

THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION

548 Broadway
Monticello, New York 12701
(845) 428-7575 - Voice
(845) 428-7577 - Fax
www.sullivanldc.com
TTY 711

SPECIAL MEETING NOTICE

TO: Suzanne Loughlin, Vice Chair
Edward Sykes, Secretary & Chief Executive Officer
Howard Siegel, Treasurer & Chief Financial Officer
Carol Roig, Assistant Secretary
Scott Smith, Assistant Treasurer
Paul Guenther, Member
Sean Brooks, Member
Craig Fleischman, Member
Fred Stabbert, Member
Chairman and Members of the Sullivan County Legislature
Josh Potosek, Sullivan County Manager
Walter Garigliano, Esq., Agency Counsel

FROM: Jennifer Flad, Executive Director

DATE: April 7, 2021

PLEASE TAKE NOTICE that there will be a Special Meeting of The Sullivan County Infrastructure Local Development Corporation scheduled as follows:

DATE: **Monday, April 12, 2021**
TIME: **11:20 AM** (following the meetings of the County of Sullivan Industrial Development Agency and Sullivan County Funding Corporation)
LOCATION: **Via Zoom Videoconference Call**

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020 suspending the Open Meetings Law, extended by various Executive Orders including Executive Order 202.98 on March 21, 2021, this meeting will be held via conference call instead of a public meeting open for the public to attend in person.

Members of the public may attend the meeting by dialing (929) 205-6099 and entering Meeting ID 678-518-8985 or by using meeting link <https://zoom.us/j/6785188985>.

SEE REVERSE FOR MEETING AGENDA

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SPECIAL MEETING MONDAY, APRIL 12, 2021 AT 11:20 AM

**VIA ZOOM VIDEOCONFERENCE CALL: DIAL (929) 205-6099 AND USE MEETING ID 678-518-8985 OR
USE MEETING LINK <https://zoom.us/j/6785188985>**

MEETING AGENDA

I. CALL TO ORDER

II. ROLL CALL

III. APPROVAL OF MEETING MINUTES

February 8, 2021 Special Meeting

IV. BILLS AND COMMUNICATIONS

V. NEW BUSINESS

Discussion and Approval: Proposed Officers and Committee Members

Discussion and Approval: Proposed Amended Governance Committee Policy

Discussion: Board Self-Evaluation (in Closed Session if Desired)

Discussion: Matters Leading to the Appointment, Employment, Promotion, Demotion, Discipline, Suspension, Dismissal or Removal of a Particular Person (in Executive Session)

Any and All Other Business Before the Board

VI. ADJOURN

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The Sullivan County Infrastructure Local Development Corporation

548 Broadway
Monticello, New York 12701
Tel: (845) 428-7575
Fax: (845) 428-7577
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SPECIAL MEETING MINUTES Monday, February 8, 2021

I. CALL TO ORDER

Chairman Steingart called to order the Special Meeting of the Sullivan County Infrastructure Local Development Corporation at approximately 11:43 A.M. via teleconference.

II. ROLL CALL

Members Present-

Ira Steingart
Suzanne Loughlin
Howard Siegel
Paul Guenther
Carol Roig
Joseph Perrello
Scott Smith

Members Absent-

Edward Sykes

Staff Present-

Jennifer Flad, Executive Director
Julio Garaicoechea, Project Manager
Deborah Nola, Financial & Accounting Analyst

Staff Absent-

None

Others Present-

Walter Garigliano, General Counsel
Joseph Abraham, *Sullivan County Democrat*
Ken Walter

III. APPROVAL OF MEETING MINUTES

On a motion made by Mr. Guenther and seconded by Mr. Siegel, the Board approved the minutes of the December 14, 2020 special meeting.

IV. BILLS AND COMMUNICATIONS

On a motion made by Chairman Steingart and seconded by Ms. Roig, the Board approved the schedule of payments.

V. NEW BUSINESS

On a motion made by Ms. Loughlin, and seconded by Mr. Guenther, the Board discussed the Corporation's Procurement Policy. There were no changes made. The Board voted, and the Procurement Policy was unanimously approved.

On a motion made by Mr. Steingart, and seconded by Mr. Siegel, the Board discussed the Corporation's Investment Policy. There were no changes made. The Board voted, and the Investment Policy was unanimously approved.

On a motion made by Ms. Roig, and seconded by Ms. Loughlin, the Board discussed the Corporation's Property Disposal Policy. There were no changes made. The Board voted, and the Property Disposal Policy was unanimously approved.

On a motion made by Ms. Roig and seconded by Ms. Loughlin, the Board discussed the Corporation's **Mission Statement and Performance Measurements**. The Board affirmed the answer to each Performance Measurement question is "yes." No changes were made to the Mission Statement. The Board voted and unanimously approved the Mission Statement and Performance Measurement Report.

Chairman Steingart reminded the Board to submit the Board Self-Evaluation forms prior to the next meeting for discussion.

VI. PUBLIC COMMENT AND ADJOURNMENT

Chairman Steingart asked those present for Public Comment. There was none. On a motion made by Mr. Siegel and seconded by Mr. Guenther the meeting was adjourned at approximately 11:47 A.M.

Respectfully submitted:
Julio Garaicoechea, Project Manager

DRAFT

The Sullivan County Infrastructure Local Development Corporation
548 Broadway, Monticello, NY 12701
845-428-7575

APRIL 12, 2021 SCHEDULE OF PAYMENTS		
Vendor	Description	Amount
MuniCap, Inc.	Adelaar Bond Administrative Services- January & February 2021	\$ 1,140.00
RBT CPAs, LLP	2020 Audited Financial Statement- Preliminary Work	\$ 3,750.00
TOTAL		\$ 4,890.00

I certify that the payments listed above were audited by the Board of the TSCILDC on April 12, 2021, and allowed in the amounts shown. You are hereby authorized and directed to pay each of the claimants the amount opposite its name.

Date _____ Signature _____

Expenses Approved and Paid Since Last Meeting (2/8/21)		
Vendor	Description	Amount
none		
TOTAL		\$ -

Other Expenses and Items Paid Since Last Meeting (2/8/21)—no approval required		
none		

**PROPOSED OFFICERS AND COMMITTEES OF
THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT
CORPORATION—APRIL 12, 2021**

Chairperson

Suzanne Loughlin (to fill vacancy)

Vice Chairman

Ed Sykes (formerly S. Loughlin)

Treasurer & CFO

Howard Siegel

Assistant Treasurer

Scott Smith

Secretary

Carol Roig (formerly E. Sykes)

Assistant Secretary

Craig Fleischman (formerly C. Roig)

Personnel Committee

Suzanne Loughlin

Ed Sykes

Howard Siegel

Paul Guenther (to fill vacancy)

Investment Committee-- established May 9, 2016

Howard Siegel

Paul Guenther

Governance Committee-- established May 9, 2016

Suzanne Loughlin

Paul Guenther

Scott Smith

Audit Committee-- established May 9, 2016

Howard Siegel

Suzanne Loughlin

Scott Smith

Finance Committee-- established May 9, 2016

Scott Smith

Paul Guenther

Howard Siegel

Bank Signatories

CEO

Chairperson

Treasurer

Secretary

FOIL Officer
Julio Garaicoechea

Appeals Officer
Jennifer Flad

Contracting Officer for Disposition of Property
Jennifer Flad

##

THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION GOVERNANCE COMMITTEE POLICY

Purpose

The purpose of the governance committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to The Sullivan County Infrastructure Local Development Corporation (TSCILDC);
- Updating TSCILDC's corporate governance principles and governance practices; and
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee

The governance committee has the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from agency staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Agency's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection

~~The governance committee shall be comprised of two (2) independent members.~~—The governance committee members shall be appointed by, and will serve at the discretion of TSCILDC's Board of Directors. The Board may designate one member of the governance committee as its Chair. The members shall serve

until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, governance committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings

The governance committee will meet a minimum of once a year, with the expectation that additional meetings may be required to adequately fulfill all its obligations and duties. All committee members are expected to attend each meeting, in person or via videoconference.

Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

Reports

The governance committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the Agency's Board; (b) evaluation of the Agency's policies; and (c) other miscellaneous issues.

Relationship to the Agency's Board

The Board of Directors has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

- Develop the Agency's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Upon a vacancy in the Board, the committee will work with the County Legislators to identify qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board and its committees in the Agency's governance process.

Evaluation of the Agency's Policies

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Agency's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the Agency's written policies regarding the protection of whistleblowers from retaliation.

- Develop and recommend to the Board any required revisions to the Agency's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Agency's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process.
- Develop and recommend to the Board any required updates on the Agency's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Agency's Board, such as the Agency's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Other Responsibilities

The governance committee shall:

- Review on an annual basis the compensation and benefits for the Managing Director and other senior Agency officials.
- Annually review, assess and make necessary changes to the governance committee policy and provide a self-evaluation of the governance committee.

Pending Approval by TSCILDC Board

##

TSCILDC Governance Committee as of January 23, 2019: Ira Steingart, Sean Rieber, Joseph Perrello

The Governance Committee met on August 8, 2016. The Governance Committee met on August 14, 2017. The Governance Committee met on September 10, 2018. The Governance Committee met on September 9, 2019.

Governance Committee as of December 14, 2020: Suzanne Loughlin, Paul Guenther, Scott Smith

The Governance Committee met on December 23, 2020.

**THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL
DEVELOPMENT CORPORATION
CONFIDENTIAL FY 2020 EVALUATION OF BOARD PERFORMANCE**

Please check (√) the most appropriate box.

CRITERIA	AGREE	SOMEWHAT AGREE	SOMEWHAT DISAGREE	DISAGREE
Board members have a shared understanding of the mission and purpose of the Agency.	5			
The policies, practices and decisions of the Board are always consistent with this mission.	5			
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Agency and reviews these annually.	5			
The Board sets clear and measurable performance goals for the Agency that contribute to accomplishing its mission.	4	1		
The decisions of the Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.	5			
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	5			
Board members are knowledgeable about the Agency's programs, financial statements, reporting requirements, and other transactions.	5			
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			

The Board knows the statutory obligations of the Agency and if the Agency is in compliance with State law.	5			
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	5			
Board members have sufficient opportunity to research, discuss, question, and prepare before decisions are made and votes taken.	5			
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	5			
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	5			
The Board has identified the areas of most risk to the Agency and works with management to implement risk mitigation strategies before problems occur.	4	1		
Board members demonstrate leadership and vision and work respectfully with each other.	5			

Date Completed: _____