Notice of Board Meeting

Date: December 14, 2022

To: Dave Linger, Chair
Robert Sollenne
Robert Koczent

From: Tracy Verrier, Executive Director

Re: Notice of Governance Committee Meeting

The Governance Committee of the Geneva Local Development Corporation will hold a meeting on Wednesday, December 21, 2022 at 12pm. The meeting will be held in the Geneva BID conference room at 1 Franklin Street, Geneva, NY and remote participation via Zoom will also be available (see below). The meeting agenda is attached and available at https://cityofgenevany.com/287/Local-Development-Corporation.

Please confirm your attendance with Tracy Verrier, tracy.verrier@mrbgroup.com.

Join Zoom Meeting
https://us02web.zoom.us/j/82424953044?pwd=VHNES2NvZ3lRTFdVZDlaaVZrME9MUT09
Meeting ID: 824 2495 3044
Passcode: 487818
Dial-in: (929) 205-6099

Cc: Matt Horn, MRB Group
Erica Collins, City of Geneva
Media: Steve Buchiere, Finger Lakes Times

City of Geneva Local Development Corporation

Meeting Agenda

Title: Governance Committee Meeting
Location: Geneva BID Conference Room
1 Franklin Street, Geneva
Date: December 21, 2022
Time: 12:00pm

GENEVA
UNIQUELY URBAN

Agenda Item	**Potential Outcome**	**Person Responsible**
Call to Order		David Linger, Chair
Agenda Items		
Review of Organizational Policies/Documents	Motion to recommend ratification of policies	Tracy Verrier
Review of Governance Policies	Motion to recommend ratification of policies	Tracy Verrier
Adjournment	Motion to adjourn	David Linger, Chair

Next LDC meeting: January 4, 2022, 12pm (annual meeting followed by regular meeting)

Quorum (Confirmation required)
Dave Linger
Robert Sollenne
Robert Koczent

Staff
Tracy Verrier
Matt Horn

Join Zoom Meeting
https://us02web.zoom.us/j/82424953044?pwd=VHNES2NvZ3lRTFdVZDlaaVZrME9MUT09
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Meeting ID: 824 2495 3044
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Policies to be reviewed:

Organizational Policies/Documents	Governance Committee Charter *(new)* - pg 3 Bylaws - pg 6 Mission & Goals - pg 8
Governance Policies	Code of Ethics - pg 9 Conflict of Interest *(current &,proposed update included)* - pg 11 Compensation - pg 19 Defense & Indemnification - pg 20 Extension of Credit - pg 21 Public Meeting Videoconferencing Policy - pg 22 Travel - pg 24 Whistleblower *(proposed updates included)* - pg 25

<u>CITY OF GENEVA LOCAL DEVELOPMENT CORPORATION</u>

GOVERNANCE COMMITTEE CHARTER

This Charter shall serve as the charter for the Committee (the "***Committee***") of the City of Geneva Local Development Corporation (the "***Corporation***") upon approval by the Corporation's Board of Directors (the "***Board***") by resolution dated ________, 2022.

ARTICLE I
<u>Core Responsibilities</u>

The core responsibilities of the Committee, as mandated under Section 2824(7) of the New York Public Authorities Law include: (i) keeping the Board informed of current best governance practices; (ii) reviewing corporate governance trends; (iii) updating the Corporation's corporate governance principles; and (iv) advising those responsible for appointing members to the Board on the skills and experiences necessary required of potential Board members.

ARTICLE II
<u>Composition of the Committee</u>

The members of the Committee shall be appointed by a majority vote of the Board. Individuals appointed to the Committee should be knowledgeable, or have expressed a willingness to become knowledgeable, in matters pertaining to governance. The Board shall designate one member of the Committee to serve as chair of the Committee. Each member of the Committee shall serve for a term of one (1) year and until his or her successor shall be appointed and qualified.

At least three members of the Committee must be an "independent member" within the meaning of, and to the extent required by, Section 2825 of the New York Public Authorities Law, as amended from time to time. Governance Committee members shall be prohibited from being an employee of the Corporation or an immediate family member of an employee of the Corporation. Members of the Committee 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. In addition, Governance Committee members who are members of the Corporation shall comply with the conflict of interest provisions applicable to public officers under Article 18 of the New York General Municipal Law.

ARTICLE III
<u>Committee Meetings</u>

The Committee will meet a minimum of once (1) each calendar year. Additional meetings may be necessary or appropriate to adequately fulfill the obligations and duties outlined in this Charter. All committee members are expected to attend each meeting in person or via videoconference in compliance with the Corporation's Public Meeting Videoconferencing Policy.

Meeting notices and agendas will be prepared for each meeting and provided to Governance Committee members by electronic or regular mail at least five (5) days in advance of the scheduled meeting. A quorum of the Committee shall consist of a majority of the members then serving on the Committee. The affirmative vote of a majority of the members then serving on the Committee shall constitute an act of the Committee. Minutes of all meetings shall be recorded by the Secretary or any Assistant Secretary of the Corporation. All meetings shall comply with the requirements of the Open Meetings Law.

ARTICLE IV
Committee Duties and Responsibilities

To accomplish the objectives of good governance and accountability, the Committee has the following responsibilities as set forth below:

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

(i) Develop the Corporation's governance practices, which should address transparency, independence, accountability, fiduciary responsibilities and management oversight;

(ii) Develop a statement of the competencies and personal attributes required of Board members to assist those authorized to appoint members to the Board in identifying qualified individuals (it being acknowledged that membership in the Corporation is determined pursuant to Section 891-a of the General Municipal Law);

(iii) Develop and recommend to the Board any revisions to the number and/or structure of Board committees;

(iv) 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 as required under Section 2824(2) of the New York Public Authorities Law;

(v) Examine ethical and conflicts of interest; and

(vi) Perform full Board self-evaluations.

B. The Committee shall develop, review and recommend to the Board the adoption and/or revisions to the following:

(i) the Corporation's Code of Ethics;

(ii) written policies regarding conflicts of interest;

(iii) written policies regarding the protection of whistleblowers from retaliation;

(iv) equal opportunity and affirmative action policies;

(v) committee charters, including this Charter; and

(vi) 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, including the Corporation's Bylaws. The Committee will oversee the implementation and effectiveness of the Bylaws and other governance documents and recommend modifications to the Board as necessary or appropriate.

ARTICLE V
Committee Reports

The Committee shall:

A. report its actions and recommendations to the Board at each regular meeting of the Board following a meeting of the Committee and when otherwise requested by the Board;

B. report to the Board, at least annually, regarding any proposed changes to this Charter; and

C. provide a self-evaluation of the Committee's functions to the Board on an annual basis.

ARTICLE VI
Amendments

This Charter may be amended upon affirmative vote of a majority of the Board of the Corporation.

Adopted this ___ day of ______2022
by the City of Geneva Local Development Corporation

Local Development Corporation of Geneva Bylaws

Mission and Activities:

To drive positive change in the Geneva real estate market by undertaking catalyst projects in and around the City.

Facilitate sustainable, aesthetically pleasing, and environmentally appropriate development in key areas.

Ameliorate conditions contributing to, or threatening neighborhood decline.

Buy, sell, hold, or when necessary develop property in order to facilitate a healthy, functioning real estate market in the City of Geneva.

Engage residents in catalyst projects aimed at improving market conditions.

Governance:

The LDC shall be governed by a nine (9) member Board of Directors appointed by the City Council of the City of Geneva, empowered to act according to the mission and activities described above, and selected according to all and only the following considerations:

1. The Board shall consist of two (2) members of local financial institutions, one with extensive experience in community lending and one with extensive experience with construction loans.
2. The Board shall consist of one member of the administrative team of a public sector (i.e., non-profit) employer who has demonstrated a continually renewed commitment to Geneva.
3. The Board shall consist of one member of the administrative team of a private sector employer of over 100 employees who has demonstrated a continually renewed commitment to Geneva.
4. The Board shall consist of one designee of the downtown business district.
5. The Board shall consist of two members of the general public, who have demonstrated leadership capacity within their neighborhoods.
6. The Board shall consist of one professionally trained planner, with experience and skills in neighborhood revitalization.
7. The Board shall consist of one licensed real estate agent who has demonstrated, professionally, an ongoing commitment to Geneva.

In addition, the LDC board shall have, as ex-officio members, the Mayor and City Manager of the City of Geneva, or the designees therewith.

In addition to the stipulations above, the following prohibitions shall apply to LDC board members:

1. At any given time, no more than four (4) LDC board members shall simultaneously hold any of the following positions: An officer of the Geneva Area Chamber of Commerce or any of its

subsidiary organizations, A member of any boards or commissions directly appointed by the City of Geneva, including the Geneva Housing Authority and any of its subsidiaries.

2. All LDC board members shall be prohibited from using any information gained in their capacity as a board member for personal or professional gain.
3. All LDC board members are required to attend, at minimum, 75% of all meetings duly called by the LDC within a twelve month period, or else face removal from the board.
4. The LDC board shall observe and adhere to the NYS Laws regarding Open Meetings and Freedom of Information.

Terms and Term Limits:

The initial appointment of the Board of Directors shall be made by the Geneva City Council, upon a recommendation of the Screening Committee, consistent with the mission and bylaws herein. The initial term of appointment for four (4) board members shall be five (5) years, and for five (5) board members it shall be three (3) years so as to provide for staggered reappointments. All subsequent vacancies, and consideration of reappointments, shall be subject to the same application and review process as the initial vacancies and shall be appointed by majority vote of the Geneva City Council. All subsequent Board members shall be appointed to three (3) year terms.

There is a three (3) term limit on service for any Board members, considered on the basis of aggregate service, not merely consecutive years of service.

Board Staffing and Oversight

The LDC shall be staffed by personnel selected at the Board's discretion, according to screening criteria that emphasize a skill set in neighborhood revitalization. The Board shall consult and work closely with Geneva's Office of Neighborhood Initiatives to the extent that activities undertaken by the LDC comport with the identified goals and objectives of that Office. Should a conflict arise, City Council shall receive briefing indicating the nature and scope of the perceived conflict, and shall deliberate on an appropriate remedy.

Amendments or Changes to the Bylaws

Any and all proposed changes to these bylaws must be reviewed and ultimately approved by a majority vote of the Geneva City Council.

Geneva Local Development Corporation

Mission, Goals, and Objectives

Mission

The Geneva Local Development Corporation will drive positive change in the Geneva real estate market through the thoughtful execution of catalyst projects in the commercial, residential, and not-for-profit communities.

Goals and Objectives

GOAL 1:

Facilitate sustainable, aesthetically pleasing, and environmentally appropriate development in key areas

Objectives:

1. Identify potential catalyst projects in the downtown, lakefront, and neighborhoods of Geneva.
2. Develop project plans for key projects and assemble public, private, and not-for-profit partners to execute.

GOAL 2:

Ameliorate conditions contributing to, or threatening neighborhood decline

Objectives:

1. Analyze market trends to identify areas of distress in Geneva's neighborhoods.
2. Identify "ground level" conditions contributing to market erosion.
3. Develop project plans for key projects to eradicate conditions contributing to neighborhood decline.
4. Assemble public, private, and not-for-profit partners to execute project plans.

GOAL 3:

Identify and support key projects in the not-for-profit community

1. Review and discuss strategic plans for growth at Hobart and William Smith Colleges, Finger Lakes Health, and other key not-for-profit partners.
2. Identify and develop projects that would benefit from LDC support.

GENEVA LOCAL DEVELOPMENT CORPORATION
CODE OF ETHICS

Responsibility of Members, Directors and Employees

1. Directors and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.

2. Directors and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.

3. Directors and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. Gifts could be presented in the form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Corporation.

4. Directors and employees shall not use or attempt to use their official position with the Corporation to secure unwarranted privileges for themselves, members of their family or others, including employment with the Corporation or contracts for materials or services with the Corporation.

5. Directors and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.

6. Directors and employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.

7. Directors and employees shall manage all matters within the scope of the Corporation's mission independent of any other affiliations or employment. Directors, including ex officio board members, and employees employed by more than one government shall strive to fulfill their professional responsibility to the Corporation without bias and shall support the Corporation's mission to the fullest.

8. Directors and employees shall not use Corporation property or resources or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law and the Corporation's mission and goals.

Implementation of Code of Ethics

This Code of Ethics shall be provided to all directors and employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee.

The board may designate an Ethics Officer, who shall report to the board and shall have the following duties:

- Counsel in confidence Corporation directors and employees who seek advice about ethical behavior
- Receive and investigate complaints about possible ethics violations.
- Dismiss complaints found to be without substance.
- Prepare an investigative report of their findings for action by the President or the board.
- Record the receipt of gifts or gratuities of any kind received by a director or employee, who shall notify the Ethics Officer within 48 hours of receipt of such gifts and gratuities.

Penalties

In addition to any penalty contained in any other provision of law, a Corporation, employee, board member or director who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

Reporting Unethical Behavior

Members, employees and directors are required to report possible unethical behavior by a director or board member of the Corporation to the Ethics Officer. Board members, employees and directors may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Corporation.

NOTE: CURRENT CONFLICT OF INTEREST POLICY

Authorities Budget Office
Recommended Practice

This Recommended Governance Practice is intended for use by policymakers, and directors, officers and officials of state and local authorities. These bulletins are intended to promote best practices and encourage their consideration and incorporation into the management policies and oversight of public authorities.

Issue: Conflict of Interest Policy for Public Authorities

Provisions: A conflict of interest is a situation in which the financial, familial, or personal interests of a board member or employee come into actual or perceived conflict with their responsibilities with the authority. Various sections of New York State law require state and local public authority board members and employees to examine conflicts of interest issues that may arise at their respective authority. For example, Section 2824(7) of Public Authorities Law stipulates that the Governance Committee of a state and local public authority is to examine ethical and conflict of interest issues. Article 18 of General Municipal Law requires officers and employees of industrial development agencies, urban renewal agencies and community development agencies to disclose conflicts of interest and specifies conflicts of interest that are prohibited. Section 74 of Public Officers Law restricts officers and employees of state public authorities from having a direct or indirect interest or engage in business or activities that may conflict with their proper discharge of duties. Section 55 of Executive Law requires board members and directors of state authorities to report to the state inspector general any information concerning undisclosed conflicts of interest by another board member or employee of the authority relating to his or her work for the authority. And section 715(a) of Not-for-Profit Corporation Law requires not for profit entities, some of which also are considered public authorities, to adopt a conflict of interest policy.

Objectives: The enactment of the Public Authorities Accountability Act (PAAA) and the Public Authorities Reform Act (PARA) included provisions in Public Authorities Law (PAL) for state and local public authorities, as defined by Section 2 of PAL, to be more transparent and accountable to the public. Board members and employees of state and local public authorities owe a duty of loyalty and care to the authority and have a fiduciary responsibility to always serve the interests of the public authority above their own personal interests when conducting public business. As such, board members and employees have the responsibility to disclose any conflict of interest, including any situation that may be perceived as a conflict of interest, to the authority board and the public. Board members and employees of public authorities are often unaware that their activities or personal interests are in conflict with the best of interests of the authority. A goal of the authority should be to raise awareness and encourage disclosure and discussion of any circumstances that may constitute a conflict of interest.

The purpose of a conflict of interest policy is to protect a public authority's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a board member or employee of the authority or might result in a possible excess benefit transaction. Therefore, it is important for public authorities to develop a written conflict of interest policy to formally establish the procedures for dealing with conflict of interest situations and assure that the public authority's interest prevails over personal interests of authority's board members and employees.

Recommended Practice: Conflicts of interest of board members and employees of public authorities are not uncommon due to the multitude of relationships that occur between authorities, other governmental entities, and the private sector. Public authorities are at risk of being improperly influenced by board members and employees that have personal interests that can be in conflict with the best interest of the authority. To reduce this risk, the ABO recommends that state and local authorities adopt a written conflict of interest policy to ensure that its board members and employees act in the authority's best interest. The conflict of interest policy should clearly define what is expected of board members and employees when a conflict of interest or the appearance of a conflict of interest arises as well as the penalties for failing to comply with the policy. At a minimum, a conflict of interest policy should always require those with a conflict (or who think they may have a conflict) to disclose the real or perceived conflict. The policy should also prohibit employees with a conflict from being involved with the approval of any transactions related to the conflict and prohibit interested board members from being a part of discussions and voting on any matter in which there is a conflict.

State and local authorities are advised to adopt a conflict of interest policy that includes:

- An explanation of the circumstances (examples) that constitute a conflict of interest or the appearance of a conflict of interest.
- Procedures for disclosing conflicts or the appearance of conflicts to the board.
- A requirement that the person with the conflict of interest or appearance cannot participate in board or committee deliberation or vote on the matter giving rise to such conflict or appearance
- A prohibition against any attempt by the person with the conflict or appearance to influence improperly the deliberation or vote on the matter giving rise to such conflict.
- A requirement that the existence and resolution of the conflict or appearance of a conflict be documented in the public record, including in the minutes of any meeting at which the conflict was discussed or voted upon.

- Description of the penalties for failing to comply with the conflict of interest policy

Board members or employees that are unsure whether a particular relationship, association or situation constitutes a conflict of interest or the appearance of a conflict of interest should refer to the authority's Governance Committee, which is the body responsible for examining conflicts of interest issues at the authority. Conflicts of interest identification can be difficult and the Governance Committee should at all times err on the side of caution and treat instances where there is the appearance of conflict of interest as a perceived conflict of interest to avoid compromising the public trust in the authority. Governance Committees are encouraged to seek guidance from counsel or NYS agencies, such as the Authorities Budget Office, State Inspector General or the Joint Commission on Public Ethics (JCOPE) when dealing with cases where they are unsure of what to do.

The ABO has developed a model conflict of interest policy for state and local authorities to use as a reference when drafting and/or revising their own policies. Note that there is no "one size-fits-all" policy and public authorities' officials need to decide the level of detail desired and tailor their conflicts of interest policy to meet the needs and circumstances of the authority. For example, an authority may want to set different conflicts of interest standards for board members and employees. Standards for employees can be more rigorous in prohibiting outside employment that may be in conflict with employment at the authority, while standards for board members would allow for outside employment and address conflicts as circumstances arise.

The board should have procedures in place to ensure that all employees and board members understand and comply with the standards set in the conflict of interest policy. The conflict of interest policy of an authority should be reviewed annually by the board members to ensure that it meets the organization's needs and addresses any revisions in the law.

MODEL CONFLICT OF INTEREST POLICY

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

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

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

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

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

Outside Employment of Authority's Employees: No employee may engage in outside employment if such employment interferes with his/her ability to properly exercise his or her official duties with the authority.

PROCEDURES

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

Determining Whether a Conflict of Interest Exists: The Governance Committee and/or Ethics Officer shall advise the individual who appears to have a conflict of interest how to proceed. The Governance Committee and/or Ethics Officer should seek guidance from counsel or New York State agencies, such as the Authorities Budget Office, State Inspector General or the Joint Commission on Public Ethics (JCOPE) when dealing with cases where they are unsure of what to do.

Recusal and Abstention: No board member or employee may participate in any decision or take any official action with respect to any matter requiring the exercise of discretion, including discussing the matter and voting, when he or she knows or has reason to know that the action could confer a direct or indirect financial or material benefit on himself or herself, a relative, or any organization in which he or she is deemed to have an interest. Board members and employees must recuse themselves from deliberations, votes, or internal discussion on matters relating to any organization, entity or individual where their impartiality in the deliberation or vote might be reasonably questioned, and are prohibited from attempting to influence other board members or employees in the deliberation and voting on the matter.

Records of Conflicts of Interest: The minutes of the authority's meetings during which a perceived or actual conflict of interest is disclosed or discussed shall reflect the name of the interested person, the nature of the conflict, and a description of how the conflict was resolved.

Reporting of Violations: Board members and employees should promptly report any violations of this policy to his or her supervisor, or to the public authority's ethics officer, general counsel or human resources representative in accordance with the authority's Whistleblower Policy and Procedures.

Penalties: Any director or employee that fails to comply with this policy may be penalized in the manner provided for in law, rules or regulations.

GENEVA LOCAL DEVELOPMENT CORPORATION
Conflict of Interest Policy and Annual Disclosure

Geneva Local Development Corporation (GLDC) was organized to benefit the people of the City of Geneva, NY by assisting in economic development of the city. Because GLDC occupies a position of public trust, it is important to avoid conflicts of interest that may undermine the credibility of the GLDC. Therefore, it is the policy of GLDC that:

- GLDC Board members and staff shall exercise their best judgment for the benefit of the GLDC and shall refrain from being influenced by personal considerations in the performance of their duties.

- Board members and staff may not engage in any business or professional activity on behalf of the GLDC where that activity might result in financial benefit to the board or staff member, their family or business associates.

- No board member or staff shall have an interest in any contract with GLDC when the board member or staff has the power or duty to:

  - negotiate, prepare, authorize or approve the contract or authorize or approve payment there under;

  - Audit bills or claims under the contract;

  - Appoint an officer or staff who has any of the powers or duties set forth above.

- Board members and staff shall not accept gifts or entertainment of value exceeding seventy-five dollars ($75.00), when such gift could be reasonably interpreted to be for the purpose of influencing the board or staff member's performance of their duties relative to GLDC.

- Board members and staff shall not deal preferentially with suppliers and others where personal gains accrue to the board member or staff, or their families or business associates.

- Board members and staff shall avoid employment, investments, and personal interests which may work to the disadvantage of the GLDC.

- Board members and staff shall not disclose confidential information acquired in the course of their GLDC duties to further their own personal interests, or that of their families or business associates.

- GLDC is prohibited from extending or maintaining a personal loan, arranging for the extension of a personal loan, or renewing a personal loan for any officer, board member or staff of the GLDC.

Pursuant to this policy, a board member or staff shall be required to disclose a conflict of interest to the Board as soon as possible after he or she learns of the conflict.

GLDC has adopted this Conflict of Interest Policy and Annual Disclosure for the purpose of compliance.

Board members and staff are required to complete and sign this statement and submit it to the GLDC on an annual basis.

Approved and adopted this __ day of January 2023.

ANNUAL DISCLOSURE, CONFLICT OF INTEREST STATEMENT
For Year _____
GENEVA LOCAL DEVELOPMENT CORPORATION

____
Last Name First Name Initial

____
Title

GENEVA LOCAL DEVELOPMENT CORPORATION
Board or Agency

47 Castle Street, Geneva, NY 14456
Board or Agency Address

I have read and am familiar with the Geneva Local Development Corporation Conflict of Interest Policy, and I have initialed the Box opposite the appropriate paragraph below.

1. To the best of my knowledge, I have had no interest nor taken any action which would contravene the policy: {____}

OR

2. To the best of my knowledge I have had no interest nor taken any action which would contravene the policy, except such interest or action which is fully disclosed below: {____}

____

____

____

3. At this time, I am seeking a determination of whether the contemplated course of action described below may constitute a conflict of interest in contravention of the policy:

____

____

____

Date:_____________________________ Signature:____

CITY OF GENEVA LOCAL DEVELOPMENT CORPORATION
Compensation Policy

Board Member Compensation

The members of the Board of the Corporation shall serve without salary at the pleasure of the City of Geneva City Council, but may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board.

Officers, Employees and Agents

The officers, employees and agents of the Corporation shall serve at the pleasure of the Corporation at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Corporation duties subject to Board approval. Officers, employees and agents of the Corporation shall be available as required to perform the operations of the Corporation as set forth in the Corporation's By-Laws and shall put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Corporation and any other directives of the Board.

Approved and adopted this 1st day of June 2022

CITY OF GENEVA LOCAL DEVELOPMENT CORPORATION
Defense and Indemnification Policy

The Geneva Local Development Corporation ("Corporation") indemnifies and defends board members, audit and governance committee members, and Corporation staff individually and as a group from claims arising from the good faith performance of their duties. The Corporation carries directors' and officers' liability and general liability insurance via the City of Geneva to provide coverage in the event of such action.

Approved and adopted this 1st day of June 2022.

CITY OF GENEVA LOCAL DEVELOPMENT CORPORATION
Extension of Credit Policy

Pursuant to and in accordance with PAL Section 2824(5), the Geneva Local Development Corporation shall not, directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew any extension of credit, in the form of a personal loan to or for any officer, board member or employee (or equivalent thereof) of the Corporation.

Approved and adopted this 1st day of June 2022.

CITY OF GENEVA LOCAL DEVELOPMENT CORPORATION
Public Meeting Videoconference Policy

The City of Geneva Local Development Corporation (the "Corporation") hereby establishes this policy to allow for attendance by members of the board and members of the public via videoconference at any open meeting of the board of directors or any committee or subcommittee meeting and is established in accordance with the laws of 2022 of the State of New York within the Public Officers Law ("Open Meetings Law"). https://opengovernment.ny.gov/open-meetings-law

This internal Corporation policy sets forth the options for attendance at public meetings of this public body either in person, via videoconference at a public location, or via videoconference at a non-public location due to “extraordinary circumstances” being experienced by a member who still wishes to attend.

This policy defines these “extraordinary circumstances” by which a member may participate in a meeting of the board or committee via videoconferencing in a non-public venue and establishes the procedures for notifying the Corporation staff in order to verify the extraordinary circumstance and sets forth a method for updating the public on opportunities to attend via videoconference.

1. Open Meeting Law states that a quorum of the board must be present in-person at a predetermined time and public location wherein the meeting will be conducted. Any member attending in-person at the predetermined and noticed public location may count toward quorum.

2. Any member attending via videoconference under “extraordinary circumstances” will not be counted toward a quorum, but may vote on motions and resolutions.

3. When participating under “extraordinary circumstances” by which a member of the public body may request participation via videoconferences, they must notify the Corporation Executive Director by phone or email as soon as the circumstance is presented. The Executive Director will present the information to the chair of the board for final determination.

4. Extraordinary circumstances allowed by this Corporation are:
    a. Physical Disability whereby they are unable to meet in a physical location.
    b. Illness whereby they are under direct orders from a doctor not to attend in-person meetings, or whereby their illness presents a risk of spreading to others attending the meeting.
    c. Caregiver responsibilities whereby they are the only option for attending to the physical care of a minor or other dependent or family member.
    d. Work-related restrictions whereby their place of business does not allow for participation at in-person meetings outside the parameters of their business location, or whereby their presence at the business location is critical during the date and time of the Corporation meeting.

e. Travel commitments whereby they are at a location too distant to attend the meeting in-person.
f. Other significant or unexpected, unforeseen factors or events which preclude attendance must be presented to the Corporation staff within a reasonable amount of time before the meeting in order to approve a videoconference option and to give notice to the public for a videoconference option.

5. Public Notice of an Open Meeting will be posted online in the Corporation's Agenda and Minutes Center, on the public bulletin boards at physical location and shared with the local news media.

6. Pre-established meetings will provide for meeting notice at least 72 hours prior to meeting to announce the time and physical or virtual locations whereby the public can attend and it must account for ADA accommodations or compliance for public attendance.

7. In the event a member is allowed to participate via videoconference under "extraordinary circumstances," the Corporation staff shall include a link to the same videoconference service by which the member will be participating on the agenda and within the public notice as soon as reasonably possible.

8. Any member of board or committee participating via videoconferencing must be able to be seen, heard and identified, as well as all members attending in person. Members of the public attending in person or via videoconference will also be asked to identify themselves for the purpose of notation the minutes.

9. Minutes of the meeting will delineate the attendance of each member and by what means they are attending, either in-person or via videoconference and under which "extraordinary circumstance."

10. Any meeting of the Corporation or committee that is conducted with members via videoconference will be recorded and saved for five (5) years.

Geneva Local Development Corporation

Travel Policy

Employees, contractors, and Board members of the Geneva Local Development Corporation must adhere to the following policies regarding employment related travel:

All travel must be conducted pursuant to a formally adopted Corporation Budget. Travel activities not contemplated by the budget, must be formally approved by the Board of Directors. For the purposes of this policy, travel expenses are defined as those costs for which employees, contractors, and/or Board members are seeking reimbursement associated with meeting costs, (i.e. conference fees), flights, hotel accommodations, meals, or vehicle mileage.

Lodging must be secured at the lowest available rate and receipt documentation must accompany claim.

Mileage reimbursement will be paid at the current authorized rate set forth by IRS.

Miscellaneous travel charges including tolls, cabs, subway, telephone, baggage handling, etc. will be reimbursed when necessary and require appropriate receipts.

All costs must be itemized and included with the request. An explanation of the purpose of the travel should be submitted when applicable. The application is requested as far in advance of the date of travel as possible (at least 10 days when practical).

Fund advances for travel may be authorized by the Chair of the Board of Directors. Funding requests should be supported by written quotes for costs, and must be reconciled with receipts within seven days of conclusion of travel activities.

Geneva Local Development Corporation

Whistleblower Policy

Operative Policy

All members of the board of directors (the "*Board*") of the Corporation and all officers and employees of the Corporation, in the performance of their duties, shall conduct themselves with honesty and integrity and observe high standards of business and personal ethics as set forth in the Code of Ethics of the Corporation (the "*Code*").

Each director, officer and employee is responsible to report any violation of the Code (whether suspected or known) to the Corporation's lead staff person or Chairperson. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

No individual, regardless of their position with the Corporation, shall be subject to any retaliation or adverse employment consequence for making a good faith claim and any employee who chooses to retaliate against someone who has reported a violation shall be subject to disciplinary action, which may include termination of employment.

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing there has been a violation of the Code.

Any claim of retaliation will be taken and treated seriously and, irrespective of the outcome of the initial complaint, will be treated as a separate offense.

The lead staff person and Chairperson of the Corporation are responsible for immediately forwarding any claim to the Corporation's counsel, who shall investigate and handle the claim in a timely manner.

Should a member, officer or employee believe in good faith that disclosing information to the lead staff person or Chairperson pursuant to the paragraphs above would likely subject him or her to adverse personnel action or be wholly ineffective, the individual may instead disclose the information to the Authorities Budget Office or an appropriate law enforcement agency, if applicable. The Authorities Budget Office's toll free number (1-800-560-1770) should be used in such circumstances.