

SULLIVAN COUNTY FUNDING CORPORATION

548 Broadway
Monticello, New York 12701
(845) 428-7575 - Voice
(845) 428-7577 - Fax
www.scfundingcorp.com
TTY 711

SPECIAL MEETING NOTICE

TO: Ira Steingart, Chairman
Suzanne Loughlin, Vice Chair
Sean Rieber, Secretary
Howard Siegel, Treasurer
Edward Sykes, Assistant Secretary & Chief Executive Officer
Scott Smith, Assistant Treasurer
Paul Guenther, Member
Joseph Perrello, Member
Carol Roig, Member
Chairman and Members of the Sullivan County Legislature
Josh Potosek, Sullivan County Manager
Walter Garigliano, Esq., Counsel

FROM: Jennifer Flad, Executive Director

DATE: September 5, 2019

PLEASE TAKE NOTICE that there will be a Special Meeting of the Sullivan County Funding Corporation scheduled as follows:

DATE: September 9, 2019- Monday
TIME: 11:10 AM (immediately following the County of Sullivan Industrial Development Agency meeting)
LOCATION: Legislative Committee Room, Sullivan County Government Center, 100 North Street, Monticello, New York 12701

MEETING AGENDA

- I. CALL TO ORDER**
 - II. ROLL CALL**
 - III. APPROVAL OF MEETING MINUTES**
July 8, 2019 Special Meeting
 - IV. BILLS AND COMMUNICATIONS**
 - V. NEW BUSINESS**
Resolution: Authorizing the Amendment and Restatement of the Sullivan County Funding Corp. By-Laws
Discussion: Draft 2020 Sullivan County Funding Corp. Budget
 - VI. ADJOURN**
- ##

**Sullivan County Funding Corporation
548 Broadway
Monticello, New York 12701
(845) 428-7575 – telephone
(845) 428-7577 – fax**

**SPECIAL MEETING MINUTES
Monday, July 8, 2019**

I. CALL TO ORDER

Chairman Steingart called to order the special meeting of The Sullivan County Funding Corporation at approximately 11:11 AM, in the Legislative Committee Room at the Sullivan County Government Center, 100 North Street, Monticello, NY 12701.

II. ROLL CALL

Members Present-

Ira Steingart
Suzanne Loughlin
Edward Sykes
Howard Siegel
Scott Smith

Members Absent-

Paul Guenther (*By phone)
Sean Rieber
Carol Roig
Joseph Perrello

Staff Present-

Jennifer Flad, Executive Director
Julio Garaicoechea, Project Manager

Staff Absent-

Cassandra Egan, Administrative Assistant

Others Present-

Walter Garigliano, Agency Counsel
Tara Lewis, Garigliano Law Offices (*By Phone)
Dan Hust, Sullivan County Director of Communications
Ken Walter

III. APPROVAL OF MEETING MINUTES

On a motion made by Mr. Smith and seconded by Mr. Sykes, the Board voted and the minutes of the June 10, 2019 special meeting was unanimously approved.

V. NEW BUSINESS

The Board discussed and reviewed a resolution authorizing and approving a payment in the amount of \$25,000.00 to the Hudson Valley AgriBusiness Development Corporation ("HVADC"). Ms. Flad updated the Board on current HVADC initiatives. Mr. Siegel made a motion to approve the resolution. Ms. Loughlin seconded the motion, the Board voted, and the resolution was unanimously approved.

V. PUBLIC COMMENT AND ADJOURNMENT

The Board recognized the comments of Ken Walter. On a motion by Mr. Siegel, seconded by Ms. Loughlin, the meeting was adjourned at approximately 11:16 AM.

Respectfully submitted:

Julio Garaicoechea, Project Manager

##

DRAFT

SULLIVAN COUNTY FUNDING CORPORATION GOVERNANCE COMMITTEE POLICY

Purpose

The purpose of the governance committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Sullivan County Funding Corporation (SCFC);
- Updating the SCFC's corporate governance principles and governance practices; and
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee

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

- Meet with and obtain any information it may require from agency staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Agency's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection

The governance committee shall be comprised of two (2) independent members. The governance committee members shall be appointed by, and will serve at the discretion of the SCFC's Board of Directors. The Board may designate one member of the governance committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors

shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

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

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

Committee Structure and Meetings

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

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

Reports

The governance committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.

Responsibilities

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

Relationship to the Agency's Board

The Board of Directors has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

- Develop the Agency's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Upon a vacancy in the Board, the committee will work with the County Legislators to identify qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.

Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board and its committees in the Agency's governance process.

Evaluation of the Agency's Policies

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Agency's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the Agency's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Agency's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Agency's written policies regarding procurement of goods and services,

including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process.

- Develop and recommend to the Board any required updates on the Agency's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Agency's Board, such as the Agency's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Other Responsibilities

The governance committee shall:

- Review on an annual basis the compensation and benefits for the Managing Director and other senior Agency officials.
- Annually review, assess and make necessary changes to the governance committee policy and provide a self-evaluation of the governance committee.

##

Current members of the SCFC Governance Committee as of January 23, 2019:

Ira Steingart
Sean Rieber
Joseph Perrello

The Committee met on July 9, 2013
The Committee met on July 8, 2014 (Postponed)
The Committee met on October 14, 2014
The Committee met on July 13, 2015
The Committee met on August 8, 2016
The Committee met on August 14, 2017
The Committee met on September 10, 2018