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Tioga County Industrial Development Agency
January 6, 2016 • 4:30 p.m. • Ronald E. Dougherty County Office Building
56 Main Street, Owego, NY 13827

Annual Meeting Agenda

- I. Call to Order and Introductions**
- II. Attendance**
- III. New Business**
 - A. Monthly Meeting Designation
 1. Date- first Wednesday of each month
 2. Time- 4:30 p.m.
 3. Location- Ronald E. Dougherty County Office Building, 56 Main Street, Owego, Legislative Conference Room, 1st Floor
 - B. Media Designation
 1. Press & Sun Bulletin
 - C. Governance Committee Recommendations
 1. Slate of Officers 2016 Proposed List of TCIDA Committee Members
 - a. Chair- R. Kelsey
 - b. Vice Chair- K. Dougherty
 - c. Secretary- Vacant
 - d. Treasurer- A. Gowan
 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, 2 Vacancies
 - d. Finance- R. Kelsey, A. Gowan, K. Gillette
 - e. Loan- A. Gowan, R. Kelsey, K. Dougherty, S. Thomas, D. Barton
 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

**Tioga County Industrial Development Agency
2015 Governance Committee
Self-Evaluation Performance Summary**

2015 Governance Committee Members

Ralph E. Kelsey

Kevin Dougherty

Jan Nolis

The purpose of the Tioga County Industrial Development Agency (TCIDA) Governance Committee is to keep the Board of Directors informed of current best practices in corporate governance, to review corporate governance trends for the applicability to the TCIDA, to update the TCIDA on corporate governance principles and governance practices and to advise those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

The TCIDA Governance Committee is comprised of three independent members who are appointed by and serve at the discretion of the TCIDA Board of Directors. In the year 2015, none of the Governance Committee members have engaged in any private business transactions with the TCIDA or received compensation from any private entity that has a material business relationship with the TCIDA. Nor has any immediate family member of the Governance Committee engaged in private business transactions with the Agency or received compensation from an entity that has material business relations with the TCIDA. None of the Committee members are employed by the Agency or have an immediate family member who is an employee of the Agency.

The TCIDA Governance Committee made reports on its actions and recommendations to the TCIDA Board of Directors in the month of June 2015. The By-Laws, Code of Ethics, Defense & Indemnification Policy, Procurement Policy, Property Disposition Policy, Whistle Blowers Protection Policy, the Employee Handbook, Conflict of Interest Policy and Governance Committee Charter were reviewed. The Governance Committee self-evaluation was provided to the Board of Directors prior to the January regular meeting and scheduled for approval at the January 2016 regular meeting.

The Governance Committee has developed the TCIDA governance practices addressing transparency, independence, accountability, fiduciary responsibilities and management oversight. The Committee has provided to the Tioga County Legislature the competencies and personal attributes required of the Directors in order to assist the Legislature in appointing members to the TCIDA who are qualified individuals.

In addition, at the January 2015 TCIDA Board of Directors meeting, the Committee recommended to the full Board the structure and members of the committees as outlined in the By-Laws. The Executive Administrator compensation and benefits were reviewed and recommendation made to the full Board of Directors at the September 2015 board meeting. In November 2015 the Board of Directors voted to hire a new Executive Administrator. Bryant R. Myers took the role as Executive Administrator in December 2015.

The following policies, charter & slate of officers and committee members were reviewed by the Governance Committee in December 2015 with any recommendations for changes to be approved at the January 2016 annual and regular board meeting. The Conflict of Interest Policy will be reviewed at the January 2016 annual and regular board meetings:

- 2015 Slate of Officers & Committee Members
- By-Laws – no changes
- Code of Ethics – no changes
- Defense & Indemnification Policy – no changes
- Procurement Policy – no changes
- Property Disposition Policy - changes
- Whistle Blowers Policy – no changes
- Employee Handbook – no changes
- Governance Committee Charter – no changes
- Conflict of Interest*

In summary, the Governance Committee of the TCIDA has acted in accordance with the purpose and responsibilities outlined in the Governance Committee Charter. Areas for improvement include the development of an equal opportunity and affirmative action policy, and providing information to board members regarding education by state-approved trainers.

*Denotes not yet adopted by the Tioga County Industrial Development Agency.

**Tioga County Industrial Development Agency
2015 Audit Committee
Self-Evaluation Performance Summary**

2015 Audit Committee Members

Ralph Kelsey

Kevin Dougherty

Jan Nolis

The purpose of the Tioga County Industrial Development Agency (TCIDA) Audit Committee is to assure that the TCIDA Board of Directors fulfills its responsibilities for the Agency's external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting and also to provide an avenue of communication between management, the independent auditors and the Board of Directors.

The TCIDA Audit Committee is comprised of three independent members who are appointed by and serve at the discretion of the TCIDA Board of Directors. The Committee consists of the Treasurer of the TCIDA Board of Directors, as Chair, and two (2) other directors nominated by the Committee Chair and confirmed by the Board of Directors. In the year 2015, none of the Audit Committee members have engaged in any private business transactions with the TCIDA or received compensation from any private entity that has a material business relationship with the TCIDA. Nor has any immediate family member of the Audit Committee engaged in private business transactions with the Agency or received compensation from an entity that has material business relations with the TCIDA. None of the Committee members are employed by the Agency or have an immediate family member who is an employee of the Agency.

The TCIDA Audit Committee made reports on its actions and recommendations to the TCIDA Board of Directors in the months of March, June, August and October 2015. The Audit Committee Charter was reviewed. The Audit Committee met with the Independent auditors on two occasions during the preparation of the annual audit of financial statements report. The Audit Committee self-evaluation was provided to the Board of Directors at the December regular meeting and scheduled for approval at the January 2016 regular meeting.

The Audit Committee is responsible for the Agency's external audit process, the financial reporting process and system of risk assessment and internal controls over financial reporting as well as recommending the hiring of the certified independent accounting firm, Piaker & Lyons, established compensation to the firm and provided direct oversight of the performance of the independent audit. The Audit Committee

recommended the designation of a financial expert, Amy Dunham. As the need for the segregation of duties of the Executive Administrator as the duties relate to internal control was identified in 2008, the IDA Board upon recommendation by the Audit Committee continued with the third party contract employee, Cathy Haskell, to assist with controls over financial transactions.

The following policy was reviewed by the Audit Committee in December 2015:

- Audit Committee Charter

The following reports were provided by the Audit Committee to the Board of Directors at the prior to the January 2016 meeting:

- Self- Evaluation Report

A change was made to the Audit Committee Charter to reflect additional internal control reports the outside auditors' reports on in accordance with *Government Auditing Standards*.

In summary, the Audit Committee of the TCIDA has acted in accordance with the purpose and responsibilities outlined in the Audit Committee Charter. Area for improvement includes providing information to Committee members regarding education about the oversight of internal controls, financial reporting standards and processes, risk management process and the role of internal and external audits.

**Tioga County Industrial Development Agency
2015 Finance Committee
Self-Evaluation Performance Summary**

2015 Finance Committee Members

Ralph E. Kelsey

Aaron Gowan

Kevin Gillette

The purpose of the Tioga County Industrial Development Agency (TCIDA) Finance Committee is to assure that the TCIDA Board of Directors fulfills its responsibilities for the Agency's debt and debt practices and to recommend policies concerning the Agency's issuance and management of debt.

The TCIDA Finance Committee is comprised of three independent members who are appointed by and serve at the discretion of the TCIDA Board of Directors. The Committee consists of the Chairman of the TCIDA Board of Directors, as Chair, and two (2) other directors nominated by the Committee Chair and confirmed by the Board of Directors. In the year 2015, none of the Finance Committee members have engaged in any private business transactions with the TCIDA or received compensation from any private entity that has a material business relationship with the TCIDA. Nor has any immediate family member of the Finance Committee engaged in private business transactions with the Agency or received compensation from an entity that has material business relations with the TCIDA. None of the Committee members are employed by the Agency or have an immediate family member who is an employee of the Agency.

The TCIDA Finance Committee made reports on its actions and recommendations to the TCIDA Board of Directors in the month of October 2015. The Investment Policy and Finance Committee Charter were reviewed. In addition, a recommendation was made to the Board of Directors regarding the preparation and submission of the budget to the Authority Budget Office. The Finance Committee self-evaluation will be provided to the Board of Directors at the December regular meeting and scheduled for approval at the January 2015 regular meeting.

The Finance Committee is responsible for the general supervision of the financial operations of the Agency and for supervising the management of all funds of the Agency. There were no instances identified that warranted an investigation.

The following policies were reviewed by the Finance Committee in December 2015:

- Investment Policy
- Finance Committee Charter

The following reports will be provided by the Finance Committee to the Board of Directors at the January 2016 meeting for approval:

- Annual Investment Report
- Self- Evaluation Report

No changes were made to the Finance Committee Charter or the Investment Policy.

In summary, the Finance Committee of the TCIDA has acted in accordance with the purpose and responsibilities outlined in the Finance Committee Charter. Area for improvement includes providing information to Committee members regarding education about the investment process, risk management and other financial matters that affect the financial operations of the Agency.

Tioga County IDA Executive Administrator

List of Accomplishments

Year: 2015

- ❖ Completed the PARIS report to the NYS Comptroller prior to deadline
- ❖ Assisted Piaker & Lyons to complete the annual audit prior to deadline
- ❖ Ongoing assistance to project owners with completing required ST-60s paperwork accurately for sales tax benefits
- ❖ Work closely with the ED&P department regarding prospects and potential new development projects: Owego Gardens, Nichols Cross Dock, Midwestern Pet Foods, Tioga Downs Expansion, Crown Cork and Seal USA
- ❖ Ongoing administration of the NYS DOT Grant on behalf of Waverly Trade Center
- ❖ Ongoing administration of the ESD Grant for mixed use site design for the E-Site
- ❖ Ongoing administration of the loan programs
- ❖ Ongoing outreach of the loan programs
- ❖ Update the loan brochure
- ❖ Maintain Agency's website
- ❖ Participated in the Tioga County Chamber Business Show (10/08/2015)
- ❖ Participated in the Tioga County Women Celebrating Business Show (11/05/2015)
- ❖ Participated in Webinars: Communicating Limited Budgets - 8/17/2015; Office of State Comptroller – Industrial Development Agencies – 8/26/2015; Office Politics: A Woman's Guide to Playing the Game – 8/27/2015; Dealing with Conflict in the Workplace – 9/14/2015; Handling inappropriate, Hot Button & Controversial Conversations – 9/17/2015; Communication through Emails: Dos & Don'ts – 9/18/2015
- ❖ Attended the 2016 Economic Development Conference in Albany, NY (1/21/2015)
- ❖ Attended Seminars: Leadership & Management Skills for Women – 8/31/2015;
- ❖ VEDA (Valley Economic Development Association) Board Member – 4/14/2015 - current
- ❖ Assisted VEDA (Valley Economic Development Association) with loan reviews when necessary
- ❖ IDA Loans: Charles Cornell – Mr. Bill's Carpet Cleaning, \$14,250 - Closed on 8/28/2015
- ❖ VEDA Loans: Charles Cornell – Mr. Bill's Carpet Cleaning, \$14,250 – Closed on 8/28/2015
- ❖ IDA/VEDA Pending Loans: Granite Works, LLC, \$40,000 each; approved in November 2014; waiting to close
- ❖ Assist with Commercial Façade Improvement Loans: William Millhollen & David Foster – The Loom (\$5,346.28 – Closed on 8/21/2015); June Esler – Good Shepard Bed &

Breakfast (\$2,250 – Closed on 9/2/2015); Becky & Coby Young (\$18,314.11); Five Star Realty Development (\$50,000); Ike & Julie Lovelass (\$25,119)

- ❖ \$350,000 Upstate Revitalization Initiative Grant Received for water improvements to the E-Site
- ❖ \$800,000 STREDC Shovel Ready Funds transfer completed and accepted for the Town of Nichols Waste Water Treatment Plant upgrades

**Tioga County Industrial Development Agency
Board of Directors
2016**

Chairman

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Cathy Haskell- Administrative Assistant
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2015 Listing of All Real Property:

All property having estimated fair market value in excess of \$15,000:

- Strong Road, Owego (48.31 acres)
- 130A Southside Drive, Owego (30.36 acres)
- 120 Southside Drive, Owego (1.96 acres)
- Miscellaneous Railroad (approximately 235 acres)

All property held at year end:

- Strong Road, Owego (48.31 acres)
- 130A Southside Drive, Owego (36.36 acres)
- 120 Southside Drive, Owego (1.96 acres)
- Miscellaneous Railroad (approximately 235 acres)
- Dean Street, Owego (2.6 acres)
- Glenmary Drive, Owego (2.94 acres)

All property disposed of during the prior year:

- Berry/Hunt Creek Road, Nichols (64.29 acres)

2015 Listing of Personal Property:

Office equipment only valued at less than \$5,000

2015 Other Property:

Railroad Inventory

Tioga County Industrial Development Agency

Assessment of Internal Controls:

The Tioga County Industrial Development Agency (TCIDA) employs a full-time Executive Administrator. In addition, the TCIDA has a contract agreement with a part time Administrative Assistant. Several of the office duties, including but not limited to the receipt and recording of checks and invoices, record keeping, the receipt and recording of mail are performed by both parties, thus adequately addressing the need for the segregation of duties. In addition, the Board of Directors is responsible to provide oversight of operations.

The Internal Control Officer by signing this statement certifies that he/she reviewed and assessed the internal control structure and procedures of the Tioga County Industrial Development Agency for the year ending 12/31/15. This assessment found the Agency's internal controls to be adequate and that proper procedures have been followed to ensure accurate accounting records. To the extent that deficiencies were identified, the Agency has developed corrective action plans to assure accuracy of the financial records and reduce any corresponding risk.

Internal Controls Officer
Signature

Date

Print or Type Name

Tioga County Industrial Development Agency
Internal Control Certification

Ralph E. Kelsey, TCIDA Chairperson
56 Main Street
Owego NY 13827
(607) 687-8259

Amy Dunham, Internal Control Officer
(607) 223-4021

I hereby certify that the Tioga County Industrial Development Agency (“the Agency”) has complied with the following provisions for internal controls.

These provisions are as follows:

- A. Establish and maintain guidelines for a system for internal controls for the Agency. Internal control guidelines communicate the management and programmatic objectives of the Agency to its employees and provide the methods and procedures used to assess the effectiveness of the Agency internal controls in supporting these objectives.
- B. Establish and maintain a system of internal controls and a program of internal control review for the Agency. The program of internal control review shall be a structured, continuing and well-documented system designed to identify internal control weaknesses, identify actions that are need to correct these weaknesses, monitor the implementation of necessary corrective actions and periodically assess the adequacy of the Agency’s internal controls.
- C. Make available to each officer and employee of the Agency a clear and concise statement of the generally applicable management policies and standards with which the officer or employee of the Agency shall be expected to comply. Such statements shall emphasize the importance of and responsibility for effective internal controls.
- D. Designate an internal control officer, who shall report to the Governance Committee of the Agency (or their designee) to implement and review the Internal Control Act responsibilities.
- E. Implement education and training efforts to ensure that officers and employees within the Agency have achieved adequate awareness and understanding of internal control standards and, as appropriate, evaluation techniques.
- F. Periodically evaluate the need for an internal audit function. If an internal audit function exists, it shall be maintained in compliance with generally accepted professional auditing standards.

Ralph E. Kelsey, TCIDA Chairperson

Date

Amy Dunham, TCIDA Internal Control Officer

Date

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.				
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
The decisions made by 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 Authority'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 Authority and if the Authority 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 Authority 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: _____

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.				
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence 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 Authority'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 Authority and if the Authority 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 Authority and works with management to implement risk mitigation strategies before problems occur.				
Board members demonstrate leadership and vision and work respectfully with each other.				

Name of Authority: _____

Date Completed: _____

**Tioga County Industrial Development Agency
Board of Directors
2016**

Chairman

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The Tioga County Industrial Development Agency Board of Directors shall have the following standing committees:

2015 - Current

Executive Committee

Ralph Kelsey - Chair
Kevin Dougherty - Vice Chair
Raymond Case - Secretary
Aaron Gowan - Treasurer

Audit Committee

Ralph Kelsey - Chair
Kevin Dougherty
Jan Nolis

Governance Committee

Ralph Kelsey - Chair
Kevin Dougherty
Jan Nolis

Finance Committee

Ralph Kelsey - Chair
Aaron Gowan
Kevin Gillette

Railroad Committee

Tracy Monell - Chair
William Caloroso
Raymond Case
Kevin Gillette

Loan Committee

Sam Thomas - Chair
Aaron Gowan
Ralph Kelsey
Kevin Dougherty
Douglas Barton

Public Relations Committee

William Woods, Jr.
Raymond Case
LeeAnn Tinney

2016 - Proposed

Executive Committee

Ralph Kelsey - Chair
Kevin Dougherty - Vice Chair
Vacancy - Secretary
Aaron Gowan - Treasurer

Audit Committee

Ralph Kelsey - Chair
Kevin Dougherty
Jan Nolis

Governance Committee

Ralph Kelsey - Chair
Kevin Dougherty
Jan Nolis

Finance Committee

Ralph Kelsey - Chair
Aaron Gowan
Kevin Gillette

Railroad Committee

Tracy Monell - Chair
Kevin Gillette
2 Vacancies

Loan Committee

Sam Thomas - Chair
Aaron Gowan
Ralph Kelsey
Kevin Dougherty
Douglas Barton

Public Relations Committee

William Woods, Jr.
LeeAnn Tinney
Vacancy

All committee members are appointed at the annual meeting of the TCIDA Board of Directors.

2015 - Current

Designee (per Employee Handbook)

LeeAnn Tinney

Compliance Officer

Bryant Myers

Contracting Officer

Bryant Myers

Freedom of Information Officer

Bryant Myers

Code of Ethics Officer

Joseph B. Meagher

Internal Controls Officer

Amy Dunham

2016 - Proposed

Designee (per Employee Handbook)

LeeAnn Tinney

Compliance Officer

Bryant Myers

Contracting Officer

Bryant Myers

Freedom of Information Officer

Bryant Myers

Code of Ethics Officer

Joseph B. Meagher

Internal Controls Officer

Amy Dunham

- f. Internal Controls Officer- Amy Dunham
 - 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
 - i. New Policy:
 - a. Conflict of Interest Policy
 - 5. Other Annual Review
 - a. Compensation and Benefits of Business Administrator
 - b. Report on Conflict of Interest Incidents
 - c. Self-Evaluation of Performance 2015 Governance Committee Self-Evaluation Report
- D. Audit Committee Recommendations
 - 1. Appointments
 - a. Audit Firm- Piaker & Lyons
 - b. Financial Expert- Amy Dunham
 - 2. Annual Policy Review
 - a. Audit Committee Charter TCIDA Audit Committee Charter
 - b. Self-Evaluation of Performance 2015 Audit Committee Self-Evaluation Report
- E. Finance Committee Recommendations
 - 1. Official Depositories
 - a. Chemung Canal Trust Company
 - b. Community Bank
 - c. Tioga State Bank
 - 2. Annual Policy Review
 - a. Investment Policy
 - b. Finance Committee Charter
 - c. Investment Annual Report
 - d. Self-Evaluation of Performance 2015 Finance Committee Self-Evaluation Report
 - 3. Annual Designation of Signors on bank accounts
 - a. R. Kelsey, K. Dougherty, J. Nolis, A. Gowan and B. Myers
- F. Annual Certifications
 - 1. Internal Controls Certification TCIDA Internal Control Certification
 - 2. Annual Evaluation of Board Performance

3. Fiduciary Responsibilities Certification
4. 2015 TCIDA Operations and Accomplishments TCIDA Operations and Accomplishments

G. Miscellaneous

1. Contact information 2015 TCIDA Board of Directors & Staff
2. Listing of IDA properties – 2015

IV. Adjourned