

**IDA CURRENT BYLAWS AND POLICIES**

The following sections outline the bylaws and policies by which of the City of Poughkeepsie Industrial Development Agency is governed.

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## **A. Bylaws**

**BY-LAWS  
OF  
THE CITY OF POUGHKEEPSIE  
INDUSTRIAL DEVELOPMENT AGENCY**

**2020**

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**AMENDED AND RESTATED BY-LAWS  
OF  
THE CITY OF POUGHKEEPSIE  
INDUSTRIAL DEVELOPMENT AGENCY  
Adopted January 16, 2019**

**ARTICLE I**

**THE AGENCY**

**Section 1. Name**

The name of the Agency is the “City of Poughkeepsie Industrial Development Agency” (the “Agency”).

**Section 2. Seal**

The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization (1974).

**Section 3. Offices of the Agency**

The principal office of the Agency shall be located at City Hall/Municipal Building, 62 Civic Center Plaza, in the City of Poughkeepsie, Dutchess County, State of New York (the “Municipal Building”). The Agency may have such other offices at such other places as the Agency may from time to time designate by resolution.

## ARTICLE II

### THE BOARD

#### Section 1. Power of the Board and Qualification of Members

The Agency shall be overseen and governed by its Board acting through its Members who shall exercise oversight and control over the officers and staff of the Agency. Each Member shall have one vote. The Board and its Members shall have all powers conferred on Board Members of public benefit corporations and local public authorities pursuant to New York State law, including, without limitation, New York General Municipal Law Article 18A (the "IDA Act"), Chapter 304 of the Laws of 1974, codified as Chapter 917 of the General Municipal Law (the "Agency's Enabling Act"), the New York Public Authorities Law including the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009, the New York General Municipal Law, the New York Public Officers Law, and any other New York State Law that is applicable to the Agency.

#### Section 2. Members

The Board of the Agency shall consist of not fewer than three or more than seven Members. All references in these by-laws to Members of the Board shall be references to Members of the Agency. Pursuant to the Agency's Enabling Act, Members shall be appointed by the Common Council of the City of Poughkeepsie, New York (the "City") and shall serve at the pleasure of the Common Council. A Member shall continue to hold office until his or her successor is appointed and has qualified. Any one or more of the Members may be an officer or employee of the City. Members shall not receive any compensation for their services but shall be entitled to their necessary expenses, including traveling expenses, incurred in the discharge of their duties.

#### Section 3. Training

(a) Agency Board Members shall participate in state approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors of the Agency within one year of appointment to the Board.

(b) Board Members shall participate in continuing training as may be required to remain informed of best practices and regulatory and statutory changes relating to effective oversight of management and financial activities of authorities.

#### Section 4. Fiduciary Responsibilities

Section 6(i) of Public Authorities Law provides that all Board Members must execute an acknowledgement stating "that he or she understands his or her role and fiduciary responsibilities" as well as his or her "duty of loyalty and care to the organization and

commitment to the authority's mission and the public interest.”

### **Section 5. Separation of Board and Management**

No Board member shall serve as the Agency's Chief Executive Officer, Chief Fiscal Officer, Comptroller, or hold any other equivalent position while also serving as a board member.

### **Section 6. Board Member Independence and Financial Disclosure**

(a) Board Member Independence: A majority of the Members of the Board shall be independent as provided in Section 2825 of the Public Authorities Law.

(b) Financial Disclosure Requirements: Board Members, officers and employees are required to file annual financial disclosure statements as required by the City of Poughkeepsie Ethics Law.

### **Section 7. Resignations and Removal of Members**

(a) Any Member of the Agency may resign at any time by giving written notice to the Chair or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery; provided, however, such Member shall continue to hold office until his or her successor has been appointed and qualified.

(b) The 2009 Public Authorities Reform Act grants the Authorities Budget Office (“ABO”) the power to publicly warn and censure the Agency or its members for non-compliance with the provisions of state law. The ABO may also recommend the suspension or dismissal of officers and/or boards of directors of public authorities under certain circumstances.

## **ARTICLE III**

### **MEETINGS**

#### **Section 1. Annual Meeting**

The annual meeting of the Agency shall be held each year at 9:30 p.m. at the Common Council chambers at the Municipal Building on the third Thursday of January, or such other time and place in the month of January as shall be designated by the Chair.

#### **Section 2. Regular Meetings**

Regular meetings of the Agency may be held at such times and places designated at the Annual Meeting or as from time to time determined by the Agency.

#### **Section 3. Special Meetings**

The Chair of the Agency may when he or she deems it desirable, and shall, on written request of two Members, call a special meeting of the Agency for the purpose of transacting any business designated in the notice for that meeting.

#### **Section 4. Open Meetings Law**

All meetings of Members shall be conducted in accordance with the applicable provisions of the Open Meetings Law of the State of New York.

#### **Section 5. Notice of Meetings**

Except as provided in this Section with respect to waivers of notice, written notice stating the place, day and hour of the meeting shall be given for all special meetings of Members. Notice of any meeting of Members shall be given by e-mail, fax, personally or by other means not less twenty-four (24) hours before the date of the meeting, to each Member at his or her address recorded on the records of the Agency, or at such other address which the Member may have furnished in writing to the Secretary of the Agency. No notice of any meeting need be given to any Member who executes and delivers a waiver of notice before or after the meeting.

#### **Section 6. Quorum**

Except as provided by law, a simple majority of Members shall constitute a quorum for the transaction of any business. In the absence of a majority, the Members present may adjourn the meeting to another date and time without further notice.

**Section 7. Procedure at Meetings**

(a) The Chair shall preside over meetings of Members and shall preserve order and decorum, and shall decide questions of order. In the absence of the Chair, meetings shall be presided over by the following officers in order: the Vice Chair or by a chair pro tem to be chosen by a majority of the Members in attendance. The Secretary or Recording Secretary of the Agency shall act as Secretary of every meeting of the Members. When neither the Secretary nor Recording Secretary is available, the presiding officer may appoint a secretary of the meeting.

(b) The Chair shall prepare an agenda for meetings. The order of business at all meetings of Members shall be as follows:

- (1) Roll call;
- (2) Proof of Notice of Meeting;
- (3) Reading and approval of minutes of the previous meeting;
- (4) Report of the Treasurer;
- (5) Approval of payment of bills;
- (6) Communications
- (7) Reports of Committees;
- (8) Unfinished business;
- (9) New business;
- (10) Adjournment.

The presiding officer may modify the order of business or the Board may modify the order on motion.

(c) Every resolution or motion must be seconded before being put to a vote by the presiding officer and all resolutions or motions shall be recorded, in their entirety, in the official minutes of the Agency. The presiding officer may offer or second a resolution or motion and need not relinquish the chair for such purpose. When a question is under debate, no motion shall be entertained unless

- (i) for an adjournment or recess;
- (ii) for the previous question to lay on the table;

(iii) to postpone to refer to a committee; or

(iv) to amend. No resolution may be brought to a vote except by the majority consent of those present, unless printed or typewritten copies thereof are presented to each member of the Board prior to the opening of the meeting at which time such resolution is offered.

(d) The voting on all questions coming before the Members shall be by roll call, and the yeas and nays shall be entered in the minutes of that meeting, except in the case of election of officers when the vote may be by ballot.

(e) No member of the public shall be permitted to address the Board unless recognized by the presiding officer. Board Members may interrupt a speaker during their remarks for the purpose of clarification or information. All persons speaking will be given respect and courtesy and in return are expected to be respectful and courteous. The use of profane language, slanderous or personal remarks and boisterous conduct, including booing or hand clapping, is not acceptable. Any persons speaking to the Board, with consent of the presiding officer, shall address their remarks to the Board, not to other members of the audience in the form of a debate.

(f) A majority vote of all members of the Board shall be required to suspend these meeting procedures. If the above stated procedures are or become at any time in conflict with the statutory law, the statutory law shall take precedence.

#### Section 8. Code of Conduct Code of Conduct

Each member is hereby required to faithfully and regularly attend the regular and special meetings of the Agency and shall have the following affirmative duties and obligations as a member of same:

(a) To attend faithfully the meetings of the body;

(b) To become familiar and to maintain familiarity with the duties, functions, operations and procedures of the body and with the laws, rules and regulations governing same;

(c) To become familiar and to maintain familiarity with the items of business which come before such body;

(d) To participate meaningfully in the conduct of the business of the body, including but not limited to adequate and appropriate preparation, substantive communication with other members and with persons coming before the body, participation in voting and other decision-making actions unless properly recused or excused therefrom;

(e) To comply with all standards and requirements applicable to members of any such body, including but not limited to taking any such actions as may be appropriate and necessary to

maintain membership in good standing; to satisfy any and all requirements related or pertaining to residency, civil status, age and/or other matters specified in any law, code or rule; to satisfy any and all requirements related or pertaining to qualifications, training and/or continuing education; to satisfy any and all requirements for holding such office as may be required by law; and to satisfy any and all requirements for holding such office as may concern such member's fitness for duty and/or complying with reasonable standards of conduct; and

(f) To remain in compliance and satisfy all the requirements of all State and local ethics laws, codes and rules.

#### Section 9. Participation by Videoconference

One or more Members may participate in a meeting of the Members by means of videoconference or similar communications equipment in accordance with and to the extent permitted by the Open Meetings Law of the NYS Public Officers Law. Members may be joined by teleconference outside of such requirements but in such event shall not be considered part of a quorum or vote.

## **ARTICLE IV**

### **OFFICERS**

#### **Section 1. Officers**

At each Annual Meeting of the Board, the Members of the Board shall elect officers, each to hold office until the next Annual Meeting and until their successors have been elected and qualified. The officers of the Agency shall be a Chair, a Vice Chair, a Secretary, and a Treasurer, each of whom shall be Members of the Board. The Agency may also appoint as officers an Executive Director, a Chief Financial Officer, an Assistant Secretary, a Recording Secretary and an Assistant Treasurer, who need not be Board members. Any two or more offices, except offices of Chair and Treasurer, may be held by the same person.

#### **Section 2. Chair**

The Chair shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chair shall execute (manually or by facsimile signature) all agreements, contracts, deeds, bonds or other evidences of indebtedness, and other instruments of the Agency on behalf of the Agency. At each meeting the Chair shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Agency. The Chair will be charged with setting the board's agenda, facilitating the flow of information to the Board, coordinating the work of the Board's committees and serving as the primary liaison between the members and the Agency's Executive Director.

#### **Section 3. Vice Chair**

The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, and in case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Agency shall appoint a new Chair.

#### **Section 4. Secretary**

The Secretary shall keep the records of the Agency, shall act as secretary at meetings of the Agency and record all votes, shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to that office. The Secretary shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Agency.

#### **Section 5. Assistant Secretary**

The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary, and in case of the resignation or death of the Secretary, the Assistant Secretary

shall perform such duties as are imposed on the Secretary until such time as the Agency shall appoint a new Secretary.

### **Section 6. Treasurer**

The Treasurer shall have the care and custody of all funds of the Agency and shall deposit those funds in the name of the Agency in such bank or banks as the Agency may select. Except as otherwise authorized by resolution of the Agency, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money, and shall pay out and disburse such moneys under the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, order and checks shall be countersigned by the Chair. The Treasurer shall keep regular books of account showing receipts and expenditures and shall render to the Agency at each regular meeting an account of all financial transactions and also of the financial condition of the Agency. The Treasurer shall give such bond for the faithful performance of his or her duties as the Agency may determine.

### **Section 7. Assistant Treasurer**

The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer, and in case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Agency shall appoint a new Treasurer. The Assistant Treasurer shall give such bond for the faithful performance of his or her duties as the Agency may determine.

### **Section 8. Additional Duties**

All officers of the Agency shall perform such other duties and functions as may from time to time be authorized by resolution of the Agency or be required by the Agency, by these by-laws, or by the rules and regulations of the Agency.

### **Section 9. Resignation and Removal of Officers**

Any officer may resign his or her position as officer at any time by giving written notice to the Chair or Secretary. Any such resignation shall take effect at the time specified therein, or if no time be specified, then upon delivery. Any officer may be removed by the Board with or without cause at any time.

### **Section 10. Vacancies**

If any office becomes vacant, the Chair shall appoint a successor at the next regular meeting, and that appointment shall be for the unexpired term of that office.

### **Section 11. Fidelity Bonds**

The Treasurer, Assistant Treasurer, and such officers as determined by the Agency shall be required to execute bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Agency and the premiums thereof shall be paid by the Agency. The Agency may procure a policy of insurance in lieu of requiring individual bonds.

## ARTICLE V

### EXECUTIVE OFFICERS AND OTHER PERSONNEL

#### Section 1. Executive Officers and Other Personnel

The Agency may also appoint as officers an Executive Director (ED), Chief Fiscal Officer (CFO), Recording Secretary (RS), and other Additional Personnel and Municipal Personnel who need not be Board Members.

#### Section 2. Executive Director

The IDA Executive Director position will be filled by a volunteer or paid consultant under a consulting contract. This person will assist the City of Poughkeepsie IDA by guiding businesses seeking to apply for IDA financial incentives; managing the IDA application process; keeping all IDA records; and preparing and distributing IDA reports. The Executive Director role is primarily administrative ensuring process and governance integrity and compliance with all city, county and state laws and requirements:

- Reports directly to the IDA Chair, and works with all Board Members and staff to conduct IDA business
- Serves at the will of the City of Poughkeepsie IDA Board
  - Guides IDA applicants through initiation and completion of the IDA application process and manages applications through IDA internal process:
    - Guides all businesses and developers through the IDA application process
      - Writes and makes presentations aimed at applying businesses
      - Serves as the initial contact for all businesses interested in applying for financial incentives and guides them through the IDA process
      - Instructs applicants on program eligibility, types/amounts of incentives available to business, application requirements, and IDA fees
      - Communicates with and updates applying businesses until the process is completed
      - Reports all findings and conversation next steps to the Chair
    - Moves IDA applications through all IDA internal process requirements
      - Determines if a project meets the basic eligibility requirements for an IDA incentive
      - Reviews and ensures application for completeness and ensures legal compliance with the IDA legal counsel
      - Reviews the proposed project and make a preliminary determination of the amount of incentives that can be provided with guidance from the IDA Board
      - Manages IDA project closing, providing all legal documents of incentives provided

- Executes all agreements, bonds, notes, contracts, agreements, deeds, leases and any other instruments of the IDA
- Assists the IDA Chair:
  - Prepares agenda and materials for IDA Board meetings and hearings
  - Executes all public notices and website communications within set timeframes
  - Attends meetings
  - Records meeting minutes to be approved by the Board, unless Recording Secretary is appointed
  - Ensures IDA Board Members have available all information required for IDA decisions and votes
  - Maintains and ensures integrity of IDA calendar and all key dates and milestones; and reviews calendar with the Chair monthly and informs all Board Members of any changes immediately
  - Conducts other duties that may be assigned by the IDA Chair or Board Members from time to time to further IDA purposes under the IDA Act and other legal/government required compliance
- Maintains all records (electronic, website, and paper) and prepares/distributes necessary reports as required by the IDA Act, the Office of the Comptroller of the State of New York and the Authorities Budget Office
- Manages Consultant Organization(s) when other consultants and/or interns are hired from time to time
- Ensures City of Poughkeepsie IDA meets all legal and compliance guidelines/laws and strictly adheres to and maintains state compliance tasks and deadlines
- Oversees and administers pilots including the processing of applications, annual review, verification of active pilots and enforcement of any penalties
- Builds relationships with the IDA Board, business investors, IDA Financial Officer, IDA Legal Counsel, other appropriate City of Poughkeepsie employees, statewide IDA partners
- Ensures Agency complies with all financial and other reporting requirements imposed by law. The Executive Director shall be the “Contracting Officer” (as such term is defined in Section 2895 of the Public Authorities Law)
- Monitors Governance Committee if such committee is formed

### **Section 3. Chief Fiscal Officer**

The CFO manages the IDA’s finances, budget and financial due diligence:

- Conducts financial analysis
  - Evaluates pilot cost/benefit analyses, reviews proforma financial statements and projections and supporting assumptions in application and highlights questions and flags all questionable assumptions and analyses
  - Reviews findings with Chair and Board Members
- Provides budget management oversight

- Keeps regular books of accounts showing receipts and expenditures and renders to the agency at each regular meeting an account of financial transaction and financial conditions of the IDA
- Prepares annual budget for Board approval and distributes budget to all required recipients of the IDA Act and other legal/government required compliance
- Reviews and updates IDA on budget forecasts and any budget issues
- Reports budget status monthly
- Manages financial accounts
  - Deposits all checks/funds in such banks, trust companies, or other depositories as shall be selected by the Board
  - Signs all instruments of indebtedness with the Chair, signs all purchase orders
  - Reviews all bills for accuracy, authorizes ensures bills are paid
  - Tracks and reports on all checking and saving accounts
- Manages the invoicing/collection of all fees for example applicable fees, annual fees, administrative fees
- Tracks and signs all purchase orders
- Approves all payments and disbursements of such moneys so that Treasurer can authorize payments to be made under the direction of the Board
- Files reports as required by General Municipal Law, Article 18 A and the Public Authorities Accountability Act of 2005 and 2009
- Monitors Audit Committee and/or Finance Committee if an Audit and/or Finance Committee is formed
- Assists Executive Director
  - Executing the IDA's fiscal responsibilities under the IDA Act
  - Preparing and distributing all annual reports required by the IDA Act as may otherwise be required by the Office of the Comptroller of the State of New York

#### **Section 4. Recording Secretary**

The Agency may appoint a Recording Secretary by resolution. The Recording Secretary shall act as recording secretary of all meetings of the Board, he/she:

- Keeps the minutes of all such meeting in a proper book or books to be provided for that purpose
- Ensures that all notices required to be given by the Agency are duly given and served
- Maintains a current list of the members and officers of the Agency's Board and their residence addresses
- Serves as the Freedom of Information officer of the Agency in accordance with the provisions of the New York State Freedom of Information Law., Article 6 of the New York Public Officers Law

- Keeps the records of the Agency, acts as Recording Secretary at meetings of the Agency and records all votes and proceedings of the Agency in a journal of proceedings to be kept for such purpose

### **Section 5. Additional Personnel**

Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development IDA Act, as amended, and all other laws of the State of New York applicable to the Agency. The selection and compensation of all personnel shall be determined by the Agency, subject to the laws of the State of New York.

### **Section 6. Municipal Personnel**

With the consent of the Common Council, the Agency may:

- Use the agents, employees, and facilities of the City of Poughkeepsie
- Enter into cooperative agreements with the City of Poughkeepsie to provide technical and professional expertise in implementing and achieving mutual goals and to further the economic goals of the City consistent with the mission of the Agency
- Enter into contracts with the City of Poughkeepsie detailing the terms and compensation for the mutually agreed upon tasks, use of employees, and facilities—the terms of the contract must be consistent with administrative requirements of Agency as mandated by state laws and by policies adopted by the Agency

## ARTICLE VI

### COMMITTEES

#### Section 1. Standing Committees

Standing committees shall be established by the Members and shall include an Audit Committee, a Governance Committee and a Finance Committee. The Board may from time to time, by resolution adopted by a majority of Members, establish other standing committees. The Chair shall appoint the chair of each standing committee. The Chair and the Executive Director may attend committee meetings and provide such reports and recommendations as are deemed necessary or desirable.

#### Section 2. Committee Charters

(a) The Audit Committee shall be responsible for recommending to the Board an independent auditor to conduct an annual audit of the Agency's financial statements, oversight of the auditor and review of audit recommendations and compliance with required filings. The Audit Committee shall receive and respond to any reports made pursuant to the Authority's whistleblower policy and the chair of the Audit Committee shall serve as ethics officer.

(b) The Governance Committee shall be responsible for annually reviewing the Agency's required policies including the ethics policy, procurement procedures including procedures regarding acquisition and disposition of real property, whistleblower policy, and such other matters as determined by resolution of the Board.

(c) The Finance Committee shall be responsible for review and recommendations regarding proposed bond issues and policies or guidelines for project selection and financial assistance.

(d) The Board shall be resolution establish a charter providing for the specific responsibilities of each standing committee. The Board may appoint other committees by resolution.

## **ARTICLE VII**

### **CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

#### **Section 1. Execution of Contracts**

The Board, except as in these By-laws otherwise provided, may by resolution authorize any officer or officers, agent or agents, in the name of and on behalf of the Agency to enter into any contract or execute and deliver any instrument.

#### **Section 2. Loans**

No loans shall be contracted on behalf of the Agency unless specifically authorized by the Board and permitted by law.

#### **Section 3. Checks, Drafts, Etc.**

All checks, drafts and other orders for the payment of money out of the funds of the Agency, and all notes or other evidences of indebtedness of the Agency, shall be signed on behalf of the Agency in such manner as shall from time to time be determined by these By-laws or by resolution of the Board.

#### **Section 4. Deposits**

All funds of the Agency not otherwise employed shall be deposited from time to time to the credit of the Agency in such banks, trust companies or other depositories, in interest-bearing accounts, as the Board may select.

#### **Section 5. Fiscal Year**

The Agency's fiscal year shall be the calendar year January 1 through December 31.

## ARTICLE VIII

### MISCELLANEOUS

#### **Section 1. Ethics Policy**

Members, officers and employees of the Agency are subject to the Agency's Ethics Policy.

#### **Section 2. Whistleblower Protection**

The Agency shall adopt a whistleblower protection and code of conduct policy, which shall be reviewed annually by its Governance Committee.

#### **Section 3. Procurement Policy**

The Agency shall adopt a procurement policy, which shall be reviewed annually by its Governance Committee.

#### **Section 4. Books and Records**

The Agency shall keep, at the principal office of the Agency, complete and correct records and books of account, and shall keep minutes of the proceedings of the Board meetings or any committee appointed by the Members, as well as a list or record containing the names and addresses of all Members.

#### **Section 5. Annual Report**

Within 90 days after the end of the fiscal year, the Agency must submit an annual report to the Common Council of the City of Poughkeepsie and the New York State Authorities Budget Office.

#### **Section 6. Independent Audit Report**

The Audit Committee shall present to the Board upon its completion an annual independent audit performed by a certified public accounting firm in accordance with generally accepted government auditing standards.

#### **Section 7. Property Disposition**

(a) Property Disposal Guidelines: The Agency shall adopt comprehensive guidelines with detailed policies regarding property disposal contracts. The guidelines should be annually reviewed and approved by the Board. The guidelines should be filed with the State Comptroller and posted on the Agency's website.

(b) Property Disposition Report: The Agency shall publish, not less frequently than annually, a report listing all real property of the Agency. The report shall describe all property disposed of during the reporting period. The report must contain the price paid by the Agency and the name of the purchaser for all property sold by the Agency during the reporting period.

### **Section 8. Investment Guidelines**

The Agency shall adopt and review comprehensive investment guidelines which detail the Agency's operative policy and instructions to officers and staff regarding the investing, monitoring and reporting of funds of the corporation. These guidelines shall be annually reviewed and approved by the Finance Committee.

### **Section 9. Transparency and Public Communications**

To the extent practicable, the Agency shall post its mission, current activities, approved minutes, meeting agenda, most recent annual financial report, current year budget and its most recent independent audit report online.

### **Section 10. Indemnification**

Each Member, officer and employee of the Agency whether or not then in office, and any person whose testator or in testate was such Member, officer or employee, shall be indemnified by the Agency for the defense or, or in connection with, civil or criminal actions or proceedings or appeals therein, in accordance with and to the fullest extent permitted by law. The Agency may authorize the purchase of liability insurance to supplement the Agency's ability to indemnify as established hereunder and by statute.

The foregoing rights of indemnification shall not be exclusive of other rights to which such an officer may be entitled.

### **Section 11. Amendments**

The by-laws of the Agency may be amended with the approval of a majority plus one of all the Members at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice of that meeting has been previously given to all Members including the proposed amendment.

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## B. Uniform Tax Exemption Policy

### CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY

#### Uniform Tax Exemption Policy (UTEP)

The Uniform Tax Exemption Policy of the City of Poughkeepsie Industrial Development Agency (“Agency”) is to grant qualifying applicant(s)/owner(s) or their principals (“Applicant”) standard real property tax abatements and exemptions from sales, use and mortgage recording taxes as described below. The Agency will determine in its discretion whether a project qualifies for the standard tax abatements and/or exemptions according to the Evaluation Criteria and Scoring System. The applicant will be required to pay full taxes in connection with any Agency financial assistance unless the Agency has determined to provide for the standard exemptions. The Agency may determine to deviate from the standard exemptions to provide benefits on a case-by-case basis.

#### 1. IDA Mission Statement and Goals

##### Mission Statement

The mission of the City of Poughkeepsie, NY Industrial Development Agency (IDA) is to build the industrial and economic strength and resilience of the City with the intent of growing employment, jobs and city revenue. The IDA will fulfill its mission by:

- Actively promoting and encouraging the attraction, cultivation, growth and retention of city industry and business
- Awarding financial incentives to projects, including exemptions from property, sales, use and mortgage recording taxes, grants, and bond financing for projects aligned with city success

##### Goals

#### I. Improve Employment

- Increase number of new permanent jobs
- Increase income and wage levels
- Retain jobs

#### II. Attract, Grow and Accelerate Investment

- Reward large investments
- Provide incentives for smaller projects
- Preserve affordable housing
- Mitigate blight and abandoned existing structures

### III. Protect and Build Tax Base

- Maximize long-term tax revenue from new development
- Optimize near term tax revenue while minimizing developer front end cashflow risk
- Encourage development in distressed areas of the City
- Build density in the City core
- Preserve historic assets

## 2. Real Property Taxes

### UTEP Evaluation Criteria and Scoring System for Real Property Tax Exemptions

#### *UTEP Disqualifiers*

Applicant(s)/Owner(s) or its principals has/have:

- Previously been granted a PILOT by the City of Poughkeepsie IDA where the **previous project failed** to meet its agreed to objectives (e.g., number of permanent jobs created)
- Have any outstanding **unmet obligations** (financial or otherwise) to the City of Poughkeepsie
- Previously been convicted of **financial criminal offense**
- Ever been in receivership or been adjudicated of **bankruptcy**
- Submitted a currently proposed project for which 30% or more of the total project cost will be devoted to the development of **retail trade** square footage
- Submitted a currently proposed project with an **insufficient UTEP score** (below 35) to be eligible for any type of PILOT
- Cost Benefit Analysis does not meet **ROI and project payback period** as determined by the IDA
- Any project whose construction, reconstruction, renovation, erection, equipping or installation, as the case may be, was **undertaken prior to the provision of financial assistance**

#### *UTEP Evaluation Criteria*

The new UTEP Evaluation Criteria and Scoring System reflects all the above goals manifested in nine mutually exclusive evaluation criteria:

1. Number of New Full-Time Permanent **Jobs** Created (minimum annual income = NYS minimum wage at 40 hours/week)
2. Project **Location**
3. Total Square Footage **Size** of Building
4. Building Size to Development Site Size Square Footage **Density** Ratio
5. Average Annual **Income** of New Full-Time Permanent Jobs Created

6. **Affordability** of Housing Created (Affordable = US Federal Department of Housing and Urban Development Definition of Affordability - Currently defined as 30% of Area Median Income)
7. Building Occupancy Commercial to Residential **Usage**
8. Development Site **Condition**
9. Existing Structure **Preservation**

Note: See Appendix for specifics

### *Scoring System*

The City of Poughkeepsie IDA takes the following steps to score a proposed project:

- Applicant's project will be scored for each of the nine criteria. The nine scores will be added together to determine a total qualification score for that applicant's project and PILOT eligibility
- Uses the total project score to determine for which type of standard UTEP PILOT and associated tax exemption schedule the project is eligible, if any

### *Deviations*

In some rare cases where appropriate or necessary, the IDA may deviate from a standard PILOT tax exemption amount, timing, and PILOT qualification at its discretion as allowed by New York State. IDA tax exemption amounts, timing, and qualification may also be modified to account for other financial assistance for which a development project is eligible or has been granted (including low-interest loans, federal economic development zones, etc.) In general, the IDA will adhere to the standard UTEP PILOT tax exemption schedules for all projects and will deviate from the UTEP for projects under the following unusual circumstances:

- Projects that have highly desirable **special attributes/characteristics** with substantial merit that are not considered under standard UTEP evaluation
- **Exceptional opportunities** with clearly-identifiable, highly-beneficial, large positive impact to the City above or beyond the UTEP's range of typical projects
- Projects with **marginal insufficient UTEP scores** but are consistent with IDA goals and deemed valuable to the city that would not otherwise be completed or successful without tax exemption
- Projects referred to the IDA for consideration by the City's **Anti-Blight** Task Force which renovate, rehabilitate or repurpose three or more existing vacant structures within the City

Any deviation from the guidelines set forth above requires the written notification by the Agency to affected tax jurisdiction as to the proposed deviation and the reason(s) therefore.

#### *Basic UTEP Parameters*

- IDA UTEP PILOT Schedules apply only to the percent tax exemption of annual incremental tax increase amounts as determined by the City Tax Assessor for completed improved properties
- The Agency will assess all material information included in connection with the application for financial assistance, as necessary to afford a reasonable basis for the decision by the Agency to provide financial assistance for the project
- The Agency will conduct or cause to be conducted a written cost-benefit analysis that identifies the extent to which a proposed project will create or retain permanent, private sector jobs; the estimated value of any tax exemptions to be provided; the amount of private sector investment generated or likely to be generated by the proposed project; the likelihood of accomplishing the proposed project in a timely fashion; and the extent to which the proposed project will provide additional sources of revenue for municipalities and school districts; and any other public benefits that might occur as a result of the project
- The applicants will be required to represent that the project, as of the date of the application, is in substantial compliance with all provisions of Article 18-A of the General Municipal Law including, but not limited to, the provisions of Section 859-a and subdivision one of Section 862
- If the project involves the removal or abandonment of a facility or plant within the state, notification by the agency to officers of the municipality or municipalities in which the facility or plant was located
- It is the policy of the IDA that firms benefiting from its programs shall employ, to the extent possible, workers in the City of Poughkeepsie and the local labor market during all project phases, including the construction phase. For the purposes of this Policy, the local labor market shall be defined as the region consisting of the City of Poughkeepsie pursuant to Section 230 of the Economic Development Law (the "Region")
- The UTEP has four standard schedules each based on a range of potential total scores against the evaluation criteria
- Any PILOT recommended by the IDA with a deviation for a term greater than 20 years or a tax exemption exceeding \$5 million total for any exemption period requires approval by the City's Common Council
- All PILOT projects allow for a construction period of one year before PILOT structure begins. Any PILOT projects that take longer than one-year construction time to be

completed must be re-evaluated by the IDA and the PILOT may be withdrawn or the terms of the PILOT modified at the sole discretion of the IDA

- ROI and payback periods set by IDA must be met
- If developer is also the contractor or subcontractor, contractor or subcontractor markup may not be included in ROI calculation. Only actual costs of material and labor should be included.

*City of Poughkeepsie Property Improvements Exemption Table*

**City of Poughkeepsie, NY  
IDA Real Property Tax UTEP Schedules  
Percent Tax Exemption of Annual Incremental Tax Increase  
Amount for  
Completed Improved Property**

Year	None	A	B	C	D
1	0	20	70	100	95
2	0	20	60	100	90
3	0	20	50	85	85
4	0	20	40	75	80
5	0	20	30	65	75
6	0	0	10	55	70
7	0	0	10	45	65
8	0	0	10	35	60
9	0	0	10	25	55
10	0	0	10	15	50
11	0	0	0	0	45
12	0	0	0	0	40
13	0	0	0	0	35
14	0	0	0	0	30
15	0	0	0	0	25

TAX EXEMPTION ELIGIBILITY	
Tax Exemption	Score Range
None	0-34
Schedule A	35-44
Schedule B	45-64
Schedule C	64-84
Schedule D	85-100

### *Impact of Additional Project Financial Assistance*

The exemptions noted above presume no additional subsidies for proposed developments from federal, state or local sources. Projects with other subsidies must document to the IDA that the subsidy provider was provided a budget which clearly showed the IDA property tax exemption. The IDA reserves the right to reduce the exemption if additional subsidies are provided after approval by the IDA or the subsidy provider was not aware of the exemption. Projects wishing to deviate from the exemptions on this table must secure, at their own expense, the approval of each taxing authority (city, county and school district).

### **3. Sales and Use Tax Exemptions**

The Agency's policy is to permit purchases of construction materials and equipment rentals and purchases of project related Equipment, furnishings and services to be made as agent of the Agency to the fullest extent permitted by New York State Law. Projects approved by the Agency are afforded full exemption from local and New York State Sales and Use Taxes until 1) project completion as determined by issuance of a certificate of occupancy, or 2) a date certain established by the Agency on a project-by-project basis. Operating and maintenance expenses of projects are not incurred as agent of the Agency, and no sales or use tax exemption is provided therefor. Projects eligible for sales and use tax exemptions include industrial projects and non-industrial projects.

All applicants must agree in writing to file with the New York State Department of Taxation and Finance an annual statement of the value of all sales and use tax exemptions claimed in connection with the project on a form and in such a manner as prescribed by §874(8) of the New York General Municipal Law.

If project for which applicant is seeking Agency assistance is eligible for assistance under Article 18-A of the General Municipal Law of the State of New York, the Agency can, at its sole discretion, grant applicant Sales and Use Tax exemption.

### **4. Mortgage Recording Tax Exemption**

The Agency's policy is to permit mortgage tax exemptions on all project related tax financing to the fullest extent permitted by New York State law, whether or not the Agency has issued its bonds to finance the project. Projects eligible for mortgage recording tax exemptions include industrial projects and non-industrial projects. The Agency may, in its sole discretion, permit mortgage recording tax exemptions on all non-project related financings, for example, second mortgages on the project to secure subordinated indebtedness of the project applicant.

If project for which applicant is seeking Agency assistance is eligible for assistance under Article 18-A of the General Municipal Law of the State of New York, the Agency can, at its sole discretion, grant applicant Mortgage Recording tax exemption.

### **5. Public Improvement Exemption**

The Agency may, in its sole discretion, grant an additional exemption from real property taxes for approved voluntary public improvements. An applicant must qualify for financial assistance and the exemption is an addition to an exemption contained in Paragraph 2. Such exemption shall be in the amount set by the Agency, but not greater than the cost of the public improvement. The exemption shall be amortized over a period not to exceed twenty (20) years and in an amount not to exceed \$25,000 per year. A Public Improvement shall be defined as the construction, or contribution to construction, enlargement, extension or repair of a facility available for use by the public at-large including but not limited to curbs, sidewalks, street furniture, fountains, landscaping, land purchase, upgraded architecture, structured parking, pedestrian bridges, parks, plazas, open space, water, sewer and storm water facilities, roads, street lights, traffic signals, trails and other public amenities. In order to be entitled to an exemption under this provision, the Public Improvement must be approved by the Agency, in its sole discretion. Improvements required by the Planning Board as part of a site plan application and or required to mitigate potential impacts which are required pursuant to the State Environmental Quality Review Act ("SEQRA"), do not qualify for public improvement.

## **6. Reporting and Monitoring**

All City of Poughkeepsie IDA projects are subject to local monitoring by the IDA. It is incumbent on the applicant to provide all required accurate reporting and data to the IDA and the City Tax Assessor annually to maintain the PILOT exemption. The PILOT will automatically not be renewed if the required reporting is not sent to the IDA and the City Tax Assessor by January 15<sup>th</sup> of any given year. The project agreement will include a requirement for annual reporting to the IDA in the form required by the IDA, including at least a certified statement and documentation as to:

- The total project investment during the annual period and to date
- The number of FTE construction and permanent jobs retained and created during the annual period and to date as a result of the financial assistance, by category, including full time equivalent independent contractors or employees of independent contractors that work at the project location, and indicating that the salary and fringe benefit averages or ranges for categories of jobs retained and jobs created that was provided in the application is still accurate and if it is not still accurate, providing a revised list of salary and fringe benefit averages or ranges for categories of jobs retained and jobs created
- The total value of taxes and assessments paid to local taxing jurisdictions including real property tax and PILOT during the annual period and to date
- A copy of the annual sales and use tax exemption report and the total value of sales and use taxes paid during the annual period and to date
- The completion date or expected completion date of the project

- The owner, occupant or operator receiving financial assistance shall certify, under penalty of perjury, that it is in substantial compliance with all local, state and federal tax, worker protection and environmental laws, rules and regulation
- Whether the project is in compliance with the terms and conditions of the IDA project financial assistance agreement
- All other information required to be reported by the IDA with respect to the project pursuant to applicable law

## **7. Financial Assistance Agreements; Payment in Lieu of Taxes**

Each project receiving an abatement and/or exemption of real property taxes will be subject to a Payment in Lieu of Tax Agreement (“PILOT Agreement”) in a form acceptable to the Agency. The Agency will consider the factors listed in paragraph 1 of this Uniform Tax Exemption Policy, when determining the amounts to be paid under the PILOT Agreement. A copy of the PILOT Agreement will be forwarded to each affected tax jurisdiction within fifteen (15) days of execution. To the extent required by Section 858 (15) of the General Municipal Law, unless otherwise agreed by the affected tax jurisdictions, payment in lieu of taxes shall be allocated among the affected tax jurisdictions in proportion to the amount of real property tax and other taxes which would have been received by each affected tax jurisdiction had the project not been tax exempt due to the status of the Agency involved in the project.

The PILOT Agreement shall include among its terms the amount due annually to each affected tax jurisdiction (or a formula by which the amount due can be calculated), the name and address of the person, office or agency to which payment shall be delivered, the date on which payment shall be made, and the date on which payment shall be considered delinquent if not paid, pursuant to §858 (15) of the New York General Municipal Law.

Projects granted exemptions from sales and use taxes and/or mortgage tax exemption will also be required to execute a financial assistance agreement. A PILOT Agreement or other financial assistance agreement will be in substantially the form of the standard financial assistance agreement approved by the Agency, including provisions for reporting and recapture as described herein.

## **8. Recapture of Benefits**

In addition to the recapture of benefits mandated by applicable law, the financial assistance agreement and Agency documentation will include provisions that the Agency, at its sole discretion and on a case-by-case basis, may determine with respect to a particular project that such project has failed to meet its intended goals and the Agency may, at its sole discretion, reduce, suspend, discontinue or recapture the value of any or all exemptions from taxation granted with respect to the project which exist by virtue of the Agency’s involvement in the project. Events that the Agency may determine will trigger such reduction, suspension, discontinuance and/or recapture may include, but are not limited to, the following:

- Significant employment reduction
- Significant change in use of facility or expansion or reconfiguration of the facility
- Significant change in business activities of project applicant, owner or operator
- The project or the project applicant, owner or operator has any outstanding, unmet or delinquent obligations to any taxing jurisdiction
- The project applicant, owner or operator, or any owner thereof, is convicted of or pleads guilty to any financial crime or financial criminal offense
- If additional subsidies are provided by any person or entity after approval of the project by the Agency or the subsidy provider was not aware of the exemption
- Changes in sources of income generated from the facility
- Material change in the facility's ability to achieve the financial pro-forma projections and/or revenues and/or material change in the UTEP evaluation criteria for the facility, all as set forth in the Application
- If any data, information and/or reporting forms required to be provided annually by the project applicant, owner or operator is not delivered to the Agency and the Assessor of the City of Poughkeepsie by January 15th of any given year
- Material non-compliance by the project and/or the project applicant, owner or operator with, or breach of, the terms of any Agency transaction documents or of any applicable law, rule or regulation, including, but not limited to, zoning or land use laws or regulations or any applicable federal, state or local (i) environmental laws, rules or regulations, (ii) tax laws, rule or regulations, or (iii) worker protection laws, rules and regulations
- If a project with the 5-year PILOT schedule (First year of construction not included) is sold or refinanced project applicant, owner or operator will repay 100% of tax exemptions granted to project applicant, owner or operator under the PILOT
- If a project with the 6+ years of PILOT schedule (First year of construction not included) is sold or refinanced, project applicant, owner or operator will repay 50% of tax exemptions granted to project applicant, owner or operator under the PILOT
- PILOT projects cannot be transferred to new ownership
- If some ownership remains the same and an owner of the PILOT changes
- Project construction must commence within 18 months of PILOT approval
- Project must be completed within 4 years of PILOT approval

The Agency in its sole discretion and on a case-by-case basis, determines the timing and percentage of the reduction, suspension, discontinuance and/or recapture.

## **9. Fees**

The Agency shall, at its annual meeting establish a fee schedule by separate resolution.

## **10. Effective Date**

Unless otherwise determined by the Agency this Uniform Tax Exemption Policy shall apply to all agreements for the provision of financial assistance entered into on or after February 19, 2019.

#### **11. Amendments**

The Agency, by resolution of its members, and upon notice to all affected taxing jurisdictions as may be required by law, may amend or modify the foregoing policy as it may, from time to time to time, in its sole discretion. The City's Uniform Exemption Policy shall be reviewed by the IDA board and reaffirmed every two years.

**APPENDIX**

**Uniform Tax Exemption Policy - Project Scoring Criteria**

IDA PILOT PROJECT SCORING CRITERIA
<b>1. DIRECT PERMANENT FULL-TIME JOBS *</b>
<ul style="list-style-type: none"> <li>a. High (Over 40)</li> <li>b. Moderate (15 - 40)</li> <li>c. Low (5 - 14)</li> </ul>
<b>2. TARGET LOCATIONS</b>
<ul style="list-style-type: none"> <li>a. Main Street Center **</li> <li>b. Primary Target Areas ***</li> <li>d. All Other City Areas</li> </ul>
<b>3. PROJECT SQUARE FOOTAGE SIZE</b>
<ul style="list-style-type: none"> <li>a. Large (Over 50,000)</li> <li>b. Medium (20,000 - 50,000)</li> <li>c. Small (5,000 - 19,999)</li> </ul>
<b>4. BUILDING DENSITY (Total Building SQFT/Total Lot SQFT)</b>
<ul style="list-style-type: none"> <li>a. High (Over 8)</li> <li>b. Medium (4.6 - 8)</li> <li>c. Low (2 - 4.5)</li> </ul>
<b>5. AVERAGE ANNUAL INCOME OF NEW PERMANENT JOBS CREATED</b>
<ul style="list-style-type: none"> <li>a. High (Over \$75,000)</li> <li>b. Medium (\$50,000 - \$75,000)</li> <li>c. Low (\$32,000 - \$49,000)</li> </ul>
<b>6. COMMERCIAL-RESIDENTIAL BUILDING SQUARE FOOT USAGE</b>
<ul style="list-style-type: none"> <li>a. Industrial/Commercial (Over 75% Commercial)</li> <li>b. Mixed Use (25 - 75% Commercial)</li> <li>c. Residential (Less Than 25% Commercial)</li> </ul>
<b>7. BUILDING SITE CONDITION</b>
<ul style="list-style-type: none"> <li>a. Brownfield with Complications</li> <li>b. Abandoned or Blighted Building</li> <li>c. Undeveloped Open Vacant Land or Infill</li> </ul>
<b>8. HOUSING AFFORDABILITY ****</b>
<ul style="list-style-type: none"> <li>a. High (Over 60% Affordable Units)</li> <li>b. Moderate (35 - 60% Affordable Units)</li> <li>c. Low (20 - 34% Affordable Units)</li> </ul>
<b>9. EXISTING STRUCTURE PRESERVATION</b>
<ul style="list-style-type: none"> <li>a. Adaptive Reuse</li> <li>b. Historic Restoration</li> <li>c. All Other Structure</li> </ul>
<b>TOTAL</b>

**Footnotes**

\* Annual Income Minimum = State Minimum Wage at Full Time

\*\* Main Street Center = Main Street Between Market Street and Grand Avenue

\*\*\* Primary Target Area Includes:

- City Core = Area Between Eastbound Arterial and Westbound Arterial Bordered by Western Arterial and Grand Street, Excluding Main Street Between Market Street and Grand Avenue
- Industrial Zone = Smith Street from Mansion to Salt Point Turnpike; All of Cottage Street; All of Oakley Street; All of Pershing Avenue
- Walkway Area = Washington Street Between Brookside Avenue and Taylor Avenue; Parker Avenue Between Washington Street and Clinton Street

\*\*\*\* Affordable = US Federal Department of Housing and Urban Development Definition of Affordability - Currently defined as 30% of Area Median Income

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## C. Investment Policy

### CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY

#### Investment Policy

##### I. Scope

This investment policy applies to all moneys and other financial resources available for investment on behalf of the City of Poughkeepsie Industrial Development Agency ("Agency") or on behalf of any other entity or individual.

##### II. Objectives

The primary objectives of the agency's investment activities are, in priority order,

- to conform with all applicable federal, state, and other legal requirements (legal);
- to adequately safeguard principal (safety);
- to provide sufficient liquidity to meet all operating requirements (liquidity); and
- to obtain a reasonable rate of return (yield).

##### III. Delegation of Authority

The governing board's responsibility for administration of the investment program is delegated to the Treasurer or Secretary and CFO who shall establish written procedures for the operation of the investment program consistent with these investment guidelines. Such procedures shall include an adequate internal control structure to provide a satisfactory level of accountability based on a database or records incorporating description and amounts of investments, transaction dates, and other relevant information and regulate the activities of subordinate employees.

##### IV. Prudence

All participants in the investment process shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair public confidence in the agency to govern effectively.

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion, and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the process shall refrain from personal business activity

that could conflict with proper execution of the investment program, or which could impair their ability to make impartial investment decisions.

**V. Diversification**

It is the policy of the City of Poughkeepsie Industrial Development Agency to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling. The agency will issue a Request for Qualifications (RFQ) to depositories every two years to obtain quotes for fees and interest rates to secure the best terms for the agency's deposits and investments.

**VI. Internal Controls**

It is the policy of the agency for all monies collected by any officer or employee of the agency to deposit those funds as soon as possible but no later than thirty (30) days of receipt.

The Treasurer or Secretary and Chief Financial Officer (CFO) is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

**VII. Designation of Depositories**

The banks and/or trust companies authorized for the deposit of monies will be determined by the agency following review of submitted proposals.

**VIII. Collateralizing of Deposits**

In accordance with the provisions of General Municipal Law, Sec. 10, all deposits of the agency, including certificates of deposit and special time deposits, in excess of the amount of \$250,000 insured under the provisions of the Federal Deposit Insurance Act shall be secured:

1. By a pledge of "eligible securities" with an aggregate "market value", or provided by General Municipal Law, Sec. 10, equal to the aggregate amount of deposits from the categories designated in Appendix A to the policy.
2. By an eligible "irrevocable letter of credit" issued by a qualified financial institution other than the bank with the deposits in favor of the public benefit for a term not to exceed 90 days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest categories by at least one nationally recognized statistical rating organization or by a financial institution that is in compliance with applicable federal minimum risk-based capital requirements.
3. By an eligible surety bond payable to the agency for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon

interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations.

#### **IX. Safekeeping and Collateralization**

Eligible securities used for collateralizing deposits shall be held by (the depository and/or a third party) a financial institution subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure public benefit deposits together with agreed-upon interest, if any, and any costs or expenses arising out of the collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released, and the events which will enable the agency to exercise its rights against the pledged securities.

The custodial agreement shall provide that securities held by the financial institution, or agent of and custodian for, the public benefit, will be kept separate and apart from the general assets of the custodial financial institution and will not, in any

circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement should also describe that the custodian shall confirm the receipt, substitution, or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the public benefit a perfected interest in the securities.

#### **X. Permitted Investments**

As authorized by General Municipal Law, Sec. 11, the City of Poughkeepsie Industrial Development Agency authorizes the Treasurer or Secretary and CFO to invest monies not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- Special time deposit accounts;
- Certificates of deposit;
- Obligations of the United States of America;
- Obligations guaranteed by agencies of the United States of America where the payment of principal and interest are guaranteed by the United States of America;
- Obligations of the State of New York;

- Obligations issued pursuant to LFL Sec. 24.00 or 25.00 (with approval of the State Comptroller) by any municipality, school district or district corporation other than the City of Poughkeepsie Industrial Development Agency;
- Obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agencies where the general State statutes governing such entities or whose specific enabling legislation authorizes such investments.
- Certificates of Participation (COPs) issued pursuant to GML, Sec. 109-b;
- Obligations of this public benefit, but only with any monies in a reserve fund established pursuant to GML, Sec. 6-c, 6-d, 6-e, 6-g, 6-h, 6-j, 6-k, 6-l, 6-m or 6-n.

All investment obligations shall be payable or redeemable at the option of the agency within such times as the proceeds will be needed to meet expenditures for purposes for which the monies were provided, and in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the agency within two years of the date of purchase.

#### **XI. Authorized Financial Institutions and Dealers**

The City of Poughkeepsie Industrial Development Agency shall maintain a list of financial institutions and dealers approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. All financial institutions with which the agency conducts business must be credit worthy. Financial institutions shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the agency. Security dealers not affiliated with a financial institution shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Treasurer, or Secretary and Chief Financial Officer, is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners, and custodians. Such listing shall be evaluated at least annually.

#### **XII. Purchase of Investments**

The Treasurer, or Secretary and Chief Financial Officer, is authorized to contract for the purchase of investments:

1. Directly, including through a repurchase agreement, from an authorized trading partner;
2. By participation in a cooperative investment program with another authorized governmental entity pursuant to Article 5G of the General Municipal Law where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the governing board;

3. By utilizing an ongoing investment program with an authorized tracking partner pursuant to a contract authorized by the governing board.

All purchased obligations, unless registered or inscribed in the name of the City of Poughkeepsie Industrial Development Agency ("Agency"), shall be purchased through, delivered to, and held in the custody of a financial institution. Such obligations shall be purchased, sold, or presented for redemption or payment by such financial institution, only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the agency by the financial institution. Any obligation held in the custody of a financial institution shall be held pursuant to a written custodial agreement as described in General Municipal Law, Sec. 10.

The custodial agreement shall provide that securities held by the financial institution, as agent of and custodian for the agency, will be kept separate and apart from the general assets of the custodial financial institution and will not, in any circumstances, be co-mingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide the agency a perfected interest in the securities.

### **XIII. Repurchase Agreements**

Repurchase agreements are authorized subject to the following restrictions:

- All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
- Trading partners are limited to financial institutions authorized to do business in New York State and primary reporting dealers.
- Obligations shall be limited to obligations of the United States of America and obligations of agencies of the United States of America where principal and interest are guaranteed by the United States of America.
- No substitutions of securities will be allowed.
- The custodian shall be a party other than the trading partner.

**APPENDIX A****Schedule of Eligible Securities**

\_\_\_\_\_ (i) Obligations issued, or fully insured or guaranteed as to the payment of principal and interest, by the United States of America, an agency thereof, or a United States government-sponsored corporation.

\_\_\_\_\_ (ii) Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, and the African Development Bank.

\_\_\_\_\_ (iii) Obligations partially insured or guaranteed by any agency of the United States of America, at a proportion of the obligation that represents the amount of the insurance or guaranty.

\_\_\_\_\_ (iv) Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district, or district corporation of such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public monies.

\_\_\_\_\_ (v) Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization,

\_\_\_\_\_ (vi) Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.

\_\_\_\_\_ (vii) Obligations of counties, cities, and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.

\_\_\_\_\_ (viii) Obligations of domestic corporations rated in one of the two highest rating categories by at least one nationally recognized statistical rating organization.

\_\_\_\_\_ (ix) Any mortgage-related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by banks under the limitations established by bank regulatory agencies.

\_\_\_\_\_ (x) Commercial paper and bankers' acceptances issued by a bank, other than the Bank, rated in the highest short-term category by at least one nationally recognized statistical rating organization and having maturities of not longer than 60 days from the date they are pledged. -

\_\_\_\_\_ (xi) Zero coupon obligations of the United States government marketed as "Treasury strips".

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## D. Procurement Policy

### CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY

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#### Procurement Policy

##### A. Preamble

1. Scope - In accordance with Section 2824 of the Public Authorities Law and Sections 858-a and 104-b of the General Municipal Law (the "GML"), the city of Poughkeepsie Industrial Development Agency (the "Agency") is required to adopt procurement policies which will apply to the procurement of goods and services paid for by the agency for its own use and account, Purchases made for the benefit of a third party and for which payment is to be made from funds provided by such third party (or by another third party) shall not be subject to the requirements of this Procurement Policy.

While the agency is not obligated pursuant to the GML to require competitive bidding on its contracts, the agency finds that its policy is advanced by requiring public bidding under certain circumstances.

2. Purpose - Pursuant to Section 104-b of the GML, the primary objectives of this policy are to assure the prudent and economical use of public monies in the best interests of the taxpayers of the City of Poughkeepsie (the "City"), to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances, and to guard against favoritism, improvidence, extravagance, fraud, and corruption.

##### B. Procurement Policy

1. Determination Required - Prior to commencing any procurement of goods and services, the Chairman or the Executive Director or an authorized designee shall prepare a written statement setting forth the basis for (1) any determination made that competitive bidding is not required for such procurement, and if applicable (2) any determination made that such procurement is not subject to any requirements set forth in this policy. Such written statements shall be maintained by the Executive Director or an authorized designee in a specially designated procurement file.

2. Procedure for determining whether procurements are subject to competitive bidding - The procedure for determining whether a procurement of goods and services is subject to competitive bidding shall be as follows:

a. The Chairman or the Executive Director or an authorized designee shall make the initial determination as to whether competitive bidding is required. This

determination will be based on Section 103 of the GML, which requires competitive bidding for expenditures by a political subdivision of (1) more than \$20,000 for the performance of any public works contract (services, labor or construction), and (2) more than \$10,000 for any purchase contract (acquisition of commodities, materials, supplies, or equipment).

b. The Chairman or the Executive Director or an authorized designee shall review the purchase request against prior years' expenditures and a good faith effort will be made to determine whether it is known or can reasonably be expected that the aggregate purchases of a similar nature will exceed the above. If so, competitive bidding procedures shall be followed for said expenditure.

c. The Chairman or the Executive Director or an authorized designee shall present any legal issues regarding the applicability of the competitive bidding requirements stated herein to the agency's Counsel.

3. Procedures to be used where competitive bidding is required - Where the Chairman or the Executive Director or an authorized designee shall have determined that competitive bidding is required pursuant to paragraph 2 above, then the procedures set forth in Section 103 of the GML shall be followed in respect of such procurement.

4. Methods of Competition to be used for non-bid procurements and procurements exempt by statute - Alternative proposals or quotations for goods and services shall be secured by use of written requests for proposals or written quotations, verbal quotations, or any other method of procurement which furthers the purposes of this Section except for items excepted herein (see 7 below) or procurements made pursuant to:

- a. GML, Section 103 (3) (through City contracts), or
- b. GML, Section 104 (through state contracts), or
- c. State Finance Law, Section 175-b (from agencies for the blind or severely handicapped), or
- d. Correction Law, Section 186 (articles manufactured in correctional institutions).

5. Procedures for the purchase of commodities, equipment or goods under \$10,000.

- a. Up to \$500 - The discretion of the Chairman or the Executive Director or an authorized designee.
- b. \$501 - \$3,000 - Documented verbal quotations from at least three vendors.
- c. \$3,001 - \$10,000 - Written/fax quotations from at least three vendors.

6. Procedures for the purchase of public works or services under \$20,000.

- a. Up to \$1,000 - The discretion of the Chairman or the Executive Director or an authorized designee.
- b. \$1,001 - \$5,000 - Documented verbal quotations from at least three vendors.
- c. \$5,001 - \$20,000 - Written/fax quotations from at least three vendors.

7. Basis for the award of contracts - Contracts will be awarded to the lowest responsible vendor who meets the specifications.

8. Circumstances justifying an award other than to the lowest-cost quoted.

- a. Delivery requirements.
- b. Quality requirements.
- c. Past vendor performance.
- d. The unavailability of three or more vendors who are able to quote on a procurement.
- e. It may be in the best interests of the agency to consider only one vendor who has previous expertise with respect to a particular procurement.

9. Documentation

a. For each purchase made, the Chairman or the Executive Director or an authorized designee shall set forth in writing the category of procurement that is being made and what method of procurement is specified.

b. The basis for any determination that competitive bidding is not required shall be documented, in writing, by the Chairman or the Executive Director or an authorized designee, and filed with the purchase order or contract therefore.

c. For those items not subject to competitive bidding such as professional services, emergencies, purchases under City contracts, or procurements from sole sources—documentation should include a memo to the files which details why the procurement is not subject to competitive bidding and include, as applicable:

- (1) a description of the facts giving rise to the emergency and that they meet the statutory criteria.
- (2) a description of the professional services.
- (3) written verification of City contracts.
- (4) opinions of Counsel, if any.
- (5) a description of sole source items and how such determinations were made.

a. Whenever an award is made other than to the lowest quote, the reasons for doing so shall be set forth in writing and maintained in the procurement file.

b. Whenever the specified number of quotations cannot or will not be secured, the reasons for this shall be indicated in writing and maintained in the procurement file.

10. Exceptions to bidding and alternative methods of competition

a. Emergency Situation - An emergency exists if the delay caused by soliciting quotes would endanger the health, welfare, or property of the municipality or its citizens. With approval by the Chairman or the Executive Director, such emergency shall not be subject to competitive bidding or the alternative procedures stated above.

b. Resolution waiving bidding requirements - The agency may adopt a resolution waiving the competitive bidding requirements whenever it is determined to be impracticable.

c. Sole Source - Defined as a situation when there is only one possible source from which to procure goods and/or services and it is shown that the item needed has unique benefits, the cost is reasonable for the product offered, and there is no competition available. In this situation, a request for a resolution waiving bidding requirements, as described above, is required.

d. True Lease - Prices will be obtained through quotations whenever possible. The award shall be made on the basis of goods and/or services to be provided, ability to meet the specifications desired, and price.

e. Insurance - All insurance policies shall be procured in accordance with the following procedures:

(1) Premium less than \$10,000 - Documented telephone quotations from at least three agents (if available).

(2) Premium over \$10,001- Written/fax quotations or proposals from at least three agents (if available).

f. Professional and creative services - This category includes services which require special education and/or training, license to practice, or are creative in nature. It is the intent of the agency that this category be co-extensive with the category of services which are exempt from the requirements of competitive bidding under Section 103 of the GML.

Examples of professional and creative services are: (i) legal counseling and representation (including general and bond counsel); (ii) medical services; (iii) engineering and architectural services; (iv) lobbying, legislative, and intergovernmental relations advice and representation; (v) public relations services; (vi) marketing and promotional services (including real estate brokerage).

Professional services agreements are not required to be awarded to the lowest responsible bidder, but rather the agency may base its determination upon a review of such information as the agency shall deem appropriate. All contracts for professional services shall be awarded by resolution of the agency based upon a consideration of cost, experience,

expertise, reputation, location, and suitability for the needs of the agency, in accordance with the following procedures:

(1) For any procurement specified in this subsection, the Chairman or the Executive Director shall solicit quotations, statements, or other information regarding their experience, qualifications, and capability to perform the proposed services from no fewer than three firms or persons customarily performing such services. If the procurement is expected to cost \$20,000 or more, such quotations, statements or information shall be in writing; and if more than \$75,000, a request for qualifications or a request for proposals shall be issued and qualification statements or proposals shall be received. The Chairman or the Executive Director shall recommend in writing to the members of the agency approval of a contract with the person or firm whose quotation or proposal is determined by such procuring officer to be the most advantageous to the agency.

(2) If oral quotations or statements are obtained, the procuring officer shall record the names and addresses of all persons and firms from whom quotations or statements were sought, the names of the individuals and firms submitting quotations or statements, and the date and a summary of each quotation or statement.

g. Marketing - Contracts for marketing, promotional advertising, and sponsorship of charitable and civic events shall not be subject to the requirements of competitive bidding or the alternative methods of competition set forth above, provided that the agency shall determine by resolution that such contract is in furtherance of the purposes of the agency.

11. Minority and women business enterprises - The agency shall comply with all applicable legal requirements relating to the hiring of such businesses.

### **C. Alternate Procurement by City**

1. Notwithstanding the procedures set forth in Section B above, any purchase by the city of public works or services, or of commodities, equipment or goods, for the use or benefit of the agency, pursuant to a written agreement between the city and the agency for the provision of goods and services by the city to the agency, shall be deemed to be in compliance with the Procurement Policy of the agency, provided that such purchase is made by the city in compliance with any laws and with the Procurement Policy of the city, as if such purchase were made for the city's own benefit or account.

2. The agency hereby adopts and incorporates by reference the Procurement Policy of the city, as may be amended from time to time, as applicable to any purchase by the city of public works or services, or of commodities, equipment or goods, for the use or benefit of the agency, pursuant to a written agreement between the city and the agency for the provision of goods and services by the city to the agency.

**D. General Provisions**

1. Input from members of the agency- Comments concerning the Procurement Policy shall be solicited from the members of the agency from time to time.
  2. Annual review - The agency shall annually review its procurement policies and procedures.
  3. Unintentional Failure to Comply - The unintentional failure to comply with the provisions of Section 104-b of the GML shall not be grounds to void action taken or give rise to a cause of action against the agency, officer, member, management, or staff thereof.
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## E. Internal Control Policy

### CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY

#### Internal Control Policy

##### I. GENERAL

- The Board of Directors is responsible for authorizing all bank accounts and check-signing activity for the City of Poughkeepsie Industrial Development Agency ("Agency").
- Financial institutions where agency accounts are maintained are notified on an annual basis of any changes in check signatories, following the transition of officers or changes in staff with check-signing responsibilities.
- Quarterly budget report shall be presented to the Board of Directors for review at monthly meeting following the end of the quarter.
- An annual financial report as required by laws governing industrial development agencies will be undertaken by a qualified outside auditor.
- If the agency receives grants, applicable financial and administrative guidelines relating to specific grant funding shall be followed.
- The Treasurer must provide a Treasurer's report at each monthly board meeting outlining the cash receipts, disbursements, and balances of all bank accounts.

##### II. CASH RECEIPTS

- It is not the policy of the agency to authorize any receipt of cash.
- If cash is received, the cash must be deposited immediately, within 24 to 48 hours, upon receipt by an authorized person.
- Records of cash received must be totaled and initialized by authorized employees.
- Incoming checks must be restrictively endorsed, "for deposit only" with the organization's account number, scanned, filed, and then deposited.
- Bank deposit receipts must be compared to the original bank deposit slips, and scanned for distribution to the Treasurer and the Chief Financial Officer.
- Adequate physical controls must be maintained over receipts from the time of receipt to deposit in the bank.

### **III. CASH DISBURSEMENTS**

#### **A. Voucher and Authorization**

- The Director must review and approve all vouchers for all disbursements and then be forwarded to the comptroller for preparation to the Treasurer and Agency. Supporting documentation (voucher with original signature and invoice with copy of contract) must accompany checks when presented for signature.

#### **B. Checks**

- All disbursements must be made by check.
- Only pre-numbered checks shall be used and always in sequence.

Signing of blank checks is strictly prohibited. Checks must be made payable to specific payees based upon appropriate documentation; and never to "cash" or "bearer".

- Prior to preparing checks, payment vouchers should be compared to vendor invoices for accuracy. Checks must be prepared from vendor invoices only and not from a vendor statement.
- Signature stamps are never to be used to sign checks.
- Two signatures are required for all checks, including any of two of the following signatures: Treasurer, Secretary, any Board Member, and Executive Director of the agency.
- In months in which no meeting is held, payment of less than \$2,500 of dated due date bills, office supplies and staff vendor invoices may be executed with the signatures of two of the following: Treasurer, Secretary, any Board Member, and Executive Director. Any disbursements made will be reported to the Board Members in the following monthly Treasurer's Report.
- Access to blank checks must be limited to the Treasurer, Secretary, Chief Financial Officer or Executive Director or to such persons authorized by the Board of Directors to prepare checks. Blank check stock must be locked in a secure place when not in use.
- Any voided/spoiled checks must be marked "Void" and retained in a secure place.

#### **C. Bank Reconciliations**

- Bank accounts must be reconciled by the Chief Financial Officer or person responsible on a monthly basis and reviewed by the Treasurer.
- The Executive Director or the secretary to the Director must receive the bank statements, including canceled checks if provided. The statements are then placed in a file for the Chief Financial Officer. All check numbers must be accounted for. Checks outstanding over 90 days must be periodically investigated, with payment stopped and an entry made restoring such items to cash if appropriate.

#### **IV. CREDIT CARDS**

- The issuance of credit cards for staff or board members is not permitted.

#### **V. REIMBURSABLE PURCHASES, TRAVEL AND EXPENSES**

- Purchase of office supplies by staff is permitted in amounts of less than \$100. Reimbursements are approved by the Executive Director or Treasurer.
- The Board must approve registration and travel expenses for conferences and workshops prior to attendance by an agency staff member or Board member.
- Mileage for travel is estimated from the agency's place of business to the location of the workshop, conference or meeting.
- Employees and Board Members must submit a detailed expense record within 30 days of expenses, with supporting documentation, in order to be reimbursed for expenses; and initialed for approval by the Executive Director or Treasurer prior to payment.

##### **Hotel Stays and Allowable travel expenses are:**

- Mileage as determined by IRS mileage allowances.
- When booking a hotel, a governmental rate must be requested and a ST 129 must be presented to vendor for sales and use tax abatement. (See City of Poughkeepsie guidelines on travel)
- Conference fees including room and board are permitted.
- When conference fees do not include meals, the permitted reimbursements for meals, excluding alcoholic beverages, will be as per federal guidelines for the geographic area at which the conference is held.

#### **VI. RENT AND ANNUAL RECEIVABLES**

- The Chief Financial Officer will establish and maintain a receivable record of annual and monthly payments due the agency arising from lease agreements, PILOTS, rents, and fees etc.

**Note:** Additional controls on the use of Agency funds are contained in Policies Governing the Use of Authority Discretionary Fund

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## **F. Conflict of Interest Policy**

### **CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY**

#### **Conflicts of Interest Policy**

##### **Definition**

Conflicts of Interest: A conflict of interest is a situation in which the financial, familial, or personal interests of a director or employee come into actual or perceived conflict with their duties and responsibilities with the Authority. Perceived conflicts of interest are situations where there is the appearance that a board member and/or employee can personally benefit from actions or decisions made in their official capacity, or where a board member or employee may be influenced to act in a manner that does not represent the best interests of the authority. The perception of a conflict may occur if circumstances would suggest to a reasonable person that a board member may have a conflict. The appearance of a conflict and an actual conflict should be treated in the same manner for the purposes of this Policy.

Board members and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust. While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever a director or employee has or will have:

- A financial or personal interest in any person, firm, corporation or association which has or will have a transaction, agreement or any other arrangement in which the authority participates.
- The ability to use his or her position, confidential information or the assets of the authority, to his or her personal advantage.
- Solicited or accepted a gift of any amount under circumstances in which it could reasonably be inferred that the gift was intended to influence him/her, or could reasonably be expected to influence him/her, in the performance of his/her official duties or was intended as a reward for any action on his/her part.
- Any other circumstance that may or appear to make it difficult for the board member or employee to exercise independent judgment and properly exercise his or her official duties.

- No employee may engage in outside employment if such employment interferes with his/her ability to properly exercise his or her official duties with the authority.

## **PROCEDURES**

*Duty to Disclose: All material facts related to the conflicts of interest (including the nature of the interest and information about the conflicting transaction) shall be disclosed in good faith and in writing to the Governance Committee. Such written disclosure shall be made part of the official record of the proceedings of the authority.*

***All Board Members and employees will be provided with this Conflict of Interest Policy upon commencement of employment or appointment and required to acknowledge that they have read, understand and are in compliance with the terms of the policy. Board members and employees should review on an ongoing basis circumstances that constitute a conflict of interest or the appearance of a conflict of interest, abide by this policy and seek guidance when necessary and appropriate.***

This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to public authorities.

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## G. Policies Governing Use of Authority Discretionary Funds

### CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY

#### Policies Governing Use of Authority Discretionary Funds

**Provisions:** Section 2824(1)(b) of Public Authorities Law requires directors to understand, review, and monitor the implementation of fundamental financial and management controls and the operating decisions of the agency.

**Objectives:** Boards of Directors and agency management have an obligation to authorize the expenditure of funds only for purposes that relate to and support the mission of the agency. The fiduciary duty of the board includes adopting policies that safeguard the assets and resources of the agency and protect against the use of funds for purposes that do not advance its core purpose and objectives. It is particularly important for the board to develop a policy on the proper use of agency discretionary funds that clarifies for all employees what would and would not be considered appropriate expenditures

**Recommended Practice:** Public authorities are governed by statute. In its legal opinion #2007-F4, the Office of the Attorney General determined that the expenditure of agency funds must relate directly to an enumerated power, duty, or purpose of the agency. The funds of an agency may not be spent in support of the private or personal interests or to the benefit of directors, management, or staff. Accordingly, the Authorities Budget Office (ABO) recommends that all state and local public authorities adopt written policies that specifically delineate the proper use of an agency's discretionary funds. This policy should address not only what constitutes a proper discretionary expenditure related to the mission and public purpose of the agency, but also address what would be considered an improper use of those funds.

The agency's Internal Control Policy provides parameters for management of permitted out-of-town business travel and travel-related expenses that are appropriate to advance the mission of an authority such as guidance as to reasonable amounts for such expenses and require that employees perform due diligence to obtain the lowest cost.

- Require prior approval of or authorization by an appropriate individual to ensure that such travel is reasonable and necessary.
- Require documentation to justify the nature and purpose of such expenses.
- Require the employee to provide receipts for expenses and provide dollar thresholds for what will be considered reasonable including per diems, government lodging rates where available, and amounts for meals and other incidental expenses.
- Certain meal costs incurred through participation in, or sponsorship of, activities integral to meeting the core public purpose of the authority.

- Appropriate travel expenses and eligible meal costs must be properly documented and reasonable cost thresholds established.

The following are provided as examples for which the board will not give approval:

- Food, beverages, and other refreshments purchased for the personal use of directors, management, or employees, or by persons with whom the agency conducts business (unless prior authorization is received);
- Flowers and gifts for staff, directors, management, or any family members thereof;
- Subsidized or free use of agency services for the personal use of current or former board members, staff, or family members of staff;
- Celebrations for special occasions that do not directly relate to the purpose of the agency, such as catering or decorations for summer picnics, or office parties, such as holiday, birthday, retirement.
- Charitable contributions or sponsorships of events not associated with the agency's mission;
- Purchases of alcohol or tobacco products;
- Membership dues in professional organizations on behalf of employees;
- Renewal of professional licenses for staff; except for Notary License for an Assistant Secretary.
- Personal use of agency-owned vehicles, unless properly documented for tax purposes.
- Costs to purchase or mail holiday cards, invitations, or expressions of sympathy to agency staff or their families.
- Assignment of cell phones or vehicles to non-agency staff.
- No credit cards will be issued for officers, management, or staff.

Further, absent specific statutory power, the City of Poughkeepsie Industrial Development Agency may not use public funds to purchase items considered personal expenses or that are intended to personally benefit an employee, director, or management. Expenses such as those listed above do not advance a public purpose and should be considered personal in nature.

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## H. Whistle-Blower Protection Policy

### CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY

#### Whistle-Blower Protection Policy

In keeping with the policy of maintaining the highest standards of conduct and ethics, the City of Poughkeepsie Industrial Development Agency (the "Agency") will investigate any suspected fraudulent or dishonest conduct by an employee, board member, or agent of the agency. The agency is committed to maintaining the highest standards of conduct and ethical behavior and promotes a working environment that values respect, fairness and integrity. Employees, board members, consultants and agents are encouraged to report suspected acts of fraudulent or dishonest conduct by an employee, board member, or agent of the agency, (i.e. to act as "Whistle-Blower"), pursuant to the procedures set forth below.

#### Definitions

Baseless Allegations: Allegations made with reckless disregard for their truth or falsity. People making such allegations may be subject to disciplinary action by the agency and/or legal claims by individuals accused of such conduct.

Fraudulent or Dishonest Conduct: The act of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee, board member, or agent of the agency, including a deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:

- forgery or alteration of documents;
- unauthorized alteration or manipulation of computer files;
- fraudulent financial reporting;
- pursuit of a benefit or advantage in violation of the agency's Conflict of Interest Policy;
- misappropriation or misuse of the agency's resources, such as funds, supplies, or other assets;
- authorizing or receiving compensation for goods not received or services not performed;
- authorizing or receiving compensation for hours not worked; and
- the violation of any law, rule, or regulation.

Law, Rule or Regulation: Any duly enacted statute, or ordinance or any rule or regulation promulgated pursuant to any federal, state or local statute or ordinance.

Public Body: includes the following:

- The United States Congress, any state legislature, or any popularly-elected local governmental body, or any member or employee thereof;
- Any federal, state, or local judiciary, or any member or employee thereof, or any grand or, petit jury; and
- Any federal, state, or local law enforcement agency, prosecutorial office, or police or peace office.

Retaliatory Personnel Action: The discharge, suspension, or demotion of an employee, or other adverse employment action taken against the employee in the terms and conditions of employment, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees.

Whistle-Blower: An employee, consultant, or agent who informs the Chief Executive Officer, any board member, or public body, pursuant to the provisions of this policy about an activity relating to the agency which that person believes to be fraudulent or dishonest conduct.

### **Whistle-Blower Protection**

The agency will protect Whistle-Blowers pursuant to the guidelines set forth below.

- The Agency will use its best efforts to protect Whistle-Blowers against all retaliatory personnel actions. Whistle-Blowing complaints will be handled with sensitivity, discretion, and confidentiality to the extent allowed by the circumstances and the law. Generally, this means that Whistle-Blower complaints will only be shared with those who have a need to know so that the agency can conduct an effective investigation and determine what action to take based on the results of any such investigation, and in appropriate cases, with law enforcement personnel. (Should disciplinary or legal action be taken against a person or persons as a result of a Whistle-Blower complaint, such persons may also have a right to know the identity of the Whistle-Blower.);
- Employees, board members, consultants, and agents of the agency may not engage in any retaliatory personnel action against a Whistle-Blower for (i) disclosing or threatening to disclose to the Chief Executive Officer or a board member, as applicable, any activity which that person believes to be fraudulent or dishonest conduct, or (ii) objecting to or refusing to participate in any fraudulent or dishonest conduct. Whistle-Blowers who believe that they have been the victim of a retaliatory personnel action may file a written complaint with the Chief Executive Officer or board member, as applicable. Any complaint of a retaliatory personnel action will be promptly investigated and appropriate corrective measures taken if such allegations are substantiated. This protection from retaliatory personnel action is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors;
- Employees, board members, consultants and agents of the agency may not engage in any retaliatory personnel action against a Whistle-Blower for (i) disclosing, or threatening to disclose to a public body any activity which that person believes to be fraudulent or dishonest conduct, or (ii) providing information to, or testifying before,

any public body conducting an investigation, hearing, or inquiry into any such fraudulent or dishonest conduct charges, provided, however, that Whistle-Blowers who disclose or threaten to disclose any fraudulent or dishonest conduct to a public body are not covered under this policy unless he or she first brings the allegation of fraudulent or dishonest conduct to the attention of the Chief Executive Office or board member, as applicable, and has afforded the agency a reasonable opportunity to correct and/or remedy such fraudulent or dishonest conduct; and

- Whistle-Blowers must be cautious to avoid baseless allegations
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# I. Code of Conduct Policy

## CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY

### Code of Conduct Policy

In keeping with the policy of maintaining the highest standards of conduct and ethics, the City of Poughkeepsie Industrial Development Agency (the "Agency") will investigate any suspected fraudulent or dishonest conduct by an employee, board member, or agent of the agency. The agency is committed to maintaining the highest standards of conduct and ethical behavior and promotes a working environment that values respect, fairness and integrity. All employees, board members, and agents shall act with honesty, integrity and openness in all their dealings as representatives for the organization. Failure to follow these standards will result in disciplinary action including possible termination of employment, dismissal from the board or agent duties, and possible civil or criminal prosecution if warranted.

#### Reporting

A person's concerns about suspected acts of fraudulent or dishonest conduct by an employee, board member, or agent of the agency should be reported to the Chief Executive Officer of the agency. If for any reason a person finds it difficult to report his or her concerns to the Chief Executive Officer, the person may report the concerns directly to any Board Member. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to any one of the individuals listed above.

#### Definitions

Baseless Allegations: Allegations made with reckless disregard for their truth or falsity. People making such allegations may be subject to disciplinary action by the agency and/or legal claims by individuals accused of such conduct.

Fraudulent or Dishonest Conduct: The act of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee, board member, or agent of the agency, including a deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples of such conduct include, but are not limited to:

- forgery or alteration of documents;
- unauthorized alteration or manipulation of computer files;
- fraudulent financial reporting;
- pursuit of a benefit or advantage in violation of the agency's Conflict of Interest Policy;
- misappropriation or misuse of the agency's resources, such as funds, supplies, or other assets;

- authorizing or receiving compensation for goods not received or services not performed;
- authorizing or receiving compensation for hours not worked; and
- the violation of any law, rule, or regulation.

Law, Rule or Regulation: Any duly enacted statute, or ordinance or any rule or regulation promulgated pursuant to any federal, state or local statute or ordinance.

Public Body: includes the following:

- The United States Congress, any state legislature, or any popularly-elected local governmental body, or any member or employee thereof
- Any federal, state, or local judiciary, or any member or employee thereof, or any grand or, petit jury; and
- Any federal, state, or local law enforcement agency, prosecutorial office, or police or peace office.

Retaliatory Personnel Action: The discharge, suspension, or demotion of an employee, or other adverse employment action taken against the employee in the terms and conditions of employment, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees.

## **Rights and Responsibilities**

### Supervisors

The Chief Executive Officer is required to report suspected fraudulent or dishonest conduct to the Chair of the Board.

Reasonable care should be taken in dealing with suspected fraudulent or dishonest conduct to avoid:

- baseless allegations;
- premature notice to persons suspected of fraudulent or dishonest conduct and/or disclosure of suspected fraudulent or dishonest conduct to others not involved with the investigation; and
- violation(s) of a person's rights under law.

Due to the important yet sensitive nature of the suspected fraudulent or dishonest conduct, effective professional follow-up is critical. The Chief Executive Officer, while appropriately concerned about "getting to the bottom" of such issues, should not in any circumstances perform any investigative or other follow up steps on his or her own. Accordingly, when the Chief Executive Officer becomes aware of suspected fraudulent or dishonest conduct he or she:

- should not contact the person suspected of fraudulent or dishonest conduct to further investigate the matter or demand restitution;

- should not discuss the case with attorneys, the media, or anyone other than the members of the Board; and
- should not report the case to an authorized law enforcement officer without first discussing the case with the members of the Board.

**Investigation**

All relevant matters, including suspected but unproved allegations of fraudulent or dishonest conduct, will be reviewed and analyzed, with documentation of the receipt, retention, investigation, and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings will be communicated back to the reporting person, if appropriate. Investigations may warrant investigation by an independent person such as an auditor and/or attorney.

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# J. Property Disposition Policy

## CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY

### Disposition of Property Guidelines

The City of Poughkeepsie Industrial Development Agency ("Agency") is required by Section 2896 of the Public Authorities Law to adopt comprehensive guidelines regarding the use, awarding, monitoring and reporting of contracts for the Disposal of property. In compliance with the Public Authorities Law and in the spirit of maintaining the highest standards of conduct, ethics, transparency and accountability, the Agency will Dispose of Property (as such terms are defined below) in accordance with the provisions of this Property Disposition Policy ("Policy").

#### SECTION 1. DEFINITIONS

A. "Contracting Officer" shall mean the Deputy Executive Director of the Agency who shall be responsible for the disposition of Property pursuant to this Policy.

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 (i) personal property in excess of five thousand dollars (\$5,000) in value, and (ii) real property, and (iii) 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 3 below.

B. The Agency shall

(i) publish, not less frequently than annually, a report listing all real Property owned in fee title 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) deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature and the New York State Authorities Budget Office.

### **SECTION 3. TRANSFER OR DISPOSITION OF PROPERTY**

A. Supervision and Direction. Except as otherwise provided herein, the duly appointed 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 proper to Dispose of such Property under the provisions of this section. Provided, however, no disposition of real Property, any interest in real Property, 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 and provided further, that no disposition of any other Property, which because of its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar Property, shall be made without a similar appraisal.

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 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. Advertising for Bids; Disposal by Negotiation; 90 Day Notice, Below FMV Disposition.

(i) Publicly Advertise For Bids. 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 (ii) of this Section F.

(a) Whenever public advertising for bids is required under subsection (i) of this Section F:

(1) 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;

(2) all bids shall be publicly disclosed at the time and place stated in the advertisement; and

(3) 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.

(ii) Exemption from Publicly Advertising for Bids. Disposals and contracts for Disposal of Property may be negotiated or made by public auction without regard to subsection (i) of this Section F but subject to obtaining such competition as is feasible under the circumstances, if:

(a) the personal Property involved has qualities separate from the utilitarian purpose of such Property, such as artistic quality, antiquity, historical significance, rarity, or other quality of similar effect, that would tend to increase its value, or if the personal Property is to be sold in such quantity that, if it were Disposed of under subsection (i) 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 therefore 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) under those circumstances permitted by subsection (iv)(a)(1),(2) or (3) below;

or

(f) such action is otherwise authorized by law.

(iii) 90 Day Notice.

(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 (0) through (4) of this subparagraph;

(3) any real Property Disposed of by lease, if the estimated annual rent over the term of the lease is in excess of \$15,000; or

(4) 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 New York State Comptroller, the New York State Director of the Budget, the New York State Commissioner of General Services and the New York State Legislature 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.

(iv) Below FMV. Disposal of Property for less than Fair Market Value ("FMV").

(a) No assets owned, leased or otherwise in the control of the Agency may be sold, leased, or otherwise alienated for less than its FMV except if:

(1) Transferee is a government or public entity and terms of transfer require ownership and use to remain with the government or public entity; or

(2) Purpose of transfer is within purpose, mission or statute of the Agency; or

(3) Written notification to Governor, Speaker, and Temporary President. Such notification is subject to denial. Denial by Governor is in the form of a certification. Denial by legislature is in the form of a resolution. Denial must be made within 60 days of receiving notification during January through June. Provided no denial then Agency may effectuate transfer. If legislature receives the notification in July through December, then legislature may take 60 days from January 1 of the following year. However, a local may obtain local approval from the chief executive and legislature of the political subdivision in lieu of the notification to the Governor, Speaker and Temporary President provided the local Agency's enabling legislation provides for such approval and the Property was obtained by the Agency from the political subdivision.

(b) If below FMV transfer is proposed, the following information is required to be provided to the Agency's board and the public:

- (1) Description of Asset;
- (2) Appraisal of the FMV of the asset;
- (3) Description of purpose of transfer, the kind and amount of the benefit to the public resulting from the transfer such as jobs and wages created or preserved;
- (4) Value received compared to FMV;
- (5) Names of private parties to the transaction and value received;
- (6) Names of private parties that have made an offer, the value of offer, and purpose for which the asset would have been used.

(c) Board must make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.

### **SECTION 3. GENERAL PROVISIONS**

A. Exemption for Certain Agency Transactions. This Policy shall not be applicable to any agreements or arrangements involving the provision by the Agency of "financial assistance" as such term is defined in Section 854(14) of the New York State General Municipal Law )i.e. Property dispositions serving solely as a conduit for providing financial assistance).

B. The Guidelines are subject to modification and amendment at the discretion of the Agency board and shall be filed annually with the NYS Comptroller on or before the 31<sup>st</sup> of March. At the time of filing these guidelines with the NYS Comptroller, the Agency shall post such guidelines on the Agency's internet website, which shall be maintained on such website until the guidelines for the following year are posted.

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## **K. Real Property Acquisition Policy**

### **CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY**

#### **Real Property Acquisition Policy**

##### **I. INTRODUCTION**

Pursuant to Article 18-A of the General Municipal Law, the City of Poughkeepsie Pleasant Industrial Development Agency's (the "Agency") purposes and mission is to undertake projects and to develop strategies to advance job opportunities, health, recreational opportunities, general prosperity and the economic welfare of the people of the City of Poughkeepsie. In furtherance of these purposes, the Agency has the power to acquire, including by lease, purchase, grant, gift and condemnation, and to use such real property, rights or easements necessary for its Agency purposes. This policy shall apply to any acquisitions of real property by the Agency.

##### **II. GENERAL**

A. All acquisitions of real property shall comply with applicable State, federal and local law, including but not limited to Chapter 766 of the Laws of New York 2005, better known as the Public Authorities Accountability Act ("PAAA"), the State Environmental Quality Review Act ("SEQRA"), the Eminent Domain Procedure Law ("EDPL"), any requirements of the Agency's bond resolutions, and any other applicable state and local law or regulation.

B. The Executive Director is hereby authorized to negotiate the terms and conditions of the acquisition of real property necessary to accomplish the Agency's purposes and consistent with this policy. The Agency may acquire in the name of the Agency by purchase or condemnation, gift or grant, real property or rights therein, including by lease, license and easement, on terms necessary or convenient in furtherance of its purposes.

C. The Agency shall maintain a record for each transaction that documents its compliance with this policy.

D. The Agency shall maintain a system of inventory for all real property under its control.

E. The Agency shall procure any outside professional services, such as title insurance and commercial real estate brokerage services, pursuant to the Agency's Procurement Policy.

### III. IMPLEMENTATION

A. The Executive Director shall identify parcels necessary for Agency's purposes.

B. Once potentially acceptable parcels have been identified, those parcels shall be evaluated internally under the direction of the Executive Director of the Agency.

When necessary or convenient, the Executive Director may seek participation from Agency staff, real estate counsel, engineering, environmental, archeological, and other consultants, title insurance company and a licensed commercial real estate broker or brokers. Any evaluation of the affected parcel shall examine such issues as, but not limited to: ownership; zoning; road access, including access to interstates; easements and other encumbrances; parcel history; recent sales history; proximity to environmentally compromised areas; potential government funding sources for parcel remediation or developments; market availability; recent appraisals; brokerage arrangements; and existing tenants and the terms and conditions of their leases.

C. Prior to contract for the acquisition of real property, the Agency shall obtain two (2) appraisals by Members of the Appraisal Institute ("AMI") or other reasonable and professionally prepared valuation projections consistent with then-current industry standards and practices. If the appraisals are materially different, the Agency may attempt to reconcile the differences in value through determining an average of the two appraisals, or by seeking a third review appraisal which shall constitute the final determination of value. The contract price for acquiring real property is subject to the approval of the Agency Board, in its sole discretion.

D. The Agency may enter into a contract to obtain the right to enter onto real property being considered for acquisition for the purposes of conducting archeological, environmental, geotechnical and any other relevant studies and investigations of such property, either separately or as part of a contract for acquisition of such property.

E. Notwithstanding any other provision of this Policy, no contract for the acquisition of real property shall be binding on the Agency until first approved by the Board of the Agency.

### IV. EMINENT DOMAIN

Notwithstanding the foregoing, if the Agency finds and determines that it is necessary in the furtherance of its public purpose, and that other efforts to acquire particular properties have proven ineffective, then the Agency may proceed pursuant to the Eminent Domain Procedure Law ("EDPL"), as authorized by Article 18-A of the General Municipal Law.

### V. EXEMPTION FOR CERTAIN AGENCY TRANSACTIONS

This Policy shall not be applicable to any agreements or arrangements involving the provision by the Agency of "financial assistance" as such term is defined in Section 854(14) of the New York General Municipal Law (i.e. property acquisitions serving solely as a conduit for providing financial assistance).

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## **L. Defense and Indemnification Policy**

### **CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY**

#### **Defense and Indemnification Policy**

Pursuant to the Bylaws of the City of Poughkeepsie Industrial Development Agency (the "Agency"), the Agency shall indemnify all members of the Board of the Agency and each officer and employees thereof, in the performance of their duties, and to the extent authorized by the Board, each other person authorized to act for the Agency or on its behalf, to the full extent to which indemnification is permitted under the General Municipal Law of the State of New York.

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## **M. Compensation, Reimbursement, and Attendance Policy**

### **CITY OF POUGHKEEPSIE INDUSTRIAL DEVELOPMENT AGENCY**

#### **Compensation, Reimbursement and Attendance Policy**

Pursuant to and in accordance with Title 1 of Article 18-A, Chapter 632 of the Laws of 1980 and Section 856 of the General Municipal Law of the State of New York, the members of the board of the City of Poughkeepsie Industrial Development Agency (the "Board") shall serve without salary at the pleasure of the City of Poughkeepsie, New York (the "MUNICIPALITY") but may be reimbursed for reasonable expenses incurred in the performance of Agency duties at the approval of the Board.

The officers, employees and agents of the Agency shall serve at the pleasure of the Agency at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Agency duties at the approval of the Board.

The members of the Board and officers of the Agency shall be available as required to perform the operations of the Agency and as set forth within the By-Laws of the Agency, as may be amended, restated or revised by the Board from time to time. Said members and officers of the Agency shall put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Agency and any other directives of the Board relating to same.

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