

Columbia County Industrial Development Agency

COLUMBIA COUNTY INDUSTRIAL DEVELOPMENT AGENCY MEETING NOTICE

Please take notice that there will be a regular meeting of the Columbia County Industrial Development Agency and its Committees to be held in person and via Zoom on February 7, 2023 at 8:30am, at One Hudson City Centre, Suite 301, Hudson, NY 12534 in accordance with Public Officers Law Section 103-a. This meeting is open to the public, who will have the opportunity to attend the meeting in person at the One Hudson City Centre address or via Zoom and provide live comments. Meeting packets are posted and available on the IDA's website: <https://columbiaedc.com/about-cedc/columbia-county-ida/ccida-public-documents-room/> Join Zoom Meeting:

<https://us06web.zoom.us/j/81740639237?pwd=RG9vVzhkVWpJS1FTRHVlNVhHSGJXQT09>

Meeting ID: 817 4063 9237, Passcode: 500644, Dial by your location: 1 646 558 8656

Find your local number: <https://us06web.zoom.us/u/kdCHBcGEbq>

Dated: January 31, 2023

Nina Fingar-Smith

Secretary, Columbia County Industrial Development Agency

IDA Governance Committee Agenda

Members:

Nina Fingar-Smith	Brian Keeler	Sarah Sterling
Bob Galluscio	Carmine Pierro	
William Gerlach	Rick Rector	

1. Draft Minutes, March 14, 2022*
2. Governance Committee Charter*
3. 2023 Compliance Calendar*
4. 2022 Governance Committee Discharged Duties*
5. 2022 Committee Evaluation*
6. Public Comments

Attachments:

Minutes, February 1, 2022

Governance Committee Charter*

2023 Compliance Calendar*

2022 Governance Committee Discharged Duties*

2022 Committee Evaluation*

* Requires Action

**One Hudson City Centre, Suite 301
Hudson, New York 12534
518-828-4718**

**Columbia County
Industrial Development Agency**

DRAFT

**MINUTES
COLUMBIA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
Governance Committee
Monday, March 14, 2022
Via Zoom and in person due to COVID-19 outbreak**

A regularly scheduled meeting of Columbia County Industrial Development Agency’s Governance Committee held via Zoom and in person due to COVID-19 on Monday, March 14, 2022. The meeting was called to order at 9:13am by Carmine Pierro, Chairman

Attendee Name	Title	Status	Arrived
Nina Fingar-Smith	Secretary	Excused	
Robert Galluscio	Treasurer	Excused	
William Gerlach	Board Member	Present	
Brian Keeler	Board Member	Present via Zoom	
Carmine Pierro	Chair	Present via Zoom	
Sarah Sterling	Vice Chair	Excused	
Rick Rector	Board Member	Present	
Andrew Howard	Counsel	Present	
F. Michael Tucker	President/CEO	Present	
Lauren Cranna	Business Development Partner	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Cat Lyden	Bookkeeper	Present	
Martha Lane	Business Development Director	Excused	
Nicole Overbaugh	UHY	Present via Zoom	
Matt Vanderbeck	UHY	Present	

Minutes February 1, 2022:

Mr. Keeler made a motion, seconded by Mr. Gerlach to approve the minutes from February 1, 2022. Carried.

Full Board Evaluation:

Mr. Rector made a motion, seconded by Mr. Gerlach to approve the full Board Evaluation as presented. Carried.

With no further business to discuss or public comment, a motion was made by Mr. Gerlach and seconded by Mr. Rector. Carried. The meeting adjourned at 9:14am.

Respectfully submitted by Lisa Drahushuk

Columbia County Industrial Development Agency
GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Board of Members of the Columbia County Industrial Development Agency, a public benefit corporation established under the laws of the State of New York, on this 7th day of February 2017.

Purpose

Pursuant to Article IV, Section 1 of the Authority's bylaws, 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 Columbia County Industrial Development Agency;
- Updating the Columbia County Industrial Development Agency'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 Board of Directors has delegated to the governance committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from authority staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Authority'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 membership of the committee shall be as set forth in accordance with and pursuant to Article IV, Section 1 of the Authority's bylaws. The governance committee shall be comprised of (X) independent members. (The size of the committee is determined by the Board of Members.) The governance committee members shall be appointed by, and will serve at the discretion of the IDA's Board of Members. 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 Authority or an immediate family member of an employee of the Authority. In addition, governance committee members shall not engage in any private business transactions with the Authority or receive compensation from any private entity that has material business relationships with the

authority, or be an immediate family member of an individual that engages in private business transactions with the Authority or receives compensation from an entity that has material business relationships with the Authority.

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 twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting. 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.
- Provide a self-evaluation of the governance committee's functions on an annual basis.

Responsibilities

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

Relationship to the Authority'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 Authority's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of Directors to assist those authorized to appoint members to the Board in identifying 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, its committees and senior management in the Authority's governance process.

Evaluation of the Authority's Policies

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Authority'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 Authority's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Authority's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Authority's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Authority's procurement process.
- Develop and recommend to the Board any required updates on the authority'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 Authority, including rules and procedures for conducting the business of the Authority's Board, such as the Authority'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 Administrative Director and other senior Authority officials.
- Annually review, assess and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.

Reviewed and re-affirmed February 7, 2017

IDA Compliance Calendar

Board Meeting Month	Activity	Notes
January	Board and Committee Self-Evaluations, Annual Financial Disclosures Distributed	Require Committee & Board review and approval
February	Review Mission Statement and Measurements Report for changes	Changes require BD approval and resubmission to ABO
March	Review Annual, Audit, Procurement and Investment Reports (Reports are produced by PARIS) DEADLINE 3/31/23	Require Board review and approval
April	Policy and Procedure Review and update	
May	Policy and Procedure Review and update	
June	Policy and Procedure Review and update	
July	Policy and Procedure Review and update	
August	Policy and Procedure Review and update	
September	Budget Review DEADLINE 10/31/23	
October	Budget Review and approval	Requires Board review and approval
November	Policy and Procedure Review and update	
December	Policy and Procedure Review and update	

Columbia County Industrial Development Agency 2022 Discharged Duties

Audit Committee:

- Reviewed and approved 2021 internal control statement.
- Reviewed and approved committee charter, committee evaluation and 2021 discharge of duties.
- Reviewed and recommended to the full board the 2021 audited financials.
- Approved Audit Engagement Letter 2022

Finance Committee:

- Reviewed and recommended to the full board: quarterly treasurer's reports, 2023 budget.
- Reviewed and approved: committee charter, committee evaluation, 2021 discharge of duties and the 2021 Investment Report

Governance Committee:

- Reviewed and recommended to the full board: slate of directors, 2022 compliance calendar.
- Reviewed and approved committee charter, 2021 discharged duties and committee evaluation.

Full Board:

- Appointed: corporate officers, corporate attorney, corporate accountant, administrative officer and staff, committee members, ethics and procurement officers.
- Reviewed and approved 2022 meeting schedule, corporate policies and procedures, banks and accounts, 2022 compliance calendar, 2021 committee discharges duties, 2021 internal controls statement, 2021 performance goals report, 2022 mission and measurements statement, 2021 operations and accomplishments, 2022 CEDC contract with the IDA, 2021 confidential board evaluation, 2023 budget, 2023 meeting schedule.
- Heard update on Linz Machinery and Hudson Valley Real Estate Holding Company projects.
- Reviewed, discussed and heard project updates on the Klocke Estate project, approved a sales tax exemption extension for the project.
- Heard updates on 178 Healy Associates project, approved expenditure of \$3,500 for property appraisal.
- Approved resolution allowing a virtual public meetings in accordance with Columbia County laws of 2022 part WW.
- Authorized Chair/Vice-Chair to execute refinancing documents for 41 Cross Street project & 2990 Route 9 Realty.
- Approved 2023 Audit Engagement letter.
- Completed closing on Klocke Estate project.

Summary Confidential Board Evaluation of the IDA Governance Committee Performance				
Criteria		Somewhat	Somewhat	
	Agree	Agree	Disagree	Disagree
The Committee members meet applicable independence requirements.	6			
Discusses guidelines and policies governing the processes used to address and manage risk exposure.	6			
Reports proceedings, findings and recommendations to the Board after each Committee meeting.	6			
The Committee members receive a clear agenda and sufficient materials to prepare for each meeting with sufficient time to review and prepare.	6			
The Committee members are kept up to date on Company and corporate governance issues.	6			
The Committee members have the opportunity to speak with and ask questions of any Committee advisors that attend Committee meetings.	6			
The Committee promotes the importance of compliance with Company policies and procedures.	6			
The Committee receives sufficient information from management for its decision-making.	6			
The Committee effectively oversees the Company's corporate governance practices and procedures and regularly evaluates whether any changes to the documents, policies and procedures in the Company's corporate governance framework are necessary.	6			
The Committee reviews and approves its charter and its policies and procedures, and recommends any changes to the board for approval, at least annually.	6			
The Committee conducts a self-evaluation at least annually.	6			