

**Tioga County Industrial Development Agency
Annual Meeting of the Board of Directors
January 8, 2014**

I. Call to Order and Introductions- Chairperson A. Gowan called the meeting to order at 5:00 p.m.

II. Attendance

A. IDA Board Members: W. Woods, A. Gowan, R. Kelsey, M. Sauerbrey, T. Monell
D. Daniels and K. Dougherty Absent: None

B. Guests: C. Haskell, L. Tinney, and R. Fiato

III. New Business

A. Monthly meeting designation

Motion to set the regular monthly meetings for the first Wednesday of each month at 5:30 p.m. to be held in the County Office Building, 56 Main Street, Owego NY, Hubbard Auditorium (W. Woods, D. Daniels)

Aye- 5 Abstain- 0
Nay- 0 Carried

B. Media designation

Motion to designate the Press & Sun Bulletin as the official newspaper for the purposes of publishing all notices and other matters as required by law (M. Sauerbrey, W. Woods)

Aye- 4 Abstain- 0
Nay- 1 Carried

C. Governance Committee recommendations

1. Slate of Officers

- a. Chairperson- R. Kelsey
- b. Vice Chairperson- M. Sauerbrey
- c. Secretary- D. Daniels
- d. Treasurer- A. Gowan

Motion to appoint the slate of officers as recommended by the Governance Committee (T. Monell, W. Woods)

Aye- 5 Abstain- 0
Nay- 0 Carried

2. Committee Appointments

- a. Governance- R. Kelsey, W. Woods, D. Daniels
- b. Audit- A. Gowan, R. Kelsey, K. Dougherty
- c. Railroad- T. Monell, M. Sauerbrey, D. Daniels, W. Caloroso
- d. Public Relations- L. Tinney, M. Sauerbrey, W. Woods
- e. Finance- A. Gowan, W. Woods, R. Kelsey
- f. Loan- A. Gowan, R. Kelsey, K. Dougherty, S. Thomas, D. Barton

Motion to appoint Committee Members as recommended by the Governance Committee (D. Daniels, M. Sauerbrey)

Aye- 5 Abstain- 0
Nay- 0 Carried

3. Other Appointments

- a. Designee (per Employee Handbook)- L. Tinney
- b. Compliance Officer- R. Fiato
- c. Contracting Officer- R. Fiato
- d. Freedom of Information Officer- R. Fiato

- e. Code of Ethics Officer- J. Meagher
- f. Internal Controls Officer- Jan Nolis

Motion to make the other appointments as recommended by the Governance Committee (T. Monell, W. Woods)

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| | Aye- 5 | Abstain- 0 |
| | Nay- 0 | Carried |

Ralph Kelsey entered the room at 5:06 p.m.

4. Annual Policy Review

- a. Mission Statement - Motion to accept: T. Monell, D. Daniels, carried
- b. By-Laws - Motion to accept: T. Monell, D. Daniels, carried
- c. Code of Ethics - Motion to accept: M. Sauerbrey, D. Daniels, carried
- d. Assessment of Internal Controls - Motion to accept: M. Sauerbrey, W. Woods, carried
- e. Procurement Policy - Motion to accept: M. Sauerbrey, T. Monell, carried
- f. Property Disposition Policy - Motion to accept: M. Sauerbrey, D. Daniels, carried
- g. Whistle Blowers Policy - Motion to accept: T. Monell, D. Daniels, carried
- h. Employee Handbook - Motion to accept: M. Sauerbrey, D. Daniels, carried
- i. Finance Committee Charter - Motion to accept: M. Sauerbrey, D. Daniels, carried
- j. Governance Committee Charter – Motion to accept: D. Daniels, T. Monell, carried
- k. Procedure Manual - Motion to accept: M. Sauerbrey, T. Monell, carried

Motion to accept the reviewed policies as recommended by the Governance Committee as noted above

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| | Aye- 6 | Abstain- 0 |
| | Nay- 0 | Carried |

5. Other Annual Review

- a. Compensation and benefits of staff- no change until January 2015
- b. Report on Conflict of Interest Incidents- none noted

Motion to accept no noted conflict of interest incidents for the year 2013 (T. Monell, M. Sauerbrey)

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| | Aye- 6 | Abstain- 0 |
| | Nay- 0 | Carried |

- c. Self- Evaluation of Performance

Motion to accept Self- Evaluation of Performance report as supplied by the Governance Committee (R. Kelsey, T. Monell)

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| | Aye- 6 | Abstain- 0 |
| | Nay- 0 | Carried |

Kevin Dougherty entered the room at 5:20 p.m.

D. Audit Committee Recommendations

1. Appointments

- a. Audit Firm- Piaker & Lyons
- b. Financial Expert- J. Nolis Rathke

Motion to accept the appointments as recommended by the Audit Committee (M. Sauerbrey, T. Monell)

Aye- 7 Abstain- 0
Nay- 0 Carried

2. Annual Policy Review

- a. Audit Committee Charter
- b. Self Evaluation of Performance

Motion to accept the reviewed policies and Self-Evaluation of Performance as recommended by the Audit Committee (M. Sauerbrey, W. Woods)

Aye- 7 Abstain - 0
Nay- 0 Carried

E. Finance Committee Recommendations

1. Official Depositories

- a. Chemung Canal Trust Company – Motion to accept: R. Kelsey, M. Sauerbrey, carried
- b. Community Bank – Motion to accept: R. Kelsey, M. Sauerbrey, carried
- c. Tioga State Bank – Motion to accept: T. Monell, D. Daniels, Kelsey abstained, carried

Motion to accept Chemung Canal Trust, Community Bank and Tioga State Bank as depositories as recommended by the Finance Committee as noted above

2. Annual Policy Review

- a. Investment Policy – Motion to accept: W. Woods, T. Monell, carried
- b. Finance Committee Charter – Motion to accept: R. Kelsey, T. Monell, carried
- c. Investment Annual Report acknowledge – Motion to accept: R. Kelsey, D. Daniels, carried
- d. Self-Evaluation of Performance – Motion to accept: M. Sauerbrey, T. Monell, carried

Motion to accept reviewed policies as recommended by the Finance Committee as noted above

Aye- 7 Abstain- 0
Nay- 0 Carried

2. Designation of Signatories on bank accounts

Motion to Designate A. Gowan, M. Sauerbrey, R. Kelsey D. Daniels and R. Fiato as signatories on bank accounts (D. Daniels, T. Monell)

Aye- 7 Abstain- 0
Nay- 0 Carried

F. Annual Certifications

- 1. Internal Controls Certification
- 2. Annual Evaluation of Board Performance
- 3. Fiduciary Responsibilities Certification

Motion to authorize Internal Controls Certification and acknowledge Fiduciary Responsibilities for the year 2014 (M. Sauerbrey, D. Daniels)

Aye- 7 Abstain- 0
Nay- 0 Carried

G. Miscellaneous

1. Updated contact information requested from each board member

IV. Adjourned: A. Gowan adjourned the meeting at 5:22 p.m. (M. Sauerbrey, T. Monell)