

Canandaigua Local Development Corporation, Inc.

113 S. Main St
Canandaigua, NY 14424

Meeting of the Board of Directors

Date: August 15, 2019

Time: 11:00 AM – 12:30 PM

Agenda

- I. Call to Order
- II. Roll Call
- III. Appointment of a Temporary President and Secretary
- IV. Adoption of Bylaws
- V. Filing of Articles of Incorporation
- VI. Appointment of Officers
- VII. Designation of Principal Office
- VIII. Opening a Corporate Bank Account
- VIII. Other Considerations
- X. Adjourn

Canandaigua Local Development Corporation, Inc.

113 S. Main St
Canandaigua, NY 14424

Initial Meeting of the Board of Directors

Date: August 15, 2019

Time: 11:00 AM – 12:30 PM

Agenda

I. Call to Order

II. Roll Call

III. Appointment of a Temporary President and Secretary

Motion by _____:

I move that _____ be appointed as temporary chair for this meeting.

Second by _____.

Discussion:

Vote:

Motion status:

Motion by _____:

I move that _____ be appointed as temporary secretary for this meeting

Second by _____.

Discussion:

Vote:

Motion status:

IV. Adoption of Bylaws

Motion by _____:

I make a motion to adopt the presented bylaws as the bylaws of this organization.

Second by _____.

Discussion:

Vote:

Motion status:

V. Filing of Articles of Incorporation

Motion by _____:

I make a motion to appoint Chris Nadler, Esq, as incorporator and filer for the organization and to authorize filing all forms and documents required by the State of New York for new corporations including the completed Certificate of Incorporation, with the New York Department of State, Division of Corporations, One Commerce Plaza, 99 Washington Avenue, Albany, NY 12231.

Second by _____.

Discussion:

Vote:

Motion status:

VI. Appointment of Officers

Officers are elected from voting members with exception of secretary, who may be an ex-officio member of the board of directors. Two or more offices may be held by same person except president and treasurer.

Motion by _____:

I nominate _____ to the office of president of this organization.

Second by _____.

Discussion:

Vote:

Motion status:

Motion by _____:

I nominate _____ to the office of vice-president of this organization.

Second by _____.

Discussion:

Vote:

Motion status:

Motion by _____:

I nominate _____ to the office of treasurer of this organization.

Second by _____.

Discussion:

Vote:

Motion status:

Motion by _____:

I nominate _____ to the office of secretary of this organization. (Secretary may be ex-officio member of the board.)

Second by _____.

Discussion:

Vote:

Motion status:

VII. Designation of Principal Office

Official board confirmation of the location of the principal office.

Motion by _____:

I make a motion that the principal office of this organization be located at 113 S. Main St., Canandaigua, NY 14424

Second by _____.

Discussion:

Vote:

Motion status:

VIII. Opening a Corporate Bank Account

Motion by _____:

I make a motion to authorize the President, Treasurer (or other officer) _____ to apply for an employee identification number and open a corporate account at the _____ bank.

Second by _____.

Discussion:

Vote:

Motion status:

VIII. Other Considerations

Draft Code of Ethics (Included in packet)

Draft lease agreement (Provided at meeting)

Future meetings and next meeting date

X. Adjourn

BYLAWS OF

CANANDAIGUA LOCAL DEVELOPMENT CORPORATION, INC.

INDEX OF ARTICLES:

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ARTICLE I. NAME AND OFFICES

- A. NAME.** The name of the Corporation shall be CANANDAIGUA LOCAL DEVELOPMENT CORPORATION, INC.
- B. OFFICES.** The principal offices of the Corporation shall be located at 113 S. Main Street, Canandaigua, New York 14424 and at such other locations as the Board of Directors shall designate.

ARTICLE II: PURPOSES AND POWERS OF THE CORPORATION

- A. PURPOSES.** The Corporation is organized and exists under §1411 of the New York State Not-for-Profit Law and is authorized to engage in any activity to pursue the purposes set forth therein. Specifically, the purposes for which the corporation is formed are the public purposes of: attracting new and retaining existing business to the greater

Canandaigua region, relieving and reducing unemployment; promoting and enhancing employment opportunities; instructing or training individuals to improve or develop skills; conducting research to attract or retain business; and lessening the burdens of government and acting in the public interest in the Town and City of Canandaigua, New York.

B. POWERS. In furtherance of the purposes stated above, the Corporation shall have the authority to engage in any of the following activities:

1. To construct, acquire, rehabilitate and improve for use by others retail, industrial, commercial, recreation and manufacturing plants and facilities in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such plants and facilities for others in such territory; to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto;
2. To acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interest therein;
3. To borrow money and to issue negotiable bonds, notes and other obligations therefore;
4. To sell, lease, mortgage or otherwise dispose of or encumber any such plants or any of its real or personal property or any interest therein upon such terms as it may determine;
5. In connection with loans from New York State and United States government agencies, to enter into covenants and agreements and to comply with all the terms,

conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of retail, industrial, commercial, recreational or manufacturing facilities in the territory in which the operations of such corporation are principally to be conducted, and

6. To do all and everything suitable for the accomplishment of any of the foregoing purposes; including but not limited to retail loans and assistance to retail businesses.

C. PROHIBITIONS. The Corporation shall be prohibited from the following activities:

1. From providing compensation to any of its board members or officers.
2. From borrowing money and/or issuing bonds, notes and other obligations that are guaranteed, or could be assumed, by the City and/or Town of Canandaigua.
3. From the use of eminent domain to acquire real property.

D. TRANSPARENCY. The Corporation shall maintain transparency in all its activities to the greatest extent practicable. The Corporation, determined by the New York State Authority Budget Office (ABO) to be a local authority, is subject to the Public Authority Accountability Act of 2005 (PAAA), as amended by the Public Authorities Reform Act of 2009 (PARA) and shall be required to comply with all applicable statutory requirements including the requirement to submit an annual report to the ABO and post information on their mission, current activities and finances on a Corporation website. Furthermore, the Corporation is considered an agency of local government for purposes of the Freedom of Information Law (FOIL) and is subject to the Open Meetings Law (OML).

ARTICLE III: MEMBERS

The Members of the Corporation shall be: The Town of Canandaigua, represented by the Town Board, the City of Canandaigua, represented by the City Council, and the Canandaigua Chamber of Commerce, represented by the Chamber Board. Consent of Members shall be by majority vote of their respective governing bodies: Town of Canandaigua, Town Board; City of Canandaigua, City Council; Chamber of Commerce, Chamber Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

The Corporation shall be managed by its Board of Directors.

- A. NUMBER OF DIRECTORS.** The Board of Directors shall consist of five (5) voting directors and three ex-officio non-voting members. The following individuals shall serve as ex-officio non-voting members of the Board of Directors: (1) Town Manager of the Town of Canandaigua; (2) City Manager of the City of Canandaigua; (3) Executive Director of the Canandaigua Chamber of Commerce.
- B. QUALIFICATION OF DIRECTORS.** Each Director shall be at least nineteen (19) years of age, and must either reside in, or have a business interest in the City of Canandaigua or the Town of Canandaigua.
- C. APPOINTMENT OF DIRECTORS.** The Town Board of the Town of Canandaigua shall appoint two (2) directors – one (1) of which is an elected member of the Town Board; the City Council of the City of Canandaigua shall appoint two (2) directors – one (1) of which is an elected member of the City Council; and the Board of Directors

of the Canandaigua Chamber of Commerce shall appoint one (1) director from its Board of Directors.

D. TERM OF DIRECTORS. The term of each appointment to the Board of Directors shall be three (3) years. No director shall serve more than three (3) consecutive terms. To stagger Board enrollment, the initial terms of the inaugural board will be the following, with 3-year terms thereafter:

Elected City Council Member:	First term – 1 year
City Council Appointee:	First term – 2 years
Elected Town Board Member:	First term – 1 year
Town Board Appointee:	First term – 2 years
Chamber Board Member:	First term – 3 years

E. REMOVAL/TERMINATION OF DIRECTORS. A director shall be automatically terminated by death or when a director moves his/her residence from, or no longer has a business interest in, the City or Town of Canandaigua without action or approval of the Board of Directors. A director appointed as the elected official of the Town or City, shall be terminated at the end of their elected term in office and a director appointed by the Chamber shall be terminated at the end of their Chamber Board service, without action or approval of the Board of Directors. A director may be removed for cause, including violation of article 18 of New York General Municipal Law. Failure to attend three (3) consecutive meetings of the Board of Directors shall constitute just cause for the removal of a director when approved by two-thirds majority vote of the Board of Directors.

F. QUORUM OF DIRECTORS. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of

business. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

G. ACTION OF THE BOARD. Unless otherwise required by law, the vote of a majority of the Board of Directors present at the time of the vote, if a quorum is present at the time of such vote, shall be the act of the Board of Directors. Each voting director present shall have one (1) vote.

H. PLACE AND TIME OF BOARD MEETINGS. The Board of Directors may hold its meetings at any place within the Town or City of Canandaigua. The Board of Directors shall hold at least one (1) meeting per month unless otherwise decided by the Board of Directors.

I. SPECIAL MEETINGS OF BOARD OF DIRECTORS. Special meetings of the Board of Directors may be called by directors. The Secretary shall cause a notice of such meeting to be transmitted to all members of the Board of Directors at least seven (7) days but not more than fifty (50) days before the scheduled date of such meeting. Such Notice shall state the date, time, place, and purpose of the meeting and by whom called.

J. NOTICE OF MEETINGS; ADJOURNMENT. Regular meetings of the Board of Directors may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board of Directors shall be held upon notice as stated above. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting, or who attends the meeting.

- K. ACTION BY DIRECTORS WITHOUT A MEETING.** Whenever the Board of Directors is required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the directors entitled to vote, or by email approval of a majority of the Board of Directors.
- L. CHAIR.** At all meetings of the Board of Directors the President of the Board of Directors shall preside as chair. In the absence of the President the Vice President shall preside as chair. If neither the President nor Vice President is available, the board members present shall select one of their own to preside as temporary chair.
- M. EXECUTIVE AND OTHER COMMITTEES.** The Board of Directors, by resolution adopted by a majority vote, may designate from among its members an executive committee or other committees. Each such committee shall serve at the pleasure of the Board of Directors.

ARTICLE V: OFFICERS

- A. ELECTION; TERM.** The Board of Directors shall elect from its voting membership a President, Vice President, Secretary, and Treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected at the annual January meeting of the Board of Directors, or at such other meeting of the Board of Directors and shall hold office for a term of one (1) year. No officer shall be re-elected after serving six (6) consecutive terms. The Secretary may be an ex-officio member of the Board of Directors.
- B. REMOVAL AND RESIGNATION.** Any officer elected by the Board of Directors may be removed by the Board of Directors with or without cause. In the event of the death,

resignation, or removal of an officer, the Board of Directors may elect a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

- C. PRESIDENT.** The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.
- D. VICE PRESIDENT.** During the absence or disability of the President, the Vice President shall have all the powers and duties of the president. The Vice President shall perform such other duties as the Board of Directors shall prescribe.
- E. TREASURER.** The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit said funds in the name of the Corporation in such bank or trust company as the directors may determine.
- F. SECRETARY.** The Secretary shall keep and maintain the minutes of the Board of Directors and the records of the Corporation.
- G. SURETIES AND BONDS.** In case the Board of Directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his/her duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into his/her hands.

ARTICLE VI: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

- A.** All income and earnings of the Corporation shall be used exclusively for its corporate purposes or shall accrue and be paid to the New York job development authority;
- B.** No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any member or private person, corporate or individual, or any other private interest, except that the Corporation may repay loans upon majority vote of the Board of Directors;

ARTICLE VII: MISCELLANEOUS

- A. CONSTRUCTION.** If there shall be any conflict between the provisions of the Certificate of Incorporation filed with the New York State Secretary of State and these bylaws, the provisions of the Certificate of Incorporation shall govern.
- B. AMENDMENTS.** These bylaws may be adopted, amended or repealed by the Board of Directors, with the exception of Article VII. paragraph C below, upon a majority vote of the entire Board of Directors at a regular or special meeting. Before these bylaws may be amended each Member must consent in writing.
- C. DISSOLUTION.** The corporation is dissolved upon a majority vote of the Members. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Supreme Court of Ontario County exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine.

The foregoing Bylaws are hereby adopted by majority vote of the Board of Directors of
CANANDAIGUA LOCAL DEVELOPMENT CORPORATION, INC.

ON _____, 2019

Director: AYE NAY

The adoption of the foregoing Bylaws was approved by the Town Board of the Town of
Canandaigua by Resolution # _____ on _____, 2019

The adoption of the foregoing Bylaws was approved by the City Council of the City of
Canandaigua by Resolution # _____ on _____, 2019

The adoption of the foregoing Bylaws was approved by the Board of Directors of the
Canandaigua Chamber of Commerce _____ on _____, 2019

Adopted by the Board of Directors and signed by its President on the _____ day of
_____, 2019:

President of the Board of Directors

ATTEST:

Secretary of the Board of Directors

CERTIFICATE OF INCORPORATION

OF

CANANDAIGUA LOCAL DEVELOPMENT CORPORATION, INC.

Under § 402 and § 1411 of the Not-for-Profit Corporation Law of the State of New York

- I. NAME OF CORPORATION. The name of the corporation shall be Canandaigua Local Development Corporation, Inc.
- II. The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of § 102 of the Not-for-Profit Corporation Law of the State of New York.
- III. The purposes for which the corporation is formed are the public purposes of: relieving and reducing unemployment; promoting and enhancing employment opportunities; instructing or training individuals to improve or develop skills; conducting scientific research to attract or retain industry; and lessening the burdens of government and acting in the public interest. These purposes are charitable in nature as that term is defined in the United States Internal Revenue Code.
- IV. The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.
- V. The corporation is a non-charitable corporation under § 201 of the Not-for-Profit Corporation Law of the State of New York.
- VI. The office of the corporation is to be located in the County of Ontario, in the State of New York.
- VII. The names and addresses of the initial directors of the corporation are:
 - A. _____

 - B. _____

 - C. _____

 - D. _____

E. _____

VIII. The Members of the Corporation are:

- A. Town of Canandaigua
5440 Routes 5 & 20
Canandaigua, NY 14424
- B. City of Canandaigua
335 S. Main Street
Canandaigua, NY 14424
- C. Canandaigua Chamber of Commerce
113 S. Main Street
Canandaigua, NY 14424

IX. The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is: 113 S. Main Street; Canandaigua, NY 14424.

X. Statements Required by Not-for-Profit Law § 1411.

- A. All income and earnings of the Corporation shall be used exclusively for its corporate purposes or shall accrue and be paid to the New York job development authority;
- B. No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any member or private person, corporate or individual, or any other private interest, except that the Corporation may repay loans upon majority vote of the Board of Directors;
- C. If the Corporation accepts a mortgage loan or loans from the New York job development authority, the Corporation shall be dissolved in accordance with the provisions of paragraph (g) of § 1411 upon the repayment or other discharge in full by the Corporation of all such loans.

_____/_____/_____

Christian M. Nadler, Esq.
Incorporator
9 Mima Circle
Fairport, NY 14450
585-315-4767

CERTIFICATE OF INCORPORATION

OF

CANANDAIGUA LOCAL DEVELOPMENT CORPORATION, INC.

Under § 402 and § 1411 of the Not-for-Profit Corporation Law of the State of New York

FILER NAME: Christian M. Nadler, Esq.
9 Mima Circle
Fairport, NY 14450
Phone # 585-315-4767
cnadler@cnadlerlaw.com

HISTORY: Adopted by the CLCD Board of Directors on:

Motion by:

Second by:

AYE –

NAY –

Motion status:

Resolution #:

Contents

1. Purpose.
2. Standards of conduct.
3. Filing of claims.
4. Distribution of copies.4. Distribution of copies.
5. Penalties for offenses.
6. Board of Ethics.

1. Purpose.

It is the purpose of the Canandaigua Local Development Corporation, Inc. (CLDC) Code of Ethics to promulgate these rules of ethical conduct to serve as a guide for the official conduct of officers and employees of the Canandaigua. The rules of ethical conduct as adopted shall not conflict with but shall be in addition to any prohibition of Article 18 of the General Municipal Law or any other general or special law relating to ethical conduct, conflicts of interest and any prohibited interest in contracts of municipal officers and employees.

2. Standards of conduct.

Every CLDC officer, director, or employee shall be subject to and abide by the following standards of conduct:

A. General rule with respect to conflicts of interest. No municipal CLDC officer, director, or employee should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature or take any action which is in substantial conflict with the proper discharge of his or her duties in the public interest.

B. Confidential information. No CLDC officer, director, or employee shall disclose confidential information acquired by him or her in the course of his or her official duties or use such information to further his or her personal interest even after leaving CLDC service.

C. Prohibition against employment that requires disclosure of confidential information. No CLDC officer, director, or employee should accept employment or engage in any business or professional activity which will require the disclosure of confidential information gained by reason of his or her official position or authority.

D. Prohibition against employment that impairs independence. No CLDC officer, director, or employee should accept other employment which will impair his or her independence of judgment in the exercise of his or her official duties.

E. Appearance or representation before a municipal board, court, agency or entity. No CLDC officer, director, or employee shall appear on behalf of, or represent or otherwise receive any compensation for services on behalf of, any third party regarding any matter before any municipal board, court or agency of which he or she is an officer, member or employee or for which he or she is employed to give professional advice or of any municipal agency over which he or she has jurisdiction or to which he or she has the power to appoint any member, officer or employee.

F. Prohibited outside positions. A CLDC officer, director, or employee shall not be a paid attorney, agent, broker, employee, officer, director, trustee or consultant for any person or entity that is doing business with or that is seeking to do business with the CLDC or that is seeking a license, permit, grant or benefit from the CLDC.

G. Future employment. A CLDC officer, director, or employee shall not for a period of one year after the termination of service or employment with the CLDC appear before any board, court, agency or entity in relation to any case, proceeding or application that he or she personally discussed and/or upon which he or she deliberated and/or voted in his or her official capacity during the period of his or her service or employment by the CLDC or which was at any time during his or her period of service for the CLDC under his or her active consideration.

H. Prohibition against undue influence. A CLDC officer, director, or employee should not by his or her conduct give reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties or that he or she is affected by the kinship, rank, position or influence of any party or person.

I. Prohibition against use of official position to secure unwarranted privileges. No CLDC officer, director, or employee should use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself/herself or others.

J. Prohibition against transactions between the CLDC and an entity in which a financial interest exists. No CLDC officer, director, or employee should engage in any transaction as a

representative or agent of the CLDC with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his or her official duties.

K. Prohibition against personal investments. A CLDC officer, director, or employee should abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or her or which will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest.

L. Prohibited conflicts of interest. Except as otherwise permitted by New York State General Municipal Law § 802, a CLDC officer, director, or employee shall not engage in any activity that may be construed as a conflict of interest under §§ 800 through 802 of the New York State General Municipal Law, including but not limited to owning more than 5% of any business or entity under contract with the CLDC or otherwise having a prohibited interest in any contract with the CLDC. A CLDC officer, director, or employee shall disclose to the CLDC the existence of any such interest in any contract with the CLDC as required by and in the manner set forth in § 803 of the New York General Municipal Law.

M. Lawyers and experts. A CLDC officer, director, or employee shall not act as a lawyer or expert against the Town's interests in any legal action or proceeding.

N. Gifts. No CLDC officer, director, or employee shall directly or indirectly solicit any gift or accept or receive any gift having a value of \$75 or more, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form under any circumstances in which it could reasonably be 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.

O. Recusal. A CLDC officer, director, or employee shall promptly recuse himself or herself from acting on a matter before the CLDC when acting on the matter or when failing to act on the matter may financially benefit any of the following persons:

- (1) The CLDC officer, director, or employee;
- (2) His or her outside employer or business;
- (3) A member of his or her household;
- (4) His or her customer or client;
- (5) A relative;
- (6) A person or entity with whom the CLDC officer, director, or employee has had a financial relationship with within the past 12 months;
- (7) Any person or entity from which the CLDC officer, director, or employee has received a gift or any goods or services for less than fair market value during the previous 12 months;
- (8) A person from whom the CLDC officer, director, or employee has received election campaign contributions of more than \$100 in the previous 12 months.

P. Misuse of CLDC resources. A CLDC officer, director, or employee shall not use CLDC letterhead, personnel, equipment, supplies or resources for a nongovernmental purpose nor engage in personal or private activities during times when he or she is required to work for the CLDC.

Q. Political solicitation. A CLDC officer, director, or employee shall not:

- (1) Knowingly request or knowingly authorize anyone else to request any subordinate of such officer, director, or employee to participate in an election campaign or contribute to an election campaign;
- (2) Use his or her CLDC position to make threats or promises for the purpose of inducing anyone to undertake any political activity or to make a political contribution;
- (3) Ask any person or entity that currently does business with the CLDC or that intends to do business with the CLDC or that has done business with the CLDC within the previous twelve-month period, or that is seeking a license, permit, grant or benefit from the CLDC to make any political contribution or engage in any political activity.

R. Political activity. A CLDC officer, director, or employee holding the following positions shall not directly or indirectly ask another CLDC officer, director, or employee to contribute to the political campaign of any CLDC officer, director, or employee running for an elective office:

- (1) Town of Canandaigua Supervisor;
- (2) Town of Canandaigua Assessor;
- (3) Town of Canandaigua Attorney or any Attorney for the Town;
- (4) Town of Canandaigua Special Counsel;
- (5) Town of Canandaigua Engineer;
- (6) Any Town of Canandaigua Board, Planning Board or Zoning Board of Appeals member;
- (7) Any independent contractor providing paid services to the Town of Canandaigua pursuant to a written agreement for a period of at least one year.
- (8) City of Canandaigua Supervisor;
- (9) City of Canandaigua Assessor;
- (10) City of Canandaigua Attorney or any Attorney for the City;
- (11) City of Canandaigua Special Counsel;
- (12) City of Canandaigua Engineer;
- (13) Any City of Canandaigua City Council, Planning Board or Zoning Board of Appeals member;
- (14) Any independent contractor providing paid services to the City of Canandaigua pursuant to a written agreement for a period of at least one year.

S. Improper inducement. No person or entity, whether or not a CLDC officer, director, or employee shall induce or attempt to induce a CLDC officer, director, or employee to violate any provision of this Code of Ethics.

3. Filing of claims.

Nothing herein shall be deemed to bar or prevent the timely filing by a present or former municipal officer or employee of any claim, account, demand or suit against the CLDC or any agency thereof on behalf of himself or any member of his or her family arising out of any personal injury or property damage or for any lawful benefit authorized or permitted by law.

4. Distribution of copies.

The President of the CLDC Board of Directors shall cause a copy of this Code of Ethics to be distributed to every CLDC officer, director, or employee within 30 days after the effective date of this chapter. Each CLDC officer, director, or employee elected or appointed thereafter shall be furnished a copy by the President before entering upon the duties of his or her office or employment. The failure of the President to distribute copies of this Code of Ethics shall have no effect on the duty of compliance by the CLDC officer, director, or employee with this Code of Ethics.

5. Penalties for offenses.

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 of Ethics may be sanctioned, fined, suspended or removed from office or employment, as the case may be, in the manner provided by law.

6. Board of Ethics.

Ontario County Board of Ethics is hereby established as the local Board of Ethics for the CLDC for the issuance of advisory ethics opinions on the written request of a CLDC officer, director, or employee of the CLDC in accordance with the rules and regulations prescribed by the Ontario County Board of Ethics and as required by § 808 of the New York General Municipal Law.

Authorities Budget Office Policy Guidance



No. 19-01

Date Issued: June 3, 2019

Supersedes: 10-03

Subject: Posting and Maintaining Reports on Public Authority Websites

Statutory Citation: Various Sections of New York State Law

Provisions: Public Authorities Law, as amended in 2005 by the Public Authorities Accountability Act, requires state and local authorities to file specific financial and budgetary information with the ABO, as well as to report property transactions, debt issuances, and other information on their operations. Public authorities have been submitting these reports through the Public Authorities Reporting Information System (PARIS) and, to the extent practicable, posting the information on their official websites. Information to be accessible on the authority's website was to include its mission and current activities, its most recent annual financial reports, current year budget, its most recent independent audit report, and its investment and procurement guidelines.

The Public Authorities Reform Act of 2009 (Chapter 506) amended the 2005 law to require additional information be reported to the ABO and that all public authorities have an official website or post the information on a shared website. In addition, the ABO issued regulation, 19 NYCRR 250, that requires industrial development agencies (IDAs) to post certain information on their website. This regulation is an enhancement upon the existing requirements set forth under Article 18-A Title 1 of General Municipal Law concerning IDA projects.

Authorities Budget Office Policy Guidance: The Authorities Budget Office (ABO) is committed to the principles of public disclosure and the transparent reporting of public authority financial and management information. Public authorities are to make specific information available to the public through their own or shared website.

To assist public authorities to meet their disclosure and reporting obligations, the ABO has developed the attached checklist of policies, reports and authority information that public authorities must post and maintain on their website.

This information is to be made available in a manner that enables the public to easily find and navigate through it. The failure to post this information on the website and maintain its accuracy will be considered an act of non-compliance with state law and subject the authority to the sanctions and enforcement powers provided to the ABO by statute. If an authority does not have the resources to create and maintain its own

website, it should work with its municipality to create a web page on the municipality's website.

Procedures for Retaining and Maintaining Information on Websites: The ABO routinely checks authority websites to monitor compliance. Therefore, the ABO recommends referring to the attached checklist for guidance. As a general rule, information that is likely to remain static should be permanently posted to the website but updated as necessary. At least two years of budget, financial and operating information should also be available on the website.

Public authorities should also consider the following when posting and maintaining documents to their websites:

- Public authorities should monitor and regularly update its website, which includes ensuring all links function properly.
- The information provided must be accurate and complete.
- Individuals should be able to navigate through the website with ease and have little difficulty finding the desired information and documents.
- All documents should be prepared using common terminology that facilitates a better understanding of the content.

Policies for the Retention of Records: New York State has adopted rules and regulations that govern the retention and disposition of records. These rules require that, even after removing a record from its website, a public authority must retain copies of all records, whether electronic or hard copy, for the stipulated time periods outlined in the schedules prepared by the State Archives. (Please refer to: <http://www.archives.nysed.gov/records/retention-scheduling-and-appraisal>).

To ensure compliance with the policies of the New York State Archives, the ABO recommends that public authorities establish a records management program to promote efficient administration and management of the Authority's records. This involves maintenance, retention, and storage of official records based on their legal and administrative value to the authority. A record retention program would require public authorities to:

- Develop a records retention and disposition policy and ensure compliance by all staff.
- Ensure that authority records are maintained and disposed in compliance with regulations.
- Identify, protect, and preserve archival records.
- Establish a process to prepare and annually review and update the records management plan.

Information to Be Posted on a Public Authority's Website

Unless noted otherwise, as a general rule, information that is likely to remain static should still be reviewed on an annual basis to confirm changes are not needed. Any updated and board approved documents should be posted to the website. *At least two years of budget, financial and operating information should also be available on the website.*

§2800 Annual Report

- Report on Operations and Accomplishments
 - Include description of the authority's operations, completed and active projects, as well as any material changes in authority operations and programs
 - Updated annually within 90 days of end of fiscal year

- Financial Reports
 - Including Certified Financial Audit under Section 2802 of PAL
 - Grant and subsidy programs (if applicable)
 - Operating and financial risks
 - Supporting policies to mitigate risks
 - Maintain at least two years of financial information

- Authority Mission Statement and Performance Measurement Report
 - See [ABO Policy Guidance 10-02: Public Authority Mission Statements and Measurement Reports](#)
 - Mission Statement
 - Performance Measures
 - Annual Performance Evaluation indicating status of the Performance Measures
 - Review annually
 - Update and approve as necessary
 - Maintain the Mission Statement on website permanently
 - Maintain the Annual Performance Evaluation on website for two years

- Schedule of Debt
 - Update annually to include new bond and debt issuances and amounts redeemed
 - Post a copy of each official statement or similar documents for all debt issuances, including conduit debt, that indicate
 - The amount of debt issued
 - The purpose for issuing the debt
 - The use of the debt proceeds
 - The recipient of the debt proceeds
 - Maintain each annual schedule on website for two years
 - Maintain official statements on website for two years from date of bond issuance and update as necessary with new statements

- Personal and Real Property Transactions
 - Post a list of Real Property owned by the Authority

- Guidelines concerning the awarding and monitoring of contracts for the disposal of property
 - Report of all property transactions that includes the price of the transaction and name of the purchaser or seller
 - Update as necessary to reflect changes to or new property transactions
 - Maintain guidelines on website permanently
- Authority Code of Ethics
- See [ABO Recommended Practices: Model Code of Ethics](#)
 - Update and approve as necessary
 - Maintain on website permanently
- Management's Assessment of the Authority's Internal Control Structure and Procedures
- See [ABO Recommended Practices: Model Assessment of Internal Controls](#)
 - Include a description of operating and financial risks
 - Maintain each assessment report on website for two years
- Enabling Statute
- Post current enabling statute or active link to site
 - Local Development Corporations should post their articles of incorporation in lieu of an enabling statute
 - Update as necessary to reflect statutory amendments
 - Maintain enabling statute or articles of incorporation on website permanently
- List of Authority Board Members and Executive Management Team
- Include appointing entity, appointment dates and terms
 - Include professional experience and current employment of each member, and the professional background and experience of officers
 - Board performance evaluations questionnaire (See [ABO Policy Guidance 10-05: Annual Board of Directors Evaluation](#))
 - Update to reflect changes in the board or staff
 - Maintain on website permanently
- List of Committees, Committee Members, and Committee Meetings
- Post notices, proposed agendas and board packets for all committee meetings at least one week in advance of meetings
 - Names of all committees and their members should be posted permanently, and updated as necessary
 - Post meeting minutes within 14 days of committee meeting
 - Maintain meeting minutes on website for at least two years following the date on which the meeting was held
- Board Meetings
- See [ABO Recommended Practices: Board Meetings – Best Practices Guide for Public Authorities](#)
 - Post schedule of all board meetings at beginning of the fiscal year

- Post meeting notices, agendas and board packets at least one week in advance of a board meeting
- Post board meeting minutes within 14 days of meeting
- Post any board resolutions
- Maintain meeting minutes and resolutions on website for at least two years following the date on which the meeting was held

- Authority By-laws
 - Update and approve as necessary
 - Maintain on website permanently

- Subsidiaries, Affiliates, and Major Authority Units
 - Post subsidiary report submitted to the Legislature pursuant to statute
 - Report should include: contact information; an organization chart; names of Board members, directors and officers; by-laws; and a report on the purpose, operations, mission and projects of the subsidiary, including justification as to why it is necessary for the subsidiary to continue its operations for the benefit of the State
 - Maintain on website permanently

- Authority Organization Chart
 - Post, at a minimum, the authority's executive structure and major organizational units
 - Update and approve as necessary
 - Maintain on website permanently

- List of Projects
 - Grants provided by the Authority
 - Amount of Grant
 - Recipient of Grant
 - Purpose of Grant
 - Maintain on website for two years
 - Loans provided by the Authority
 - Original Amount of Loan
 - Date Loan Originally Provided
 - Recipient of Loan
 - Purpose of Loan
 - Amount of Loan Outstanding
 - Status of Repayment (current, delinquent, etc.)
 - Maintain on website while active and for two years after
 - Bonds issued by the Authority for projects
 - Amount of Bonds Issued
 - Recipient of Bond Proceeds
 - Purpose of Bonds
 - Maintain on website for two years after bonds fully retired

§2801 Budget Report

- Annual Budget Report
 - Details of 4-year financial plan
 - Current and projected capital budget
 - Financial and operating performance
 - Maintain each budget report on website for two years

§2802 Independent Audits and Audit Reports

- Certified Financial Audit
 - Post management letter and report on internal controls
 - Post the documents submitted as part of the Certified Financial Audit report in PARIS
 - Maintain each audit on website for two years

Part 250.1 of Title 19 NYCRR – Applicable to IDAs only

- Blank Standard Application Form
 - The form shall be used to accept requests for financial assistance
 - Update and approve as necessary
 - Maintain on website permanently
- Uniform Tax Exemption Policy
 - Update and approve as necessary
 - Maintain on website permanently
- Uniform Evaluation and Selection Policy
 - Update and approve as necessary
 - Maintain on website permanently
- All Approved Applications
 - This includes the approved IDA resolution, as well as all attachments, appendixes and any other relevant records that set forth terms and conditions under which financial assistance shall be provided
 - Maintain on website while project is active and for two years after
- Policies for the Suspension, Discontinuance or Modification of Financial Assistance
 - Update and approve as necessary
 - Maintain on website permanently
- Policies for the Return of All or Part of the Financial Assistance Provided for the Project
 - Update and approve as necessary
 - Maintain on website permanently
- Annual Compliance Report Regarding State Sales Tax Recapture (ST-62)
 - Maintain on website for two years

- List of Active Projects
 - Project Name
 - Project Applicant Name and Address
 - Total Project Amount
 - Bonds Issued
 - Current Amount of Bonds Outstanding
 - Date Project Approved
 - Existing Jobs Before IDA Assistance
 - Original Estimate of Jobs to be Created/Retained
 - Current Number of Existing Jobs
 - Current Tax Exemptions
 - Mortgage Recording Tax
 - State and Local Sales and Use Tax
 - County, Local and School Property Tax
 - Current PILOT
 - County
 - Local
 - School
 - Copy of Project Agreement
 - Copy of PILOT Agreement
 - Maintain on website while project continues to receive financial assistance or bonds remain outstanding

- An Assessment of the Progress of Each Active Project
 - Assessments should be conducted annually and maintained on the website for three to five years

Other Documents to be Posted on Website

- Procurement Policies and Annual Procurement Report
 - Post the reports generated from the PARIS Procurement Report, and include name of the Authority's Procurement Officer
 - Utilization Plan and any waivers of compliance regarding MWBE requirements (State authorities only)
 - Update and approve policies as necessary
 - Maintain policies permanently on the website
 - Maintain Procurement Reports on website for two years

- Investment Policies and Annual Investment Report
 - See [ABO Policy Guidance 18-02: Public Authority Investment Report](#)
 - Post the annual Investment Report, including the investment audit results and management letter, record of investment income of the authority and a list of fees paid for investment services
 - Post explanation for any amendments made to the Investment Policy
 - Update and approve as necessary
 - Maintain policy permanently on the website
 - Maintain investment reports on the website for two years

- Conflict of Interest Policy
 - See [ABO Recommended Practices: Conflict of Interest Policy for Public Authorities](#)
 - Update and approve as necessary
 - Maintain on website permanently

- Whistleblower Policy
 - See [ABO Recommended Practices: Whistleblower Access and Assistance Program](#)
 - Update and approve as necessary
 - Maintain on website permanently

- Fee Schedules (if applicable)
 - Post a list of service fees charged by the Authority
 - Update and approve as necessary
 - Maintain on website permanently