

**THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION**

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

**SPECIAL MEETING NOTICE**

**TO:** Suzanne Loughlin, Chairperson  
Edward Sykes, Vice Chairman  
Carol Roig, Secretary  
Howard Siegel, Treasurer & Chief Financial Officer  
Scott Smith, Assistant Treasurer  
Paul Guenther, Member  
Sean Brooks, Member  
Philip Vallone, Member  
Chairman and Members of the Sullivan County Legislature  
Josh Potossek, Sullivan County Manager  
John Kiefer, Agency Chief Executive Officer  
Walter Garigliano, Esq., Agency Counsel  
**FROM:** Jennifer Flad, Executive Director  
**DATE:** March 8, 2023

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

**DATE: Monday, March 13, 2023**

**TIME: 11:20 AM (following the meetings of the County of Sullivan IDA and Sullivan County Funding Corp)**

**LOCATION: Legislative Committee Room, Sullivan County Government Center, 100 North Street, Monticello, New York 12701**

This meeting will also be livestreamed on The Sullivan County Infrastructure Local Development Corporation's [YouTube Channel](#).

Meeting documents will be posted on The Sullivan County Infrastructure Local Development Corporation's website [here](#).

**SEE REVERSE FOR AGENDA**

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**SPECIAL MEETING AGENDA  
MARCH 13, 2023**

**I. CALL TO ORDER**

**II. ROLL CALL**

**III. APPROVAL OF MEETING MINUTES**

January 9, 2023 Special Meeting

**IV. BILLS AND COMMUNICATIONS**

**V. QUARTERLY FINANCIAL REPORT**

**VI. NEW BUSINESS**

Discussion and Approval: Procurement Policy, Investment Policy, and Disposition of Real Property Guidelines

Discussion and Approval: Mission Statement and Performance Measurements

Discussion: Board Member Self-Evaluation (in closed session if desired)

Any and All Other Business Before the Board

**VII. PUBLIC COMMENT AND ADJOURN**

**##**

**The Sullivan County Infrastructure Local Development Corporation**  
**548 Broadway**  
**Monticello, New York 12701**  
**Tel: (845) 428-7575**  
**Fax: (845) 428-7577**  
**TTY 711**

**SPECIAL MEETING MINUTES**  
**Monday, January 9, 2023**

**I. CALL TO ORDER**

Chairperson Loughlin called to order the Special Meeting of The Sullivan County Infrastructure Local Development Corporation at approximately 11:33 AM in the Legislative Hearing Room at the Sullivan County Government Center, 100 North Street, Monticello, New York.

**II. ROLL CALL**

**Members Present-**

Suzanne Loughlin  
Edward Sykes  
Howard Siegel  
Carol Roig  
Scott Smith

**Members Absent-**

Paul Guenther  
Sean Brooks  
Philip Vallone (\*By Telephone)

**Staff Present-**

John Kiefer, Chief Executive Officer  
Jennifer Flad, Executive Director  
Julio Garaicoechea, Project Manager  
Bethanii Padu, Economic Development Coordinator

**Staff Absent-**

None

**Others Present-**

Walter Garigliano, Agency Counsel  
Ken Walter

**III. APPROVAL OF MEETING MINUTES**

On a motion made by Mr. Sykes and seconded by Ms. Roig, the Board voted and unanimously approved the minutes of the October 17, 2022 Special Meeting.

**IV. BILLS AND COMMUNICATIONS**

On a motion made by Mr. Sykes and seconded by Mr. Siegel, the Board voted and unanimously approved the Schedule of Payments showing two payments totaling \$715.48.

**V. NEW BUSINESS**

On a motion made by Ms. Roig, and seconded by Mr. Sykes, the Board reviewed and discussed the proposed **Amended Governance Committee Policy**. Chairperson Loughlin called the motion to question, the Board voted, and the Amended Governance Committee Policy was unanimously adopted.

**VI. PUBLIC COMMENT ADJOURNMENT**

Chairperson Loughlin asked those present for public comment. There was none. On a motion made by Mr. Siegel and seconded by Mr. Smith, the meeting was adjourned at approximately 11:35 AM.

Respectfully submitted: Julio Garaicoechea, Project Manager

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

<b>SCHEDULE OF PAYMENTS: March 13, 2023</b>		
<b>Vendor</b>	<b>Description</b>	<b>Amount</b>
<b>Municap, Inc.</b>	Adelaar Infrastructure Bonds- Administrative Services January 2023	\$ 868.75
<b>TOTAL</b>		<b>\$ 868.75</b>

I certify that the payments listed above were audited by the Board of the TSCILDC on March 13, 2023, and allowed in the amounts shown. You are hereby authorized and directed to pay each of the claimants the amount opposite its name.

3/13/2023

Date

Signature

<b>Expenses Approved and Paid Since Last Approved Payment Schedule (2/15/23)</b>		
<b>Vendor</b>	<b>Description</b>	<b>Amount</b>
<b>TOTAL</b>		<b>\$ -</b>

<b>Other Expenses and Items Paid Since Last Approved Payment Schedule (2/15/23)—no approval required</b>		
none		

**The Sullivan County Infrastructure Local Development Corporation Balance Sheet Quarterly Comparison**

	<b>12/31/2021</b>	<b>3/31/2022</b>	<b>6/30/2022</b>	<b>9/30/2022</b>	<b>12/31/2022</b>
<b>ASSETS</b>					
Current Assets					
Cash & Cash Equivalents	\$ 44,041.00	\$ 33,478.00	\$ 89,831.00	\$ 69,088.00	\$ 42,385.00
Cash & Cash Equivalents- Restricted	\$ 320,063.00	\$ 319,466.00	\$ 4,960,940.00	\$ 4,924,129.00	\$ 241,159.00
Interest Receivable	\$ 12,700.00	\$ 12,700.00	\$ 12,700.00	\$ 12,700.00	\$ 12,700.00
 Total Current Assets	\$ 376,804.00	\$ 365,644.00	\$ 5,063,471.00	\$ 5,005,917.00	\$ 296,244.00
 Non Current Assets					
Investments- Restricted	\$ 3,703,188.00	\$ 3,703,803.00	\$ 3,703,803.00	\$ 3,703,803.00	\$ 3,703,829.00
Capital Assets					
Net of Accumulated Depreciation	\$ 84,690,830.00	\$ 84,690,831.00	\$ 84,690,831.00	\$ 84,690,831.00	\$ 81,457,964.00
 Total Non Current Assets	\$ 88,394,018.00	\$ 88,394,634.00	\$ 88,394,634.00	\$ 88,394,634.00	\$ 85,161,793.00
 <b>TOTAL ASSETS</b>	 <b>\$ 88,770,822.00</b>	 <b>\$ 88,760,278.00</b>	 <b>\$ 93,458,105.00</b>	 <b>\$ 93,400,551.00</b>	 <b>\$ 85,458,037.00</b>
 <b>LIABILITIES</b>					
Current Liabilities					
Accounts Payable	\$ 678.00	\$ 312.00	\$ 8,000.00	\$ 8,492.00	\$ 715.00
Accrued Interest Payable	\$ 934,571.00	\$ 946,687.00	\$ 946,687.00	\$ 932,743.00	\$ 918,153.00
Due to Related Parties	\$ -	\$ -	\$ -	\$ -	\$ -
Current Portion of Bonds Payable	\$ 1,805,000.00	\$ 1,805,000.00	\$ 1,805,000.00	\$ 1,805,000.00	\$ 1,890,000.00
 Total Current Liabilities	\$ 2,740,249.00	\$ 2,751,999.00	\$ 2,759,687.00	\$ 2,746,235.00	\$ 2,808,868.00
 Non Current Liabilities					
Bonds Payable, Net of Discount	\$ 104,040,047.00	\$ 104,040,048.00	\$ 104,040,048.00	\$ 104,040,048.00	\$ 102,076,123.00
 <b>TOTAL LIABILITIES</b>	 <b>\$ 106,780,296.00</b>	 <b>\$ 106,792,047.00</b>	 <b>\$ 106,799,735.00</b>	 <b>\$ 106,786,283.00</b>	 <b>\$ 104,884,991.00</b>
 <b>TOTAL NET POSITION</b>	 <b>\$ (18,009,474.00)</b>	 <b>\$ (18,031,769.00)</b>	 <b>\$ (13,341,630.00)</b>	 <b>\$ (13,385,732.00)</b>	 <b>\$ (19,426,954.00)</b>

*print date: 2/3/23*

**The Sullivan County Infrastructure LDC Quarterly Profit & Loss Budget vs. Actual**

	<b>1/1/22-3/31/22</b>	<b>4/1/22-6/30/22</b>	<b>7/1/22-9/30/22</b>	<b>10/1/22-12/31/22</b>	<b>2022 Year to Date</b>	<b>2022 Budget</b>	<b>% of 2022 Budget</b>
<b>REVENUES</b>							
Operating Revenues							
Service Fees	\$ -	7,407,814.00	\$ -	\$ -	\$ 7,407,814.00	\$ 7,407,814.00	100.00%
Total Operating Revenues	\$ -	7,407,814.00	\$ -	\$ -	\$ 7,407,814.00	\$ 7,407,814.00	100.00%
Non-Operating Revenues							
Investment Earnings	\$ 18.00	35,148.00	\$ 21,453.00	\$ 42,380.00	\$ 98,999.00	\$ 60,743.00	162.98%
Other Non-Operating Revenues	\$ -	-	\$ -	\$ -	\$ -	\$ 43,709.00	0.00%
Proceeds from the Issuance of Debt	\$ -	-	\$ -	\$ -	\$ -	\$ -	0.00%
Total Non-Operating Revenues	\$ 18.00	35,148.00	\$ 21,453.00	\$ 42,380.00	\$ 98,999.00	\$ 104,452.00	94.78%
<b>TOTAL REVENUES</b>	<b>\$ 18.00</b>	<b>7,442,962.00</b>	<b>\$ 21,453.00</b>	<b>\$ 42,380.00</b>	<b>\$ 7,506,813.00</b>	<b>\$ 7,512,266.00</b>	<b>99.93%</b>
<b>EXPENDITURES</b>							
Operating Expenditures							
Professional Services Contracts	\$ (4,975.00)	(6,119.00)	\$ (16,156.00)	\$ (6,806.00)	\$ (34,056.00)	\$ (84,306.00)	40.40%
Other Operating Expenditures	\$ (3,395.00)	(8,000.00)	\$ (3,817.00)	\$ (12,090.00)	\$ (27,302.00)	\$ (26,500.00)	103.03%
Total Operating Expenditures	\$ (8,370.00)	(14,119.00)	\$ (19,973.00)	\$ (18,896.00)	\$ (61,358.00)	\$ (110,806.00)	55.37%
Non-Operating Expenditures							
Interest Expense	\$ -	(2,798,230.00)	\$ -	\$ (2,831,810.00)	\$ (5,630,040.00)	\$ (5,596,460.00)	100.60%
Payment of Principal on Bonds	\$ -	-	\$ -	\$ (1,805,000.00)	\$ (1,805,000.00)	\$ (1,805,000.00)	100.00%
Other Non-Operating Expenditures	\$ -	-	\$ -	\$ -	\$ -	\$ -	-
Total Non-Operating Expenditures	\$ -	(2,798,230.00)	\$ -	\$ (4,636,810.00)	\$ (7,435,040.00)	\$ (7,401,460.00)	100.45%
<b>TOTAL EXPENDITURES</b>	<b>\$ (8,370.00)</b>	<b>(2,812,349.00)</b>	<b>\$ (19,973.00)</b>	<b>\$ (4,655,706.00)</b>	<b>\$ (7,496,398.00)</b>	<b>\$ (7,512,266.00)</b>	<b>99.79%</b>
<b>CHANGE IN NET POSITION</b>	<b>\$ (8,352.00)</b>	<b>4,630,613.00</b>	<b>\$ 1,480.00</b>	<b>\$ (4,613,326.00)</b>	<b>\$ 10,415.00</b>	<b>\$ -</b>	

*print date: 2/3/23  
Accrual Basis*

**THE SULLIVAN COUNTY INFRASTRUCTURE  
LOCAL DEVELOPMENT CORPORATION**

**PROCUREMENT POLICY**

A. Introduction

1. Scope – In accordance with the Public Authorities Accountability Act of 2005 as amended by Chapter 506 of the Laws of 2009, THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION (the "Corporation") is required to adopt procurement policies that will apply to the procurement of goods and services.

2. Purpose – The primary objectives of this policy are to assure the prudent and economical use of Corporation's monies, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.

B. Procurement Policy

Any purchase/contract for goods or services with an annualized expenditure in excess of fifteen thousand (\$15,000) must adhere to the following:

Definitions:

*best value* - the basis for awarding all service purchases/contracts to the offerer which optimizes quality, cost and efficiency, among responsive and responsible offerers. Such basis shall be, whenever possible, quantifiable.

*responsible* - Such requirements may include, but are not limited to, the offerers' qualifications, financial stability and integrity.

*responsive* - Applies to the extent to which the offer has complied with the specifications or requirements of the solicitation for goods or services.

1) For the purchase of goods, proposals must be requested from a minimum of three (3) offerers. The lowest responsible, responsive bidder shall be accepted unless it is otherwise in the best interest of the Corporation, as justified in writing by the Contracting Officer of the Corporation. Such justification must be maintained in the procurement record.

2) For purchases of services, proposals must be requested from a minimum of three (3) offerers. The best value bidder shall be accepted unless it is otherwise in the

best interest of the Corporation, as justified in writing by the Contracting Officer of the Corporation. Such justification must be maintained in the procurement record.

3) The requirement for competitive bidding may be waived upon prior written approval of the Contracting Officer provided that prior to the acceptance of such goods or services, a written statement is prepared describing the justification for waiving competitive bidding and the reasonableness of the proposed expenditure and approved by the Board of Directors.

Approved and adopted this 9<sup>th</sup> day of May, 2016.

70255-043



LOCAL DEVELOPMENT CORPORATION

**THE SULLIVAN COUNTY INFRASTRUCTURE  
LOCAL DEVELOPMENT CORPORATION**

**INVESTMENT POLICY**

I. INVESTMENT AND DEPOSIT POLICY

A. Introduction

1. Scope – This investment and deposit policy applies to all monies and other financial resources available for investment and deposit on its own behalf or on behalf of any other entity or individual.
2. Objectives – The primary objectives of the Corporation’s investment activities are, in priority order:
  - a. to conform with all applicable federal, state and other legal requirements (legal);
  - b. to adequately safeguard principal (safety);
  - c. to provide sufficient liquidity to meet all operating requirements (liquidity); and
  - d. to obtain a reasonable rate of return (yield).
3. Prudence – All participants in the investment process and all participants responsible for depositing the Corporation’s funds shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair confidence in the Corporation to govern effectively.

Investments and deposits shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the investment process and all participants responsible for depositing the Corporation’s funds shall refrain from personal business activity that could conflict with proper execution of the investment program or the deposit of the Corporation’s funds or which could impair their ability to make impartial investment decisions.

4. Diversification – It is the policy of the Corporation to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling.

5. Internal Controls

- a. All moneys collected by an officer or employee of the Corporation shall be immediately deposited in such depositories and designated by the Corporation for the receipt of such funds.
- b. The Corporation shall maintain or cause to be maintained a proper record of all book, notes, securities or other evidences of indebtedness held by the Corporation for investment and deposit purposes.
- c. The Corporation is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

6. Designation of Depositories

The Corporation shall designate as depositories of its money those banks and trust companies authorized to serve as such pursuant to applicable law.

B. Investment Policy

1. Permitted Investments

Pursuant to the Not-For-Profit Corporation Law ("N-PCL"), the Corporation is authorized to invest moneys not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- a. Special time deposit accounts;\*
- b. Certificates of deposit;\*
- c. Obligations of the United States of America;\*\*
- d. Obligations guaranteed by agencies of the United States of America where payment of principal and interest are guaranteed by the United States of America;\*\*
- e. Obligations of the State of New York;\*

\*Special time deposit accounts and certificates of deposit are permitted investments provided that (1) they shall be payable within such time as the proceeds shall be needed to meet expenditures for which the moneys were obtained and (2) they are collateralized in the same manner as set forth in paragraph (C) below for deposits of public funds.

\*\*All investment obligations shall be payable or redeemable at the option of the Corporation within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the Corporation within two years of the date of purchase.

## 2. Authorized Financial Institutions and Dealers

The Corporation shall maintain a list of financial institutions and dealers, approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. All financial institutions with which the local government conducts business must be credit worthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Corporation. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The President/Chief Executive Officer or Chairperson of the Board of Directors is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. Such listing shall be evaluated at least annually.

## 3. Purchase of Investments

The Corporation may contract for the purchase of investments:

- a. Directly, including through a repurchase agreement, from an authorized trading partner.
- b. By participation in a cooperative investment program with another authorized governmental entity pursuant to the N-PCL where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the Board of Directors.
- c. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the Board of Directors.

All purchased obligations, unless registered or inscribed in the name of the Corporation, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the Corporation by the bank or trust company shall be held pursuant to a written custodial agreement as described in the N-PCL.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for, the Corporation, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide the Corporation a perfected interest in the securities.

#### 4. Repurchase Agreements

Repurchase agreements are authorized subject to the following restrictions:

- a. All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
- b. Trading partners are limited to banks or trust companies authorized to do business in New York State and primary reporting dealers.
- c. Obligations shall be limited to obligations of the United States of America and obligations guaranteed by agencies of the United States of America.
- d. No substitution of securities will be allowed.
- e. The custodian shall be a party other than the trading partner.

#### C. Deposit Policy

##### 1. Collateralization of Deposits

All deposits of the Corporation, including certificates of deposit and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:

- a. By pledge of "eligible securities" with an aggregate "market value" as provided by the N-PCL, equal to the aggregate amount of deposits from the categories designated in Exhibit A attached hereto.
- b. By an eligible "irrevocable letter of credit" issued by a qualified bank other than the bank with the deposits in favor of the Corporation for a term not to exceed ninety (90) days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.
- c. By an eligible surety bond payable to the Corporation for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations. The terms and conditions of any eligible surety shall be approved by the Board of Directors.

## 2. Safekeeping and Collateralization

Eligible securities used for collateralizing deposits shall be held by the depository bank or trust company subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure Corporation deposits together with agreed upon interest, if any and any costs or expenses arising out of the collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events, which will enable the Corporation to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the Corporation, such securities shall be delivered in a form suitable for transfer or with an assignment in blank to the Corporation or its custodial bank.

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for, the Corporation, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of backing for any other deposit or other liabilities. The agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the Corporation a perfected interest in the securities.

Approved and adopted this 9<sup>th</sup> day of May, 2016.



## EXHIBIT A

### SCHEDULE OF ELIGIBLE SECURITIES

- (1) Obligations issued, or fully insured or guaranteed as to the payment of principal and interest by the United States of America, an Agency thereof or a United States government sponsored corporation.
- (2) Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank and the African Development Bank.
- (3) Obligations partially insured or guaranteed by any Corporation of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of the insurance or guaranty.
- (4) Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation or such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.
- (5) Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (6) Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (7) Obligations of countries, cities and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest categories by at least one nationally recognized statistical rating organization.
- (8) Obligations of domestic corporations rated one of the two highest rating categories by at least one nationally recognized statistical rating organization.
- (9) Commercial paper and bankers' acceptances issued by a bank, other than the Bank, rated in the highest short term category by at least one nationally recognized statistical rating organization and having maturities of not longer than 60 days from the date they are pledged.
- (10) Zero Coupon obligations of the United States government marketed as "Treasury strips".

**THE SULLIVAN COUNTY INFRASTRUCTURE  
LOCAL DEVELOPMENT CORPORATION**

**DISPOSITION OF PROPERTY GUIDELINES  
ADOPTED PURSUANT TO SECTIONS 2896 AND 2897  
OF THE PUBLIC AUTHORITIES LAW**

**SECTION 1. DEFINITIONS**

A. "Contracting officer" shall mean the officer or employee of THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION (the "Corporation") who shall be appointed by resolution to be responsible for the disposition of property.

B. "Dispose" or "disposal" shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the Public Authorities Law.

C. "Property" shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

**SECTION 2. DUTIES**

A. The Corporation shall:

(i) maintain adequate inventory controls and accountability systems for all property owned by the Corporation and under its control;

(ii) periodically inventory such property to determine which property shall be disposed of;

(iii) produce a written report of such property in accordance with subsection B herewith; and

(iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 3 below.

B. The Corporation shall:

(i) publish, not less frequently than annually, a report listing all real property owned in fee by the Corporation. Such report shall consist of a list and full description of all real and personal property disposed of during such period. The report shall contain



the price received by the Corporation and the name of the purchaser for all such property sold by the Corporation during such period; and

(ii) deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of the State of New York, the Commissioner of the New York State Office of General Services, the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly) and the Authorities Budget Office.

### **SECTION 3. TRANSFER OR DISPOSITION OF PROPERTY**

A. Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the "Contracting Officer") shall have supervision and direction over the disposition and sale of property of the Corporation. The Corporation shall have the right to dispose of its property for any valid corporate purpose.

B. Custody and Control. The custody and control of Corporation property, pending its disposition, and the disposal of such property, shall be performed by the Corporation or by the Commissioner of General Services when so authorized under this Section 3.

C. Method of Disposition. Unless otherwise permitted, the Corporation shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Corporation and/or contracting officer deems proper. The Corporation may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, except in compliance with all applicable law, no disposition of real property, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction.

D. Sales by the Commissioner of General Services (the "Commissioner"). When the Corporation shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Corporation may enter into an agreement with the Commissioner pursuant to which Commissioner may dispose of property of the Corporation under terms and conditions agreed to by the Corporation and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.

E. Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Corporation, purporting to transfer title or any other interest in property of the Corporation in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all

applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to the closing.

F. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

(i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Corporation shall be made after publicly advertising for bids except as provided in subsection (iii) of this Section F.

(ii) Whenever public advertising for bids is required under subsection (i) of this Section F:

(A) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property proposed for disposition;

(B) all bids shall be publicly disclosed at the time and place stated in the advertisement; and

(C) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Corporation, price and other factors considered; provided, that all bids may be rejected at the Corporations discretion.

(iii) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (i) and (ii) of this Section F but subject to obtaining such competition as is feasible under the circumstances, if:

(A) the personal property involved is of a nature and quantity which, if disposed of under subsections (i) and (ii) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;

(B) the fair market value of the property does not exceed fifteen thousand dollars (\$15,000);

(C) bid prices after advertising therefor are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;

(D) the disposal will be to the state or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;

(E) under those circumstances permitted by subsection G of this Section 3; or

(F) such action is otherwise authorized by law.

(iv) (A) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:

(1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars (\$15,000);

(2) any real property that has an estimated fair market value in excess of one hundred thousand dollars (\$100,000), except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph;

(3) any real property disposed of by lease, if the estimated annual rent over the term of the lease is in excess of fifteen thousand dollars (\$15,000); or

(4) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

(B) Each such statement shall be transmitted to the persons entitled to receive copies of the report required under Section 2(B) above not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Corporation.

G. Disposal of property for less than fair market value.

(i) No asset owned, leased or otherwise in the control of the Corporation may be sold, leased, or otherwise alienated for less than its fair market value except if:

(A) the transferee is a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity;

(B) the purpose of the transfer is within the purpose, mission or governing statute of the Corporation; or

(C) in the event the Corporation seeks to transfer an asset for less than its fair market value to other than a governmental entity, which disposal would not be consistent with the Corporations mission, purpose or governing statutes, the Corporation shall provide written notification thereof to the Governor, the Speaker of the Assembly, and the Temporary President of the Senate, and such proposed transfer shall be subject to denial by the Governor, the Senate, or the Assembly in accordance with the PAL.

(ii) In the event a below fair market value asset transfer is proposed, the following information must be provided to the Corporation's board of directors and the public:

- (A) a full description of the asset;
- (B) an appraisal of the fair market value of the asset and any other information establishing the fair market value sought by the board;
- (C) a description of the purpose of the transfer, and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including, but not limited to, the kind, number, location, wages or salaries of jobs created or preserved as required by the transfer, the benefits, if any, to the communities in which the asset is situated as are required by the transfer;
- (D) a statement of the value to be received compared to the fair market value;
- (E) the names of any private parties participating in the transfer, and if different than the statement required by subsection (D) of this Section G, a statement of the value to the private party; and
- (F) the names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.

(iii) The Board of Directors of the Corporation must make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.

The designated Contracting Officer for the Corporation is the Chief Executive Officer.

The guidelines are subject to modification and amendment at the discretion of the Corporation board and shall be filed annually with all local and state agencies as required under all applicable law.

Approved and adopted this 9<sup>th</sup> day of May, 2016.

**THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION  
548 BROADWAY  
MONTICELLO, NEW YORK 12701**

**Mission Statement of The Sullivan County Infrastructure Local Development Corporation**

The purpose for which The Sullivan County Infrastructure Local Development Corporation was formed is to develop, own, construct (or cause to be constructed), maintain (or cause to be maintained) certain infrastructure and related improvements located on approximately 1,700 acres of land located in the Town of Thompson, Sullivan County in connection with the Adelaar Resort Project, and will be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to relieve and reduce unemployment, promote and provide for additional and maximum employment, improve and maintain job opportunities, and lessen the burden of government and act in the public interest.

Adopted this 13th day of February, 2017.

**Performance Measurements- 2022**

The Sullivan County Infrastructure Local Development Corporation (TSCILDC) shall annually review its Mission Statement and identify whether TSCILDC continues to meet its stated mission, goals, and values; can quantify measures of improvement to better meet its stated mission, goals, and values; can become more effective and efficient; and is meeting the interests of TSCILDC and Sullivan County within the framework of its stated mission.

**Performance Measurement Questions:**

1. Have the board members acknowledged that they have read and understood the mission of the public authority?
2. Do the board members affirm its membership, board, committee, and management structure?
3. Has the agency complied with the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009?
4. Does the agency conduct business in an environment that fosters transparency?
5. Does the agency install and uphold high ethical conduct within the entire organization?

**Discussed, reviewed, and approved by The Sullivan County Infrastructure Local Development Corporation Board of Directors-- Date: \_\_\_\_\_.**

##

To be submitted to the ABO via website: [info@abo.state.ny.us](mailto:info@abo.state.ny.us)

**THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL  
DEVELOPMENT CORPORATION  
CONFIDENTIAL FY 2022 EVALUATION OF BOARD PERFORMANCE**

Please check (√) the most appropriate box.

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

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

Date Completed: \_\_\_\_\_