all hours regularly open for business.

These hours are: Hours for public inspection shall correspond with regular business hours.

Requests for Public Access to Records

1. All requests for records and records inspection must be submitted in writing (either standard mail or facsimile). Requests made verbally or via email will not be honored.
2. If records are maintained on the internet, the requester shall be informed that the records are accessible via the internet and in printed form either on paper or other information storage medium.
3. A response shall be given within five business days of receipt of a request by:
 - a) informing a person requesting records that the request or portion of the request does not reasonably describe the records sought, including direction, to the extent possible, that would enable that person to request records reasonably described;
 - b) granting or denying access to records in whole or in part;

- c) acknowledging the receipt of a request in writing, including an approximate date when the request will be granted or denied in whole or in part, which shall be reasonable under the circumstances of the request and shall not be more than twenty business days after the date of the acknowledgment, or if it is known that circumstances prevent disclosure within twenty business days from the date of such acknowledgment, providing a statement in writing indicating the reason for inability to grant the request within that time and a date certain, within a reasonable period under the circumstances of the request, when the request will be granted in whole or in part; or
 - d) if the receipt of request was acknowledged in writing and included an approximate date when the request would be granted in whole or in part within twenty business days of such acknowledgment, but circumstances prevent disclosure within that time, providing a statement in writing within twenty business days of such acknowledgment specifying the reason for the inability to do so and a date certain, within a reasonable period under the circumstances of the request, when the request will be granted in whole or in part.
4. In determining a reasonable time for granting or denying a request under the circumstances of a request, personnel shall consider the volume of a request, the ease or difficulty in locating, retrieving or generating records, the complexity of the request, the need to review records to determine the extent to which they must be disclosed, the number of requests received by the agency, and similar factors that bear on the ability to grant access to records promptly and within a reasonable time.
5. A failure to comply with the time limitations described herein shall constitute a denial of a request that may be appealed. Such failure shall include situations in which an officer or employee:
- a) fails to grant access to the records sought, deny access in writing or acknowledge the receipt of a request within five business days of the receipt of a request;
 - b) acknowledges the receipt of a request within five business days but fails to furnish an approximate date when the request will be granted or denied in whole or in part;
 - c) furnishes an acknowledgment of the receipt of a request within five business days with an approximate date for granting or denying access in whole or in part that is unreasonable under the circumstances of the request;
 - d) fails to respond to a request within a reasonable time after the approximate date given or within twenty business days after the date of the acknowledgment of the receipt of a request;
 - e) determines to grant a request in whole or in part within twenty business days of the acknowledgment of the receipt of a request, but fails to do so, unless

the agency provides the reason for its inability to do so in writing and a date certain within which the request will be granted in whole or in part;

- f) does not grant a request in whole or in part within twenty business days of the acknowledgment of the receipt of a request and fails to provide the reason in writing explaining the inability to do so and a date certain by which the request will be granted in whole or in part; or
- g) responds to a request, stating that more than twenty business days is needed to grant or deny the request in whole or in part and provides a date certain within which that will be accomplished, but such date is unreasonable under the circumstances of the request.

Subject Matter List

1. The records access officer shall maintain a reasonably detailed current list by subject matter of all records in its possession, whether or not records are available pursuant to subdivision two of Section eighty-seven of the Public Officers Law.
2. The subject matter list shall be sufficiently detailed to permit identification of the category of the record sought.
3. The subject matter list shall be updated annually. The most recent update shall appear on the first page of the subject matter list.

Denial of Access to Records

1. Denial of access to records shall be in writing stating the reason therefore and advising the requester of the right to appeal to the individual or body established to determine appeals, [who or which] shall be:

Executive Officer
Business Development Corporation for a Greater Massena
60 Main St.
Massena, NY 13662

If requested records are not provided promptly, as required in Section 5 of these regulations, such failure shall also be deemed a denial of access.

2. The following person or persons or body shall determine appeals regarding denial of access to records under the Freedom of Information Law:
3. Any person denied access to records may appeal within thirty days of a denial.
4. The time for deciding an appeal by the individual or body designated to determine appeals shall commence upon receipt of a written appeal identifying:
 - a) the date and location of requests for records;
 - b) a description, to the extent possible, of the records that were denied; and
 - c) the name and return address of the person denied access.

5. A failure to determine an appeal within ten business days of its receipt by granting access to the records sought or fully explaining the reasons for further denial in writing shall constitute a denial of the appeal.
6. The person or body designated to determine appeals shall transmit to the Committee on Open Government copies of all appeals upon receipt of appeals. Such copies shall be addressed to:
 - Committee on Open Government
 - Department of State
 - 41 State Street
 - Albany, NY 12231
7. The person or body designated to determine appeals shall inform the appellant and the Committee on Open Government of its determination in writing within ten business days of receipt of an appeal. The determination shall be transmitted to the Committee on Open Government in the same manner as set forth subdivision (f) of this section.

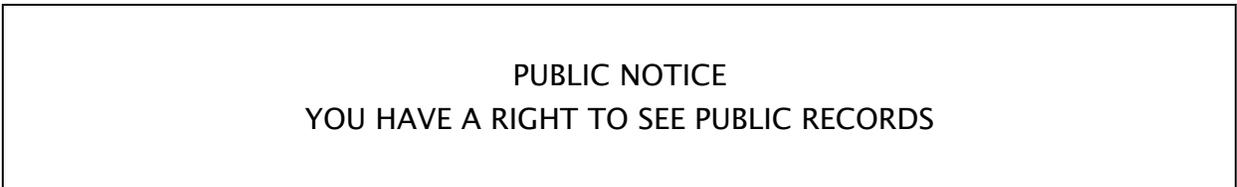
Fees

1. There shall be no fee charged for:
 - a) inspection of records;
 - b) search for records; or
 - c) any certification pursuant to this part.
2. Copies may be provided without charging a fee. This determination will be made at the sole discretion of the Records Access Officer. In addition, no fee shall be charged for the copying of fewer than 10 pages (for photocopies only, and for photocopies not exceeding 9 by 14 inches)
3. Fees for copies may be charged, provided that:
 - a) the fee for copying records shall not exceed 25 cents per page for photocopies not exceeding 9 by 14 inches. This section shall not be construed to mandate the raising of fees where agencies or municipalities in the past have charged less than 25 cents for such copies;
 - b) the fee for copies of records not covered by paragraphs (1) and (2) of this subdivision, shall not exceed the actual reproduction cost which is the average unit cost for copying a record, excluding fixed costs of the agency such as operator salaries. (If possible, specify the actual costs of reproduction.)
 - c) In those cases where the agency's information technology equipment is incapable of preparing a copy, the agency will charge the actual cost of engaging a private professional service to do so. This fee may involve all expenses incurred by the agency associated with preparing a copy (such as postage, transportation). These expenditures will be included as part of the actual cost and fee that the agency will charge.

- d) In circumstances where more than two hours of employee time or an outside professional service is needed to prepare a copy of a record, the applicant must be informed in advance.
4. Fees for electronic information:
- a) Access to electronic records relate mostly to the cost of the storage medium in which the information is made available (i.e. computer tape or disk). In those instances in which substantial time is needed to prepare an electronic copy (at least 2 hours of an employee's time), the agency may charge a fee based on the cost of the storage medium used, as well as the hourly salary of the lowest paid employee who has the skill needed to prepare the copy.

Public Notice

A notice containing the title or name and business address of the records access officers and appeals person or body and the location where records can be seen or copies shall be posted in a conspicuous location wherever records are kept and/or published in a local newspaper of general circulation.



The amended Freedom of Information Law, which took effect on January 1, 1978, gives you the right of access to many public records.

The Business Development Corporation for a Greater Massena has adopted regulations governing when, where, and how you can see public records.

The regulations can be seen at all places where records are kept. According to these regulations, records can be seen and copied at:

Business Development Corporation for a Greater Massena
60 Main Street
Massena, New York 13662

The following officials will help you to exercise your right to access:

- 1) Agency officials who have in the past been authorized to make records available
- 2) Records Access Officer:
Jim Murphy, Executive Director

Business Development Corporation for a Greater Massena
60 Main Street
Massena, New York 13662

If you are denied access to a record, you may appeal to the following person(s) or body:

Executive Director
Business Development Corporation for a Greater Massena
85 Robinson Road
Massena, New York 13662

Severability

If any provision of these regulations or the application thereof to any person or circumstances is adjudged invalid by a court of competent jurisdiction, such judgment shall not affect or impair the validity of the other provisions of these regulations or the application thereof to other persons and circumstances.

TRAVEL POLICY

Applicability

This policy shall apply to every member of the board (the “Board”) of the Business Development Corporation for a Greater Massena (the “Corporation”) and all officers and employees thereof.

Approval of Travel

All official travel for which a reimbursement will be sought must be approved by the Chief Executive Officer prior to such travel. Provided, however, in the instance where the Chief Executive Officer will seek reimbursement for official travel, such travel must be pre-authorized by the Board.

Payment of Travel

The Corporation will reimburse all reasonable expenses related to meals, travel and lodging that were incurred by any director, officer or employee as a result of the performance of their official duties. All official travel shall be properly authorized, reported and reimbursed. Under no circumstances shall expenses for personal travel be charged to, or temporarily funded by the Corporation. It is the traveler’s responsibility to report his or her travel expenses in a responsible and ethical manner, in accordance with this policy.

Travel Expenses

Travelers may use their private vehicle for business purposes if it is less expensive than renting a car, taking a taxi, or using alternative transportation, or if it saves time. The traveler will be reimbursed at a standard mileage reimbursement rate.

Reimbursement for miscellaneous expenses shall be determined on a case by case basis. Mileage rates, per diem allowances and lodging caps will be established and from time to time amended by the Treasurer. All determinations made pursuant to this section shall be made by the Treasurer. In the instance where such determinations regard the travel of the Treasurer, the President shall make such determinations.

Adopted June 2, 2009

WHISTLEBLOWER POLICY AND PROCEDURES

Purpose

It is the policy of this Public Authority to afford certain protections to individuals who, in good faith, report violations of the Public Authority's Code of Ethics or other instances of potential wrongdoing within the Public Authority. The Whistleblower Policy and Procedures set forth below are intended to encourage and enable employees to raise concerns in good faith within the Public Authority and without fear of retaliation or adverse employment action.

Definitions

“Good Faith”: Information concerning potential wrongdoing is disclosed in “good faith” when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential wrongdoing.

“Public Authority Employee”: All board members, officers and staff employed at this Public Authority, whether full-time, part-time, employed pursuant to contract, employees on probation, and temporary employees.

“Whistleblower”: Any Public Authority Employee (as defined herein) who, in good faith, discloses information regarding wrongdoing by another Public Authority employee, or concerning the business of the Public Authority itself.

“Wrongdoing”: Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by a Public Authority Employee (as defined herein) that relates to the Public Authority.

“Personnel Action”: Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

Reporting Wrongdoing

All Public Authority Employees who discover or have knowledge of potential wrongdoing concerning board members, officers, or employees of this Public Authority; or a person having business dealings with this Public Authority; or concerning the Public Authority itself, shall report such activity in accordance with the following procedures:

- a) The Public Authority Employee shall disclose any information concerning wrongdoing either orally or in writing to the Chief Executive Officer or Counsel of the Public Authority.
- b) All Public Authority Employees who discover or have knowledge of wrongdoing shall report such wrongdoing in a prompt and timely manner.
- c) The identity of the Whistleblower and the substance of his or her allegations will be kept confidential to the best extent possible.
- d) The individual to whom the potential wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such information to the Authorities Budget Office or an appropriate law enforcement agency, where applicable.
- e) Should a Public Authority Employee believe in good faith that disclosing information within the Public Authority pursuant to Section 1(a) above would likely subject him or her to adverse personnel action or be wholly ineffective, the Public Authority Employee may instead disclose the information to the Authorities Budget Office or an appropriate law enforcement agency, if applicable. The Authorities Budget Office's toll free number (1-800-560-1770) should be used in such circumstances.

No Retaliation or Interference

No Public Authority Employee shall retaliate against any Whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion, or abuse of authority; and no Public Authority Employee shall interfere with the right of any other Public Authority Employee by any improper means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited, and

- a) No Public Authority Employee who, in good faith, discloses potential violations of this Public Authority's Code of Ethics or other instances of potential wrongdoing, shall suffer harassment, retaliation or adverse personnel action.
- b) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by this Public Authority.
- c) Any Public Authority Employee who retaliates against or had attempted to interfere with any individual for having in good faith disclosed potential violations of this Public Authority's Code of Ethics or other instances of potential wrongdoing is subject to discipline, which may include termination of employment.
- d) Any allegation of retaliation or interference will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate matter.

Other Legal Rights Not Impaired

The Whistleblower Policy and Procedures set forth herein are not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

- a) Specifically, these Whistleblower Policy and Procedures are not intended to limit any rights or remedies that an individual may have under the laws of the State of New York, including but not limited to the following provisions: Civil Service Law § 75-b, Labor Law § 740, State Finance Law § 191 (commonly known as the “False Claims Act”) and Executive Law § 55(1).
- b) With respect to any rights or remedies that an individual may have pursuant to Civil Service Law § 75-B or Labor Law § 740, any employee who wishes to preserve such rights shall prior to disclosing information to a government body, have made a good faith effort to provide the appointing authority or his or her designee the information to be disclosed and shall provide the appointing authority or designee a reasonable time to take appropriate action unless there is imminent and serious danger to public health or safety. (Ref: Civil Service Law § 75-b[2][b]; Labor Law § 740[3])

COMMITTEE DESCRIPTIONS AND ASSIGNMENTS

Beginning January 2013 the committees were re-designed.

The Business Development Corporation will now have three permanent committees:

- Operations Committee
- Marketing Committee
- Infrastructure Committee

Each committee shall consist of three Directors and the Executive Director. One of the seven Directors will serve on each committee to provide a continuity of representation, and each of the other six Directors will serve on one committee.

OPERATIONS COMMITTEE

The Operations Committee of the Business Development Corporation for a Greater Massena is responsible for recommending governance, policy, personnel and operational decisions to the Board of Directors for approval.

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, 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.

Ideally, all members shall possess or obtain a basic understanding of governmental financial reporting and auditing.

Meetings

The committee will meet monthly, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

Members are expected to attend each committee meeting, in person or via telephone or videoconference. The committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

The 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.

Management responsibilities of the committee include, but are not limited to:

1. Final interviewing of candidates for employment,
2. Presentation of the annual budget to the Board of Directors,
3. Review and approval of all contracts and liaising with local elected officials as necessary.

Audit responsibilities of the Operations Committee shall be to:

1. Assure that the authority's board fulfills its responsibilities for the authority's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting;

2. Provide an avenue of communication between management, the independent auditors, the internal auditors, and the board of directors.
3. Appoint, compensate, and oversee the work of any public accounting firm employed by the authority;
4. Conduct or authorize investigations into any matters within its scope of responsibility;
5. Seek any information it requires from authority employees, all of whom should be directed by the board to cooperate with committee requests;
6. Meet with authority staff, independent auditors or outside counsel, as necessary;
7. Retain, at the authority's expense, such outside counsel, experts and other financial advisors as the committee may deem appropriate;
8. The independent auditor and annual financial statements;
9. The Authority's internal auditors;
10. Oversight of management's internal controls, compliance and risk assessment practices;
11. Special investigations and whistleblower policies; and
12. Miscellaneous issues related to the financial practices of the Authority.

The committee shall have access to the services of at least *one financial expert*, whose name shall be disclosed in the annual report of the authority. This expert should have:

1. An understanding of generally accepted accounting principles and financial statements;
2. Experience in preparing or auditing financial statements of comparable entities;
3. Experience in applying such principles in connection with the accounting for estimates, accruals and reserves;
4. Experience with internal accounting controls;
5. An understanding of audit committee functions and,
6. The committee will meet with the authority's independent auditor at least annually to discuss the financial statements of the authority.

Regarding Independent Auditors and Financial Statements the committee shall:

1. Appoint, compensate and oversee independent auditors retained by the authority and pre-approve all audit services provided by the independent auditor.
2. Establish procedures for the engagement of the independent auditor to provide permitted audit services. The authority's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the audit committee. Non-audit services include tasks

that directly support the authority's operations, such as bookkeeping or other services related to the accounting records or financial statements of the authority, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.

3. Review and approve the authority's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
4. Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
5. Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
6. Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

Regarding Internal Auditors and Financial Statements the committee shall:

1. Review with management and the internal audit director, the charter, activities, staffing and organizational structure of the internal audit function. The audit committee shall have authority over the appointment, dismissal, compensation and performance reviews of the internal audit director.
2. Ensure that the internal audit function is organizationally independent from authority operations.
3. Review the reports of internal auditors, and have authority to review and approve the annual internal audit plan.
4. Review the results of internal audits and approve procedures for implementing accepted recommendations of the internal auditor.

Regarding Internal Controls, Compliance and Risk Assessment the committee shall:

1. Review management's assessment of the effectiveness of the authority's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

Regarding Special Investigations the committee shall:

1. Ensure that the authority has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers,

or employees of the authority or any persons having business dealings with the authority or breaches of internal control.

2. Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.
3. Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation (for example, issues may be referred to the State Inspector General or, other investigatory organization.)
4. Review all reports delivered to it by the Inspector General and serve as a point of contact with the Inspector General.

Other Audit Responsibilities of the Committee:

1. Present annually to the authority's board a written report of how it has discharged its duties and met its responsibilities as outlined in the charter.
2. Obtain any information and training needed to enhance the committee members' understanding of the role of internal audits and the independent auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.
3. Review the committee's charter annually, reassess its adequacy, and recommend any proposed changes to the board of the authority. The audit committee charter will be updated as applicable laws, regulations, accounting and auditing standards change.

Grants and Funding responsibilities of the Committee shall be:

To identify potential grant and funding sources that will help fund the agency's goals and objectives. Sources for funding can be public, private or philanthropic and federal, state or local. The committee should also assist executive staff in the selection of grant writing specialists and preparation of grant applications where appropriate.

INFRASTRUCTURE COMMITTEE

The Infrastructure Committee of the Business Development Corporation for a Greater Massena is responsible for assisting the executive staff with the management of existing and future industrial parks and facilities. Additionally the committee is also responsible for:

- Assisting the Executive staff with managing facility upgrades in these parks such as the rail siding project in the Massena Industrial Park,
- Providing guidance to the Executive staff on matters involving other infrastructure projects such as broadband, rail, trail and roadway projects that may serve for the betterment of economic conditions in the greater Massena area.

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, 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.

Meetings

The committee will meet monthly, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

Members are expected to attend each committee meeting, in person or via telephone or videoconference. The committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

The 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.

MARKETING COMMITTEE

The Marketing Committee of the Business Development Corporation for a Greater Massena is responsible for providing guidance to the Executive staff on matters related to marketing the agency and the greater Massena community. Responsibilities include, but are not limited to:

- Developing marketing plans;
- Overseeing the production of marketing literature;
- Advertising and promotional tools, overseeing trade show strategy;
- Overseeing the dissemination of the marketing video.

The marketing committee is also the primary organizational conduit for maintaining and updating the massenaworks.com web site.

The Committee shall develop short and long term goals/objectives for the organization. It is responsible for updating and revising those goals on an eighteen month basis. The committee should also make annual or bi-annual assessments of how well the organization is meeting its objectives. The report from the Goals Committee will be presented to the New York State Authority Budget Office as part of the filing of the annual report of the agency.

The committee is, additionally, responsible for developing and implementing a strategy that will improve the main street corridor. Responsibilities include, but are not limited to:

- Interfacing with consultants;
- Making recommendations to the Board of Directors on grant writing strategies specific to the main street corridor, assisting local business owner;
- Assisting with the administration of grant awards and implementing the recommendations of In.Site: Architecture.

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, 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.

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The 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.

CONFIDENTIAL EVALUATION OF BOARD PERFORMANCE

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Authority.				
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.				
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.				
The Board meets to review and approve all documents and reports prior to public release and is confident that the				

information being presented is accurate and complete.				
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.				
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.				
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.				
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.				
Board members demonstrate leadership and vision and work respectfully with each other.				

Date Completed: _____

SUMMARY RESULTS OF CONFIDENTIAL EVALUATION OF BOARD PERFORMANCE

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
	#	#	#	#
Board members have a shared understanding of the mission and purpose of the Authority.				
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.				
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.				

The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.				
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.				
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.				
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.				
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.				
Board members demonstrate leadership and vision and work respectfully with each other.				

Name of Authority: _____

Date Completed: _____

BDC Organizational Chart 2017

