

**Tioga County Industrial Development Agency  
Annual Meeting of the Board of Directors  
January 2, 2013**

**I. Call to Order and Introductions-** Chairperson A. Gowan called the meeting to order at 5:04 p.m.

**II. Attendance**

- A.** IDA Board Members: W. Woods, A. Gowan, R. Kelsey, M. Sauerbrey, T. Monell and K. Dougherty  
Absent: D. Daniels
- B.** Guests: D. Barton, C. Haskell and L. Tinney

**III. New Business**

**A.** Monthly meeting designation

Motion to set the regular monthly meetings for the first Wednesday of each month at 5:30 p.m. to be held in the County Office Building, 56 Main Street, Owego NY, Hubbard Auditorium (T. Monell, W. Woods)

Aye- 6            Abstain- 0  
Nay- 0            Carried

**B.** Media designation

Motion to designate the Press & Sun Bulletin as the official newspaper for the purposes of publishing all notices and other matters as required by law (M. Sauerbrey, K. Dougherty)

Aye- 5            Abstain- 0  
Nay- 1            Carried

**C.** Governance Committee recommendations

**1.** Slate of Officers

- a. Chairperson- A. Gowan
- b. Vice Chairperson- M. Sauerbrey
- c. Secretary- W. Woods
- d. Treasurer- R. Kelsey

Motion to appoint the slate of officers as recommended by the Governance Committee (T. Monell, K. Dougherty)

Aye- 6            Abstain- 0  
Nay- 0            Carried

**2.** Committee Appointments

- a. Governance- A. Gowan, W. Woods, D. Daniels
- b. Audit- A. Gowan, R. Kelsey, K. Dougherty
- c. Railroad- T. Monell, M. Sauerbrey, D. Daniels, W. Caloroso
- d. Public Relations- W. Woods, M. Sauerbrey, D. Barton
- e. Finance- A. Gowan, W. Woods, D. Barton
- f. Loan- A. Gowan, R. Kelsey, K. Dougherty, S. Thomas, D. Barton

Motion to appoint Committee Members as recommended by the Governance Committee (K. Dougherty, T. Monell)

Aye- 6            Abstain- 0  
Nay- 0            Carried

**3.** Other Appointments

- a. Designee (per Employee Handbook)- D. Barton
- b. Compliance Officer- L. Tinney
- c. Contracting Officer- L. Tinney
- d. Freedom of Information Officer- L. Tinney

- e. Code of Ethics Officer- J. Meagher
- f. Internal Controls Officer- Jan Nolis

Motion to make the other appointments as recommended by the Governance Committee (T. Monell, K. Dougherty) Aye- 6      Abstain- 0  
Nay- 0      Carried

- 4. Annual Policy Review
  - a. Mission Statement
  - b. By-Laws
  - c. Code of Ethics
  - d. Assessment of Internal Controls
  - e. Procurement Policy
  - f. Property Disposition Policy
  - g. Whistle Blowers Policy
  - h. Employee Handbook
  - i. Finance Committee Charter
  - j. Governance Committee Charter
  - k. Procedure Manual

Motion to accept the reviewed policies as recommended by the Governance Committee (T. Monell, W. Woods) Aye- 6      Abstain- 0  
Nay- 0      Carried

- 5. Other Annual Review
  - a. Compensation and benefits of staff- completed
  - b. Report on Conflict of Interest Incidents- none noted

Motion to accept no noted conflict of interest incidents for the year 2012 (T. Monell, M. Sauerbrey) Aye- 6      Abstain- 0  
Nay- 0      Carried

- c. Self- Evaluation of Performance

Motion to accept Self- Evaluation of Performance report as supplied by the Governance Committee (W. Woods, T. Monell) Aye- 6      Abstain- 0  
Nay- 0      Carried

D. Audit Committee Recommendations

- 1. Appointments
  - a. Audit Firm- Piaker & Lyons
  - b. Financial Expert- J. Nolis Rathke

Motion to accept the appointments as recommended by the Audit Committee (K. Dougherty, R. Kelsey) Aye- 6      Abstain- 0  
Nay- 0      Carried

- 2. Annual Policy Review
  - a. Investment Policy
  - b. Investment Annual Report
  - c. Audit Committee Charter
  - d. Self Evaluation of Performance

Motion to accept the reviewed policies and Self-Evaluation of Performance as recommended by the Audit Committee (W. Woods, M. Sauerbrey) Aye- 6      Abstain- 0  
Nay- 0      Carried

E. Finance Committee Recommendations

1. Official Depositories

- a. Chemung Canal Trust Company
- b. Community Bank
- c. Tioga State Bank

Motion to accept Chemung Canal Trust, Community Bank and Tioga State Bank as depositories as recommended by the Audit Committee (W. Woods, K. Dougherty)

Aye- 5                      Abstain- 1 (Kelsey)  
Nay- 0                      Carried

2. Designation of Signatories on bank accounts

Motion to Designate A. Gowan, M. Sauerbrey, R. Kelsey and L. Tinney as signatories on bank accounts (T. Monell, W. Woods)

Aye- 6                      Abstain- 0  
Nay- 0                      Carried

F. Annual Certifications

- 1. Internal Controls Certification
- 2. Fiduciary Responsibilities Certification

Motion to authorize Internal Controls Certification and acknowledge Fiduciary Responsibilities for the year 2013 (W. Woods, T. Monell)

Aye- 6                      Abstain- 0  
Nay- 0                      Carried

G. Miscellaneous

- 1. Updated contact information requested from each board member

**IV. Adjourned:** A. Gowan adjourned the meeting at 5:13 p.m. (T. Monell, W. Woods)