Chenango County IDA Board
Regular Meeting Agenda
July 19, 2023 | 8:00 a.m.
Commerce Chenango, Community Room

I. Roll Call (B. Burton)

II. IDA Mission Statement: *"Our mission is to promote, develop, encourage, and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, agricultural, research and recreation facilities including industrial pollution control facilities, green energy solutions, educational or cultural facilities, railroad facilities, and continuing care retirement communities. To provide financial assistance and thereby advance the job opportunities, workforce development, job growth and retention, health, general prosperity, and economic welfare of the people of the county of Chenango and to improve their recreation opportunities, prosperity, and standard of living." (Approved 3/29/2023)*

III. Approval of Minutes
   a. May 17, 2023 Regular Meeting Minutes

IV. Financial Report
   a. May 30, 2023 Financial Statements
   b. June 30, 2023 Financial Statements

V. Checks Sent

June Checks

Commerce Chenango: *Copies, Postage, BST Services, Supplies*	$10,628.36
FedEx	$69.98
NBT Insurance Agency	$2350.00
Village of Bainbridge, Tax Collector	$888.91
Total:	**$ 13,937.25**

July Checks

Commerce Chenango: *Copies, Postage, BST Services, Supplies*	$14,449.37
FedEx	$5.60
NYSEG (Everything Bagelry)	$1,643.26
Village of Bainbridge, Water & Sewer	$218.77
Total:	$16,317.00

VI. Board Member Resignations

VII. Executive Director Report
- a. Annual Report Review
- b. Railroad update
- c. US Silicone update

VIII. PILOTs
- a. NY Smyrna I, LLC
  - i. Review Public hearing feedback

IX. Old Business
- a. N/a

X. New Business
- a. N/a

XI. Executive Session

XII. Adjournment

Chenango County Industrial Development Agency

15 South Broad Street
Norwich, New York 13815
607-334-1400

Date: July 5, 2023

From: Brian Burton

To: Jeff Blanchard
Michael Khoury
Pete Raymond
Martha Ryan
Taylor Zieno
George Seneck
Kevin Pole

The Evening Sun
Shane Butler, Planning Department

Subject: CCIDA Board of Directors Meeting

The July CCIDA Board meeting will begin at 8:00 a.m. on **Wednesday July 19, 2023,** at the Commerce Chenango Office, 15 South Broad Street, Norwich NY.

The meeting is open to the public and will be streamed live on the Chenango County IDA YouTube Channel. The link can be found on the Chenango County IDA website: commercechenango.com

All Board members are asked to be present for this meeting.

Please RSVP at your earliest convenience by e-mail at Jostrander@chenangony.org and if you have any questions, you may contact us at 607-334-1401.

Thank you.

Chenango County IDA
Board Meeting Minutes
May 17, 2023 | 8:00 a.m.

Present: B. Burton; M. Ryan; P. Raymond; R. Gibbon; J. Blanchard ; T Zieno
Absent: M. Khoury
Staff: S. Testani; B. Knowles; KathyJo Graves
Guest: George Seneck;

1. B. Burton called the regular board meeting to order at 8:00 am.
2. Roll call.
3. B. Burton waived the reading of the IDA Mission Statement.
4. Upon review, motion to approve April 19, 2023, Regular meeting minutes made by P. Raymond, seconded by R. Gibbon. Abstain: M. Ryan. Approved.
5. S. Testani reviewed the April 31, 2023, Financial Statement.
    a. The transfer from the Checking to the Money Market was completed
    b. Asked KJ to explain the term deferred inflow of resources.
    c. Motion to approve April 31, 2023, Financial Statement as presented made by J. Blanchard, seconded by P. Raymond. Ayes all. Approved.
6. Bills & Invoices were reviewed in detail:
    a. Motion to approve the Bills & Invoices made by J. Blanchard, seconded by T. Zieno. Ayes all. Approved.
7. Insurance renewal reviewed by B. Burton
    a. S. Testani will reach out to the Insurance company to review the policy.
8. Executive Director Report: S. Testani
    a. S. Testani reviewed the 120 East Main Street potential project.
    b. S. Testani reviewed the plans for Achieve and the E. Main Street building.
    c. S. Testani provided an informational update on the DRI:
        i. Reviewed our meeting with DRI Project Sponsors.
        ii. Reviewed the Small grant fund updates.
        iii. Downtown business owners Meeting review.
    d. S. Testani Provided an update on the Hiring Event.
    e. S. Testani Reviewed the Women's Leadership Development Seminar.
    f. S. Testani reviewed the website update process.
    g. S. Testani Provided an update on the relocation Guide.
    h. Reviewed the Taste of Chenango plans and status.
    i. S. Testani provided work with Impact Marketing.
    j. S. Testani provided an update for membership.
    k. S. Testani relayed info on the Annual Gala.
        i. Reviewed the Award winners.

9. Old Business
    a. S. Testani suggested updating the Mission Statement
        1. The Board agreed to review the mission statement.
    b. B. Burton reviewed the Norbut Solar
        i. Documents were signed.
        ii. Finance documents were still needed.
    c. B. Burton Reviewed the next steps on the Smyrna solar
        i. A public hearing is scheduled.
    d. B. Burton provided an update on the RailRoad Lease agreement.
        i. Discussed possible next steps.
10. Motion to adjourn was made by P. Raymond, Seconded by T. Zieno. Ayes all. Approved.

County of Chenango IDA

Statement of Financial Position

May 31, 2023

	Note		May 31, 2023		December 31, 2022
ASSETS					
Current Assets					
Checking #6274		$	56,509.39	$	345,639.04
Money Market #2574			871,892.74		536,060.88
Accounts Receivable	(1)		64,556.90		29,469.69
Financing Leases - Current	(2)		22,705.88		22,705.88
Financing Leases - NonCurrent	(2)		35,175.84		35,175.84
Prepaid Expense	(3)		9,531.07		9,531.07
Total Current Assets			1,060,371.82		978,582.40
Property and Equipment					
Land - Industrial Parks			238,000.00		238,000.00
Building - Industrial Parks			156,402.35		156,402.35
Improvements - Buildings			-		-
Improvements-Property Devel.			-		-
Less: Accumulated Depreciation	(4)		(1,303.58)		(1,303.58)
Total Property and Equipment			393,098.77		393,098.77
Total Assets		**$**	**1,453,470.59**	**$**	**1,371,681.17**
LIABILITIES AND FUND BALANCE					
Current Liabilities					
Accounts Payable	(5)	$	10,698.34	$	4,019.56
Prepaid Rental Income	(6)		1,500.00		1,500.00
Deferred Inflow of Resources	(2)		65,398.21		65,398.21
Total Current Liabilities			77,596.55		70,917.77
Long-Term Liabilities					
Total Liabilities			77,596.55		70,917.77
Fund Balance					
Fund Balance			1,300,763.40		1,370,377.82
Net Activity			75,110.64		(69,614.42)
Total Fund Balance			1,375,874.04		1,300,763.40
Total Liabilities & Fund Balance		**$**	**1,453,470.59**	**$**	**1,371,681.17**

Note

(1) See Aged Receivable Listing-Cascun Financing Lease moved to Accounts Receivable-sold 02/2023
(2) Financing Leases: Norwich Meadows & Everything Bagelry
(3) Prepaid Insurance as of 12/31/22
(4) Recorded Annual Depreciation thru 12/31/22 & Removed Incubator Building/Added 5 Walnut Ave
(5) See Aged Payables Listing
(6) Everything Bagelry Security Deposit

County of Chenango IDA
Aged Receivables
As of May 31, 2023

Customer		0-30	31-60	61-90	Over 90 days	Amount Due
Everything Bagelry	Utility Reimbusement	1,375.72				1,375.72
Norwich Alvogen	PILOT payment			14,000.00		14,000.00
Puckett Solar	PILOT payment				24,758.00	24,758.00
Cascun Financing Lease moved to AR - will clear out from sale 02/2023		24,423.18				24,423.18
		25,798.90	**-**	**14,000.00**	**24,758.00**	**64,556.90**

County of Chenango IDA
Aged Payables
As of May 31, 2023

Vendor		0 - 30	31 - 60	61 - 90	Over 90 days	Amount Due
Commerce Chenango	Monthly Contract	10,628.36				10,628.36
FedEx	Mailing to Norbut Solar	69.98				69.98
						-
		10,698.34	**-**	**-**	**-**	**10,698.34**

County of Chenango IDA

Statement of Activities

As of May 31, 2023

	Note	Jan 2023 Actual	Feb 2023 Actual	Mar 2023 Actual	Apr 2023 Actual	May 2023 Actual	May 2023 Budget	Year to Date Actual	Year to Date Budget	Better (Worse) Budget	2023 Budget
Revenues											
Clark Park Rent		$ 450.00	$ 450.00	$ 1,227.00	$ 1,227.00	$ 1,227.00	$ -	$ 4,581.00	$ 1,350.00	$ 3,231.00	$ 1,350.00
Sale to Clark Park			60,000.00				-	60,000.00	60,000.00	-	60,000.00
On The Rail Processing/Cascun			17,646.86				-	17,646.86	-	17,646.86	-
Airport [ProTel] Utility Reimb		2,424.00		1,960.24			-	4,384.24	-	4,384.24	-
Everything Bagelry Rent		1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	7,500.00	7,500.00	-	18,000.00
Everything Bagelry Utility Reimb				2,564.65		1,375.72	1,041.00	3,940.37	5,205.00	(1,264.63)	12,500.00
BID Tax Reimbursement		250.00					-	250.00	250.00	-	250.00
PILOT/Project Fees											
NYS&W Project Fee		1,500.00					-	1,500.00	1,500.00	-	1,500.00
Norwich Pharm Project Fees		14,000.00					-	14,000.00	14,000.00	-	14,000.00
Norwich-Chenango Solar Project		1,125.21					-	1,125.21	1,125.21	-	1,125.21
Puckett Solar Project		24,758.00					-	24,758.00	24,758.00	-	24,758.00
Tiffany Solar Project		1,510.00					-	1,510.00	1,510.00	-	1,510.00
Norbut Solar Coventry Project							-	-	1,500.00	(1,500.00)	1,500.00
High Bridge Wind - Guilford Solar		-					-	-	-	-	105,856.94
Other Income							-	-	625.00	(625.00)	2,500.00
Interest Income		569.10	514.58	938.16	1,390.11	2,215.89	58.00	5,627.84	294.00	5,333.84	700.00
Other Revenues											
Total Revenues		48,086.31	80,111.44	8,190.05	4,117.11	6,318.61	2,599.00	146,823.52	119,617.21	27,206.31	245,550.15
Expenditures											
Contracted Services		12,203.10	11,731.11	11,334.82	10,491.99	10,628.36	12,372.63	56,389.38	61,863.13	5,473.75	148,471.50
Project Fees to DCC							-	-	1,250.00	1,250.00	5,000.00
Advertising & Marketing							416.00	-	2,080.00	2,080.00	5,000.00
Office Supplies/Postage							50.00	-	250.00	250.00	600.00
Travel/Training							166.00	-	830.00	830.00	2,000.00
Auditing Expense				7,200.00			-	7,200.00	6,800.00	(400.00)	6,800.00
Insurance Expense				(7,811.57)			-	(7,811.57)	-	7,811.57	11,000.00
Legal Expense			3,620.00		157.00		-	3,777.00	250.00	(3,527.00)	1,000.00
N. Norwich Road Tax		2,000.00					-	2,000.00	2,000.00	-	2,000.00
BID Tax		250.00					-	250.00	250.00	-	250.00
Airport [ProTel] Utilities		2,424.00	1,960.24				-	4,384.24	-	(4,384.24)	-
5 Walnut St Bainbridge - Utilities/Insurance		1,492.58	1,022.15	1,553.29	1,385.83		1,208.00	5,453.85	6,040.00	586.15	14,500.00
Special Projects Fees Misc Exp						69.98	-	69.98	-	(69.98)	-
Bank Fees							-	-	25.00	25.00	100.00
Depreciation Expense							-	-	-	-	1,303.35
Total Expenditures		18,369.68	18,333.50	12,276.54	12,034.82	10,698.34	14,212.63	71,712.88	81,638.13	9,925.25	198,024.85
Net revenues over expenditures		**29,716.63**	**61,777.94**	**(4,086.49)**	**(7,917.71)**	**(4,379.73)**	**(11,613.63)**	**75,110.64**	**37,979.08**	**37,131.56**	**47,525.30**
Other Sources (Uses)											
Net Activity		**$ 29,716.63**	**$ 61,777.94**	**$ (4,086.49)**	**$ (7,917.71)**	**$ (4,379.73)**	**$(11,613.63)**	**$ 75,110.64**	**$ 37,979.08**	**$ 37,131.56**	**$ 47,525.30**

Note

County of Chenango IDA

Statement of Financial Position

June 30, 2023

	Note	June 30, 2023	December 31, 2022
ASSETS			
Current Assets			
Checking #6274		$ 45,299.14	$ 345,639.04
Money Market #2574		874,042.61	536,060.88
Accounts Receivable	(1)	170,413.84	29,469.69
Financing Leases - Current	(2)	22,705.88	22,705.88
Financing Leases - NonCurrent	(2)	35,175.84	35,175.84
Prepaid Expense	(3)	9,531.07	9,531.07
Total Current Assets		1,157,168.38	978,582.40
Property and Equipment			
Land - Industrial Parks		238,000.00	238,000.00
Building - Industrial Parks		156,402.35	156,402.35
Improvements - Buildings		-	-
Improvements-Property Devel.		-	-
Less: Accumulated Depreciation	(4)	(1,303.58)	(1,303.58)
Total Property and Equipment		393,098.77	393,098.77
Total Assets		**$ 1,550,267.15**	**$ 1,371,681.17**
LIABILITIES AND FUND BALANCE			
Current Liabilities			
Accounts Payable	(5)	$ 16,317.00	$ 4,019.56
Prepaid Rental Income	(6)	1,500.00	1,500.00
Deferred Inflow of Resources	(2)	65,398.21	65,398.21
Total Current Liabilities		83,215.21	70,917.77
Long-Term Liabilities			
Total Liabilities		83,215.21	70,917.77
Fund Balance			
Fund Balance		1,300,763.40	1,370,377.82
Net Activity		166,288.54	(69,614.42)
Total Fund Balance		1,467,051.94	1,300,763.40
Total Liabilities & Fund Balance		**$ 1,550,267.15**	**$ 1,371,681.17**

Note

(1) See Aged Receivable Listing-Cascun Financing Lease moved to Accounts Receivable-sold 02/2023
(2) Financing Leases: Norwich Meadows & Everything Bagelry
(3) Prepaid Insurance as of 12/31/22
(4) Recorded Annual Depreciation thru 12/31/22 & Removed Incubator Building/Added 5 Walnut Ave
(5) See Aged Payables Listing
(6) Everything Bagelry Security Deposit

County of Chenango IDA
Aged Receivables
As of June 30, 2023

Customer		0-30	31-60	61-90	Over 90 days	Amount Due
Everything Bagelry	Utility Reimbusement	1,375.72				1,375.72
High Bridge Wind LLC	PILOT payment				105,856.94	105,856.94
Norwich Alvogen	PILOT payment				14,000.00	14,000.00
Puckett Solar	PILOT payment				24,758.00	24,758.00
Cascun Financing Lease moved to AR - will clear out from sale 02/2023		24,423.18				24,423.18
		25,798.90	**-**	**-**	**144,614.94**	**170,413.84**

County of Chenango IDA
Aged Payables
As of June 30, 2023

Vendor		0 - 30	31 - 60	61 - 90	Over 90 days	Amount Due
Commerce Chenango	Monthly Contract	14,449.37				14,449.37
FedEx	Mailing to Norbut Solar	5.60				5.60
Nyseg	Everything Bagelry	1,643.26				1,643.26
Village of Bainbridge Water/Sewer	Everything Bagelry	218.77				218.77
						-
		16,317.00	**-**	**-**	**-**	**16,317.00**

County of Chenango IDA

Statement of Activities

As of June 30, 2023

	Note	Apr 2023 Actual	May 2023 Actual	June 2023 Actual	June 2023 Budget	Year to Date Actual	Year to Date Budget	Better (Worse) Budget	2023 Budget
Revenues									
Clark Park Rent		$ 1,227.00	$ 1,227.00	$ 1,227.00	$ -	$ 5,808.00	$ 1,350.00	$ 4,458.00	$ 1,350.00
Sale to Clark Park					-	60,000.00	60,000.00	-	60,000.00
On The Rail Processing/Cascun					-	17,646.86	-	17,646.86	-
Airport [ProTel] Utility Reimb					-	4,384.24	-	4,384.24	-
Everything Bagelry Rent		1,500.00	1,500.00	1,500.00	1,500.00	9,000.00	9,000.00	-	18,000.00
Everything Bagelry Utility Reimb			1,375.72		1,041.00	3,940.37	6,246.00	(2,305.63)	12,500.00
BID Tax Reimbursement					-	250.00	250.00	-	250.00
PILOT/Project Fees									
NYS&W Project Fee					-	1,500.00	1,500.00	-	1,500.00
Norwich Pharm Project Fees					-	14,000.00	14,000.00	-	14,000.00
Norwich-Chenango Solar Project					-	1,125.21	1,125.21	-	1,125.21
Puckett Solar Project					-	24,758.00	24,758.00	-	24,758.00
Tiffany Solar Project					-	1,510.00	1,510.00	-	1,510.00
Norbut Solar Coventry Project					-	-	1,500.00	(1,500.00)	1,500.00
High Bridge Wind - Guilford Solar				105,856.94	105,856.94	105,856.94	105,856.94	-	105,856.94
Other Income					625.00	-	1,250.00	(1,250.00)	2,500.00
Interest Income		1,390.11	2,215.89	2,149.87	58.00	7,777.71	352.00	7,425.71	700.00
Other Revenues									
Total Revenues		4,117.11	6,318.61	110,733.81	109,080.94	257,557.33	228,698.15	28,859.18	245,550.15
Expenditures									
Contracted Services		10,491.99	10,628.36	14,449.37	12,372.63	70,838.75	74,235.76	3,397.01	148,471.50
Project Fees to DCC					1,250.00	-	2,500.00	2,500.00	5,000.00
Advertising & Marketing					416.00	-	2,496.00	2,496.00	5,000.00
Office Supplies/Postage					50.00	-	300.00	300.00	600.00
Travel/Training					166.00	-	996.00	996.00	2,000.00
Auditing Expense					-	7,200.00	6,800.00	(400.00)	6,800.00
Insurance Expense				2,350.00	-	(5,461.57)	-	5,461.57	11,000.00
Legal Expense		157.00			250.00	3,777.00	500.00	(3,277.00)	1,000.00
N. Norwich Road Tax					-	2,000.00	2,000.00	-	2,000.00
BID Tax					-	250.00	250.00	-	250.00
Airport [ProTel] Utilities					-	4,384.24	-	(4,384.24)	-
5 Walnut St Bainbridge - Maintenance		10.11		888.91	167.00	2,402.39	1,002.00	(1,400.39)	2,000.00
5 Walnut St Bainbridge - Utilities		1,375.72		1,862.03	1,041.00	5,802.40	6,246.00	443.60	12,500.00
Special Projects Fees Misc Exp			69.98	5.60	-	75.58	-	(75.58)	-
Bank Fees					25.00	-	50.00	50.00	100.00
Depreciation Expense					-	-	-	-	1,303.35
Total Expenditures		12,034.82	10,698.34	19,555.91	15,737.63	91,268.79	97,375.76	6,106.97	198,024.85

County of Chenango IDA

Statement of Activities

As of June 30, 2023

	Note	Apr 2023 Actual	May 2023 Actual	June 2023 Actual	June 2023 Budget	Year to Date Actual	Year to Date Budget	Better (Worse) Budget	2023 Budget
Net revenues over expenditures		**(7,917.71)**	**(4,379.73)**	**91,177.90**	**93,343.31**	**166,288.54**	**131,322.39**	**34,966.15**	**47,525.30**
Other Sources (Uses)									
Net Activity		**$ (7,917.71)**	**$ (4,379.73)**	**$ 91,177.90**	**$ 93,343.31**	**$ 166,288.54**	**$ 131,322.39**	**$ 34,966.15**	**$ 47,525.30**

Note

CHENANGO COUNTY INDUSTRIAL DEVELOPMENT AGENCY

BOARD OF DIRECTORS HANDBOOK

"The County of Chenango Industrial Development Agency (CCIDA) is a New York State public benefit corporation, established to provide financial and other incentives to firms expanding or locating in Chenango County."

-CCIDA Mission

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Commerce Chenango Vision and Mission Statement

Vision

The County of Chenango Industrial Development Agency (CCIDA) is a New York State public benefit corporation, established to provide financial and other incentives to firms expanding or locating in Chenango County.

Mission

To promote, develop, encourage, and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping, and furnishing of industrial, manufacturing, warehousing, commercial, agricultural, research, and recreation facilities including industrial pollution control facilities, green energy solutions, educational or cultural facilities, railroad facilities, and continuing care retirement communities. To provide financial assistance and thereby advance the job opportunities, workforce development, job growth and retention, health, general prosperity, and economic welfare of the people of the county of Chenango and to improve their recreation opportunities, prosperity, and standard of living.

Vision and Missions in Action:

- Provide assistance to companies expanding in Chenango County
- Provide assistance to companies locating/located in Chenango County
- Provide assistance to companies to retain jobs in Chenango County
- Support projects that will increase available employment opportunities in Chenango County
- Facilitate an increase in the availability of a well-trained and skilled workforce in Chenango County
- Participate in downtown revitalization efforts throughout Chenango County
- Support efforts to attain the necessary infrastructure to sustain business activity throughout Chenango County
- Reduce the number of dilapidated/blighted commercial properties throughout Chenango County

Board of Directors Composition, Election Process & Roles

As described in the Bylaws

Composition of the Board

The Board of Directors shall be composed of seven (7) Members.

Seven (7) Directors shall be appointed by the Governing body of Chenango County and shall serve at the pleasure of said appointing authority.

Selection & Election of Directors

All officers of the board shall be elected at the annual meeting of the board, from among the members of the board, by the members of the board in the manner set in the Bylaws and shall hold office for one year or until successors are elected.

Seating of New Directors

All newly elected Members of the Board of Directors shall be seated at the first meeting of the Board of Directors after the Annual Meeting and shall be participating Directors thereupon.

Attendance

A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board of Directors shall be subject to dismissal from membership on the Board of Directors as determined by the Executive Committee.

Vacancies

Board of Directors

Any officer elected by the board may be removed, at any time, with or without cause by the board in the same manner as provided in the Bylaws. In the event of the death, resignation, or removal of an officer, the board, in its discretion, may elect, by the Bylaws, a successor to fill the unexpired term of such officer at the

next regular or special meeting of the board. All officers who are members of the Agency shall serve without compensation.

Roles of the Board of Directors

Policy

The Board of Directors is responsible for establishing procedures and formulating policies for the organization. They are also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually, and revised as necessary.

Management

The Board of Directors of Chenango County IDA shall employ a President, who will manage the day-to-day operation of the office, oversee staffing, and liaison with the CCIDA Board and other entities as prescribed in the Services Agreement (Development Chenango Corporation, Commerce Chenango, and the Chenango Foundation)

Positions & Descriptions

Position:

Board of Directors Member

Reports to:

Chenango County Board of Supervisors

Overall Purpose:

The members of the Board of Directors are the elected representatives of Chenango County's Industrial Development Agency and have the ultimate responsibility for all the IDA's operations. In this capacity, the Board of Directors shall formulate and review various policies, proposed actions, programs, and projects which serve the best interest of Chenango County IDA and its members.

Responsibilities:

- Attend all meetings and functions of the Board of Directors whenever possible including all Board of Director meetings a year, held the third Wednesday of the month at 8:00 a.m.
- Participate on work teams and task forces as requested by the Chairman.
- Study and review the budgetary and fiscal needs of the IDA and help to broaden the financial resources of the organization.
- Offer guidance and counsel to the staff.
- Be scrupulous in your disassociation of all personal interests from the activities of the IDA.
- Annually approve an Operations Plan, and continually monitor the IDA's progress toward obtaining those objectives.
- Approve an annual budget to finance the organization's Operations Plan.
- At the conclusion of the year, assure the preparation of an annual report of the IDA's accomplishments.
- Approve all IDA policies.
- Recommend changes in the bylaws.
- Work constructively and harmoniously with the officers, committee chairmen, and staff.
- Exercise sound judgment in considering the issues being addressed by the IDA.
- Provide the personal leadership, enthusiasm, and support necessary to help coordinate and build an effective organization.
- Encourage committees in the completion of their assigned tasks.

Chairperson of the Board of Directors:

The Chairperson shall preside at all meetings of the board. Except as otherwise authorized by resolution of the board, or by these By-Laws, the Chairperson shall execute all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting, the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business, affairs, and policies of the board.

Vice Chairperson of the Board of Directors

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the board shall elect a new Chairperson.

Executive Director:

An Executive Director may be appointed by the board, who shall serve at the pleasure of the Board. The Executive Director shall have general supervision over the daily administration of the business and affairs of the IDA, subject to the direction of the board. He/she shall be charged with the management of all projects of the IDA and perform such other duties as may be assigned to him/her by the Agency.

Unless otherwise determined by resolution of the IDA, the Executive Director shall have authority to contract for services, goods, and supplies on behalf of the IDA and to pay for same by check in an amount not to exceed two thousand five hundred dollars.

Treasurer of the Board of Directors:

Except as otherwise authorized by resolution of the IDA or by the By-Laws, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money; and shall cause to be paid out and disbursed such money under the direction of the IDA.

Unless otherwise determined by resolution of the Agency, all checks issued by the Agency more than two thousand five hundred dollars shall be signed by any two of the following officers or officials: Chairperson, Vice Chairperson, Treasurer, Assistant Treasurer, Executive Director.

Determination of Officers

As described in the Bylaws

The Board of Directors at its Annual Meeting shall elect the Chairperson, Vice Chairperson, President, Treasurer, and Secretary. All Officers shall serve for a term of one (1) year, or until voted otherwise by the board of supervisors.

Position:

Committee Member

Reports to:

Committee Chairman

Overall Purpose:

The primary function of a committee is to contribute to the efficient operation of the IDA. The committee is concerned with the communication of information and with assisting the leadership in the decision-making process, by providing needed details on a specific administrative or issue-based topic. The participation, contribution, and energy an appointed committee member puts into the work on the committee have a direct influence on the direction the Chamber takes.

Responsibilities:

- Appointed because of knowledge about or interest in the committee's area of activity.
- Know who the committee chairman is.
- Know what the specific responsibilities of the committee are.
- Know what the IDA practices, policies, and procedures are.
- Know what the responsibility of the Chamber staff to the committee is.
- Know what the past performance of the committee has been.
- Know what the reporting procedure to the Board of Directors is.
- Give recognition to the committee chairman and other members of the committee.
- Get involved and participate.
- Study the agenda carefully before a committee meeting. Ask for clarification if any items are unclear. Review the supporting material.

- Do not hesitate to comment, criticize constructively, or disagree. Know the subject and ask for support from other members.
- If there is disagreement with the speaker, make comments at the proper time.
- Hurriedly passed motions usually do not receive the consideration they deserve. Table motions need further consideration until the next meeting when they can be discussed in detail.

Board Meetings

As described in the Bylaws

Annual Meeting

The annual meeting of the Agency shall be held on the 3rd Wednesday of March each year at 8:00 a.m., at the regular meeting place of the IDA, or upon such other date or time in the month of March, or at such other place as the IDA shall by resolution determine.

Additional Meetings

The Chairperson of the IDA may, when he/she deems it desirable, and shall, upon the written request of two members of the IDA, call a special meeting of the IDA to transact any business designated in the notice of such meeting. The notice of such meeting shall be served on each member of the IDA by delivery or mail received by each such member at least twenty-four hours prior to the date of such meeting. A waiver of notice may be signed by any member. At such special meeting, no business shall be considered other than as designated in the notice thereof, but if all the members of the IDA are present at a special meeting, with or without notice thereof, all business may be transacted at such special meeting upon unanimous consent of such members.

Quorums

At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Notices

Committees

The County of Chenango Industrial Development Agency shall have in place an Audit Committee and a Governance Committee. These committees shall have a minimum of two meetings per year each, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in their respective charters.

Committee Members Should:

- Be appointed because they are either knowledgeable about or interested in the committee's area of activity.
- Know who the committee chairman is.
- Know what the specific responsibilities of the committee are.
- Know what the IDA's practices, policies, and procedures are.
- Know what the responsibilities of the Chamber staff to the committee are.
- Know what the past performance of the committee has been.
- Know what the reporting procedure to the Board of Directors is.
- Establish only realistic, attainable goals
- Give recognition to the committee chairman and other members of the committee.
- Get involved and participate.

CCIDA Policy on
Conflict of Interest & Confidentiality

Section 1 – Definition of Conflicts of Interest

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence IDA policies or actions which involve or could ultimately harm or benefit: the individual; any member of his/her immediate family; or any organization in which he/she or an immediate family member is a director, trustee, officer, member, partner or shareholder or has a substantial financial interest.

Section 2 – Disclosure of Conflicts of Interest

A Director or officer shall disclose a conflict of interest: prior to voting on or otherwise discharging his/her duties with respect to any matter to come before the Board or any committee; prior to entering into any contract or transaction involving the IDA; and as soon as possible after the Director or officer shall learn of a conflict of interest in any other context. Disclosure of the material facts surrounding the Director or officer's conflict of interest shall be made to the Secretary of the IDA or, in the case of a committee, the chairperson of that committee (who shall notify the Secretary) and the Secretary or committee chairperson shall inform the other members of the Board or committee prior to any action thereon.

In this connection, each Director, prior to taking a position on the Board, shall submit in writing to the Secretary a list of businesses or other organizations with which the IDA has entered, or might reasonably in the future be expected to enter into a relationship or a transaction in which a conflict of interest might exist. A written statement shall be submitted on or about the annual meeting date of the IDA each year setting forth any necessary relationships not previously disclosed. A copy of said statement and/or changes shall be furnished to the Secretary of the Board who

shall become familiar with the same for the purpose of guiding the conduct of the Board should a conflict arise.

Section 3 – Validity of Actions

No contract or other transaction between the IDA and one or more of its Directors or officers, or between the IDA and any other corporation, firm, association or other entity in which one or more of its Directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee, which authorizes such contract or transaction.

Section 4 – Employee Conflicts of Interest

An employee of the Chamber with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his/her supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter, and follow the direction of the supervisor as to how the Institute decisions which are the subject of the conflict will be determined.

Section 5 – Confidentiality

The nature of the IDA's role in the community results in the acquisition of extensive information that is considered privileged, sensitive, and confidential. To safeguard the IDA's integrity as a responsible decision-maker and to protect its

capacity to gather data necessary to make those decisions, the IDA subscribes to specific policies on confidentiality.