

**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 Potosek, Sullivan County Manager  
John Kiefer, Agency Chief Executive Officer  
Walter Garigliano, Esq., Agency Counsel

**FROM:** Jennifer Flad, Executive Director

**DATE:** January 6, 2023

---

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

**DATE: Monday, January 9, 2023**

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

**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](#).

**PLEASE SEE REVERSE FOR AGENDA**

**THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION**

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

**MEETING AGENDA**  
**Monday, January 9, 2023**

- I. CALL TO ORDER**
  - II. ROLL CALL**
  - III. APPROVAL OF MEETING MINUTES**  
October 17, 2022 Special Meeting
  - IV. BILLS AND COMMUNICATIONS**
  - V. NEW BUSINESS**  
*Discussion and Approval:* Amended Governance Committee Policy  
Any and All Other Business Before the Board
  - VI. 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, October 17, 2022**

**I. CALL TO ORDER**

Chairperson Loughlin called to order the Special Meeting of The Sullivan County Infrastructure Local Development Corporation at approximately 11:20 AM in the Legislative Committee Room at the Sullivan County Government Center, 100 North Street, Monticello, New York.

**II. ROLL CALL**

**Members Present-**

Suzanne Loughlin  
Carol Roig  
Howard Siegel  
Paul Guenther  
Scott Smith  
Phil Vallone

**Members Absent-**

Edward Sykes  
Sean Brooks

**Staff Present-**

John Kiefer, Chief Executive Officer  
Jennifer Flad, Executive Director  
Julio Garaicoechea, Project Manager

**Staff Absent-**

None

**Others Present-**

Walter Garigliano, Agency Counsel  
Ken Walter

**III. APPROVAL OF MEETING MINUTES**

On a motion made by Mr. Siegel and seconded by Mr. Guenther, the Board voted and unanimously approved the minutes of the August 8, 2022 Special Meeting.

**IV. BILLS AND COMMUNICATIONS**

On a motion made by Mr. Guenther and seconded by Mr. Smith, the Board voted and unanimously approved the Schedule of Payments showing three payments totaling \$8,521.73.

**V. QUARTERLY FINANCIAL REPORT**

Attorney Garigliano summarized the quarterly financial report. There were no questions.

**VI. NEW BUSINESS**

Attorney Garigliano summarized the **2023 Special Assessment Report** for the Adelaar Infrastructure Project. Ms. Flad added that the **2023 Budget and Financial Plan** is appended to the Special Assessment Report. On a motion made by Ms. Roig and seconded by Mr. Smith, the Board voted and unanimously approved the Special Assessment Report and 2023 Budget.

**VII. PUBLIC COMMENT ADJOURNMENT**

Chairperson Loughlin asked those present for public comment. There was none. On a motion made by Mr. Smith and seconded by Mr. Guenther, the meeting was adjourned at approximately 11:29 AM.

Respectfully submitted:  
Jennifer Flad, Executive Director

DRAFT

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

<b>SCHEDULE OF PAYMENTS: JANUARY 9, 2023</b>		
<b>Vendor</b>	<b>Description</b>	<b>Amount</b>
<b>County of Sullivan IDA</b>	Reimbursement: Domain Renewal	\$ 90.48
<b>Municap, Inc.</b>	Adelaar Infrastructure Bonds- Administrative Services November 2022	\$ 625.00
<b>TOTAL</b>		<b>\$ 715.48</b>

I certify that the payments listed above were audited by the Board of the TSCILDC on January 9, 2023, and allowed in the amounts shown. You are hereby authorized and directed to pay each of the claimants the amount opposite its name.

1/9/2023

Date Signature

<b>Expenses Approved and Paid Since Last Meeting (10/17/22)</b>		
<b>Vendor</b>	<b>Description</b>	<b>Amount</b>
<b>County of Sullivan IDA</b>	PARIS Reporting & TSCILDC Administrative Services 2022	\$ 12,000.00
<b>Municap, Inc.</b>	Adelaar Infrastructure Bonds- Administrative Services September 2022	\$ 3,750.00
<b>Municap, Inc.</b>	Adelaar Infrastructure Bonds- Administrative Services October 2022	\$ 2,431.25
<b>TOTAL</b>		<b>\$ 18,181.25</b>

<b>Other Expenses and Items Paid Since Last Meeting (10/17/22)—no approval required</b>		
none		

# **THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION GOVERNANCE COMMITTEE POLICY**

## **Purpose**

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 Sullivan County Infrastructure Local Development Corporation (TSCILDC);
- Recommending updates to TSCILDC'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; and
- Examining ethical and conflict of interest issues; performing Board self-evaluations; and recommending by-laws which include rules and procedures for conduct of Board business.

## **Powers of the Governance Committee**

The governance committee has the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from agency staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Agency'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 governance committee members shall be appointed by, and will serve at the discretion of TSCILDC's Board of Directors. 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 Agency or an immediate family member of an employee of the Agency. In addition, governance committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

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 once a year, with the expectation that additional meetings may be required to adequately fulfill all its obligations and duties. All committee members are expected to attend each meeting, in person or via videoconference.

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 committee policy.

## **Responsibilities**

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

## **Relationship to the Agency'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 Agency's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Upon a vacancy in the Board, the committee will work with the County Legislators to identify 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 and its committees in the Agency's governance process.

## **Evaluation of the Agency's Policies**

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Agency'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 Agency's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the



Agency's equal opportunity and affirmative action policies.

- Develop and recommend to the Board any required updates on the Agency's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process.
- Develop and recommend to the Board any required updates on the Agency'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 Agency, including rules and procedures for conducting the business of the Agency's Board, such as the Agency'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 Managing Director and other senior Agency officials.
- Annually review, assess and make necessary changes to the governance committee policy.

Amended and adopted 4/12/21

Amended and re-adopted 1/9/23

##

# THE SULLIVAN COUNTY INFRASTRUCTURE LOCAL DEVELOPMENT CORPORATION GOVERNANCE COMMITTEE POLICY

## Purpose

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 Sullivan County Infrastructure Local Development Corporation (TSCILDC);
- Recommending updates to Updating TSCILDC'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; and-
- Examining ethical and conflict of interest issues; performing Board self-evaluations; and recommending by-laws which include rules and procedures for conduct of Board business.

**Commented [JF1]:** Perhaps remove bullets and refer to applicable NYS law.

**Commented [JF2]:** This changed with PARA 2009

**Commented [JF3]:** New bullet with PARA 2009

## Powers of the Governance Committee

The governance committee has the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from agency staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Agency'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 governance committee members shall be appointed by, and will serve at the discretion of TSCILDC's Board of Directors. 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 Agency or an immediate family member of an employee of the Agency. In addition, governance committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

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 once a year, with the expectation that additional meetings may be required to adequately fulfill all its obligations and duties. All committee members are expected to attend each meeting, in person or via videoconference.

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 ~~committee policy charter or the governance guidelines~~.

### **Responsibilities**

To accomplish the objectives of good governance and accountability, the

governance committee has responsibilities related to: (a) the Agency's Board; (b) evaluation of the Agency's policies; and (c) other miscellaneous issues.

### **Relationship to the Agency'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 Agency's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Upon a vacancy in the Board, the committee will work with the County Legislators to identify 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 and its committees in the Agency's governance process.

### **Evaluation of the Agency's Policies**

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Agency'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 Agency's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Agency's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the

**Commented [JF4]:** We do not have our own EO and AA policies.

Agency's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process.

- Develop and recommend to the Board any required updates on the Agency'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 Agency, including rules and procedures for conducting the business of the Agency's Board, such as the Agency'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 Managing Director and other senior Agency officials.
- Annually review, assess and make necessary changes to the governance committee policy ~~and provide a self-evaluation of the governance committee.~~

Amended and adopted 4/12/21

##