

## **NCIDA/NCDC/NADC GOVERNANCE COMMITTEE AGENDA**

**Date: Wednesday, June 14, 2022**

**Time: 8:30 a.m.**

**Place: Niagara County Center for Economic Development**

**6311 Inducon Corporate Drive**

**Sanborn, NY 14132**

### **NCIDA Governance Committee Members:**

\_\_\_\_\_ William L. Ross, Chairperson

\_\_\_\_\_ Clifford Scott

\_\_\_\_\_ Maria V. Lopez

### **Copies to:**

\_\_\_\_\_ Mark Onesi

\_\_\_\_\_ Kevin McCabe

\_\_\_\_\_ Robert Cliffe

\_\_\_\_\_ Scott Bridges

\_\_\_\_\_ Jason Krempa

\_\_\_\_\_ Susan Langdon, Executive Director

\_\_\_\_\_ Andrea Klyczek, Assistant Director

\_\_\_\_\_ Michael S. Dudley, Finance Manager

\_\_\_\_\_ Caroline Caruso, Accounting Associate

\_\_\_\_\_ Susan Barone, Grants & Operations Manager

\_\_\_\_\_ Julie Lamoreaux, Administrative & HR Officer

\_\_\_\_\_ Jeremy Geartz, Project Manager

\_\_\_\_\_ Mark Gabriele, Agency Counsel

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**1.0 Meeting Called to Order – W.Ross**

**2.0 Roll Call – Julie Lamoreaux**

**3.0 Approval of Meeting Minutes – W.Ross**

**3.1 March 22, 2023**

**4.0 Policy Changes– M. Gabriele**

**4.1 Records Retention and Disposition of Property Policy**

**4.2 Apprenticeship Policy**

**4.3 Credit Card Policy**

**5.0 Any Other Matters the Committee Wishes to Discuss**

**6.0 Adjournment – W.Ross**

# Niagara County Industrial Development Agency

Niagara County Center for Economic Development • 6311 Inducon Corporate Drive, Ste. 1 • Sanborn, NY 14132

## **NCIDA/NCDC/NADC GOVERNANCE COMMITTEE AGENDA**

**Date:** Wednesday, March 22, 2023

**Time:** 8:45 a.m.

**Place:** Niagara County Center for Economic Development

6311 Inducon Corporate Drive

Sanborn, NY 14132

### **NCIDA Governance Committee Members:**

Clifford Scott Present

Robert B. Cliffe Present

### **Copies to:**

Mark Onesi

Kevin McCabe

William L. Ross

Scott Brydges

Jason Krempa

### **Staff Present**

Susan Langdon, Executive Director

Andrea Klyczek, Assistant Director

Michael S. Dudley, Finance Manager

Caroline Caruso, Accounting Associate

Susan Barone, Grants & Operations Manager

Julie Lamoreaux, Administrative & HR Officer

Jeremy Geartz, Project Manager

Mark Gabriele, Agency Counsel

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### **1.0 Meeting Called to Order**

Mr. Scott called the meeting to order at 8:45 a.m.

### **2.0 Roll Call**

Ms. Lamoreaux called the roll; a quorum was established.

### **3.0 Approval of Meeting Minutes**

#### **3.1 June 8, 2022**

***Mr. Scott stated that he had reviewed the meeting minutes and he made a motion for approval; Mr. Cliffe seconded the motion. The motion passed.***

#### **4.0 Summary of Annual Board Evaluations – FYE 12/31/2022**

Mr. Gabriele explained that under the Public Authorities Accountability Act (PAAA), the Board of Directors of the Agency are required to complete a self-evaluation each year. Questionnaires were sent to all board members and then summarized. The Board Evaluations are filled out anonymously as required by PAAA. A summary of the evaluations was in the agenda packet for the Board Members' review. The reviews were good, therefore, no remedial action was needed.

#### **5.0 Reaffirm Governance Charter**

Mr. Gabriele stated that the Charter has not been revised or amended and the Board is required to reaffirm it on an annual basis at the March Annual Board meeting per the Public Authorities Accountability Act.

***Mr. Scott motioned to reaffirm the Governance Charter; Mr. Cliffe seconded the motion. The motion passed.***

#### **6.0 Policy Discussion**

Mr. Gabriele stated that as the year goes on, the Governance Committee will be meeting more than normal because there are policies that need to be updated for the Agency.

#### **7.0 Any Other Matters the Committee Wishes to Discuss**

There were no other matters for discussion at this time.

#### **8.0 Adjournment**

***Hearing no other comments, Mr. Scott made a motion to adjourn the meeting, Mr. Cliffe seconded he motion. The meeting adjourned at 8:50 a.m.***

Respectfully Submitted:

Reviewed By:

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Julie Lamoreaux  
Recording Secretary

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Susan C. Langdon  
Executive Director

# **RECORDS RETENTION AND DISPOSITION OF PROPERTY POLICY WITH GUIDELINES**

## **I. Records Retention and Disposition Policy**

The Agency has adopted the Records Retention and Disposition **Schedule LGS-1 for Use by Miscellaneous Local Governments** prepared by the New York State Archives and Records Administration. A copy of this schedule is kept on file at the Agency.

The purpose of the Records and Retention and Disposition Schedule indicates the minimum length of time that records of local government entities must be retained by local officers before they may be disposed of. **Schedule LGS-1** is designed for use by a public benefit corporation performing regional or municipal functions.

The Administrative and Human Resource Officer is appointed as the Records Management Officer for the Agency.

The Disposition of Property Guidelines has been ratified and approved, along with the appointment of the Executive Director of the Agency as the Contracting Officer of the Agency.

## **II. Disposition of Property Guidelines**

### **Section 1. Definitions**

- A. "Contracting Officer" shall mean the officer or employee of the Niagara County Industrial Development Agency ("Agency") who shall be appointed by resolution to be responsible for the disposition of property.
- B. "Dispose" or "disposal" shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the Public Authorities Law.
- C. "Property" shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

## Section 2. Duties

### A. The Agency shall:

- (i) maintain adequate inventory controls and accountability systems for all property owned by the Agency and under its control;
- (ii) periodically inventory such property to determine which property shall be disposed of;
- (iii) produce a written report of such property in accordance with subsection B herewith; and
- (iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 2 below.

### B. The Agency shall:

- (i) publish, not less frequently than annually, a report listing all real property owned in fee by the Agency. Such report shall consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Agency and the name of the purchaser for all such property sold by the Agency during such period; and
- (ii) shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, Commissioner of the New York State Office of General Services, and the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly).

## Section 3. Transfer or Disposition of Property

### A. Supervision and Direction.

Except as otherwise provided herein, the duly appointed contracting officer (the "Contracting Officer") shall have supervision and direction over the disposition and sale of property of the Agency. The Agency shall have the right to dispose of its property for any valid corporate purpose.

### B. Custody and Control.

The custody and control of Agency property, pending its disposition, and the disposal of such property, shall be performed by the Agency or by the Commissioner of General Services when so authorized under this section.

C. Method of Disposition.

Unless otherwise permitted, the Agency shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Agency and/or contracting officer deems proper. The Agency may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or property to dispose of such property under the provisions of this section. Provided, however, except in compliance with all applicable law, no disposition of real property, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction.

D. Sales by the Commissioner of General Services (the "Commissioner").

When the Agency shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Agency may enter into an agreement with the Commissioner of pursuant to which Commissioner may dispose of property of the Agency under terms and conditions agreed to by the Agency and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.

E. Validity of Deed, Bill of Sale, Lease, or Other Instrument.

A deed, bill of sale, lease, or other instrument executed by or on behalf of the Agency, purporting to transfer title or any other interest in property of the Agency in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to the closing.

F. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

- (i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Agency shall be made after publicly advertising for bids except as provided in subsection (iii) of this Section F.
- (ii) Whenever public advertising for bids is required under subsection (i) of this Section F:

- (A) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property proposed for disposition;
  - (B) all bids shall be publicly disclosed at the time and place stated in the advertisement; and
  - (C) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Agency, price and other factors considered; provided, that all bids may be rejected at the Agency's discretion.
- (iii) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (i) and (ii) of this Section F but subject to obtaining such competition as is feasible under the circumstances, if:
- (A) the personal property involved is of a nature and quantity which, if disposed of under subsections (i) and (ii) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;
  - (B) the fair market value of the property does not exceed fifteen thousand dollars;
  - (C) bid prices after advertising therefor are not reasonable, either as to all or some part of the property or have not been independently arrived at in open competition;
  - (D) the disposal will be to the state or any political subdivision, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;
  - (E) the disposal is for an amount less than the estimated fair market value of the property, the terms of such disposal are obtained by public auction or negotiation, the disposal of the property is intended to further the public health, safety or welfare or an economic development interest of the Agency, the state or a political subdivision (to include but not limited to, the prevention or remediation of a substantial threat to public health or safety, the creation or retention of a substantial number of job opportunities, or the creation or retention of a substantial source of revenues, or where the authority's enabling legislation permits or other economic development initiatives), the

purpose and the terms of such disposal are documented in writing and approved by resolution of the board of the Agency; or

(F) such action is otherwise authorized by law.

(iv) (a) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:

(1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars;

(2) any real property that has an estimated fair market value in excess of one hundred thousand dollars, except that any real property disposed of by lease or exchange shall only be subject to clauses (3) through (5) of this subparagraph;

(3) any real property disposed of by lease for a term of five years or less, if the estimated fair annual rent is in excess of one hundred thousand dollars for any of such years;

(4) any real property disposed of by lease for a term of more than five years, if the total estimated rent over the term of the lease is in excess of one hundred thousand dollars; or

(5) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

(b) Each such statement shall be transmitted to the persons entitled to receive copies of the report required under all applicable law not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Agency making such disposal.

The Guidelines are subject to modification and amendment at the discretion of the Agency board and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Agency is the Executive Director.



# Apprenticeship Policy

The Niagara County Industrial Development Agency (“Agency”) recognizes the importance of having a highly skilled workforce to perform quality work on projects located in Niagara County. A highly skilled workforce will help attract new business and investment to the Niagara County and the surrounding area. Certified apprenticeship programs are a vital tool in providing the training and experience necessary to insure that Niagara County has a highly skilled workforce presently and into the future. These programs have shown a high graduation rate for participants.

Project applicants (the “Company”), as an additional incentive to the standard financial assistance provided by Agency, the Company will be eligible for enhanced PILOT benefits by its commitment to utilizing a certified apprenticeship program as part of their project.

## Apprenticeship Programs

Set forth herein are the certified apprenticeship programs that are deemed acceptable and will qualify the Company for the additional benefits of this policy.\*

Electricians  
Sheet Metal Workers  
Plumbers and Steamfitters  
Carpenters and Millwrights  
Roofers  
Ironworkers  
Cement Masons  
Boilermakers  
Bricklayers and Allied Craft  
Laborers  
Sprinkler Fitters  
Heat and Frost Insulators  
Elevator Constructors  
Operating Engineers  
Painters and Glazers  
Plasterers  
Teamsters

\*A complete list of New York State Certified Apprenticeship Programs can be found at:

<http://labor.ny.gov/pressreleases/apprenticeshiparchive.shtm>

### Enhanced PILOT benefit

If a Company commits to the use of a contractor that participates in the above referenced apprenticeship programs specific to the project, that Company will be provided with an additional 5% reduction from the Agency's standard PILOT schedule for the first five (5) years of the PILOT. Companies authorized to receive the additional financial assistance from the Agency will be required to file or cause to be filed an Apprenticeship Report (the "Report") on such form as made available by the Agency, and as directed by the Agency, which will identify each trade used in the project, along with each contractor that participates in a certified apprenticeship program. The Report shall be submitted to the Agency upon the completion of construction. If Agency determines in its sole discretion that the apprenticeship requirements have not been met, the Agency will not provide the additional benefits to the project.

1. How many Apprenticeship programs does a contractor need to participate in? All of them or a specific number?
2. What form/proof will be required?
3. Will program be done before construction begins?
4. Need to prepare an "Apprenticeship Report." What should be included in the report?
5. How do we handle multiple contractors on the project for eligibility purposes?

**NIAGARA COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**CREDIT CARD POLICY**

**Purpose: To establish the Policy and Procedures for the use of Agency credit cards.**

**I. Introduction:**

It is commonplace for organizations to use credit cards for the convenience of making purchases on behalf of the organization. In some instances, purchases can only be made via a credit card as manual checks are not accepted (example - hotel reservations, internet purchases). In order to simplify the process for purchasing certain items on behalf of the Niagara County Industrial Development Agency ("Agency"), the following policy outlines the use of credit cards.

**II. Authorization**

The adoption of this policy authorizes:

- The approval of the issuance of credit card(s) as general cards or vendor specific cards
- Identify all authorized users
- Set appropriate credit limits
- Establish custody of the cards when not in use
- The uses of the card
- The appropriate internal control structure for monitoring the use of the card
- The approval process for payment of the charges
- Establish a means to recoup any unauthorized expenditures

The use of an Agency credit card(s) shall be in accordance with, and is not intended to circumvent, the Agency's Procurement Policy.

The Agency shall be permitted to obtain and utilize a credit card(s) as so authorized by the resolution and preferably with the Agency's primary bank. In addition to the Agency itself, the individuals authorized to be issued a card are listed on Schedule A, along with the credit limit authorized. Schedule A shall be updated as the individuals authorized and credit limits change. The credit cards will be issued to the specific individuals listed on Schedule A in order to help maintain accountability. If an individual is no longer designated as a cardholder, and/or leaves Agency employment, the card issued to this individual will be cancelled. Only authorized personnel of the Agency may be assigned and use the Agency credit card.

The Audit and Finance committee will evaluate the use of the cards on a yearly basis to determine the continued need for the cards and the nature and type of purchases being made.

### **III. Use of Cards**

All purchases made on the Agency's credit card must comply with the Agency's Procurement Policy. The Agency's credit card may be used only for official business of the Agency as determined by the Executive Director to pay for actual and necessary expenses incurred in the performance of work-related duties for the Agency. The card may be used only for the following purchases:

- Hotel reservations
- Rental car reservations
- Training, conference, luncheons and seminar registrations
- Meals for meetings in which the vendor will not accept a check
- Internet purchases where a vendor will not accept a check

Personal expenses on the Agency's credit card are strictly prohibited. A credit card that allows cash advances or cash back from purchases is also prohibited. The card will be issued in the name and liability of the Agency with the name of the individual authorized on the card.

The employee issued the credit card is responsible for its protection and custody shall immediately notify the Finance Manager if the card is lost or stolen.

Employees must immediately surrender the Agency credit card upon termination of employment. The Agency reserves the right to withhold the final payroll check and payout of accrued leave until the card is surrendered.

### **IV. Recordkeeping**

The use of the Agency credit card must be substantiated with a purchase order, receipts and documentation detailing the goods or services purchased, cost, date of the purchase and the official business explanation. Receipts and documentation must be submitted to the Finance Manager following the purchase to reconcile against the monthly credit card statement.

At the end of each month, the Finance Manager is to review the monthly card statement and reconcile it with the receipts and documentation received for that month. The Finance Manager shall advise the Executive Director monthly that all purchases are supported by documentation. Any purchase/charge without appropriate supporting documentation requires a detailed explanation and description along with a written approval of the Executive Director (or Board Chair if Executive Director purchase). Unauthorized or improper purchases will result in credit card revocation and discipline of the employee. The Agency shall also take appropriate action to recoup unauthorized or improper expenditures.

Once the credit card has been reconciled, payment via check will be made. All credit card payments shall be made within the grace period so that no interest charges or penalties will accrue.

**Schedule A**

<b>Name</b>	<b>Title</b>	<b>Credit Limit Authorized</b>