

THE AGENCY

BROOME COUNTY IDA / LDC

BROOME COUNTY LOCAL DEVELOPMENT CORPORATION

GOVERNANCE COMMITTEE MEETING

February 16, 2022 – 11:30 a.m.
The Agency Conference Room, 2nd Floor
FIVE South College Drive, Suite 201
Binghamton, NY 13905

AGENDA

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| 1. Call to Order | R. Bucci |
| 2. Accept the December 15, 2021 Governance Committee Meeting Transcript | R. Bucci |
| 3. Public Comment | R. Bucci |
| 4. Review/Discussion/Recommendation to Approve Summary Results of Confidential Evaluation of Board Performance | S. Duncan |
| 5. Review/Discussion/Recommendation to Approve the 2021 Mission and Measurement Report | S. Duncan |
| 6. Review/Discussion/Recommendation to Approve the Readoption of the BCLDC Bylaws and Policies: Code of Ethics Policy, Whistleblower Protection Policy, Defense & Indemnification Policy, Compensation, Reimbursement and Attendance Policy and Travel Policy with No Changes | S. Duncan |
| 7. Adjournment | R. Bucci |

BROOME COUNTY LOCAL DEVELOPMENT CORPORATION

LDC Governance Committee Meeting Transcript

Held telephonically, December 15, 2021, commencing at
11:33 a.m. Adjourned at 11:36 a.m.

[See attendees at end of Transcript.]

REPORTED BY:

Ria Jara

Reporters Transcription Center

PO Box 903

Binghamton, NY 13903

Chairman Bucci: We're going to call the Governance Committee of the Broome County Local Development Corporation to order. The first item on the agenda is to accept the November 15, 2021 Governance Committee meeting transcript. This was forwarded to all members. They had an opportunity to review it. Any revisions have been incorporated into the transcript, so we'll accept that for the record.

Next item on the agenda is public comment. If there is anyone wishing to address the Governance Committee either virtually or in person, they have five minutes. We ask that you state your name and address. We'll open that portion of the meeting at this time. Hearing or seeing none, we'll close the public comment section and move on to our agenda items.

Now my understanding, Stacey, is that there's going to be a presentation and executive session relative to these two items on the agenda. So since the presentation is relevant to this, we're going to table these items. They will be discussed at the regular LDC board meeting. Is that correct?

Ms. Duncan: Yeah, that's correct. That would be my recommendation. We will have an update with

regard to the project status, potential occupants therein, and in these items as well as funds to assist the redevelopment. So my recommendation would be to table these so the Governance Committee and the full board can hear that all at the same time. Then go into a regular LDC meeting with that information.

Chairman Bucci: Okay. Any questions or comments regarding the motion or recommendation to table? So I need a formal motion to table?

Ms. Duncan: You do. Yes, you do.

Chairman Bucci: Is there a motion to table Agenda Items 4 and 5 until we review new information in the executive session? Then they will be discussed at the open LDC meeting later on this afternoon.

Mr. Rose: Yeah, I'll make a motion to table Items 4 and 5.

Chairman Bucci: Is there a second?

Mr. Peduto: Jim.

Chairman Bucci: Second, Jim. All in favor?

Unknown: [Aye -- in unison.]

Chairman Bucci: Any opposed? Motion is carried. A motion to adjourn?

Mr. Rose: So moved.

Chairman Bucci: For a second?

Mr. Peduto: Jim.

Chairman Bucci: Jim. All in favor, aye?

Unknown: [Aye -- in unison.]

Chairman Bucci: Opposed? The meeting is
adjourned.

[The meeting was adjourned on a motion by Mr. Bucci, seconded by
Mr. Peduto at 11:36.]

[Attendees: Rich Bucci, Jim Peduto, Brian Rose, Cheryl Sacco,
Dan Crocker, Stacey Duncan, Tom Gray, Natalie Abbadessa, Carrie
Hornbeck, Brendan O'Bryan, Theresa Ryan, Amy Williamson, Joe
Meagher]

C E R T I F I C A T I O N

I, Ria Jara, certify that the foregoing transcript of
the Broome County Industrial Development Agency was prepared
using digital transcription software and is a true and accurate
record of the proceedings.



Signature: _____

Date: December 20, 2021

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.	5	1	1	
The policies, practices and decisions of the Board are always consistent with this mission.	5	2		
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	6	1		
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	5	2		
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	5	2		
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.	5	2		
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	4	2	1	
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	5	1	1	
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.	5	2		
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	5	1	1	
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	6		1	
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	3	2	1	1
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	4		1	2
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	4	1		2
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	4	3		
Board members demonstrate leadership and vision and work respectfully with each other.	5	1	1	

Name of Authority: Broome County Local Development Corporation
Date Completed: February 9, 2022

Authority Mission Statement and Performance Measurements

Local Public Authority Name: Broome County Local Development Corporation

Fiscal Year: January 1, 2021 – December 31, 2021

Mission Statement: The Broome County Local Development Corporation actively fosters economic growth in Broome County and Greater Binghamton. The Corporation aims to provide new and expanding businesses with the best tools available including real estate and market information, incentives, financial assistance, and general support. We demonstrate integrity in all that we do. We support projects that offer clear public benefits including investment, job creation, job retention, and increased quality of life. We are committed to building a strong and diverse economy in Broome County and Greater Binghamton.

Date Adopted: March 8, 2013

List of 2022 Performance Goals:

1. Proactively seek opportunities in target communities and leverage programs, such as Tax-Exempt Bond Financing.
2. Continue to proactively work with local municipalities to be prepared for new business development, with a focus on infrastructure development.
3. Facilitate meetings and forums of key stakeholders to discuss physical and technology infrastructure necessary to support community and economic development; including housing and mixed-use development.
4. Seek and pursue grant funding from federal and state agencies, such as the EPA Assessment grant, and other funding that can be reinvested into the community.

Authority Stakeholder(s): Broome County Legislature

Authority Beneficiaries: The residents of Broome County

Authority Customers: The residents and businesses of Broome County

Authority self-evaluation of 2021 performance:

1. Continue to link the Good Life program to the new talent attraction strategy.
2. Continue to work with local municipalities to address quality of life issues, such as vibrant downtowns and housing options.
3. Continuing to participate in strengthening the innovative and entrepreneurial atmosphere.
4. Continue to achieve long-term financial sustainability of the LDC.
5. Provided continuing education opportunities for the Board of Directors.

Governance Certification:

1. Have the board members acknowledged that they have read and understood the mission of the public authority?

Board of Directors Response: Yes

2. Who has the power to appoint management of the public authority?

Board of Directors Response: The Corporation has no direct employees.

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority.

Board of Directors Response: N/A

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

Board of Directors Response: The Board provides oversight, sets policy, and sets the strategic direction for the Agency. Agency management works closely with the board to ensure the Agency's activities are always in line with the mission of the organization.

5. Has the Board acknowledged that they have read and understood the response to each of these questions?

Board of Directors Response: Yes

BYLAWS

Of The

BROOME COUNTY

LOCAL DEVELOPMENT

CORPORATION

Adopted 9/13/2013

Amended date 11/15/2017

Amended date 3/20/2019

Amended date 12/16/2020

**ARTICLE I
THE CORPORATION**

SECTION 1: NAME.

The name of the Corporation shall be "BROOME COUNTY LOCAL DEVELOPMENT CORPORATION".

SECTION 2: OFFICES.

The principal office of the Corporation shall be in the Town of Dickinson, County of Broome, and State of New York.

SECTION 3: PURPOSE AND POWERS.

A. The purpose of the Corporation shall be to vigorously advance the prosperity, growth and economic development of the residents of Broome County by undertaking activities and projects within Broome County and the surrounding counties while always acting in a highly ethical, transparent and cost-effective manner.

B. The powers of the Corporation shall include but not be limited to:

Accept grants or gifts;

Borrow money;

Make investments in and hold real and personal property;

Create and hold intellectual property;

Loan money or property;

Execute contracts;

Engage in partnerships or joint ventures;

Hire employees and vendors; and

Do anything else that may be necessary or proper to accomplish its purpose or that may be authorized by the Not

For Profit Corporation Law.

**ARTICLE II
BOARD OF DIRECTORS**

SECTION 1: APPOINTMENT.

The strategic management of the Corporation shall be vested in its Board of Directors who shall be appointed by the Broome County Legislature (hereafter "Legislature").

SECTION 2: NUMBER OF DIRECTORS.

The number of Directors shall be fixed by the Legislature but shall not be less than nine (9) voting members.

SECTION 3: INDEPENDENCE.

Pursuant to the Public Authorities Law, the majority of the Directors shall be "Independent".

An Independent Director is one who:

- A. is not, and in the past two (2) years has not been, employed by the Corporation or the Legislature, or served as an elected Member of the Legislature;
- B. is not a parent, spouse, sibling or child of a current employee of the Corporation or the Legislature, or a current elected Member of the Legislature;
- C. is not, and in the past two (2) years has not been, employed by an entity that either received more than fifteen thousand dollars (\$15,000) for goods or services provided to the Corporation, or received other financial assistance valued at more than fifteen thousand dollars (\$15,000) from the Corporation; and
- D. is not, 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, investments or any other similar actions of the Corporation.

SECTION 4: TERM OF DIRECTORS.

Following appointment by the Legislature three (3) Directors shall initially be appointed for a one (1) year term, three (3) Directors shall be appointed for a two (2) year term and three (3) Directors shall be appointed for a three (3) year term by the County Legislature.

Thereafter the County Legislature shall appoint three (3) Directors per year each for three (3) year terms.

To the extent practicable, the County Legislature shall make all such term appointments in the month of December so the Agency is able to have its Annual Meeting in the month of January.

If any seat becomes vacant prior to the expiration of the term of that vacating Director due to death, resignation or other causes, the County Legislature shall appoint a new Director to fill the unexpired term of that seat as soon as possible.

SECTION 5: NOTICE AND MEETINGS OF THE BOARD.

The Board of Directors shall meet at least annually, and as needed otherwise, at a time and location designated by the Chairman.

Written notice of all meetings, together with minutes of the preceding meeting, an agenda, and appropriate supporting materials, shall be mailed, emailed or hand delivered to each Director not less than ten (10) days before each meeting. Public notice shall also be provided on the website maintained or shared by the Corporation and in such manner as the Open Meetings Law shall require.

SECTION 6: QUORUM OF DIRECTORS.

A majority of the Directors then serving shall be a quorum.

SECTION 7: ACTION BY THE BOARD.

- A. The vote of a majority of Directors present at the time of the vote shall be the act of the Board.
- B. Any one or more Directors may, with the consent of the Chairman or Committee Chair, participate in a meeting of such Board or Committee thereof by means of a conference telephone, video conferencing or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

SECTION 8: VACANCIES.

A Director elected by the Legislature to fill a vacancy caused by removal, resignation, permanent disability or death shall hold office for the unexpired term of his or her predecessor.

SECTION 9: REMOVAL.

A Director may be removed from office by the Legislature.

SECTION 10: RESIGNATION.

A Director may resign at any time by giving written notice to the Secretary and the Clerk of the Broome County Legislature.

**ARTICLE III
OFFICERS**

SECTION 1: ELECTION OF OFFICERS.

The Officers of the Corporation shall consist of a Chairman, a Vice-Chairman, a Treasurer, a Secretary, and an Ethics and Compliance Officer. At the first meeting of the year, the Chairman shall nominate Officers who may then be confirmed by the Board. Officers shall hold office for a period of one (1) year or until a successor shall be nominated and confirmed. Officers shall not hold office for more than nine (9) consecutive one (1) year terms.

SECTION 2: CHAIRMAN.

The Chairman shall provide leadership to the Board of Directors and the ranking employee of the Corporation. He or she shall set Board agendas, preside at Board meetings, and perform such other duties as may be necessary or proper.

SECTION 3: VICE-CHAIRMAN.

During the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman.

SECTION 4: TREASURER.

The Treasurer shall have the care and custody of all funds of the Corporation and shall oversee their deposit in such banks as the Board may select pursuant to its Investment Policy. The Treasurer shall give such bond, if any, for the faithful performance of duties as the Board may determine.

SECTION 5: SECRETARY.

The Secretary shall oversee the taking of minutes at Board meetings, shall have the care and custody of all significant records of the Corporation, and shall maintain the oaths of office of Directors.

SECTION 6: ETHICS AND COMPLIANCE OFFICER.

Pursuant to the Public Authorities Law, the Ethics and Compliance Officer, who need not be a Director, shall be responsible for monitoring the mandatory Authorities Budget Office-approved training of Directors; monitoring the filing of annual personal Disclosure Reports by Directors; serving as the Corporation's Contracting Officer with regard to disposition of property; and for such other duties as the Board may prescribe.

**ARTICLE IV
COMMITTEES**

SECTION 1: APPOINTMENT OF COMMITTEES.

The Board of Directors shall have the following three (3) Committees:

Audit and Finance Committee
Governance Committee
Personnel Committee

At the first meeting each year of the Board of Directors, the Chairman shall appoint Directors to Committees and shall designate Chairs of Committees.

Each Committee shall have at least three (3) Directors serving on it and shall be supported by such employees or vendors as may be necessary.

SECTION 2: COMMITTEE MEETINGS.

The rules set forth in Article II, Sections 5 through 7, governing Notice, Meetings, Quorums and Action by Directors at Board Meetings shall also apply to Directors at Committee Meetings.

SECTION 3: AUDIT AND FINANCE COMMITTEE.

To the extent practicable, the Chairman shall appoint the Treasurer to serve as Chair of this Committee.

The Committee shall be responsible for the general supervision of the financial operations of the Corporation.

The Committee shall each year:

Recommend to the full Board the hiring of a certified independent accounting firm to perform the annual audit, and provide oversight of the performance of the annual audit;

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

Recommend to the full Board the adoption of an Investment Policy, a Procurement Policy, a Disposal of Property Policy, and such other policies as may fall within the Committee's jurisdiction; and

Review any proposed bonding in detail and recommend to the full Board whether to adopt the related bonding resolutions.

SECTION 4: GOVERNANCE COMMITTEE.

To the extent practicable, the Chairman shall appoint the Secretary to serve as Chair of this Committee.

The Committee shall be responsible for the general supervision of the managerial operations of the Corporation.

The Committee shall each year:

Recommend to the full Board the execution of contracts with outside vendors to provide operational services;

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

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.

**BROOME COUNTY LOCAL DEVELOPMENT CORPORATION
CODE OF ETHICS**

The members of the board (the "Board") of the Broome County Local Development Corporation (the "Agency"), a not-for-profit corporation of the State of New York (the "State"), along with the officers and staff of the Agency, shall comply with and adhere to the provisions of the outlined Code of Ethics ("Code").

**ARTICLE I
CONFLICTS OF INTEREST**

A conflict of interest is a situation in which the financial, familial, or personal interests of a director, officer or employee come into "actual" or "perceived" conflict with their duties and responsibilities with the Agency. "Perceived" conflicts of interest are situations where there is the appearance that a director, officer or employee can personally benefit from actions or decisions made in their official capacity, or where a director, officer or employee may be influenced to act in a manner that does not represent the best interests of the Agency. The perception of a conflict may occur if circumstances would suggest to a reasonable person that a director, officer or employee may have a conflict. "Actual" conflicts of interest are situations where a director, officer or employee can personally benefit from actions or decisions made in their official capacity, or where a director, officer or employee is influenced to act in a manner that does not represent the best interests of the Agency. Except for Prohibited Conflicts of Interest as set forth in Article V herein, Perceived and Actual conflicts of interest should be treated in the same manner for purposes of disclosure under Article IV herein.

**ARTICLE II
STANDARDS OF CONDUCT**

Each director, officer, and employee of the Agency shall: (1) not accept other employment which will impair his or her independence of judgment in the exercise of his or her official duties; (2) not accept employment or engage in any business or professional activity which will require him or her to disclose confidential information which he or she has gained by reason of his or her official position of authority; (3) not disclose confidential information acquired by him or her in the course of his or her official duties nor use such information to further his or her personal interests; (4) not use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself, herself or others except that nothing herein shall prohibit any business or enterprise in which such director, officer or employee may have a financial interest from obtaining financial assistance provided that the Prohibited Conflicts of Interest provisions of Article V herein are not violated; (5) not engage in any transaction as a representative or agent of Agency with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of his or her official duties, except that nothing herein shall prohibit any business or enterprise in which such director, officer or employee may have a financial interest from obtaining financial assistance provided that the Prohibited Conflicts of Interest provisions of Article V herein are not violated; (6) not, by his or her conduct, give reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties, or that

he or she is affected by the kinship, rank, position or influence of any party or person; (7) abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or her or which will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest, except that nothing herein shall prohibit any business or enterprise in which such director, officer or employee may have a financial interest from obtaining financial assistance provided that the Prohibited Conflicts of Interest provisions of Article V herein are not violated; and (8) endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of his or her trust. Notwithstanding anything herein to the contrary, nothing shall prohibit any director, officer or employee of the Agency from acquiring property adjacent to or otherwise proximate to the lands in which the Agency has an ownership interest provided that such acquisition is not based upon the use of confidential information obtained by such director, officer or employee of the Agency in his capacity with the Agency as determined by such member after consultation with Chairman of the Agency and Counsel to the Agency.

ARTICLE III GIFTS

No director, officer or employee of the Agency shall directly or indirectly, solicit any gift, or accept or receive any gift having a value of seventy-five dollars or more under circumstances in which it could reasonably be inferred that the gift was intended to influence such individual, or could reasonably be expected to influence such individual, in the performance of the individual's official duties or was intended as a reward for any official action on the individual's part. Inferences that gifts having a value of less than seventy-five dollars can influence or reward directors, officers or employees of the Agency is deemed to be unreasonable.

ARTICLE IV PROCEDURES FOR DISCLOSURE

Except for Prohibited Conflicts of Interest as set forth in Article V below, all directors, officers or employees of the Agency shall adhere to the following procedures:

1. All Actual and Perceived conflicts of interest shall be disclosed in writing to the Ethics Officer as soon as practicable after learning of the Actual or Perceived conflict of interest. The written disclosure must (i) identify the matter before the Agency, (ii) identify the Standard of Conduct in question and (iii) contain sufficient facts and circumstances in order to accurately convey the extent of the director's, officer's or employee's interest in such matter. In addition, in the event a director on the board of the Agency has a conflict, he or she shall verbally disclose the conflict during a public session of a board meeting at which the matter creating the conflict appears on the agenda. Such verbal disclosure shall be recorded in the minutes of the meeting and be made part of the public record.

2. The director, officer or employee with the conflict of interest shall refrain from participating in discussions or decisions on the matter creating the conflict. In addition, in the

event a director on the board of the Agency has a conflict, he or she shall recuse him or herself from any deliberations and abstain from voting on such matter creating the conflict.

3. The director, officer or employee with the conflict of interest shall refrain from directly or indirectly attempting to influence the discussions, decisions, deliberations or vote on the matter giving rise to such conflict.

ARTICLE V PROHIBITED CONFLICTS OF INTEREST

Notwithstanding any other provision contained in this Policy, financial conflicts of interest shall be governed solely by this Article V.

Prohibition: No director, officer or employee shall have a direct or indirect financial interest in a contract with the Agency where such director, officer or employee has some form of control over the contract ("Prohibited Interest").

No Cure: Disclosure and recusal will not cure a Prohibited Interest. In order to avoid a violation of a "Prohibited Interest" the contract may not be acted upon or the director, officer or employee would have to resign.

Violations: Any director, officer or employee who is determined to have "willfully and knowingly" violated the Prohibited Interest provisions of Article V may be found guilty of a misdemeanor. In addition, the contract, if willfully entered into, may be determined "null, void and wholly unenforceable"

Exceptions: There are fifteen exceptions to the Prohibited Interest provision. One of the more commonly claimed exceptions comes into play when the director, officer or employees ("officials") interest in the contract is prohibited solely by reason of the official's employment with the entity that has the contract with the Agency. This exception applies provided: (a) the official's compensation from the private employer is not contingent upon the contract between the employer and the Agency and (b) the official's duties for the private employer do not directly involve the procurement, preparation or performance of any part of the contract. [Note: This exception does not cover an Agency official who is a director, partner, member, or shareholder of the private employer]. The second most commonly claimed exception is where the official has an interest in a contract that was entered into with the Agency prior to the time the official was elected or appointed as such director, officer or employee of the Agency. Provided, however, this exception does not authorize the renewal of any such contract.

Disclosure of Exception: Disclosure of Interest that falls within one of the Exceptions: The official is required to publicly disclose the nature and extent of his or her prospective, existing or subsequently acquired interest in any actual or proposed contract. The disclosure must be made in writing and must be placed, in its entirety, in the official record. The official must recuse him or herself from participating in any discussion or action on the contract.

Notification of Potential Conflict due to a Financial Interest: Every director, officer or employee shall immediately notify the Agency's Ethics Officer of any potential conflict of interest due to a direct or indirect financial interest in any matter coming before the Agency where such director, officer or employee has the power or duty to negotiate, prepare, authorize or approve the matter before the Agency. The Ethics Officer shall review the potential financial conflict of interest in consultation with Agency counsel.

ARTICLE VI PENALTIES

Any employee that fails to comply with this Policy may be subject to termination. In addition, any director, officer or employee that fails to comply with this Policy may be penalized in a manner provided for in law.

ARTICLE VII ETHICS OFFICER

The Agency's Board shall designate an officer, director or employee of the Agency to serve as the Ethics Officer of the Agency. In the event of a vacancy, the Agency Board Chair shall serve as the Ethics Officer until such time as the Agency Board appoints a successor.

The Ethics Officer shall report to the Governance Committee. The Ethics Officer shall have the powers and duties set forth below, and such other powers and duties as may be prescribed by the Board:

1. Advise in confidence each director, officer or employee of the Agency who seeks guidance regarding ethical behavior.
2. Receive and record disclosures of conflicts of interest in the record of the Agency.
3. Receive and investigate complaints about possible violations of this Code of Ethics. Dismiss complaints found to be without substance.
4. Prepare investigative reports of his or her findings to be submitted for action by the Board.
5. Seek consultation and guidance from Agency Counsel.

ARTICLE VII WHISTLEBLOWER POLICY

The Agency has adopted a Whistleblower Policy to afford certain protections to individuals who, in good faith, report violations of the Agency's Code of Ethics or other instances of potential wrongdoing within the Agency. This Policy provides Agency directors, officers, and employees with a confidential means to report credible allegations of misconduct,

wrongdoing, or unethical behavior and to protect those individuals, when acting in good faith, from personal or professional retaliation. The Whistleblower Policy is available to all directors, officers, and employees of the Agency.

Approved and adopted this 20th day of April, 2016.

BROOME COUNTY LOCAL DEVELOPMENT CORPORATION

WHISTLE-BLOWER POLICY

Every member of the Board of Directors (the "Board") of the Broome County Local Development Corporation (Corporation) and all officers and employees thereof, in the performance of their duties, shall conduct themselves with honesty and integrity and observe the highest standard of business and personal ethics set forth in the Code of Ethics of the Corporation (the "Code.")

Each member, officer or employee is responsible to report any violation of the Code (whether suspected or known) to the Corporation's Executive Director or Chairman of the Board of the Corporation. Reports of violations will be kept confidential to the extent possible. No individual, regardless of their position in the Corporation, will be subject to any retaliation for making a good faith claim and, any employee who chooses to retaliate against someone who has reported a violation, shall be subject to disciplinary action, which may include termination of employment. Regardless, any claim of retaliation will be taken and treated seriously and irrespective of the outcome of the initial report of violation or complaint, will be treated as a separate offense.

The Executive Director or Chairman of the Board of the Corporation is responsible for immediately forwarding any violation or claim to the Corporation's counsel who shall investigate and handle the claim in a timely manner.

In accordance with Public Authorities Law Section 2857, no state or local authority shall fire, discharge, demote, suspend, threaten, harass or discriminate against an employee because of the employee's role as a whistleblower, insofar as the actions taken by the employee are legal.

Approved and adopted this 18th day of March, 2020

**BROOME COUNTY LOCAL DEVELOPMENT CORPORATION
DEFENSE AND INDEMNIFICATION POLICY**

The Broome County Local Development Corporation (Corporation), shall indemnify all Directors of the Board and each officer and employee 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 Laws of the State of New York.

**BROOME COUNTY LOCAL DEVELOPMENT CORPORATION
COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY**

The Directors of the Board of the Broome County Local Development Corporation (the "Board") shall serve without salary at the pleasure of the Legislature of the County of Broome, New York (the "MUNICIPALITY") 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 Directors 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 Directors 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.

**BROOME COUNTY LOCAL DEVELOPMENT CORPORATION
TRAVEL POLICY**

Section 1. APPLICABILITY

This policy shall apply to every Director of the Board (the "Board") of the Broome County Local Development Corporation (the "Corporation") and all officers and employees thereof.

Section 2. APPROVAL of TRAVEL

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

Section 3. 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 Agency. It is the traveler's responsibility to report his or her travel expenses in a responsible and ethical manner, in accordance with this policy.

Section 4. 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 the maximum rate allowed by the Internal Revenue Service.

Meals will be reimbursed at actual expense or a per diem rate, whichever is less. Lodging will be reimbursed at actual expense up to certain daily rate caps established for various locations. The applicability of such caps shall be determined on a case by case basis taking into consideration availability of lodging and other extenuating circumstances.

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 Chairman shall make such determinations.