

POLICIES MANUAL

THE COUNTIES OF
WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION

5 Warren Street, Suite 210
Glens Falls, NY 12801

Updated as of February 26, 2018

THE COUNTIES OF
WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION

2018 MEMBERS

Matt Simpson, Chairman

Dave O'Brien, Vice Chairman

Joseph P. LaFiura, Secretary/Treasurer

Craig Leggett – at Large Member

Bruce Ferguson

Louis Tessier

Richard Moore

Ginny Sullivan

COMMITTEES OF THE AGENCY

Executive, Governance and Nominating Committees:

Chairman, Vice Chairman, Secretary/Treasurer, at-large Member

Audit and Finance Committee:

Joseph P. LaFiura (Chairman), Louis Tessier, Ginny Sullivan, Chairman of the Board as an Alternate

Office Administrator/Records Management Officer:

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**COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION**

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Authority Mission Statement and Performance Measurements

Name of Public Authority:

**THE COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION**

Public Authority's Mission Statement:

WWCDC Mission Statement: The Counties of Warren and Washington CDC is a not-for-profit corporation created to promote, develop, encourage and assist in the construction, expansion, and equipping of 501(c)(3) organizations' facilities in order to advance the job opportunities, general prosperity, and economic welfare of the citizens of Warren County and Washington County. The Corporation's primary role is to provide financial assistance and incentive to the 501(c)(3), not-for-profit sector in order to maximize capital investment in the economy of Warren County and Washington County and to develop opportunities for educational and service-sector job creation and job retention within the Counties through the use of its own assets, issuance of qualified 501(c)(3) bonds, tax abatement and private investment.

Date Originally Adopted: February 21, 2012

List of Performance Goals (If additional space is needed, please attach):

Goal: Promote, develop, encourage and assist the development and retention of educational and service-sector organizations located in Warren and Washington Counties.

To provide financial assistance to not-for-profit organizations which create and retain jobs in the Corporation's jurisdiction. Financial assistance is in the form of tax abatements and, in some instances, the issuance of qualified bonds.

To work in conjunction with the local development corporations located in Warren and Washington Counties and the City of Glens Falls to accomplish joint infrastructure and development projects and carry out job creation/retention activities, where appropriate, for the public good.

Additional questions:

1. Have the corporation's directors acknowledged that they have read and understand the mission of the public authority?

The Corporation's directors have acknowledged that they have read and understand the mission of the Corporation.

2. Who has the power to appoint the management of the public authority?

The members of the Corporation consist of the Counties of Warren and Washington. Each County has the authority to appoint 5 directors to the Corporation's Board of Directors, which are the same as the members of the bi-county industrial development agency.

The Chairman of the Board of Directors has the authority to appoint the CEO and CFO. The CEO and CFO receive no compensation from the Corporation for their services.

The Corporation shares a part-time paid office administrator with no management authority or duties with the bi-county industrial development agency which is responsible for the hiring of administrative staff.

3. If the Corporation appoints management, do you have a policy you follow when appointing the management of the corporation?

The Corporation contracts office administration services with its sister agency, the bi-county industrial development agency. The bi-county industrial development agency is responsible for appointing the part-time office administrator position and its executive committee interviews qualified candidates and the full agency votes on the appointment.

The Administrator of Washington County serves as the CEO and the CFO of the Corporation. He receives no compensation from the Corporation for his services.

4. Briefly describe the role of the Corporation and the role of management in the implementation of the mission.

The Corporation retains decision making control and direct authority in the implementation of its mission. Various committees make recommendations. Consultants act in advisory capacities.

5. Has the Corporation acknowledged that they have read and understand the responses to each of these questions?

Yes.

BY-LAWS
OF THE
COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION

ARTICLE I. THE CORPORATION.

Section 1. Name. The name of the Corporation shall be “The Counties of Warren and Washington Civic Development Corporation.”

Section 2. Seal of Corporation. The seal this Corporation shall be in the form of a circle and will bear the name of the Corporation and the year of its organization.

Section 3. Office of Corporation. The office of the Corporation will be located in the Warren or Washington County, New York.

Section 4. Execution of Instruments. Except as otherwise provided in these by-laws, instruments and documents of the Corporation may be signed or countersigned, execute, verified or acknowledged by such officer or officers or other person or persons as the corporation may designate by resolution.

ARTICLE II. MEMBERS, DIRECTORS, OFFICERS AND COMMITTEES.

Section 1. Members.

Warren County, New York and Washington County, New York (the “Counties”) are the only members of the Corporation.

Section 2. Board of Directors.

(A). The Corporation shall consist of not less than six (6) or more than ten (10) Directors. The Directors will be appointed by and serve at the pleasure of the governing bodies of the Counties and will include:

- (a) the Chairman of the Counties of Warren and Washington Industrial Development Agency,
- (b) the Vice-Chairman of the Counties of Warren and Washington Industrial Development Agency,
- (c) the Secretary/Treasurer of the Counties of Warren and Washington Industrial Development Agency, and
- (d) any additional members of the Counties of Warren and Washington Industrial Development Agency so appointed by the Counties.

It is acknowledged that the members of the Counties of Warren and Washington Industrial Development Agency are appointed by and serve at the pleasure of the Warren County and the Washington County Boards of Supervisors (the “Boards of Supervisors”).

(B) All Directors will be “Independent Directors.”

(C) For purposes of these by-laws, the term “Independent Director” shall mean one who:

(a) is not, and in the past two years has not been, employed by the Corporation (or an “Affiliate” of the Corporation) in an executive capacity;

(b) is not, and in the past two years has not been, employed by an entity that that received remuneration valued at more than Fifteen Thousand Dollars (\$15,000.00) for goods and services provided to the Corporation or received any form of financial assistance valued as more than Fifteen Thousand Dollars (\$15,000.00) from the Corporation (or an “Affiliate” of the Corporation);

(c) is not a relative of an executive officer or employee in an executive position of the Corporation (or an “Affiliate” of the Corporation);

(d) is not, and in the past two (2) years has been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation (or an “Affiliate” of the Corporation).

(D). For the purposes of these by-laws, the term “Affiliate” means a corporate body having substantially the same ownership or control as the Corporation.

(E.). For the purposes of these by-laws, the term “Relative” means an individual’s spouse, child, step-child, stepparent, or any person who is a direct descendent of the grandparents of the individual or the individual’s spouse.

Section 3. Term of Service.

Directors are not subject to term limits. Each Director is appointed by and serves at the pleasure of the Boards of Supervisors. Accordingly a Director may be removed without cause at any time for any reason.

Section 4. Filling of Vacancies.

Should any Director position become vacant, the Corporation will take steps to recommend to the Boards of Supervisors one or more nominees to fill the vacancy. The decision to appoint a particular individual as a Director rests solely with the Boards of Supervisors.

Section 5. Responsibilities of Directors: Training Requirement.

(A) The Directors of the Corporation constitute the governing body of the Corporation (“the Board”) and will have and will responsibly exercise all the powers prescribed by Section 1411 of the New York State Not-For-Profit Corporation Law and other applicable laws, including, but

not limited to, Chapter 766 of the 2005 Laws of the State of New York, as amended (the “PAAA”).

B) The Board will appoint a Chief Executive Officer and a Chief Financial Officer of the Corporation, neither of whom will be a Director of the Corporation.

(C) Every annual financial report of the Corporation must be approved by the Board and provided to the Counties.

(D) The Directors of the Corporation will: (1) execute direct oversight of the Chief Executive Officer of the Corporation and other senior management of the Corporation in the effective and ethical management of the Corporation; and (2) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Corporation.

(E) The Board will not, directly or indirectly, including through a subsidiary, extend or maintain credit or arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any officer, Director or employee (or equivalent thereof) of the Corporation.

(F) Directors of the Corporation will file annual financial disclosure statements with the County in which they reside.

(G) Individuals newly appointed to the Board of the Corporation must participate in state approved training regarding their legal, fiduciary, financial and ethical responsibilities within one year of appointment to such Board. Directors who have already completed state approved training will participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.

Section 6, Officers of the Board.

(A) The officers of the Board will be a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The offices of the Secretary and the Treasurer may be combined.

(B) The officers of the Board will perform the duties and functions specified in these by-laws and such other duties and functions as may from time to time be authorized by resolution of the Board of the Corporation or required to affect the statutory purposes of the Corporation.

(C) Should any office of the Board become vacant, the Board will elect a successor from among its Directors at the next regular meeting, and such election will be for the unexpired term of said office.

Section 7. Chairman. The Chairman will be a Director of the Corporation and preside at all meetings of the Corporation. The Chairman will sign all agreements, contracts, deeds and any other instruments on behalf of the Corporation, except as otherwise authorized or directed by resolution of the Corporation. The Chairman will submit his recommendations and such information as he has deemed pertinent concerning the business, affairs and policies of the Corporation, at each meeting.

Section 8. Vice Chairman. The Vice Chairman will be a Director of the Corporation and perform the duties of the Chairman in the absence or incapacity of the Chairman. In the event of the resignation or death of the Chairman, the Vice Chairman will become acting Chairman and perform the duties of the Chairman until such time as the Corporation appoints a new Chairman.

Section 9. Secretary. The Secretary will be a Director of the Corporation. He will keep all records of the Corporation, will act as secretary at the meetings of the Corporation, will keep a record of all votes thereat. He will record the proceedings of the Corporation in a journal of proceedings to be kept for such purpose. He will perform all duties incident to this office. He will have custody of the seal of the Corporation, and will have the power to affix such seal to all contracts and other instruments authorized by the Corporation to be executed.

Section 10. Treasurer. The Treasurer will be a Director of the Corporation. Except as otherwise authorized by resolution of the Board, the Treasurer of the Corporation will sign all checks for the payment of money of the Corporation; and will payout and disburse such moneys under the direction of the Board. Except as otherwise authorized by resolution of the Board, all such checks will be countersigned by the Chairman of the Corporation. The Treasurer, in coordination with the Corporation's chief financial officer, will render to the Corporation at each regular meeting an account of the financial transactions and the current financial condition of the Corporation.

Section 11. Governance Committee.

(A) The Chairman will appoint a Governance Committee, to be comprised of Independent Directors.

(B) The Governance Committee will: (1) keep the Board informed of current best governance practices; (2) review corporate governance trends; (3) update the Corporation's corporate governance principles; and (4) advise the Board on the skills and experiences required of potential Directors of the Board.

Section 12. Audit and Finance Committee.

(A) The Chairman will appoint an Audit and Finance Committee, to be comprised of Independent Directors.

(B) To the extent practicable, Directors of the Audit and Finance Committee should be familiar with corporate financial and accounting practices.

(C) The Audit and Finance Committee will ensure that the Corporation arranges for the timely preparation and appropriate filing of the annual budget, the annual financial statements, the annual financial reports and the annual financial audit required under the laws of New York State.

(D) The Audit and Finance Committee will recommend to the Board the hiring of a certified independent public accounting firm for the Corporation, establish the compensation to be paid to the accounting firm, and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purpose. The Audit and Finance Committee will not recommend the hiring of a certified independent public accounting firm to provide audit

services to the Corporation if the Chief Executive Officer, comptroller, Chief Financial Officer, chief accounting officer, or any other person serving in an equivalent position for the Corporation was employed by that certified independent public accounting firm and participated in any capacity in the audit of the Corporation during the one year period preceding the date of the initiation of the audit.

(E) If the lead (or coordinating) audit partner (having primary responsibility for the audit) of the certified independent public accounting firm proposing to provide an annual independent audit for the Corporation, or the audit partner responsible for reviewing the audit, has performed audit services for the Corporation in each of the five previous fiscal years of the Corporation, the Audit and Finance Committee will prohibit such certified independent public accounting firm from providing an annual independent audit for the Corporation.

(F) The Audit and Finance Committee will require that each certified independent public accounting firm that performs for the Corporation an audit required by law will timely report to the Audit and Finance Committee: (1) all critical accounting policies and practices to be used; (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the certified independent public accounting firm; and (3) other material written communications between the certified independent public accounting firm and the management of the Corporation, such as the management letter along with management's response or plan of corrective action, material corrections identified or schedule of unadjusted differences, where applicable.

(G) The Audit and Finance Committee will prohibit the certified independent public accounting firm providing an annual independent audit for the Corporation from performing any non-audit services to the Corporation contemporaneously with the audit, unless receiving previous written approval by the Audit Committee, including: (1) bookkeeping or other services related to the accounting records or financial statements of the Corporation; (2) financial information systems design and implementation; (3) appraisal or valuation services, fairness opinions, or contribution-in-kind reports; (4) actuarial services; (5) internal audit outsourcing services; (6) management functions, (7) broker or dealer, investment advisor, or investment banking services; and (8) legal services and expert services unrelated to the audit.

Section 13. Additional Duties. The officers of the Corporation will perform such other duties and functions as may from time to time be required by the Corporation, by its by-laws, or by its rules and regulations.

Section 14. Election of Officers. All officers of the Corporation except the first Chairman will be elected at the annual meeting of the Corporation. Officers will hold office for one year or until their successors are elected. If the term of a Corporation Director should terminate, his term of office as an officer will also terminate.

Section 15. Contracting Officer. The Chairman shall appoint a Contracting Officer (as such term is defined in the PAAA) who will be responsible for (1) the disposition of property of the Corporation, and (2) the Corporation's compliance with the Corporation's property use and disposition guidelines.

ARTICLE III. MEETINGS

Section 1. Annual Meeting. The annual meeting of the Corporation will be held on the fourth Monday of February at the time and place determined by the Corporation.

Section 2. Regular Meetings. Regular meetings of the Corporation may be held at such times and places as from time to time may be determined by the Corporation.

Section 3. Special Meetings. The Chairman of the Corporation may, when he deems it desirable, and will upon the written request of two Directors of the Corporation, call a special meeting of the Corporation for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each Director of the Corporation or may be mailed to the business or home address of each Director of the Corporation at least two days prior to the date of such special meeting. Waivers of notice may be signed by any Director failing to receive a proper notice. At such special meeting, no business will be considered other than as designated

in the call, but if all Directors of the Corporation are present at a special meeting, with or without notice thereof, and are all agreeable thereto, any and all business may be transacted at such special meeting.

Section 4. Executive Sessions. When determined by the Corporation that any matter pending before it is confidential in nature, it may, upon its own motion, establish an executive session in accordance with the New York State Open Meetings Law and exclude non-Directors from such sessions.

Section 5. Quorum. At all meetings of the Corporation, six Directors will constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 6. Order of Business. At the regular meetings of the Corporation, the following will be the order of business:

1. Roll Call.
2. Reading and approval of the minutes of the previous meeting.
3. Report of the Treasurer.
4. Bills and communications.
5. Reports of Committees.
6. Resolutions and motions.
7. Unfinished business.
8. New business.
9. Adjournment.

Section 7. Manner of Voting. The voting of six Directors on all questions coming before the Corporation concerning financial commitments, expenditures, personnel matters, appointments, litigation, legal indebtedness, contracts, and agreements will be by roll call, all other questions may be by voice vote, and yeas and nays will be entered on the minutes of such meeting, except in the case of appointments when the vote may also be by ballot. The Corporation's Attorney will decide which questions coming before the Corporation require a roll call vote. Any action of the Corporation will be binding upon determination by a majority vote of the Directors of the Corporation.

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ARTICLE IV. EXECUTIVE OFFICERS AND EMPLOYEES

Section 1. Chief Executive Officer.

(A) The Chief Executive Officer shall be appointed by the Chairman and shall not be a Member. The Chief Executive Officer shall perform such duties as the Corporation may prescribe or designate and any that are required by law.

(C) Every annual financial report of the Corporation must be certified in writing by the Chief Executive Officer that based on the Chief Executive Officer's knowledge (1) the information provided therein is accurate, correct and does not contain any untrue statement of material fact; (2) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which such statements are made; and (3) fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presented in the financial statements.

Section 2. Chief Financial Officer.

(A) The Chief Financial Officer shall be appointed by the Chairman and shall not be a Member. The Chief Financial Officer shall perform such duties as the Corporation may prescribe or designate and any that are required by law.

(B) The Chief Financial Officer will give such bond for the faithful performance of his duties as the Corporation may determine.

(C) Every annual financial report of the Corporation must be certified in writing by the Chief Financial Officer that based on the Chief Financial Officer's knowledge (1) the information provided therein is accurate, correct and does not contain any untrue statement of material fact; (2) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which such statements are made; and (3) fairly presents in all material respects the financial condition and results of operations of the Corporation as of, and for, the periods presented in the financial statements.

Section 3. Additional Personnel. The Corporation may from time to time employ such personnel as it deems necessary to exercise its power, duties and functions as prescribed by the New York State Not-for-Profit Corporation Law and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel including the Chief Executive Officer will be determined by the Corporation subject to the laws of the State of New York. The Corporation may from time to time employ such personnel as it deems necessary to exercise its statutory powers, duties and functions. The selection and compensation of all personnel will be determined by the Corporation.

Section 4. Financial Disclosure. Officers and employees of the Corporation will file annual financial disclosure statements with the County in which they reside.

ARTICLE V. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification. Each Director and officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a Director or officer, will

be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Section 18 of the Public Officers Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation will provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a Director or officer only if such action or proceeding (or part thereof) was authorized by the Board.

Section 2. Advancement of Expenses.

(A) Expenses incurred by a Director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article V may be paid by the corporation in advance of the final disposition of such action or proceeding upon (1) the receipt of an undertaking by or on behalf of such Director or officer to repay such advancement in case such Director or officer is ultimately found not to be entitled to indemnification as authorized by this Article V and (2) approval by the Board.

(B) To the extent permitted by law, the Board will not be required to find that the Director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expenses hereunder.

Section 3. Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article V (A) will be available with respect to events occurring prior to the adoption of this Article V, (B) will continue to exist after any rescission or restrictive amendment of this Article V with respect to events occurring prior to such rescission or amendment, (C) will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Director or officer (or, if applicable, at the sole discretion of the testator or intestate of such Director or officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (D) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the Director or officer for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article V will not be deemed exclusive of any other rights to which any Director or officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in these by-laws, a resolution of the Board or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article V will not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Director or officer of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article V or any part hereof is held unenforceable in any respect by a court of competent jurisdiction, it is deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article V will remain fully enforceable. Any

payments made pursuant to this Article V will be made only out of funds legally available therefor.

ARTICLE VI. POLICIES AND PROCEDURES

Section 1. Projects. It is the policy of this Corporation that the Corporation will only undertake projects that are not authorized by Article 18A of the New York State General Municipal Law (the "New York State Industrial Development Agency Act") unless the Corporation receives a written request from the Counties of Warren and Washington Industrial Development Agency asking the Corporation to consider undertaking such project.

Section 2. Miscellaneous.

(A) The Corporation will not approve any project to be located on a site or within an area which does not conform to or has not been granted a variance from the zoning laws of the State, county, town or village.

(B) The Corporation will not approve any project which would be in violation of New York State Environmental Quality Review Act.

(C) The Corporation will not approve any project which would be or is in violation of the health, labor or other laws of the State of New York or the United States or of the local laws of the Counties and any city, village or township in the Counties.

Section 3. Audit of Records and Accounts.

(A) The Corporation will annually secure a certified audit of its financial records and accounts and will file a copy of such certified audit with the Boards of Supervisors within ninety days after the close of the Corporation's fiscal year.

(B) The Corporation may require any other operating statements that it determines is required for daily operation.

Section 4. Conveyance of Property. The Corporation may insert in a contract for a project that upon the payment in full of all notes, bonds and indebtedness incurred in connection with a project that the Corporation will convey the lands, buildings and equipment involved in said project and so paid for to the tenant or operator of the same upon terms set forth in such contract and that the additional consideration for such conveyance may be nominal.

Section 5. Additional Policies. The Corporation by resolution may adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation so long as the same is not contrary to these by-laws as they may be amended from time to time.

ARTICLE VII. AMENDMENTS

Section 1. Amendments to By-laws. The by-laws of the Corporation may be amended with the consent of the Chairmen of the Boards of Supervisors and the approval of a majority of all the Directors of the Corporation at a regular meeting or at a special meeting called for that purpose; but no such amendment will be adopted unless at least thirty days written notice thereof has been

previously given to all Directors of the Corporation and to the Chairmen of the Boards of Supervisors.

Adopted: November 21, 2011

**THE COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION**

AUDIT AND FINANCE COMMITTEE CHARTER

This Audit and Finance Committee Charter was adopted on the 21st day of February, 2012 by The Counties of Warren and Washington Civic Development Corporation (the “Corporation”), a not-for-profit corporation established under the laws of the State of New York.

Purpose

Pursuant to Article II, Section 12 of the Corporation’s bylaws, the purpose of the Audit and Finance Committee (the “Committee”) shall be to provide recommendations to the Corporation on the hiring of a certified independent accounting firm, establishing the compensation to be paid to the certified independent accounting firm, and providing direct oversight of the performance of the independent annual audit performed by the certified independent accounting firm.

Composition of Committee and Selection of Members

The Committee shall be established as set forth in and pursuant to Article II, Section 12 of the Corporation’s bylaws. The Committee shall consist of at least three (3) directors of the Corporation. The Corporation Chairman shall appoint the committee members and the committee chair.

Committee members shall be prohibited from being an employee of the Corporation or an immediate family member of an employee of the Corporation. In addition, Committee members shall not engage in any private business transactions with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation, or be an immediate family member of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

Ideally, all members on the Committee shall possess or obtain a basic understanding of governmental financial reporting and auditing, including the reporting requirements pursuant to the Public Authorities Accountability Act.

Meetings

The Committee will meet a minimum of once a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in this charter.

Meeting agendas will be prepared for each meeting and provided to the Committee members along with associated materials, if any, five (5) business days before the scheduled audit Committee meeting. The Committee will act only on the affirmative vote of a majority of the members at a meeting. Minutes of these meetings will be recorded.

Responsibilities

The Committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) the Corporation's internal auditors; (c) oversight of management's internal controls, compliance and risk assessment practices; and (d) miscellaneous issues related to the financial practices of the Corporation.

A. Independent Auditors and Financial Statements

The Committee shall:

- Review and report upon the financial statement, financing plan and business plan of all applicants seeking financial assistance from the Corporation. Review shall include a cost benefit analysis of the proposed project.
- Recommend for appointment and oversee independent auditors retained by the Corporation and pre-approve all audit services provided by the independent auditor.
- Establish procedures for the engagement of the independent auditor to provide permitted audit services. The Corporation's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the Committee. Non-audit services include tasks that directly support the Corporation's operations, such as bookkeeping or other services related to the accounting records or financial statements of the Corporation, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.
- Review and recommend approval of the Corporation's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
- Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Meet with the independent audit firm on an as-needed basis to discuss any significant issues that may have surfaced during the course of the audit.
- Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

B. Internal Auditors

The Committee shall:

- Review with the Corporation Treasurer, the charter, activities, staffing and organizational structure of the internal audit function.
- Ensure that the internal audit function is organizationally independent from Corporation operations.
- Review the reports of internal auditors, and have authority to review and approve the annual internal audit plan.
- Review the results of internal audits and approve procedures for implementing accepted recommendations of the internal auditor.

C. Internal Controls, Compliance and Risk Assessment

The Committee shall:

- Review management's assessment of the effectiveness of the Corporation's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

THE COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION

GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted on this 21st day of February, 2012 by The Counties of Warren and Washington Civic Development Corporation (the “Corporation”), a not-for-profit corporation established under the laws of the State of New York.

Purpose

Pursuant to Article II, Section 11 of the Corporation’s bylaws, the purpose of the Governance Committee (the “Committee”) is to assist the Corporation by keeping the Corporation directors informed of current best practices in corporate governance; updating the Corporation’s corporate governance principles and governance practices; and advising those responsible for appointing directors to the Corporation on the skills, qualities and professional or educational experiences necessary to be effective Corporation directors.

Composition and Selection

The membership of the Committee shall be as set forth in accordance with and pursuant to Article II, Section 11 of the Corporation’s bylaws. The Committee shall be comprised of at least three (3) independent directors appointed by the Corporation Chairman.

Committee members shall be prohibited from being an employee of the Corporation or an immediate family member of an employee of the Corporation. In addition, Committee members shall not engage in any private business transactions with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation, or be an immediate family member of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

The Committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings

The Committee will meet a minimum of once a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All Committee members are expected to attend each meeting, in person.

Meeting agendas will be prepared for every meeting and provided to the Committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The Committee shall act only on the affirmative vote of a majority of the members at a meeting. Minutes of these meetings are to be recorded.

Responsibilities

- Develop the Corporation's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop and recommend to the Corporation the number and structure of any addition Committees to be created by the Corporation.
- Develop and provide recommendations to the Corporation regarding Corporation director education, including new directors' orientation and regularly scheduled member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Corporation on performance evaluations, including coordination and oversight of such evaluations of the board, its Committees and senior management in the Corporation's governance process.

Evaluation of the Corporation's Policies

The Committee shall:

- Review and make recommendations on an as needed basis, for revisions to the Corporation code of ethics and written policies regarding conflicts of interest; protection of whistleblowers from retaliation; equal opportunity and affirmative action; procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Corporation's procurement process; and the disposition of real and personal property.
- Develop and recommend to the Corporation any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's Board, such as the Corporation's by-laws.
- Oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

**THE COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION**

INVESTMENT POLICY

I. SCOPE

This investment policy applies to all moneys and other financial resources available for investment on behalf of The Counties of Warren and Washington Civic Development Corporation (the "Corporation") or on behalf of any other entity or individual.

II. OBJECTIVES

The primary objectives of the Corporation'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 requirement (liquidity); and
- to obtain a reasonable rate of return (yield).

III. DELEGATION OF AUTHORITY

The Corporation's responsibility for administration of the investment program is delegated to the Treasurer who shall administer 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 data base 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 Corporation to act 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 investment process shall refrain from personal business activity that could conflict with property execution of the investment program, or which could impair their ability to make impartial investment decisions.

V. DIVERSIFICATION

It is the policy of the Corporation to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling.

VI. INTERNAL CONTROLS

It is the policy of the Corporation for all moneys collected by any officer or employee of the Corporation to transfer those funds to the Treasurer within five (5) days of receipt, or within the time period specified in law, whichever is shorter.

The Corporation 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 trust companies authorized for the deposit of monies shall be designated at the Corporation's annual meeting.

VII. COLLATERALIZING OF DEPOSITS

All deposits of the Corporation, including certificates of deposit and special time deposits, in excess of the amount 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" equal to the aggregate amount of deposits from the categories designated in Appendix A to the policy; or
2. By an eligible "irrevocable letter of credit" issued by a qualified bank other than the bank with the deposits in favor of the government 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 rating categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements; or
3. By an eligible surety bond payable to the government 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 bank or trust company subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure Corporation 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 Corporation to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the Corporation, such securities shall be delivered in a form suitable for transfer or with an assignment in blank to the Corporation or its depository bank or trust company.

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for, the Corporation, will be kept separate and apart from the general assets of the depository bank or trust company 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 local government a perfected interest in the securities.

X. PERMITTED INVESTMENTS

The Corporation authorizes the treasurer to invest moneys 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 Local Finance Law ' 24.00 or ' 25.00 with approval of the State Comptroller) by any municipality, school district or district corporation other than the Corporation;
- 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 ' 109-b.

All investment obligations shall be payable or redeemable at the option of the Corporation within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys 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 Corporation within two years of the date of purchase.

XI. AUTHORIZED FINANCIAL INSTITUTIONS AND DEALERS

The Corporation shall designate financial institutions and dealers approved for investment purposes and establish appropriate limits to the amount of investments which can be made with any such financial institution or dealer. All financial institutions with which the Corporation conducts business must be credit worthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Corporation. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers.

XII. PURCHASE OF INVESTMENTS

The Corporation shall contract for the purchase of investments:

1. Directly, including through a repurchase agreement, from an authorized trading partner.
2. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the Corporation.

All purchased obligations, unless registered or inscribed in the name of the Corporation, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company 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 Corporation by the bank or trust company.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for, the Corporation, will be kept separate any apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled 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 Corporation 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 banks or trust companies 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 guaranteed by agencies of the United States of America.
- No substitution of securities will be allowed.
- The custodian shall be a party other than the trading partner.

Adopted by resolution: February 21, 2012

THE COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION

PROCUREMENT POLICY

ARTICLE I. SCOPE AND PURPOSE.

Pursuant to Section 2824 of the Public Authorities Law, The Counties of Warren and Washington Civic Development Corporation (the "Corporation") is required to establish and adopt a procurement policy which will apply to the procurement for goods and services and which goods and services are paid for and used by the Corporation. The primary objectives of this Procurement Policy (the "Policy") are to assure the prudent and economical use of public monies in the best interests of the taxpayers of the Counties of Warren and Washington, 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.

ARTICLE II. PROCUREMENT PROCEDURE.

1. Procurement Subject to Competitive Bidding. In order to determine if the procurement of goods or services is subject to competitive bidding, the Chairman or an authorized designee shall:

a. Use Section 103 of the General Municipal Law as a guide and make an initial determination as to whether the expenditure will be above the limits set forth in said GML Section 103.

b. Review the purchase request against prior years= expenditures and shall make a good faith effort to determine whether it is known or can reasonably be expected that the aggregate purchases of a similar nature will exceed the dollar amounts set forth in paragraph (a) of this Section. If so, the procurement will be subject to competitive bidding.

2. Determination. If the procurement is not subject to competitive bidding, as determined in section (1) above, then prior to commencing any procurement of goods and services, the Chairman or an authorized designee shall prepare a written statement setting forth a determination that (a) competitive bidding is not required for such procurement, and, if applicable, (b) such procurement is not subject to the requirements of this Policy. Such written statements shall be maintained in a specially designated file at the Corporation offices and shall also be filed with the purchase order or contract of the goods or services.

3. Procedures for the Purchase of Goods under \$20,000.

- a. \$0.01 - \$999 May be purchased at the discretion of the Chairman or the authorized designee.
- b. \$999 - \$5,000 Upon Corporation approval, may be purchased from the vendor providing the lowest quote after receiving and documenting at least three (3) verbal quotes.
- c. \$5,001 - \$19,999 Upon Corporation approval, may be purchased from the vendor providing the lowest quote after receiving at least three (3) written, faxed, or e-mailed quotes.

4. Procedures for the Purchase of Public Works or Services under \$35,000.

- a. \$0.01 - \$2,000 May be purchased at the discretion of the Chairman or the authorized designee.
- b. \$2,001 - \$10,000 Upon Corporation approval, may be purchased after receiving and documenting at least three (3) verbal quotes.
- c. \$10,001 - \$34,999 Upon Corporation approval, may be purchased after receiving at least three (3) written, faxed, or e-mailed quotes.

5. a. Verbal Quote. The documentation of a verbal quote shall include, at a minimum, the date, item or service desired, price quoted, name of vendor, name of vendor=s representative, if any, delivery or service date.

b. Written Quote. The vendor should provide, at a minimum, the date, description of item or details of service, price quoted, name of vendor, contact information, delivery or service date.

c. Award of Contract. Contracts shall be awarded to the lowest responsible vendor whose goods and/or services meet the specifications.

6. Circumstances Justifying an Award to other than Lowest Quote.
 - a. Delivery or service requirements.
 - b. Specification requirements.
 - c. Quality.
 - d. Past vendor performance.
 - e. Unavailability of three (3) or more vendors who are able to provide a quote.
 - f. It is in the best interests of the Corporation to consider only one vendor who has previous expertise with respect to the particular procurement.

When an award is made to a vendor who did not provide the lowest quote, the reason why it is in the best interests of the Corporation must be set forth and justified in writing, by the Chairman or an authorized designee, and maintained in a specially designated file at the Corporation offices and shall also be filed with the purchase order or contract of the goods or services.

ARTICLE III. EXCEPTIONS FROM BIDDING.

1. Emergency. An emergency exists if the delay caused by soliciting quotes would endanger the health, welfare or property of the municipality or of the citizens. With approval of the Chairman, such emergency shall not be subject to competitive bidding or the procedures stated herein. The Chairman shall obtain a verbal quote, at a minimum, which shall be documented and shall also include a description of the facts giving rise to the emergency and that it meets the criteria set forth herein. Said documentation may also include the opinions of Counsel regarding the exception from bidding.

2. Professional Services. This category includes services which require special education and/or training, license to practice or are creative in nature. Examples include: lawyers, doctors, accountants, engineers, artists, etc. The Corporation may seek Requests for Proposals for such services. In its selection, the Corporation should consider cost, experience, expertise, reputation, staffing, location and suitability for the needs of the Corporation. The Chairman shall prepare, in writing, the basis for the selection and the description of the professional service. Said documentation may also include the opinions of Counsel regarding the exception from bidding.

3. Sole Sources. In this situation, 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 compared to other goods and/or services available in the marketplace; no other item provides substantially equivalent or similar benefits; and considering the benefits the cost is reasonable. The Corporation should adopt a resolution describing the goods and/or services and waiving the bidding requirements prior to procurement and should provide evidence that, as a matter of fact, there is no competition available. Said documentation may also include the opinions of Counsel regarding the exception from bidding.

4. True Lease. The Chairman shall obtain written quotes and shall prepare a cost benefit analysis of leasing versus purchasing. Said documentation may also include the opinions of Counsel regarding the exception from bidding.

5. Insurance. The Chairman shall, at a minimum, obtain several verbal quotes, as defined herein. An analysis regarding why a particular selection was made should be prepared and documented. Said documentation may also include the opinions of Counsel regarding the exception from bidding.

ARTICLE IV. **MISCELLANEOUS.**

1. The Corporation shall annually review this Policy.

2. The unintentional failure to comply with the provisions of this Policy and the applicable law shall not be grounds to void action taken or give rise to a cause of action against the Corporation or any director, officer, member or employee thereof.

Adopted by resolution: February 21, 2012.

**THE COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION**

CODE OF ETHICS

I. PURPOSE

The citizenry of Warren and Washington Counties are entitled to the expectation of exemplary ethical behavior from their county officers, employees and appointed officials, and this Code is intended to create the minimum standards which constitute that behavior. This Code recognizes that varying degrees of professional and governmental responsibility warrant equitable requirements of disclosure in pursuit of official integrity, which must be balanced against individual constitutional rights. Any particulars not determined in this Code shall be construed within the provisions of Section 1411 of the New York Not For Profit Corporation Law.

II. DEFINITIONS

Unless otherwise indicated, the following terms shall be defined as such for the purpose of the Corporation=s Code of Ethics:

- (a) ABoard of Ethics@ and ABoard@ shall mean the Board of Ethics of the Washington County Board of Supervisors for residents of Washington County; and shall mean the Board of Ethics of the Warren County Board of Supervisors for residents of Warren County.
- (b) AChild@ means a child or stepchild of a director, employee or official.
- (c) ACorporation@ means The Counties of Warren and Washington Civic Development Corporation and any committee or board thereof.
- (d) “Director” means a director of the Corporation
- (e) AEmployee@ means any employee of the Corporation, whether paid or unpaid.
- (f) AInterest@ means a direct or indirect pecuniary or material benefit accruing to a director, employee or official, or his or her relative, whether as the result of a contract with the Corporation or otherwise. For the purpose of this Code, a director, employee or official shall be deemed to have an interest in the contract of (i) his/her relative, (ii) a firm, limited liability company, partnership or association of which such director, employee or official or his/her relative is a director or employee, (iii) a corporation of which such director, employee or official, or his/her relative is an officer, director or the holder of 5% or more of the stock of the corporation.
- (g) “Members” shall mean the County of Warren and the County of Washington; there being no other members of the Corporation.

- (h) **AOfficial@** means any individual who is elected by the Corporation to an official position of the Corporation, whether unpaid or paid.
- (i) **ARelative@** means a director's, employee's, or official's spouse, child, parent, brother or sister, and the parent, brother or sister of his or her spouse.
- (j) **ASpouse@** means the husband or wife of a director, employee or official subject to the provisions of this Code unless legally separated from such director, employee or official.

III. PROHIBITED ACTIVITIES

It is the policy of the Corporation that all directors, employees and officials must avoid conflicts or potential conflicts of interest. A conflict or a potential conflict exists whenever a director, employee, official or their relative has an interest, direct or indirect, which conflicts with their duty to the Corporation or which could adversely affect an individual=s judgment in the discharge of his or her responsibilities. No director, employee or official shall:

1. Take action or participate in any manner whatsoever in his or her official capacity in the discussion, negotiation or the awarding of any contract or in any business or professional dealings with the Corporation in which the director, employee or official, or their relative, has or will have an Interest in such contract or professional dealings.
2. Engage in, solicit, negotiate for or promise to accept private employment or render services for his or her personal benefit when such employment or service creates a conflict or impairs the proper discharge of his or her official duties.
3. Solicit, directly or indirectly, any gift, or receive or accept any gift having the value of Seventy-five Dollars (\$75.00), or more, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or in any other form, under circumstances in which it could be reasonably inferred that the gift was intended to influence him or her, or could reasonably be expected to influence him or her, in the performance of his or her official duties or was intended as a reward for any official action on his or her part.
4. Disclose confidential financial information acquired in the course of his or her official duties or use such information to further his or her personal Interest.

5. Take action on a matter before the Corporation when, to his or her knowledge, the performance of that action would provide a pecuniary or material benefit to himself or herself.

IV. DISCLOSURE OF INTEREST

1. Any director, employee or official who has, will have or intends to acquire an Interest in any matter being considered by the Corporation and who participates in the discussion before or who gives an opinion or gives advice to the Corporation considering the same, shall publicly disclose on the official record of a meeting of the Corporation the nature and the extent of such Interest.
2. Any director, employee or official who has knowledge of any matter being considered by the Corporation in which matter he or she has or will have or intends to acquire any Interest, shall be required immediately to disclose, in writing, his or her Interest to the Corporation and the nature and the extent thereof, to the degree that such disclosure gives substantial notice of any potential conflict of interest.

V. BOARD OF ETHICS: POWERS AND DUTIES

1. The Board of Ethics shall receive and review written complaints of alleged unethical behavior on the part of any director, employee, or appointed official. Complaints may be made by any individual and must be signed and contain the name and address of the person making the complaint. Within 30 days of receipt of a written complaint, the Board shall notify the affected person by certified mail of the alleged impropriety and offer him/her the opportunity to appear before the Board and/or submit a written response to the Board. In addition, the affected person may request that the person making the complaint be required to appear before the Board at the same time as the affected person. If the person making the complaint refuses or fails to appear, the complaint may be dismissed. All proceedings of the Board shall be closed to the public.

If, after its initial review of the complaint and the response of the person affected, the Board finds that the complaint appears to have some merit, it may review the Financial Disclosure Statement on file with the Board. Such Financial Disclosure Statement shall be reviewed confidentially by the Board.

If the Board determines that unethical behavior has occurred, it may recommend to the affected person a manner in which the impropriety may be rectified. An affidavit by the director, official or employee detailing his/her compliance with such recommendation may be sufficient to enable the Board to forego any further measures.

If the Board determines that unethical behavior has occurred and that the impropriety cannot be rectified, or the director, official or employee fails to comply with the Board's recommendations for rectifying the impropriety, the Board shall file with the Corporation a summary of the complaint, the Board's preliminary determination, any responses received from the person making the

complaint and/or the affected person and the Board's final recommendation. A copy of this report shall also be mailed to the person making the complaint and the affected person. If the Corporation agrees with the Board's determination, the Corporation shall then determine what penalty if any to be imposed.

If the Board or Corporation determines that no ethical violation has occurred, then it shall so notify the affected person and the person making the complaint and the proceeding shall be deemed closed.

2. The Board of Ethics shall render advisory opinions in writing regarding specific matters pertaining to filing and reporting categories, to directors, employees and officials with respect to this Code and Article Eighteen of the General Municipal Law. Such opinions shall be rendered only upon written request by the director, employee or official concerning only the subject of the inquiry as it pertains to the requesting individual's own filing and reporting requirements.

VI. PENALTIES

In addition to any penalty contained in any other provision of law, any person who shall knowingly and intentionally violate any of the provisions of this Code may be censured, suspended or removed from office or employment, as the case may be, by the Corporation upon the recommendation of the Board of Ethics. A director may be removed from the Corporation only by the Board of Supervisors of his or her County of residence, upon the recommendation of the Board of Ethics.

VII. SEVERABILITY

The various elements of the Corporation's Code of Ethics are explicitly intended to be construed within the application of Section 1411 of the New York State Not For Profit Corporation Law. Should any portion of this Code be determined to be unconstitutional or improper, said determination shall have no bearing on the severable remainder of this Code.

THE COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION

COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY

ARTICLE I. **COMPENSATION OF AND REIMBURSEMENT TO OFFICERS AND DIRECTORS, INCLUDING CHIEF EXECUTIVE OFFICER AND SENIOR MANAGEMENT.**

Pursuant to the Bylaws, as may be amended from time to time, of The Counties of Warren and Washington Civic Development Corporation (the "Corporation") the officers and directors shall receive no compensation from the Corporation for their services as an officer or a director, but shall be reimbursed, upon the approval of the majority of the directors of the Corporation, for necessary and reasonable expenses incurred in the performance of their duties. Said expenses shall also include travel expenses which shall be reimbursed in accordance with the Travel Policy of the Corporation, as may be amended from time to time.

ARTICLE II. **COMPENSATION OF AND REIMBURSEMENT TO EMPLOYEES.**

The Chief Executive Officer, the Chief Financial Officer, employees and agents of the Corporation shall serve at the pleasure of the Corporation at compensation levels determined and approved by the directors of the Corporation, which may be reviewed by the directors of the Corporation at their discretion from time to time.

Upon approval of a majority of the directors of the Corporation, the employees and agents of the Corporation shall be reimbursed, for necessary and reasonable expenses incurred in the performance of their duties. Said expenses shall also include travel expenses which shall be reimbursed in accordance with the Travel Policy of the Corporation, as may be amended from time to time.

ARTICLE III. **ATTENDANCE.**

1. The officers and directors of the Corporation shall be available as required to perform the operations and duties of the Corporation as set forth in the Public Authorities Law, the Not For Profit Corporation Law, the Certificate of Incorporation and the Bylaws of the Corporation, as may be amended from time to time.

2. Any employee who excessively exhibits un-excused absenteeism from work and who continuously fails to carry out the responsibilities and duties of said employment may result in termination of employment from the Corporation upon the majority vote of the directors.

Adopted by resolution: February 21, 2012.

**RULES AND REGULATIONS GOVERNING PUBLIC ACCESS TO RECORDS OF THE
COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION
IN ACCORDANCE WITH ARTICLE 6 OF THE PUBLIC OFFICERS LAW OF
NEW YORK STATE**

Pursuant to Article 6 of the New York State Public Officers Law, the following rules and regulations are hereby adopted governing public access to records of The Counties of Warren and Washington Civic Development Corporation (the “Corporation”).

Section 1. Purpose.

The New York State Legislature has determined that the people’s right to know the process of governmental decision-making and to review the documents and statistics leading to determinations is basic to our society and, therefore, has declared that government is the public’s business and that the public, individually and collectively and represented by free press, should have access to the records of government in accordance with the provisions of Article 6 of the Public Officers Law (“POL”). Therefore, the purpose of this regulation is to set forth the rules and regulations governing the availability, location and nature of those records of the Corporation pursuant to the provisions of Article 6 of the Public Officers Law, known as the Freedom of Information Law.

Section 2. Definition.

For purposes of these rules and regulations:

- (a) the term “**record**” means any information kept, held, filed, produced or reproduced by, with or for an agency or the state legislature, in any physical form whatsoever including, but not limited to, reports, statements, examinations, memoranda, opinions, folders, files, books, manuals, pamphlets, forms, papers, designs, drawings, maps, photos, letters, microfilms, computer tapes or discs, rules, regulations or codes.
- (b) the term “**business day**” means any day except Saturday, Sunday, or a public holiday.

Section 3. Procedure for Obtaining Records.

- (a) Any person who wishes to inspect or obtain a copy of any record may request access to the record by making application to the Corporation’s Office Administrator (the “Records Management Officer”). Such application shall be in writing and shall reasonably describe the record or records sought. Whenever possible a person requesting records shall supply information that may help to describe the records sought.

Application forms which comply with law may be obtained from the Records Management Officer either personally or on any business day at the office of the Records Management Officer, or by mail (or fax) addressed to such office.

- (b) Requests for access to records may be submitted to the office either personally at such office on any business day between the hours of 9:00 a.m. and 4:00 p.m., or by mail (or fax) addressed to such office. Within five (5) business days of receipt of a request, the Records Management Officer shall cause a search to be made for the requested record and shall take one of the following courses of action:
1. Make the record available (and, if requested, make a copy of the record and collect the appropriate fee and/or certify the record).
 2. Deny the request pursuant to Section 7, herein.
 3. State that the record is not in the custody of the Corporation.
 4. State that the record cannot be located after a diligent search.
 5. Furnish an acknowledgment of receipt of the request and provide an approximate date for reply regarding the grant or denial of access to the record. If documents which are responsive to the request cannot be provided with twenty (20) business days from the date of acknowledgment, the reply must state:
 - i. The reason why the documents cannot be provided within the twenty (20) business day period; and
 - ii. A specific date as to when the request will be granted or denied, in whole or in part. Such time period must be reasonable in light of the volume of the request, time to search, other circumstances, etc.
- (c) The Records Management Officer, upon advice of Corporate Counsel, may waive compliance with any formality prescribed by this section, including the use of application forms.

Section 4. Subject Matter List.

- (a) The Records Management Officer shall maintain and make available for inspection and copying:
 - 1. A record of the final vote of each member in every proceeding in which the member votes;
 - 2. A record setting forth the name, public officer address, title and salary of every officer or employee of the Corporation; and
 - 3. A reasonably detailed list by subject matter, of records in the possession of the Corporation whether or not available under Article 6 of the Public Officers Law.

Section 5. Fees.

The fees for copies of records shall not exceed twenty-five cents (\$0.25) per copy not in excess of nine inches by fourteen inches, or the actual cost of reproducing any other record, including electronic records, in accordance with the provisions of POL Article 6, Section 87, as it may be amended from time to time (a copy of the current version is attached at the date of the adoption of this policy), except when a different fee is otherwise prescribed by law.

Section 6. Prevention of Invasion of Privacy.

In accordance with the provisions of Subdivision 3 of Section 88 of the POL and in conformity with such advisory guidelines as may be promulgated by the Department of State Committee on Open Government regarding the prevention of unwarranted invasions of personal privacy, the Records Management Officer, upon advice of Corporate Counsel, may redact (or cause to be redacted) from any record identifying details, the disclosure of which would result in an unwarranted invasion of personal privacy, prior to making such record available for inspection and/or copying. In the event that one or more redactions are made from any record, the Records Management Officer shall provide written notice of that fact to the person given access to the record.

Section 7. Grant or Denial of Access to Records.

The Records Management Officer, in accordance with these rules and regulations and the provisions of POL, Article 6, Section 89, as it may be amended from time to time (a copy of the current version is attached at the date of the adoption of this policy), shall make available for public inspection and copying all records, except that access may be denied to records or portions thereof that:

- (a) are specifically exempted from disclosure by state or federal statute;
- (b) if disclosed would constitute an unwarranted invasion of personal privacy under the provisions of section 89(2)(b) of the Public Officers Law;
- (c) if disclosed would impair present or imminent contract awards or collective bargaining negotiations;

- (d) are trade secrets or are submitted to the Corporation by a commercial enterprise or derived from information obtained from a commercial enterprise and which if disclosed would cause substantial injury to the competitive position of the subject enterprise;
- (e) are compiled for law enforcement purposes and which, if disclosed, would:
 - I. interfere with law enforcement investigations or judicial proceedings;
 - ii. deprive a person of a right to a fair trial or impartial adjudication;
 - iii. identify a confidential source or disclose confidential information relating to a criminal investigation; or
 - iv. reveal criminal investigative techniques or procedures, except routine techniques and procedures;
- (f) if disclosed could endanger the life or safety of any person;
- (g) are inter-agency or intra-agency materials which are not:
 - i. statistical or factual tabulations or data;
 - ii. instructions to staff that affect the public;
 - iii. final Corporation policy or determinations; or
 - iv. external audits, including but not limited to audits performed by the comptroller and the federal government; or
- (h) are examination questions or answers which are requested prior to the final
- (i) if disclosed, would jeopardize the Corporation's capacity to guarantee the security of its information technology assets, such assets encompassing both electronic information systems and infrastructures; or
- (j) are photographs, microphotographs, videotape or other recorded images prepared under authority of Vehicle and Traffic Law.

Section 8. Appeals.

- (a) Any person whose request to inspect and/or copy records has been denied may appeal such denial, in writing, within thirty (30) days, to the Chairman of the Corporation, with a copy to the Corporate Counsel.
- (b) Such appeal shall be in writing and must set forth; the name and address of the applicant; the specific record(s) requested; the date of the denial; and the reasons given for such denial. Upon receipt of a written appeal, the Records Management Officer shall immediately forward a copy of said appeal to the Department of State Committee on Open Government. Within ten (10) business days of receipt

of the appeal, the Chairman shall fully explain, in writing, to the person requesting the record(s) the reason(s) for further denial or provide access to the record(s) sought. A copy of said appeal determination shall be forwarded to the Department of State Committee on Open Government.

Section 9. Effective Date.

The foregoing rules and regulations shall take effect immediately.

Dated: February 21, 2012

(See Attachment A for most recent Name and Address of the Corporation's Records Management Officer and the Corporation's Legal Counsel.)

ATTACHMENT A for 2018

WWCDC
Records Management Officer

Tami Blondo
c/o WWIDA
5 Warren Street, Suite 210
Glens Falls, New York 12801
Ph.: 518-792-1312

WWCDC Chairman:

Matt Simpson
c/o WWIDA
5 Warren Street, Suite 210
Glens Falls, New York 12801
Ph.: 518-792-1312

WWCDC Legal Counsel:

Robert C. Morris, Esquire
FitzGerald Morris Baker Firth P.C.
16 Pearl Street, PO Box 2017
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Ph.: 518-745-1400
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THE COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION

TRAVEL POLICY

ARTICLE I. APPLICABILITY AND PURPOSE.

This Travel Policy (the "Policy") of The Counties of Warren and Washington Civic Development Corporation (the "Corporation") shall apply to every director of the Corporation and all officers and employees thereof. The purpose of this Policy is to clarify the requirements and procedures relating to travel while on corporate business. This Policy is adopted in accordance with and pursuant to the Public Authorities Accountability Act of 2005, specifically Section 2824 of the Public Authorities Law.

ARTICLE II. APPROVAL OF TRAVEL.

All official travel for which a reimbursement will be sought must be approved prior to travel by the any officer, member, director or employee. The traveler shall submit an estimated budget for the travel for the review and consideration of the Chairman. Provided, however, in the instance where the Chairman will seek reimbursement for official travel, such travel must be authorized, in advance, by the Treasurer of the Corporation. For purposes of this Policy, Aofficial travel@ shall mean travel carried out while on corporate business or in furtherance of one=s duties and responsibilities with respect to the Corporation.

ARTICLE III. EXPENSES OF TRAVEL.

1. The Corporation will reimburse actual, reasonable and proper expenses related to, but not limited to, meals, travel and lodging that were incurred by any officer, member, director or employee as a result of the performance of their official duties. Such expenses shall be reasonable in amount and proper in nature and the purpose of the expense shall conform with sound, ethical and legal standards of conduct expected by all Corporation directors, officers, members and employees. For purposes of this Policy, Areasonable@ shall be defined as that which enables the individual to live comfortably, but not extravagantly while away from home. Individuals are expected to exercise the care normally exercised while operating on their own funds.

2. All expenses must be clearly and correctly recorded; any unusual items or amounts must be fully explained. Receipts are suggested for all expenditures and are required for all expenditures of \$50.00 or more. It is the traveler's responsibility to report his travel expenses to the Chairman in a responsible and ethical manner, in accordance with this Policy, within thirty (30) days of said travel.

3. Under no circumstances shall expenses for personal travel be charged to, or temporarily funded by the Corporation.

ARTICLE IV. TRAVEL EXPENSES.

1. It is suggested that travelers use their private vehicle for business purposes. The traveler will be reimbursed at the then current standard mileage rate, as set by the Internal Revenue Service, and will be reimbursed for parking fees and toll charges. If it is less expensive for the traveler to rent a car or use alternative transportation or if it will save time by traveling via alternate transportation, then the traveler may do so and shall be reimbursed for the actual expense incurred. Fines or other expenses incurred as a result of traffic or parking violations are the personal responsibility of the traveler.

2. Lodging will be reimbursed at actual expense which shall be reasonable, comfortable and convenient to the place where business is being conducted. For trips three (3) nights or longer, the cost of such lodging shall be approved in advance.

3. Meals, including gratuities, will be reimbursed at the actual expense incurred, provided such expenses are reasonable considering the location where business is being conducted.

4. Reimbursement for miscellaneous expenses shall be determined on a case by case basis at the time the Chairman reviews the record of expenses, as set forth in Article V, herein.

ARTICLE V. APPROVAL OF TRAVEL EXPENSES.

Once a record of the expenses has been submitted to the Chairman, he shall review and approve of the expenses reported. The Chairman shall ensure that the expenses were necessary to accomplish the Corporation=s objectives and that the expenditures were incurred in accordance with this Policy. The Chairman shall sign the report, approving thereof, and present it to the Treasurer for payment to the traveler.

Adopted: February 21, 2012

THE COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION

WHISTLEBLOWER POLICY

ARTICLE I. PURPOSE AND SCOPE.

It is the policy of The Counties of the Warren and Washington Civic Development Corporation (the "Corporation") to encourage reporting by its officers, members, directors and employees of improper action(s) taken by Corporation officers, members, directors or employees and to protect the Corporation officers, members, directors and/or employees who have reported information concerning acts of wrongdoing, misconduct, malfeasance or other inappropriate behavior by an officer, member, director or employee in accordance with the Corporation's policies and procedures set forth herein. This Whistleblower Policy (the "Policy") is further enacted pursuant to the Public Authorities Accountability Act of 2005, specifically Section 2824 of the Public Authorities Law.

ARTICLE II. DEFINITIONS.

1. AImproper action@ shall mean any action of an officer, member, director or employee of the Corporation:

 (a.) that is undertaken in the performance of the officer's, member's, director's or employee's official duties, whether or not the action is within the scope of the officer's, member's, director's or employee's employment; and

 (b.) that (i) is in violation of any federal, state, or local law, rule or the Code of Ethics; (ii) is an abuse of authority; (iii) is of substantial and specific danger to the public health or safety; (iv) or is a gross waste of public and/or Corporation funds.

 "Improper action" shall not include personnel actions, including employee grievances, complaints, appointments, promotions, transfers, assignments, reinstatements, restorations, reemployments, performance evaluations, reductions in pay, dismissals, suspensions, demotions, violations of collective bargaining or civil service laws, alleged violations of labor agreements or reprimands.

2. "Retaliatory action" means any adverse change in the terms and conditions of an employee's employment.

ARTICLE III. REPORTING RESPONSIBILITY.

It is the responsibility of all of the officers, members and employees to comply with this Policy and to report violations or suspected violations in accordance with this Policy, the Code of Ethics and any other federal, state or local law.

ARTICLE IV. NO RETALIATION.

No officer, member, director or employee who in good faith reports an improper action shall suffer harassment, retaliation or adverse employment consequence. An officer, member, director or employee who retaliates against someone who has reported an improper action in good faith is subject to discipline up to and including termination of employment or removal as officer, director and/or member. This Policy is intended to encourage and enable officers, members, directors and employees to raise serious concerns within the Corporation prior to seeking resolution outside the Corporation.

ARTICLE V. PROCEDURES FOR REPORTING.

1. Corporation officers, members, directors and employees who suspect or become aware of improper action(s) should raise the issue first with the Chairman. If requested by the Chairman, the officer, member or employee shall submit a written report to the Chairman and the Corporation's counsel, stating in detail the basis for the officer's, member's, director's or employee's belief that an improper action may have or has occurred. Where the officer, member, director or employee reasonably believes the improper action involves the Chairman, the officer, member, director or employee may raise the issue directly with the Vice Chairman.

2. With the assistance of Corporation counsel, the Chairman or the Vice Chairman, as the case may be, shall take prompt action to properly investigate the improper action. The Corporation officers, members, directors and employees involved in the investigation shall keep the identity of reporting officer, member, director or employee confidential to the extent possible, under law, unless the officer, member, director or employee authorizes the disclosure of their identity in writing. After an investigation has been completed, the officer, member, director or employee reporting the improper action shall be advised of a summary of the results of the investigation, except that personnel actions taken as a result of the investigation may be kept confidential.

3. Corporation officers, members, directors or employees who fail to make a good faith attempt to follow the Corporation procedures set forth in this Policy will not be afforded the protection provided by the Corporation in accordance with this Policy.

ARTICLE VI. PROTECTION AGAINST RETALIATORY ACTIONS.

1. Corporation officers, members and directors are prohibited from taking retaliatory action against a Corporation employee because he has, in good faith, reported an improper action in accordance with this Policy.

2. Employees who feel that they have been retaliated against for reporting an improper action should advise the Chairman, in writing, no later than thirty (30) days after the occurrence of the alleged retaliatory action. The Chairman, with the assistance of Corporation counsel, shall take appropriate action to investigate and address complaints of retaliation within thirty (30) days of the written report being filed with the Chairman.

3. If the Chairman does not satisfactorily resolve an employee's complaint that he has been retaliated against in violation of this Policy, the employee may obtain protection under this Policy by providing a written notice to the Vice Chairman and Corporation's Counsel that (i) specifies the alleged retaliatory action and (ii) specifies the relief requested. The Vice Chairman shall take appropriate action to investigate and address the complaint of retaliation within thirty (30) days of the written report being filed with the Vice Chairman.

ARTICLE VII. RESPONSIBILITIES.

The Board of Directors is responsible for implementing the Corporation's Policy for reporting improper actions and for protecting employees against retaliatory actions. This includes ensuring that this Policy is made available to any officer, member, director or employee upon request and is provided to all newly appointed, elected and/or hired employees. Violations of this Policy may result in appropriate disciplinary action, up to and including, dismissal or removal from position of officer or member, director and employee.

ARTICLE VIII. ACTING IN GOOD FAITH.

Any person filing a complaint concerning an improper action must be acting in good faith and have reasonable grounds for believing that the information disclosed is indicative of an improper action. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

ARTICLE IX. CONFIDENTIALITY.

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Adopted: February 21, 2012.

THE COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION

SEXUAL HARASSMENT POLICY

The Counties of Warren and Washington Civic Development Corporation, a New York not-for-profit corporation (the "Corporation"), will not tolerate the sexual harassment of any person in the Corporation by any other person, including, but not limited to, Corporation staff, Corporation members, directors or officers, county personnel of the Counties of Warren and Washington or others working with the Corporation in a contractual capacity. It is the Corporation's intention to provide a workplace free of sexual harassment in all forms.

Sexual harassment includes, but is not limited to, sexual advances, requests for sexual favors, and all other verbal or physical conduct of a sexual nature when:

1. Submission to such conduct is made either explicitly or implicitly a condition of an individual's employment.
2. Reaction to such conduct by an individual is used as the basis for employment decisions affecting such individual.
3. Such conduct has the purpose or effect of interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

Examples of sexual harassment include, but are not limited to:

1. Verbal - Sexual innuendoes, suggestive comments, jokes of a sexual nature, sexual propositions or threats.
2. Non-Verbal - Sexually suggestive objectives or pictures, graphic commentaries, suggestive or insulting sounds, leering, whistling or obscene gestures.
3. Physical - Unwanted sexual contact including touching, pinching, brushing the body or pushing.

All Corporation personnel, members, directors and officers must comply with this policy and take appropriate measures to ensure that such conduct does not occur. Violations of this policy will result in disciplinary action up to and including termination.

Complaint Procedures: Persons who believe that they or any other person(s) have been the subject of sexual harassment should immediately report the matter to the Chairman of the Corporation. If the Chairman is not available, or if you are not comfortable in reporting your complaint to the Chairman, report the matter to the Vice Chairman, or to any other officer of the Corporation. There will be no action taken against anyone who complains unless the accusation is intentionally false. Under no circumstances need the individual report the matter to the person being accused. The Corporation will, to the extent feasible, maintain the confidentiality of such complaints. The Chairman, or in his/her absence, the Vice-Chairman, is responsible for the administration and the interpretation of this policy.

Adopted: February 21, 2012

THE COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION

DISPOSITION OF PROPERTY GUIDELINES
ADOPTED PURSUANT TO SECTION 2896 OF THE PUBLIC AUTHORITIES LAW

ARTICLE I. **DEFINITIONS.**

1. “Contracting Officer” shall mean the officer, director or employee of The Counties of Warren and Washington Civic Development Corporation (hereinafter, the “Corporation”) who shall be appointed by resolution to be responsible for the disposition of property.

2. “Dispose” or “disposal” shall mean the transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the Public Authorities Law.

3. “Property” shall mean personal property in excess of Five Thousand Dollars (\$5,000.00) in value, real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

ARTICLE II. **DUTIES.**

1. The Corporation shall:
 - (a.) maintain adequate inventory controls and accountability systems for all property under its control;

 - (b.) periodically inventory such property to determine which property shall be disposed of;

 - (c.) produce a written report of such property in accordance with subsection (2)(a) of this Article; and

 - (d.) transfer or dispose of such property as promptly and practicably as possible in accordance with Article III, herein.

2. The Corporation shall:

(a.) Annually publish a report listing all real property owned, in fee, by the Corporation and shall also include a list and full description of all real and personal property disposed of during such period (hereinafter referred to as the "Report"). The Report shall contain the price received by the Corporation and the name of the purchaser for all such property sold by the Corporation during such period; and

(b.) Deliver copies of the 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 (the "Commissioner"), and the New York State Legislature (via distribution to the current Majority Leader of the Senate and the Speaker of the Assembly).

ARTICLE III. TRANSFER OR DISPOSITION OF PROPERTY.

1. Supervision and Direction. Except as otherwise provided herein, the Contracting Officer shall have supervision and direction over the disposition and sale of property of the Corporation. Provided, however, the Corporation shall have the right to dispose of its property for any valid corporate purpose.

2. Custody and Control. The custody and control of Corporation property, pending its disposition, and the disposal of such property, shall be performed by the Corporation or by the Commissioner when so authorized under this Policy.

3. Method of Disposition. Unless otherwise permitted, the Corporation 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 Contracting Officer deems proper. The Contracting Officer may execute such documents for the transfer of title or other interest in property and take such other actions as it deems necessary or proper to dispose of such property pursuant to the provisions of this Policy. Provided, however, except in compliance with all applicable law, no disposition of real property, any interest in real property, or any other property, which because of its unique nature is not subject to fair market pricing, shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction.

4. Sales by the Commissioner. If the Corporation deems that the transfer of property by the Commissioner will be advantageous to the State of New York, the Corporation may enter into an agreement with the Commissioner, pursuant to which the Commissioner may dispose of property of the Corporation, under the terms and conditions agreed to by the Corporation and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms of this Policy and references to the Contracting Officer shall be deemed to refer to such Commissioner.

5. 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 Corporation, purporting to transfer title or any other interest in property of the Corporation in accordance this Policy shall be

conclusive evidence of compliance with the provisions of these guidelines and all applicable laws 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.

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

(a.) Except as permitted by any applicable law, all disposals or contracts for disposal of property made or authorized by the Contracting Officer shall be made after publicly advertising for bids except as provided in subsection (c) of this Section (6).

(b.) Whenever public advertising for bids is required under subsection (a) of this Section (6):

(i.) 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; and

(ii.) All bids shall be publicly disclosed at the time and place stated in the advertisement; and

(iii.) 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 Corporation, price and other factors considered; provided, that all bids may be rejected at the Corporation's discretion.

(c.) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (a) and (b) of this Section (6), but subject to obtaining such competition as is feasible under the circumstances, if:

(i.) The personal property involved is of a nature and quantity which, if disposed of under subsections (a) and (b) of this Section (6), 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; or

(ii.) The fair market value of the property does not exceed Fifteen Thousand Dollars (\$15,000.00); or

(iii.) 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; or

(iv.) The disposal will be to the State or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation; or

(v.) The disposal of the property is intended to further the public health, safety or welfare or an economic development interest of the Corporation, the state or a political subdivision, including, but not limited to, the prevention or remediation of a substantial threat to public health or safety, the creation or retention of a substantial number of job opportunities, or the creation or retention of a substantial source of revenues, or where the Corporation=s enabling legislation permits, or other economic development initiatives. The purpose and the terms of such disposal must be documented in writing and approved by resolution of the Corporation board; or

(vi.) Such action is otherwise authorized by law.

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

(i.) Any personal property which has an estimated fair market value in excess of Fifteen Thousand Dollars (\$15,000.00);

(ii) Any real property that has an estimated fair market value in excess of One Hundred Thousand Dollars (\$100,000.00), except that any real property disposed of by lease or exchange shall only be subject to clauses (iii) through (v) of this subsection (d);

(iii.) Any real property disposed of by lease for a term of five (5) years or less, if the estimated fair annual rent is in excess of One Hundred Thousand Dollars (\$100,000.00) for any of such years;

(iv.) Any real property disposed of by lease for a term of more than five (5) years, if the total estimated rent over the term of the lease is in excess of One Hundred Thousand Dollars (\$100,000.00); or

(v.) 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.

Each such statement, as set forth in subsection (d) of this Article, shall be transmitted to the persons entitled to receive copies of the report required under all applicable law not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Corporation.

7. Application to Purchase Property. Any party wishing to purchase real property from the Corporation, whether by negotiation or bid, must complete and submit an Application to Purchase Property upon the Corporation's approved form, together with the

required supporting documents and in compliance with the Corporation's rules and regulations.

ARTICLE IV. **MISCELLANEOUS.**

1. In the event that there may be a contradiction between the requirements of the PAL and GML, the Corporation will seek the guidance and advice of its legal counsel prior to taking action.

2. This Policy shall be reviewed and approved annually by the Corporation. On or before March 31 of each year, the Corporation shall file a copy of the most recently reviewed and approved Policy with the Comptroller of the State of New York and shall simultaneously post said Policy on the Corporation's website.

Adopted February 21, 2012.

THE COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION

DEFENSE AND INDEMNIFICATION POLICY

In accordance with Section 2824 of the Public Authorities Law, The Counties of Warren and Washington Civic Development Corporation (the “Corporation”) adopts the following defense and indemnification policy (the “Policy”):

The Corporation shall indemnify and hold harmless the officers and directors from and against all costs, losses, liabilities and damages paid or accrued by an officer or director acting in his or her capacity in connection with the Corporation, to the fullest extent permitted by Section 1411 of the New York State Not For Profit Law and any other applicable laws of the State of New York.

A copy of this Policy shall be disclosed to any and all prospective directors.

Adopted by resolution: February 21, 2012.

**The Counties of Warren and Washington
Civic Development Corporation**

Lobbying Policy – As stated in Annual Meeting February 2013

The Corporation does not engage in lobbying, and therefore, we do not have a lobbying policy.

COUNTIES OF WARREN AND WASHINGTON
CIVIC DEVELOPMENT CORPORATION
DISCRETIONARY FUNDS POLICY

ARTICLE I. APPLICABILITY AND PURPOSE.

This Discretionary Funds Policy (the “Policy”) of the Counties of Warren and Washington Civic Development Corporation (the “WWCDC”) shall apply to every member of the WWCDC and all directors, officers, and employees thereof. The purpose of this Policy is to regulate the expenditure and use of WWCDC funds. This Policy is adopted in accordance with and pursuant to the Public Authorities Accountability Act of 2005, specifically Section 2824 of the Public Authorities Act and Opinion No. 2007-F4 of the Office of the Attorney General.

ARTICLE II. USE OF DISCRETIONARY FUNDS.

The expenditure of WWCDC funds must relate to an enumerated power, duty or purpose of the WWCDC. Therefore, the use of discretionary funds shall be limited to expenditures that benefit the WWCDC in advancing its mission and public purposes. Discretionary funds shall not be used in a manner that primarily benefits the individual board member, officer or employee.

ARTICLE III. PRIOR APPROVAL.

All expenditures of discretionary funds in excess of Twenty Dollars (\$20.00) shall be approved by the members and fall within the current budget allocations. The members shall review the proposed use of funds and reasonably determine whether such use (i) primarily benefits the Agency as opposed to an individual board member, officer or employee and (ii) advances the mission and public purpose of the WWCDC. Scrutiny of all expenses will be guided by judgment relating to the relevance of such costs and the benefits which may accrue from such activities.

ARTICLE IV. APPROPRIATE EXPENDITURE GUIDANCE.

- a. Membership Dues- Membership dues paid by the WWCDC to belong to a professional peer organization is a permissible use of WWCDC funds. However, individual membership costs for board members, officers and employees to belong to a professional, social, or fraternal organization whereby the membership is of and the primary benefit is to, the individual rather than the WWCDC, should not be an WWCDC expenditure.
- b. Charitable Contributions & Sponsorships- The appropriateness of such sponsorship or charitable contribution will depend on whether it relates to the powers, duty and purposes of the WWCDC, and whether such expenditure will advance the WWCDC’s mission and public purpose.

- c. Food & Beverages- With the exception of food and beverages purchases during business travel as provided in the Corporation's Travel Policy, expenditures of food and beverages for the personal consumption of board members, officers and employees should not be considered an appropriate use of WWCDC discretionary funds. Provided, however, expenditures for food and beverages purchased for or during the conduct of WWCDC meetings and conduct of business with persons that do, or may do, business with the WWCDC may be an appropriate expenditure of WWCDC, provided that the expense is reasonable in light of the circumstances surrounding the WWCDC activity and is approved as set forth herein.
- d. Professional Training, Certification and Licensing- Paying the costs to attend training to maintain certifications or licenses, or to attend professional conferences may be an appropriate expenditure of WWCDC discretionary funds.
- e. Marketing- Expenses incurred in the course of marketing our area to prospects and relation with existing industries and businesses and supporting partners in the furtherance of the Corporation's mission.

Adopted as of April 15, 2013