

Tioga County Industrial Development Agency

January 8, 2020 • 4:00 p.m. • Ronald E. Dougherty County Office Building
56 Main Street, Owego, NY 13827

Annual Meeting Minutes

- I. **Call to Order and Introductions** – Treasurer A. Gowan called the meeting to order at 4:00 p.m.

- II. **Attendance**
 - A. IDA Board Members: A. Gowan, M. Sauerbrey, J. Ceccherelli, E. Knolles, J. Ward, T. Monell (*arrived @ 4:07 p.m.*)
 - B. Absent: None
 - C. Excused: K. Gillette
 - D. Guests: C. Curtis, L. Tinney, J. Meagher, C. Haskell, M. Freeze

- 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, Legislative Conference Room, 1st Floor, 56 Main Street, Owego, NY

Motion to set the regular monthly meetings for the first Wednesday of each month at 4:30 p.m. in the Ronald E. Dougherty County Office Building, Legislative Conference Room, 1st Floor, 56 Main Street, Owego, NY. (J. Ceccherelli, E.Knolles)

Aye – 5 Abstain - 0
No – 0 Carried

- B. Media Designation
 1. Morning Times

Motion to designate the Morning Times as the official media source for the purposes of publishing all notices and other matters as required by law. (M. Sauerbrey, J. Ceccherelli)

Aye – 5 Abstain – 0
No – 0 Carried

C. Governance Committee Recommendations

1. Slate of Officers 2020 Proposed List of TCIDA Committee Members
 - a. Chair- J. Ceccherelli
 - b. Vice Chair- K. Gillette
 - c. Secretary- M. Sauerbrey
 - d. Treasurer- A. Gowan
2. Committee Appointments
 - a. Governance- J. Ceccherelli, A. Gowan, E. Knolles
 - b. Audit- E. Knolles, A. Gowan, J. Ward
 - c. Railroad- T. Monell, K. Gillette, M. Sauerbrey
 - d. Finance – C. Ceccherelli, A. Gowan, J. Ward
 - e. Loan - S. Thomas, R. Kelsey, K. Dougherty, D. Barton, A. Gowan, J. Ward, J. Ceccherelli
 - f. Public Relations – J. Ceccherelli, C. Curtis, L. Tinney

Motion to approve 2020 Slate of Officers and Committee Appointments, as recommended by the Governance Committee. (E. Knolles, J. Ceccherelli)

Aye – 5 Abstain – 0
No – 0 Carried

3. Other Appointments
 - a. Designee (per Employee Handbook) – L. Tinney
 - b. Compliance Officer- C. Curtis
 - c. Contracting Officer- C. Curtis
 - d. Freedom of Information Officer- C. Curtis
 - e. Code of Ethics Officer- J. Meagher
 - f. Internal Controls Officer- J. Nolis

Motion to approve 2020 Other Appointments, as recommended by the Governance Committee. (J. Ceccherelli, E. Knolles)

Aye – 6 Abstain – 0
No – 0 Carried

4. Annual Policy Review
 - a. Mission Statement
 - b. By-Laws
 - c. Code of Ethics
 - d. Assessment of Internal Controls
 - e. Procurement Policy
 - f. Property Disposition Policy
 - g. Whistle Blowers Policy
 - h. Employee Handbook
 - i. Governance Committee Charter
 - j. Procedure Manual
 - k. TCIDA Sexual Harassment Policy

**Motion to approve the annual policy review, as recommended by the Governance Committee.
(M. Sauerbrey, J. Ceccherelli)**

**Aye – 6 Abstain – 0
No – 0 Carried**

5. Other Annual Review

- a. Compensation and Benefits of Executive Administrator
- b. Report on Conflict of Interest Incidents
- c. Self-Evaluation of Performance 2019 Governance Committee Self-Evaluation Report

**Motion to approve the annual review of compensation and benefits of Executive Administrator and acceptance of Report on Conflict of Interest Incidents and Self-Evaluation of Performance 2019 Governance Committee Self-Evaluation Report, as recommended by the Governance Committee.
(E. Knolles, J. Ceccherelli)**

**Aye – 6 Abstain – 0
No – 0 Carried**

D. Audit Committee Recommendations

- 1. Appointments
 - a. Audit Firm – Insero & Co.
 - b. Financial Expert – J. Nolis

**Motion to authorize appointment of Insero & Co. as the Audit Firm and Jan Nolis as Financial Expert to the Tioga County IDA, as recommended by the Audit Committee.
(J. Ward, J. Ceccherelli)**

- 2. Annual Policy Review
 - a. TCIDA Audit Committee Charter
 - b. Self-Evaluation of Performance 2019 Audit Committee Self-Evaluation Report

Motion to accept the reviewed TCIDA Audit Committee Charter and Self-Evaluation of Performance 2019 Audit Committee Self-Evaluation Report, as recommended by the Audit Committee. (M. Sauerbrey, J. Ceccherelli)

**Aye – 6 Abstain – 0
No – 0 Carried**

E. Finance Committee Recommendations

- 1. Official Depositories
 - a. Chemung Canal Trust
 - b. Community Bank
 - c. Tioga State Bank

Motion to approve Chemung Canal Trust and Community Bank as the official depositories for Tioga County IDA, as recommended by the Finance Committee. (T. Monell, E. Knolles)

**Aye – 6 Abstain – 0
No – 0 Carried**

Motion to approve Tioga State Bank as an official depository for Tioga County IDA, as recommended by the Finance Committee. (E. Knolles, T. Monell)

**Aye – 5 Abstain – 1 (J. Ward)
No – 0 Carried**

2. Annual Policy Review

- a. Investment Policy
- b. Finance Committee Charter
- c. Investment Annual Report
- d. Self-Evaluation of Performance 2019 Finance Committee Self-Evaluation Report

Motion to accept the reviewed policies and Self-Evaluation of Performance 2019 Finance Committee Self-Evaluation Report, as recommended by the Finance Committee (E. Knolles, J. Ceccherelli)

Aye – 6 Abstain – 0
No – 0 Carried

3. Annual Designation of Signors on Bank Accounts

- a. J. Ceccherelli, C. Curtis, , A. Gowan, M. Sauerbrey

Motion to accept J. Ceccherelli, C. Curtis, A. Gowan, and M. Sauerbrey as the designated signors on the IDA bank accounts, as recommended by the Finance Committee. (E. Knolles, J. Ward)

Aye – 6 Abstain – 0
No – 0 Carried

F. Annual Certifications

- 1. Internal Controls Certification
- 2. Annual Evaluation of Board Performance
- 3. Fiduciary Responsibilities Certification
- 4. 2019 TCIDA Operations and Accomplishments

Motion to authorize annual Internal Controls Certification and Fiduciary Responsibilities Certification. (J. Ceccherelli, E. Knolles)

Aye – 6 Abstain – 0
No – 0 Carried

Oaths of Office were distributed, completed and notarized by all Board members in attendance.

G. Miscellaneous

- 1. 2020 Contact Information for TCIDA Board of Directors & Staff
- 2. 2019 Listing of IDA Properties

Copies of these documents were distributed to all Board members in attendance.

IV. Adjournment

J. Ceccherelli motioned to adjourn the meeting at 4:18 p.m.

Respectfully submitted,

Cathy Haskell

IDA Executive Assistant