

CHAIRMAN BERNARDO: I'd like to call to order this meeting of the Broome County Local Development Corporation of January 19, 2022, and I'd like to turn this part of the meeting over to our esteemed counsel, Joe Meagher.

MR. MEAGHER: Your esteemed counsel is going to look around and see if he can find his cheat sheet. I think I got it. Okay guys, this is going to be a lot like we went through at the last one, okay? If we're ready, I-

ALL: I [crosstalk].

MR. MEAGHER: Do solemnly swear.

ALL: Do solemnly swear.

MR. MEAGHER: That I will support the Constitution of the United States.

ALL: That I will support the Constitution of the United States.

MR. MEAGHER: And the Constitution of the State of New York.

ALL: And the Constitution of the State of New York.

MR. MEAGHER: And I will faithfully discharge the duties.

ALL: And I will faithfully discharge the duties.

MR. MEAGHER: Of the office of Member of the Broome County Local Development Corporation.

MR. MEAGHER: Do we have a second to this motion to nominate this slate?

MR. GATES: Dan Gates with a second.

MR. MEAGHER: Okay. All in favor?

ALL: Aye.

MR. MEAGHER: Any opposed? That said, the slate is elected. Thank you all.

MS. HORNBECK: I just need to ask, who was the second? Joe Mirabito or Dan Gates?

MS. DUNCAN: Dan Gates, I think. Joe gave it to him.

MS. HORNBECK: Thank you.

MR. GATES: Thanks, Joe.

CHAIRMAN BERNARDO: Looking for comments first and foremost and/or a motion relative to the transcript of our December 15, 2021, Board meeting.

MR. CROCKER: I'll make a motion.

CHAIRMAN BERNARDO: Is there a second?

MR. MIRABITO: Joe Mirabito seconds.

CHAIRMAN BERNARDO: Thank you, Joe. Any comments? We'll have a vote. All those in favor say aye.

ALL: Aye.

CHAIRMAN BERNARDO: Any opposed? Motion carried. We come to the part of our agenda where we have an opportunity for the public to speak on any matter concerning the Local Development Corporation. If you wish to speak, please state your name and address for the record and kindly limit your statements to five minutes if possible. No comments.

New Business. Item number five. As indicated, the 2022 schedule for the LDC is as needed and normally dovetails the IDA meeting dates, so stay tuned, and we'll all be informed when we need to call an LDC meeting.

Moving on to Resolutions. Item number six. Resolution approving the execution of a Letter of Intent dated January 13, 2022, with Conifer Realty, LLC, for the sale of the IBM Country Club property located at 4301 Watson Boulevard, Town of Union, Broome County, New York, in an amount not to exceed \$300,000. Stacey?

MS. DUNCAN: Yes. Well, thank you. I'm pleased to bring this to the Board's attention. It's definitely been a long process I think. We're very positive about the potential to redevelop the former IBM Country Club site as was mentioned on Watson Boulevard.

As you know, as a Board we took a proactive approach back in I think 2018 or 2019 to do an option for purchase on this site to try to come up with the right strategy for redevelopment. Given its location, it's certainly in a strategic location here in the community. Back then, we did issue an RFP really to no avail and did not get a significant response. I truly credit this moving forward to the partnership with Broome County, and I'd like to thank County Executive Jason Garnar and Chairman Dan Reynolds for being very proactive on trying to move this forward as well.

Recommend to the full Board the adoption of a Code of Ethics, Whistle-Blower Protection Policy, Defense and Indemnification Policy, and such other policies as may fall within the Committee's jurisdiction; and

Recommend to the full Board any desired changes to these Bylaws.

SECTION 5: PERSONNEL COMMITTEE.

The Chairman shall appoint a Board Member to serve as Chair of this Committee.

The Committee shall be responsible for the general personnel functions of the Corporation.

The Committee shall each year:

Recommend to the full Board the hiring and compensation of employees and adoption of Personnel Policies.

Recommend to the full Board the hiring of outside Counsel to provide operating legal advice;

Recommend to the full Board the adoption of policies that may fall within the Committee's jurisdiction.

**ARTICLE V
ETHICS**

SECTION 1: GOALS AND ENFORCEMENT.

Ethical Goals. The Board Members, Employees and others affected by this article of the Bylaws should strive to conduct the Corporation's efforts in a highly ethical, moral and transparent manner that benefits the residents of Broome County.

Enforcement. Any sworn, written allegation of a violation of Sections 2 or 3 shall be referred to the Chair of the Personnel and Governance Committee for investigation, dismissal, remedial action or referral, by vote of the Committee, to the County Legislature, County Board of Ethics or any other agency with jurisdiction.

SECTION 2: PROHIBITED CONFLICTS.

Board Action. No Board Member or Employee shall allow any matter to come before the Board for action from which personal financial benefit may accrue to him or her or a Family Member.

Employee Action. No Employee shall take any action on behalf of the Corporation from which personal financial benefit may accrue to him or her or a Board Member or Family Member.

Gifts. No Board Member, Employee or Family Member shall accept any personal gifts, exceeding nominal value, from a Vendor, or from anyone else who might seek to influence their conduct on behalf of the Corporation.

Loans. No Board Member, Employee or Family Member shall negotiate or accept any loans, from the Corporation or a Vendor, from which they enjoy personal financial benefit.

Property. No Board Member, Employee or Family Member shall buy or sell any real or personal property, to or from the Corporation or a Vendor, from which they enjoy personal financial benefit.

Confidential Information. No Board Member or Employee shall disclose confidential information, acquired on behalf of the Corporation, to others who aren't Board Members or Employees without the express consent of the information's source or legal process. Nor shall any Board Member or Employee take any action based on such confidential information from which they enjoy personal financial benefit.

SECTION 3: APPARENT CONFLICTS.

Board Member Action. Absent a Prohibited Conflict set forth in Section 2, any Board Member should disclose any other conflict to his or her fellow Board Members if it might create the appearance of impropriety. The Board Member should thereafter refrain from discussing or voting on any Board action that might affect such conflict.

Employee Action. Absent a Prohibited Conflict set forth in Section 2, any Employee should disclose any other conflict to his or her supervisor and to the Chair of the Personnel and Governance

Committee if it might create the appearance of impropriety. The Employee should thereafter refrain from taking any action on behalf of the Corporation that might affect such conflict.

SECTION 4: DEFINITIONS.

- A. "Board Member" refers to a Member of the Corporation's Board, appointed by the County Legislature and whose term of office hasn't expired.
- B. "Employee" refers to an employee hired by the Corporation or whose services are otherwise secured by the Corporation by inter-municipal or private agreement.
- C. "Family Member" refers to the parents, spouses, siblings, or children of any Board Member or Employee.
- D. "Vendor" refers to those who provide property, goods or services to the Corporation in exchange for a payment of over fifteen thousand dollars (\$15,000) per calendar year from the Corporation.
- E. "Personal Financial Benefit" refers to an item valued at over fifty (\$50) per calendar year that is under the dominion and control of the affected person solely for his or her personal purposes.

SECTION 5: CODE OF ETHICS.

The Board shall adopt a Code of Ethics which shall then be distributed, along with these Bylaws, to all Board Members and Employees.

SECTION 6: COMPENSATION.

No Employee shall receive or be lawfully entitled to receive any compensation except as reasonable compensation for services. No Board Member shall receive any compensation other than as reimbursement of actual and necessary expenses incurred in the performance of his or her duties.

**ARTICLE VI
GENERAL**

SECTION 1. PUBLIC RECORDS.

There shall be kept at the office of the Corporation for public inspection: (1) a copy of these Bylaws; (2) a current list of Board Members and their mailing addresses; (3) minutes of the proceedings of the Board and its Committees for the past two (2) years; (4) copies of Policies adopted by the Board that are currently in effect; (5) current statements of financial account; and (6) copies of the past three (3) years' information returns (Form 990) submitted to the Internal Revenue Service. All such records shall also be posted on the Corporation's own or shared website as soon as practicable.

SECTION 2: FISCAL YEAR.

The fiscal year shall begin on January 1 and end on December 31.

SECTION 3: BYLAW AMENDMENTS.

These Bylaws may be amended by vote of the Board.

Any proposed amendment must be provided in writing to Board Members for review, as part of the duly-noticed Meeting agenda, prior to a Board Meeting.

The proposed amendment may be presented, discussed and approved at that Board Meeting.

