

**Tioga County Industrial Development Agency
Board of Directors Annual Meeting
January 6, 2016**

I. Call to Order and Introductions- Chairperson R. Kelsey called the meeting to order at 4:30 p.m.

II. Attendance

A. IDA Board Members: A. Gowan, R. Kelsey and K. Dougherty, J. Nolis, T. Monell

B. Absent: K. Gillett

C. Guests: B. Myers, L. Tinney, M. Sauerbrey, J. Bellis, B. Woodburn, J. Meagher

III. New Business

A. Monthly meeting designation

Motion to set the regular monthly meetings for the first Wednesday of each month at 4:30 p.m. to be held in the County Office Building, 56 Main Street, Owego NY, Legislative Conference Room (K. Dougherty, J. Nolis)

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 (K. Dougherty, J. Nolis)

Aye-4 Abstain- 0
Nay- 1 (T. Monell) Carried

C. Governance Committee recommendations

1. Slate of Officers

- a. Chairperson- R. Kelsey
- b. Vice Chairperson- K. Dougherty
- c. Secretary- T. Monell
- d. Treasurer- A. Gowan

Motion to appoint the slate of officers as recommended by the Governance Committee (K. Dougherty, J. Nolis)

Aye- 5 Abstain- 0
Nay- 0 Carried

2. Committee Appointments

- a. Governance- R. Kelsey, J. Nolis, K. Dougherty
- b. Audit- K. Dougherty, R. Kelsey, J. Nolis
- c. Railroad- T. Monell, K. Gillette
- d. Finance- R. Kelsey, A. Gowan, K. Gillette
- e. Loan- A. Gowan, R. Kelsey, K. Dougherty, S. Thomas, D. Barton

Motion to appoint Committee Members as recommended by the Governance Committee (K. Dougherty, T. Monell)

Aye- 5 Abstain- 0
Nay- 0 Carried

3. Other Appointments

- a. Designee (per Employee Handbook) – L. Tinney
- b. Compliance Officer- B. Myers
- c. Contracting Officer- B. Myers
- d. Freedom of Information Officer- B. Myers
- e. Code of Ethics Officer- J. Meagher
- f. Internal Controls Officer- Amy Dunham

Motion to make the other appointments as recommended by the Governance Committee (K. Dougherty, J. Nolis)

Aye- 5 Abstain- 0
Nay- 0 Carried

4. Annual Policy Review

- a. Mission Statement
- b. By-Laws
- c. Code of Ethics
- d. Assessment of Internal Controls
- e. Procurement Policy
- f. Property Disposition Policy
- g. Whistle Blowers Policy
- h. Employee Handbook
- i. Governance Committee Charter
- j. Procedure Manual
- k. New Policy:
 - a. Conflict of Interest Policy: Policy Adopted.

Motion to accept the reviewed and new policies as recommended by the Governance Committee (K. Dougherty, T. Monell)

Aye- 5 Abstain- 0
Nay- 0 Carried

5. Other Annual Review

- a. Compensation and Benefits of Business Administrator
- b. Report on Conflict of Interest Incidents

Motion to accept no noted conflict of interest incidents for the year 2015 (K. Dougherty, J. Nolis)

Aye- 5 Abstain- 0
Nay- 0 Carried

c. Self-Evaluation of Performance 2015 Governance Committee Self-Evaluation Report

Motion to accept Self- Evaluation of Performance report as supplied by the Governance Committee (K. Dougherty, J. Nolis)

Aye- 5 Abstain- 0
Nay- 0 Carried

D. Audit Committee Recommendations

1. Appointments

- a. Audit Firm- Piaker & Lyons
- b. Financial Expert- A. Dunham

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

Aye- 5 Abstain- 0
Nay- 0 Carried

2. Annual Policy Review

- a. Audit Committee Charter TCIDA Audit Committee Charter
- b. Self-Evaluation of Performance 2015 Audit Committee Self-Evaluation Report

Motion to accept the reviewed policies and Self-Evaluation of Performance as recommended by the Audit Committee (A. Gowan, T. Monell)

Aye- 5 Abstain- 0
Nay- 0 Carried

E. Finance Committee Recommendations

1. Official Depositories

- a. Chemung Canal Trust Company
- b. Community Bank
- c. Tioga State Bank

Motion to accept Chemung Canal Trust, Community Bank and Tioga State Bank as depositories as recommended by the Audit Committee (K. Dougherty, T. Monell)

Aye- 4 Abstain- 1 (R. Kelsey)
Nay- 0 Carried

2. Annual Policy Review

- c. Investment Policy
- d. Finance Committee Charter
- e. Investment Annual Report
- f. Self-Evaluation of Performance 2015 Finance Committee Self-Evaluation Report

Motion to accept the reviewed policies and Self-Evaluation of Performance as recommended by the Finance Committee (K. Dougherty, J. Nolis)

Aye- 5 Abstain- 0
Nay- 0 Carried

3. Designation of Signors on bank accounts

Motion to Designate R. Kelsey, K. Dougherty, J. Nolis, A. Gowan and B. Myers as signors on bank accounts (A. Gowan, T. Monell)

Aye- 5 Abstain- 0
Nay- 0 Carried

F. Annual Certifications

1. Internal Controls Certification- Will be addressed at February's meeting.
2. Annual Evaluation of Board Performance
3. Fiduciary Responsibilities Certification
4. 2015 TCIDA Operations and Accomplishments TCIDA Operations and Accomplishments

Motion to authorize Internal Controls Certification and acknowledge Fiduciary Responsibilities for the year 2016 (T. Monell, J. Nolis)

Aye- 5 Abstain- 0
Nay- 0 Carried

G. Miscellaneous

1. Contact information 2015 TCIDA Board of Directors & Staff
2. Listing of IDA properties –
3. R. Kelsey would like to thank LeeAnn Tinney and the Economic Development and Planning office for all work completed in 2015.

IV. Adjourned: Motion to adjourn the Annual Meeting (T. Monell, K. Dougherty)

Aye- 5 Abstain- 0
Nay- 0 Carried

R. Kelsey adjourned the meeting at 4:43 p.m.