



POLICY MANUAL

Livingston County Development Corporation

Updated October 10, 2014



**Livingston County Development Corporation
Policy Manual**

Introduction

The effective date of all policies described in this manual is October 10, 2014. If a policy is added or amended subsequent to this date, the effective date of the new/amended policy will be indicated immediately following the policy heading.

The Livingston County Development Corporation shall review the policies and procedures herein not later than the date the annual meeting is held, and each year thereafter.

Amendments to these policies and procedures may be made at any time during the year.

Statutes cited throughout this manual are subject to revision from time to time. To the extent that revisions cause this manual to be inconsistent with the statutes, the statutes, as amended, shall control.

The unintentional failure to fully comply with the provisions of the policies and procedures set forth herein shall not be grounds to void action taken or give rise to a cause of action against the Livingston County Development Corporation, its Members, or any officer or employee of the Livingston County Development Corporation.



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Livingston County Development Corporation Anti-Nepotism Policy

Section 1

1. Board members and their immediate family members (as defined below) will be excluded from consideration for employment by the Livingston County Development Corporation.
2. Employees shall not hold a position with the Livingston County Development Corporation while they or members of their immediate family (as defined below) serve on the board of directors or any committee of the board.
3. Employees may not hold a job over which a member of their immediate family exercises supervisory authority.

Immediate family includes the following: husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparents, and grandchildren.

Section 2

It is well accepted that employment of relatives in the same area of an organization can cause serious conflicts and problems with favoritism and employee morale. In these circumstances, all parties, including supervisors, leave themselves open to charges of inequitable consideration in decisions concerning work assignments, transfer opportunities, performance evaluations, promotions, demotions, disciplinary actions, and discharge. In addition to claims of partiality in treatment at work, personal conflicts from outside the work environment can be carried into day-to-day working relationships.

It is Livingston County Development Corporation's policy that relatives of persons currently employed by Livingston County Development Corporation may be hired only if they will not be working directly for or supervising a relative. If already employed, they cannot be transferred into such a reporting relationship. If the relative relationship is established after employment, the individuals concerned shall decide who is to be transferred. If that decision is not made within 30 calendar days, management shall decide.

In other cases where a conflict or the potential for conflict arises, even if there is no supervisory relationship involved, the parties may be separated by reassignment or terminated from employment.

For the purpose of this policy, a relative is defined to include spouses, parents, children, brothers, sisters, brothers-and sisters-in-law, father- and mothers-in-law, stepparents, stepbrothers, stepsisters, and stepchildren. This policy also applies to individuals who are not legally related but who reside with another employee.

Section 3

Employment of spouses: With respect to the employment of relatives, Livingston County Development Corporation reserves the right to:

1. Refuse to place one spouse under the direct supervision of the other spouse where such has the potential for creating an adverse effect on supervision, safety, security, or morale.
2. Refuse to place both spouses in the same program or facility where such has the potential for creating an adverse effect on supervision, safety, security, morale, or involves potential conflicts of interest.

Employment of other relatives: Relatives, up to and including first cousins of any agency employee, board of trustee or any:

1. Person exercising, hiring, promotion, and termination authority may not be hired into agency service without approval of the chief executive or the executive committee of the board of trustees.
2. Relatives within the third degree of kinship by blood or marriage of any agency employee, regardless of status, will not be hired in the same department, division, program, or facility where such has the potential for creating an adverse effect on supervision, safety, security, morale or involves potential conflicts of interest without the written prior approval of the chief executive.
3. If two (2) employees marry or become related, or cohabit and a conflict arises, only one (1) of the employees will be permitted to stay with Livingston County Development Corporation unless reasonable accommodations can be made to eliminate the potential problems. The decision as to which relative will remain with Livingston County Development Corporation must be made by the two (2) employees within three (3) calendar days or by Livingston County Development Corporation on the basis of service value.

Livingston County Development Corporation By-Laws

Article I Name and Purpose

Section 1. Name. The name of this organization is The Livingston County Development Corporation.

Section 2. Purpose. The objects and purposes of this Corporation are the objects and purposes stated in its Certificate of Incorporation, and particularly to encourage the location and expansion of industrial and manufacturing capacity and the creation of new and improved job opportunities in the County of Livingston, New York.

Section 3. Corporate Offices. The Corporation may have such offices as the Board of Directors may require.

Article II Membership

Section 1. Requirements for Membership. The members of the Livingston County Industrial Development Agency shall be the members of the Corporation.

Section 2. Certificate of Membership. The Secretary of the Corporation will keep an updated membership listing of the Corporation.

Section 3. Conditions of Membership. By acceptance of the certificate of membership, the members agree with each other and with the Corporation that the Corporation shall be operated on a nonprofit basis. 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 individual member. In the event the Corporation shall be liquidated or dissolved or ceases to actively carry out its purposes, the property and assets of the Corporation shall be distributed, subject to the provisions of the Certificate of Incorporation of the Corporation, in accordance with the direction of a majority of the Directors of the Corporation, then qualified and acting as Directors at any meeting duly called for such purposes and without other affirmative action by the members, to the County of Livingston, New York or to a charitable, non-profit corporation or associate.

Article III Dues

Section 1. Membership Dues. The annual dues for the membership shall be an amount

determined by the Board of Directors.

Article IV Meetings

Section 1. Annual Meetings. The annual meeting of the members of the Corporation, for the election of Directors and for the transaction of such other business as may be set forth in the notice of meeting, shall be held between January 1st and April 30th at such place within the State of New York as the Board of Directors shall determine.

Section 2. Special Meetings. Special meetings of the members may be called to be held at the principal office of the Corporation or elsewhere within the State of New York at any time by the Board of Directors or by the Chairman. A special meeting shall be called by the Chairman or the Secretary at the request in writing of three or more Directors or the holders of a record of at least 40% of the outstanding certificates of membership of the Corporation entitled to vote. Such request shall state the general nature of the business to be transacted at the meeting.

Section 3. Notice of Meetings. Notice of each meeting of the members shall be given in the manner required by law and by mailing, postage prepaid, not less than ten (10) days nor more than forty (40) days before such meeting, a copy of the notice of such meeting to each member of record entitled to vote at the meeting. The notice shall set forth the place, the day, and the hour of the meeting, and the general nature of the business to be transacted.

Section 4. Waiver of Notice. Whenever under provision of the laws or these by-laws, the Corporation or the Board of Directors or any committee thereof is authorized to take action, after notice to its members or after the lapse of a prescribed period of time, such action may be taken without notice and without a lapse of any period of time, if at any time before or after such action be completed such requirements are waived in writing by the action to be taken or, in the case of a member, by his attorney thereunto authorized.

Section 5. Procedure. The order of business and all other matters of procedure at every meeting of the members may be determined by the presiding officers.

Section 6. Quorum. At all meetings of the Corporation there shall be present in person 50% of the total membership in order to constitute a quorum. Any number less than a quorum may adjourn a meeting from time to time when a quorum is not present.

Section 7. Vote Required. All questions, except those questions the manner of deciding which is specifically prescribed by law or these by-laws, shall be determined by majority vote.

Article V Board of Directors

Section 1. Management of Corporation Affairs. All the powers of the Corporation shall be exercised by the Board in such manner and upon such terms and conditions as it may determine. The members of the Corporation shall serve as the Board of Directors of the Corporation.

Section 2. Meetings of the Directors. Regular and special meetings of the Board of Directors shall be held at such times and at such places in the State of New York or elsewhere as the Board of Directors or the Chairman, or, in his absence, the Vice-Chairman, may determine.

Section 3. Notice of Meeting. Notice of each meeting of the Board of Directors, stating the time and place and purposes thereof, shall be given by the Chairman, the Secretary, or by any member of the Board to each member of the Board no less than ten (10) days before the meeting by mail, or not less than seven (7) days before the meeting by personal service of notice. Meetings of the Board of Directors may also be held at any place and time without notice by consent of the majority of the Directors. The notice of any meeting of the Board of Directors may be waived by a Director either before or after such meeting.

Section 4. Quorum. At all meetings of the Board of Directors except where otherwise provided by law or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than 50% of the entire membership of the Board. Unless otherwise provided, the vote of a majority of the Directors present shall decide any questions that may come before the meeting. A majority of the Directors present at any meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5. Procedure. The order of business and all other matter of the procedure at every meeting of the Board may be determined by the presiding officer.

Section 6. Annual Report. The Directors shall present at the annual meeting of the Corporation a report which includes a balance sheet showing the financial status of the Corporation, and a summary of activities. If the assets of the Corporation exceed \$5,000, an outside review of the Corporation's finances shall be required for that year and be made available to the Board of Directors.

Section 7. Compensation of Directors. No Director or other officer of the Corporation shall receive, directly or indirectly, salary, compensation, or emolument from the Corporation, either as an officer or director or in any other capacity, except compensation for out of pocket expenditures actually rendered in performing one or more of its corporate purposes.

Article VI Officers

Section 1. Officers. The officers of the Corporation (other than the Executive Director

appointed and serving as set forth at Article VIII of these By-Laws) shall be a Chairman, Vice-Chairman, Secretary, Treasurer and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided, all of whom shall be elected by the members of the Corporation. Such officers shall be elected at the annual meeting of the Corporation in each fiscal year.

Section 2. Tenure of Office. Each officer of the Corporation other than the Executive Director and the Treasurer if he shall act as chief financial officer of the Corporation shall hold office for one year, or until his successor is appointed or elected and qualifies in his stead. If the term of a Corporation member should terminate, his term of office as an officer shall also terminate and at the regular meeting next succeeding such termination the members of the Corporation shall elect from among their number a successor who shall serve until the next annual meeting of the Corporation.

Section 3. Duties of Officers other than the Executive Director. Subject to the requirements of any applicable law, the duties of the officers of the Corporation, other than the Executive Director shall be as follows:

Chairman. The Chairman shall preside at all meetings of the Corporation. He shall sign and execute on behalf of the Corporation contracts, notes, bonds, trust indentures or other evidences of indebtedness when so authorized by the Corporation, and shall perform such other duties as may be prescribed for him by law or by the Corporation. The Chairman shall submit to the Corporation such recommendations and information as he may consider proper concerning the business, affairs and policies of the Corporation.

Vice-Chairman. The Vice-Chairman, during the absence or disability of the Chairman, shall have all the powers and perform all the duties of the Chairman. The Vice-Chairman shall also perform such other duties as the Corporation shall prescribe or designate. In case of the resignation or the death of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman until such time as the Corporation shall elect a new Chairman.

Secretary. The Secretary shall record all the votes and record the minutes of meetings of members of the Corporation in a journal to be kept for that purpose at the offices of the Corporation; attend to the serving of notices of all meetings when required; shall keep in safe custody the seal of the Corporation and shall have power to affix such seal to all papers or other documents as may be required or appropriate; shall attend to such correspondence on behalf of the Corporation as may be necessary or appropriate; and shall perform such other duties as the Corporation may designate.

Treasurer. The Treasurer shall have the care and custody of all funds and securities received by the Corporation and shall deposit the same forthwith in the name of The Livingston County Development Corporation in such bank or banks in the State of New York as the Corporation shall designate. It shall be the duty of the Treasurer to keep an account of all monies, funds and

property of the Corporation that shall come into his hands, truly keep the books and accounts of the Corporation so as at all times to show the real condition of its affairs, and to render at all times such accounts and present such statements to the members of the Corporation as may be required of him. The Treasurer shall have such other powers and duties as are conferred upon him by the Corporation or by any special or general law.

Section 4. Additional Duties. The officers of the Corporation shall perform such other duties and functions as may from time to time be required by the Corporation, by the by-laws of the Corporation, subject to all applicable laws and regulations of the State of New York.

Section 5. Removal, Resignation. Any officer elected or appointed by the Corporation as provided to this Article VI may be removed by the Corporation with or without cause. In the event of the death, resignation or removal of an officer, the Corporation in its discretion may elect a successor to fill the unexpired term at the next regular meeting of the Corporation. All officers who are members and/or directors of the Corporation shall serve without compensation.

Section 6. Executive Secretary, Managing Director, Employees, Consultants. The Board of Directors may from time to time employ an Executive Secretary, Managing Director, or other employees or consultants who, subject to the supervision of the Chairman, and the Board of Directors, shall be retained to carry out the purposes of the Corporation. Such individuals or firms shall receive such compensation as may be determined by the Board of Directors.

Article VII Duties of Directors

Directors of the Corporation shall (a) execute direct oversight of the Corporation's chief executive and other senior management in the effective and ethical management of the Corporation; (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Corporation; (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the chief executive and senior management; (d) adopt a code of ethics applicable to each officer, member, director and employee that, at a minimum, includes the standards established in section seventy-four of the public officers law; and (e) establish written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or board member of the Corporation, investments, travel, the acquisition of real property and the disposition of real and personal property and the procurement of goods and services.

Article VIII Executive Director; Additional Personnel

Section 1. Executive Director. The Executive Director shall be appointed by the Corporation and shall be responsible for the administration of its affairs. He shall be the chief executive officer of the Corporation and, unless otherwise determined by the Corporation, the chief financial officer, and shall serve at the pleasure of the Corporation. He shall exercise supervision and control of all administrative functions of the Corporation. He shall be responsible for the implementation of all resolutions, orders, programs or projects of the Corporation. He shall act for and in place of any absent officer or employee of the Corporation, except the Chairman, Vice-Chairman, Secretary or Treasurer of the Corporation. The Executive Director, as well as the Chairman, shall have the power to sign and execute on behalf of the Corporation contracts, notes, bonds or other evidences of indebtedness when so authorized by resolution of the Corporation. He shall attend all meetings of the Corporation with the right to take part in the discussion and to recommend such measures as he may deem necessary or expedient, and shall perform such other duties and have such other powers as may be prescribed for him by law or by the Corporation. He shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated to him. No Chairman who is also the Executive Director shall participate in determining the level of compensation or reimbursement, or time and attendance rules for the position of Executive Director.

Section 2. Additional Personnel. The Corporation may appoint such other officers and employees as the Corporation may require for the performance of its duties and fix and determine their qualifications, duties and compensation. The Corporation may also appoint Counsel, who may be Counsel of the County, fix his compensation for services, which, if permitted by law, shall be payable to him in addition to his official compensation, and may retain and employ private consultants for professional and technical assistance and advice.

Section 3. Bonding of Officers. The Chairman, the Treasurer, the Executive Director, and such other officers as the Corporation may require, shall execute bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Corporation and the premiums therefore shall be paid by the Corporation.

Article IX Contracts

No officer, Director, Committee, or Member of the Corporation shall contract or incur any debt or obligation on behalf of the Corporation, or in any way render it liable unless duly authorized by the Board of Directors.

Article X Seal

The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the year and the state of its incorporation.

Article XI Indemnification

The Corporation shall indemnify each person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a member, director or officer of the Corporation, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorney fees, incurred in connection with such action or proceeding, or any appeal therein. Notwithstanding the foregoing, no such indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition, such consent not to be unreasonably withheld.

The Corporation shall advance or promptly reimburse upon request any member, director or officer seeking indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof; provided, however, the Corporation receives an undertaking by or on behalf of such person, which undertaking includes an agreement to repay such expenses if (i) such person is ultimately found not to be entitled to indemnification or (ii) where indemnification is granted, the extent the expenses so advanced or reimbursed to such person exceed the amount to which such person is entitled.

Nothing herein shall limit or affect any right of any person otherwise than hereunder to indemnification or to advancement of expenses, including attorneys' fees, under any statute, rule, regulation, insurance policy, contract or otherwise.

Anything in these By-laws to the contrary notwithstanding, no elimination or amendment of this Article XI adversely affecting the right of any person to indemnification or to advancement of expenses hereunder shall be effective until the 60th day following notice to such person of such action, and no elimination of or amendment to this Article XI shall deprive any person of his rights under this Article XI arising out of alleged or actual occurrences, act or failures to act prior to such 60th day. This Article XI shall be given retroactive effect and the full benefits hereof shall be available in respect of any alleged or actual occurrences, acts or failures to act prior to the date of the adoption of this Article XI.

The Corporation shall not, except by elimination or amendment of this Article XI in a manner consistent with the preceding paragraph, take any action or enter into any agreement which prohibits, or otherwise limits the rights of any person to, indemnification in accordance with the provisions of this Article XI. The indemnification of any person provided by this Article XI

shall continue after such person has ceased to be a member, director or officer of the Corporation and shall inure to the benefit of such person's heirs, executors, administrators, and legal representatives. The right to indemnification or advancement of expenses under this Article XI shall be a contract right.

The Corporation is authorized to enter into agreements with any of its members, directors or officers to reflect or confirm the rights and benefits contained in this Article XI and to extend other additional rights to indemnification and to advancement of expenses to any such person to the fullest extent permitted by applicable law, and to set forth procedures for any such person to obtain advancement of expenses and indemnification and, pending determination of entitlement to indemnification, interim protection, but the existence of any such agreement or the failure to enter into any such agreement shall not adversely affect or limit the rights of any such person pursuant to this Article XI, it being expressly recognized hereby that all members, directors and officers of the Corporation, by serving as such are acting in reliance that the Corporation will indemnify them to the maximum extent permitted by law and authorized by this Article XI, and that the Corporation is estopped to contend otherwise.

In case any provision in this Article XI shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby, and the affected provision shall be given the fullest possible enforcement in the circumstances, it being the intention of the Corporation to afford advancement of expenses and indemnification to its members, directors and officers, acting in such capacities or in the other capacities referred to herein, to the fullest extent permitted by law.

To the extent a person has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding of the character described in the first paragraph of this Article XI or in any claim, issue or matter therein, he shall be entitled as a matter of right to indemnification as authorized in such paragraph without any determination of entitlement to indemnification by the Corporation. Except as provided in the preceding sentence or in an agreement or as ordered by a court, any indemnification under this Article XI shall be made by the Corporation if, authorized in the specific case:

1. By the members of the Corporation acting by a quorum consisting of members of the Corporation who are not parties to such action or proceeding upon a finding that the member, director or officer has met the standard of conduct set forth in the first paragraph of this Article XI, or,
2. If such a quorum is not obtainable or, even if obtainable, a quorum of disinterested members of the Corporation so directs upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the standard of conduct set forth in the first paragraph of this Article XI has been met by such member, director or officer.

Any indemnification under this Article XI shall also include reasonable expenses, including

attorneys' fees, incurred by any person to enforce such person's rights to advancement of expenses.

Nothing in this Article XI shall restrict and the Corporation shall retain the power and the authority to indemnify or advance expenses to, make indemnification agreements and arrangements with, or maintain insurance on behalf of, any employee or agent of the Corporation or any person (whether or not a member, director, officer, employee or agent of the Corporation) who serves at the request of the Corporation in any capacity with any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Article XII Committees

Board of Directors of the Corporation, by Resolution or Resolutions adopted by a majority of the entire Board of Directors, shall designate from among Directors of the Corporation an Audit and Finance Committee, a Governance Committee, and such other Committees as the members or the Chairman shall deem appropriate.

Section 1. Audit and Finance Committee. The Audit and Finance Committee shall be comprised of not less than three (3) independent directors of the Corporation who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Audit and Finance Committee, for the purpose of reviewing proposals for the issuance of debt by the Corporation and its subsidiaries and make recommendation. The Audit and Finance Committee shall recommend to the Board of Directors the hiring of a certified independent accounting firm and shall establish the compensation to be paid to such an accounting firm, and shall provide direct oversight at the performance of the independent audit performed by the accounting firm retained for such purpose. In the event the Corporation has fewer than three (3) independent members the Corporation may appoint non-independent members to the Audit and Finance Committee, provide that the independent members must constitute a majority of the members of the Audit and Finance Committee.

Section 2. Governance Committee. The Governance Committee shall consist of not less than three (3) independent directors of the Corporation. The Governance Committee shall keep the Board of Directors informed of current best governance practices, shall review corporate governance, shall recommend updates to the Corporation's corporate governance principle and shall advise the Corporation regarding skills and experience required of potential board members, shall examine ethical and conflict of interest issues, shall perform board self evaluations, and shall recommend by-laws which include rules and procedures for conduct of business. In the event the Corporation has fewer than three (3) independent members, the Corporation may appoint non-independent members to the Governance Committee, provided that the independent members must constitute a majority of the members of the Governance Committee.

Section 4. Additional Committees. The Chairman or by vote of a majority of Directors, the Directors may appoint such additional committees as the Chairman or the Directors shall deem appropriate.

Section 5. Committee Procedure. The Chairman shall be an ex-officio member of each committee. A quorum of any committee shall consist of a majority of members of that committee. The Executive Director shall attend all committee meetings, if requested, and make such reports and recommendations as the Executive Director or the committee deem necessary or advisable.

Article XIII Amendments

Section 1. How made. These By-laws may be amended, added to or altered or repealed, or new by-laws may be adopted at any meeting of the member of the Corporation, or of the Board of Directors, by a majority of the voting members or a majority of the Directors of the Corporation, as the case may be, provided that the action to be considered and acted upon is inserted in the notice of waiver of said meeting.

The Livingston County Development Corporation has been incorporated as a Type “C” Educational Corporation under Section 201 of the Not-for-Profit Corporation Law. The Corporation was incorporated on March 11, 1987. These by-laws were adopted in their original form at the organizational meeting of the Corporation held in Mount Morris, New York in September, 1987. These by-laws were amended and restated at a meeting of the Corporation held in Geneseo, New York on July 7, 2006. These by-laws were amended and restated at a meeting of the Corporation held in Geneseo, New York on May 4, 2012.

Livingston County Development Corporation Code of Conduct

It is the policy of the Livingston County Development Corporation to promote the well being of its employees by maintaining high standards of work performance and professional conduct. The purpose of this policy is to set forth the Livingston County Development Corporation's Standards of Conduct and the disciplinary process that must be utilized to address unacceptable behavior, conduct, and related employment problems in the workplace, or outside the workplace when conduct impacts an employee's ability to do his job and/or influences the corporation's overall effectiveness.

Employees covered by this policy are employed to fulfill certain duties and expectations that support the mission and values of the Livingston County Development Corporation and are expected to conduct themselves in a manner deserving of public trust. The following list is intended to illustrate the minimum expectations for acceptable workplace conduct and performance.

1. Report to work as scheduled and seek approval from their supervisors in advance for any changes to the established work schedule, including the use of leave and late or early arrivals and departures.
2. Utilize leave and related employee benefits in the manner for which they were intended.
3. Perform assigned duties and responsibilities with the highest degree of public trust.
4. Devote full effort to job responsibilities during work hours.
5. Maintain the qualifications, certification, licensure, and/or training requirements identified for their positions.
6. Demonstrate respect for the organization and toward coworkers, supervisors, managers, subordinates, clients and customers.
7. Use equipment, time, and resources judiciously and as authorized.
8. Support efforts that ensure a safe and healthy work environment.
9. Resolve work-related issues and disputes in a professional manner and through established business processes.
10. Meet or exceed established job performance expectations.
11. Make work-related decisions and/or take actions that are in the best interest of the organization.
12. Report circumstances or concerns that may affect satisfactory work performance to management, including any inappropriate (fraudulent, illegal, unethical) activities of other employees.
13. Obtain approval from supervisor prior to accepting outside employment.
14. Obtain approval from supervisor prior to working overtime.
15. Work cooperatively to achieve work unit and organization goals and objectives.
16. Conduct themselves at all times in a manner that supports the mission of their organization and the performance of their duties.



Corrective actions, whether informal or formal, must depend upon the nature, consequence(s), or potential consequence(s) of the employee's conduct or performance and the surrounding circumstances and mitigating factors, if any. Management should apply corrective actions consistently, while taking into consideration the specific circumstances of each individual case. Prior to taking any corrective action it is suggested that management consider the following:

1. The nature, severity, and consequences of the offense.
2. Whether the offense constitutes a violation of a policy, procedure, rule, or law.
3. Previous counseling, whether informal or formal that addressed the same or similar misconduct or performance.
4. Previous disciplinary actions that addressed the same or similar misconduct or performance.
5. Whether the offense relates to the employee's job duties and the employee's ability to perform satisfactorily.
6. How issues with similarly situated employees have been addressed.
7. Mitigating factors that would compel a reduction in the disciplinary action to promote the interests of fairness and objectivity.
8. If the corrective action is appropriate for a specific offense.

Livingston County Development Corporation Code of Ethics

Section 1: Statement of Purpose

The Code of Ethics is a public statement by the Corporation that sets clear expectations and principles to guide practice and inspire professional excellence. The Corporation believes a commonly held set of principles can assist in the individual exercise of professional judgment. This Code speaks to the core values of public accountability and transparency. The purpose of having a code of ethics and practices is to protect the credibility of the Corporation by ensuring high standards of honesty, integrity, and conduct of staff. To that end, this Code of Ethics attempts to accomplish this by articulating the ethical standards observed by the Corporation in pursuing and implementing economic development initiatives, and setting rules and policies that prevent conflicts of interest.

Section 2: Rules with Respect to Conflicts of Interest

No officer, member of the board 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, which is in substantiate conflict with the proper discharge of his duties in the public interest.

Section 3: Standards

1. No officer, member of the board or employee should accept other employment which will impair his independence of judgment in the exercise of his official duties.
2. No officer, member of the board or employee should accept employment or engage in any business or professional activity which will require him to disclose confidential information which he has gained by reason of his official position or authority.
3. No officer, member of the board or employee should disclose confidential information acquired by him in the course of his official duties nor use such information to further his personal interests.
4. No officer, member of the board or employee should use or attempt to use his official position to secure unwarranted privileges or exemptions for himself, herself or others.
5. No officer, member of the board or employee should engage in any transaction as representative or agent of the Corporation with any business entity in which he has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his official duties.
6. An officer, member of the board or employee should not by his conduct give reasonable basis for the impression that any person can improperly influence him, unduly enjoy his favor in the performance of his official duties, or that he is affected by the kinship, rank, position or influence of any party or person.
7. An officer or employee should abstain from making personal investments in enterprises

which he has reason to believe may be directly involved in decisions to be made by him, or which will otherwise create substantial conflict between his duty in the public interest and his private interest.

8. An officer or employee should endeavor to pursue a course of conflict which will not raise suspicion among the public that he is likely to be engaged in acts that are in violation of his trust.
9. No officer or employee employed on a full-time basis nor any firm or association of which such an officer or employee is a member nor corporation a substantial portion of the stock of which is owned or controlled directly or indirectly by such officer, member of the board or employee, should sell goods or services to any person, firm, corporation or association which receive financial assistance from the Corporation.
10. If an officer or employee shall have a financial interest, direct or indirect, having a value of ten thousand dollars or more in any activity which is subject to the Corporation's assistance, he must file with Corporation a written statement that he has such a financial interest in such activity which statement shall be open to public inspection.
11. No officer, member of the board or employee of shall accept or arrange for any loan or extension of credit from the Corporation or any affiliate of the Corporation.

Section 4: Violations

In addition to any penalty contained in any other provision of law any such officer, member of the board or employee who shall knowingly and intentionally violate any of the provisions of this Code of Ethics may be fined, suspended or removed from officer or employment in the manner provided by law.



**Livingston County Development Corporation
Compensation, Reimbursement and Attendance Policy**

Pursuant to and in accordance with Sections 856 and 895-k of the General Municipal Law of the State of New York, the members of the board of The Livingston County Development Corporation (the "Board") shall serve without salary at the pleasure of the Livingston County, New York (the "Municipality") but may be reimbursed for reasonable expenses incurred in the performance of Corporation duties at the approval of the Board.

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 at the approval of the Board.

The members of the Board and officers of the Corporation shall be available as required to perform the operations of the Corporation and as set forth within the By-Laws of the Corporation, as may be amended, restated or revised by the Board from time to time. Said members and officers of the Corporation 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 relating to same.



**Livingston County Development Corporation
Defense and Indemnification Policy**

Pursuant to the Bylaws of The Livingston County Development Corporation (the "Corporation"), the Corporation shall indemnify all members of the Board of the Corporation and each officer and employees thereof, in the performance of their duties, and to the extent authorized by the Board, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Law of the State of New York.

Livingston County Development Corporation Diversity Policy

Livingston County Development Corporation (LCDC) is committed to fostering and preserving a culture of diversity and inclusion. The collective sum of the individual differences, life experiences, knowledge, inventiveness, innovation, self-expression, unique capabilities and talent that employees invest in their work represents a significant part of not only our culture, but our reputation and Corporation's achievement.

Livingston County Development Corporation's diversity initiatives are applicable, but not limited to, our practices and policies on recruitment and selection of staff and board members, compensation and benefits, professional development and training, promotions, transfers, social and recreational programs, layoffs, terminations, and the ongoing development of a work environment built on the premise of gender and diversity equity that encourages and enforces:

1. Respectful communication and cooperation between all employees, board members, interns and volunteers
2. Teamwork and employee participation, permitting the representation of all groups and employee perspectives
3. Employer and employee contributions to the communities we serve to promote a greater understanding and respect for diversity

LCDC staff has a responsibility to exhibit conduct that reflects inclusion during work, at work functions on or off the work site, and at all other company-sponsored events. Any employee found to have exhibited any inappropriate conduct or behavior against others may be subject to disciplinary action.

All members of management are responsible for understanding LCDC's commitment to a diverse workforce and to actively assuring that the diversity plan is supported and carried out. Employees who believe they have been subjected to any kind of discrimination that conflicts with LCDC's diversity policy and initiatives, or any other status protected by law, should seek assistance from a supervisor or a personal representative.

Livingston County Development Corporation Investment and Deposit Policy

Section 1: Introduction

1. Scope – This investment and deposit policy applies to all monies and other financial resources available for investment and deposit on its own behalf or on behalf of any other entity or individual.
2. Objectives – The primary objectives of the local government's investment activities are, in priority order:
 - a. to conform with all applicable federal, state and other legal requirements (legal);
 - b. to adequately safeguard principal (safety);
 - c. to provide sufficient liquidity to meet all operating requirements (liquidity); and
 - d. to obtain a reasonable rate of return (yield).
3. Prudence – All participants in the investment process and all participants responsible for depositing the Corporation's funds shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair confidence in the Corporation to govern effectively.

Investments and deposits shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the investment process and all participants responsible for depositing the Corporation's funds shall refrain from personal business activity that could conflict with proper execution of the investment program or the deposit of the Corporation's funds or which could impair their ability to make impartial investment decisions.

4. Diversification – It is the policy of the Corporation to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling.
5. Internal Controls
 - a. All money's collected by an officer or employee of the Corporation shall be immediately deposited in such depositories and designated by the Corporation for the receipt of such funds.
 - b. The Corporation shall maintain or cause to be maintained a proper record of all book, notes, securities or other evidences of indebtedness held by the

Corporation for investment and deposit purposes.

- c. The Corporation is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.
6. Designation of Depositories In accordance with the State law, the Corporation shall designate as depositories of its money those banks and trust companies authorized to serve as such pursuant to said law.

Section 2: Investment Policy

1. Permitted Investments – Pursuant to GML Section 11, the Corporation is authorized to invest moneys not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:
 - a. Special time deposit accounts;*
 - b. Certificates of deposit;*
 - c. Obligations of the United States of America;**
 - d. Obligations guaranteed by agencies of the United States of America where payment of principal and interest are guaranteed by the United States of America;**
 - e. Obligations of the State of New York;*

* Special time deposit accounts and certificates of deposit are permitted investments provided that (1) they shall be payable within such time as the proceeds shall be needed to meet expenditures for which the moneys were obtained and (2) they are collateralized in the same manner as set forth in Section 3 below for deposits of public funds.

**All investment obligations shall be payable or redeemable at the option of the Corporation within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the Corporation within two years of the date of purchase.

2. Authorized Financial Institutions and Dealers – The Corporation shall maintain a list of financial institutions and dealers, approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. All financial institutions with which the local government conducts business must be credit worthy. Banks shall provide their most recent Consolidated

Report of Condition (Call Report) at the request of the Corporation. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Executive Director or Chairman is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. Such listing shall be evaluated at least annually.

3. Purchase of Investments – The Corporation may contract for the purchase of investments:
 - a. Directly, including through a repurchase agreement, from an authorized trading partner.
 - b. By participation in a cooperative investment program with another authorized governmental entity pursuant to Article 5G of the GML where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the governing board
 - c. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the governing board.

All purchased obligations, unless registered or inscribed in the name of the local government, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the Corporation by the bank or trust company shall be held pursuant to a written custodial agreement as described in GML Section 10.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for, the local government, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide the Corporation a perfected interest in the securities.

4. Repurchase Agreements – Repurchase agreements are authorized subject to the following restrictions:
 - a. All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
 - b. Trading partners are limited to banks or trust companies authorized to do business in New York State and primary reporting dealers.

- c. Obligations shall be limited to obligations of the United States of America and obligations guaranteed by agencies of the United States of America.
- d. No substitution of securities will be allowed.
- e. The custodian shall be a party other than the trading partner.

Section 3: Deposit Policy

1. Collateralization of Deposits – In accordance with the provisions of GML Section 10, all deposits of the Corporation, including certificates of deposit and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:
 - a. By pledge of "eligible securities" with an aggregate "market value" as provided by GML Section 10, equal to the aggregate amount of deposits from the categories designated in Exhibit A attached hereto.
 - b. By an eligible "irrevocable letter of credit" issued by a qualified bank other than the bank with the deposits in favor of the government for a term not to exceed 90 days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least on nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.
 - c. By an eligible surety bond payable to the government for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations. The terms and conditions of any eligible surety shall be approved by the governing board.
2. Safekeeping and Collateralization – Eligible securities used for collateralizing deposits shall be held by the depository bank or trust company subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure local government deposits together with agreed upon interest, if any and any costs or expenses arising out of the collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events, which will enable the local government to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the local government, such securities shall be delivered in a form suitable for transfer or with an assignment in blank to the



Corporation or its custodial bank.

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for, the local government, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of backing for any other deposit or other liabilities. The agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the Corporation a perfected interest in the securities.

Livingston County Development Corporation Investment Policy

Exhibit A: Schedule of Eligible Securities

1. Obligations issued, or fully insured or guaranteed as to the payment of principal and interest by the United States of America, a Corporation thereof or a United States government sponsored corporation.
2. Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank and the African Development Bank.
3. Obligations partially insured or guaranteed by any Corporation of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of the insurance or guaranty.
4. Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation or such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.
5. Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
6. Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
7. Obligations of countries, cities and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest categories by at least one nationally recognized statistical rating organization.
8. Obligations of domestic corporations rated one of the two highest rating categories by at least one nationally recognized statistical rating organization.
9. Any mortgage related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by banks under the limitations established by bank regulatory agencies.
10. Commercial paper and bankers' acceptances issued by a bank, other than the Bank, rated in the highest short term category by at least one nationally recognized statistical rating organization and having maturities of not longer than 60 days from the date they are pledged.
11. Zero Coupon obligations of the United States government marketed as "Treasury strips".

Livingston County Development Corporation Procurement Policy

Section 1: Introduction

The policies and procedures set forth herein have been developed by the Livingston County Development Corporation (the “Corporation”) pursuant to New York State General Municipal Law Section 104-b regarding the procurement of Goods and Services not required by law to be procured pursuant to competitive bidding.

These policies and procedures apply only to Goods and Services paid for by the Corporation for its own use and account. They do not apply to Goods or Services (such as, but not limited to, Bond Counsel or construction Services) for a project for which the Corporation will not be the project operator or occupant.

Section 2: Declaration of Policy

Goods and Services which are not required by law to be procured pursuant to competitive bidding must be procured in a manner so as to assure the prudent and economical use of public moneys in the best interest of the tax payers of Livingston County, to facilitate the acquisition of Goods and Services of maximum quality at the lowest possible cost under the circumstances, including emergencies, and to guard against favoritism, improvidence, extravagance, fraud and corruption. To further these objectives, the Members of the Livingston County Development Corporation have adopted the policies and procedures set forth herein governing all procurement of Goods and Services which are not required to be made pursuant to the competitive bidding requirements of Section 103 of the General Municipal Law or of any other general, special or local law.

Section 3: Definitions

The following terms shall have the following meanings:

1. “Corporation” shall mean the Livingston County Development Corporation.
2. “Competitive Quotations” means the procurement of Goods and/or Services, in accordance with the provisions of Section 6 herein.
3. “Contract” shall mean a public work Contract, a purchase Contract, or, generally a Contract for Goods or Services in accordance with the provisions herein.
4. “County” shall mean the County of Livingston, New York.
5. “Goods” shall mean products, materials, supplies, equipment, apparatus and other like items, and the necessary Services related to these items.
6. “Members” shall mean the Members of the Corporation.
7. “Procurement” or “procure” shall mean the obtaining, through Contract or agreement of Goods and/or Services in accordance with these policies and procedures.

8. "Procurement Officer" shall mean the (Administrative/Executive) Director of the Corporation or such other officer or employee of the Corporation designated by the Members to carry out the general and specific provisions of the policies and procedures set forth herein.
9. "Professional Services" means for those Services requiring special or technical skills, training, expertise, or licensing, or such Services which involve the use of professional judgment and/or a high degree of creativity, or which involve a relationship of personal trust or professional confidence including, but not limited to, engineering, architectural, medical, financial and legal services.
10. "Services" shall mean, generally, labor and/or construction to be performed.
11. "Sole Source Goods or Services" shall mean Goods or Services for which the Procurement Officer has determined that there is only one possible source from which to procure the desired Goods or Services, including, but not limited to, certain patented Goods or Services, or public utilities; provided, however, the procurement Officer must certify that such Goods or Services are available from only one source so that no possibility of competition exists, including a showing that, at least (a) the unique benefits of the desired Goods or Services as compared to other such Goods or Services available in the marketplace, (b) no other Goods or Services provide substantially equivalent or similar benefits, and (c) considering the benefits received, the cost of the Goods or Services is reasonable, when compared to conventional methods.
12. "State" shall mean the State of New York.
13. "Vendor" shall mean a supplier or prospective supplier of Goods or Services.

Section 4: Determination of Procurement

The Procurement Officer is hereby designated to be responsible for determining whether a procurement of Goods or Services is subject to Competitive Quotations or is exempt from such procurement, and the Procurement Officer is authorized to determine that the nature of a particular project or class of projects is exempt from the procurement policies described herein. The Procurement Officer shall cause to be made, in writing, the basis and other facts and circumstances relevant to making such a determination. The Corporation hereby finds and determines that Professional Services are, in all cases, exempt from these procurement policies and procedures, as solicitation of alternate proposals and quotations is not in the best interest of the Corporation in situations in which special skills and expertise are required.

Section 5: No Competitive Bidding

As of the date of adoption of these policies and procedures, the Corporation is not subject to the competitive bidding requirements of Section 103 of the General Municipal Law.

Section 6: Competitive Quotations

1. Written Descriptions Required – Upon a determination by the Procurement Officer that

Goods or Services are to be procured through competitive or verbal quotations, the Procurement Officer shall cause to be made a written description for each such Goods or Services to be procured. Such description need not necessarily include detailed specifications but may be generic or in outline form or describe the result sought by the Corporation. Such written description shall contain that information deemed necessary for the procurement of the desired Goods or Services in accordance with the policies of the Corporation, including a statement that the requested bid or quotation price shall include a statement whether cost of delivery is included, a statement that the Corporation reserves the right to reject all bids or quotations, waive minor deviations, consider alternative bids or quotations, negotiate price and terms with those making a bid or quotation (provided that negotiations with all those making a bid or quotation will be on substantially the same basis and regarding substantially the same matters), subject to the same terms and conditions of the written descriptions being sought by the Corporation and a statement regarding security and/or insurance, if required.

2. Soliciting Written Competitive Quotations

- a. If the cost of the Goods or Services to be procured, based upon the written description prepared for the desired Goods or Services, will require an expenditure of more than \$1,000, but less than \$10,000, the desired Goods or Services shall be procured through Competitive Quotations solicited from not less than two vendors.
- b. If the cost of the Goods or Services to be procured, based upon the written description prepared for the desired Goods or Services, will involve an expenditure of more than \$10,000, the desired Goods or Services shall be procured through Competitive Quotations solicited from not less than three vendors.
- c. If, following reasonable efforts, insufficient numbers of Vendors exist for the solicitation of the requisite number of Competitive Quotations, then the Procurement Officer shall cause to be solicited Competitive Quotations from less than the requisite number of Vendors; provided, however, that the basis and other facts and circumstances or such efforts and/or findings relating to this provision shall be placed in writing.
- d. The Procurement Officer shall cause to be made a record of the written description, the solicitation of the Competitive Quotations, the Competitive Quotations received and any other documents or materials prepared or received in connection with the procurement of Goods and Services of the Corporation.
- e. Competitive Quotations need not be sealed and need not be opened and read at a stated time.
- f. The Procurement Officer need not recommend the procurement of goods and services from the Vendor offering the lowest dollar quotation, but may recommend to the Members determinations of which quotations will fulfill or meet the best interests or needs of the Corporation, and each recommended

determinations may be based on such factors such as, without limitation, quality, features or options, reliability or reputation of the Vendor, availability of service, delivery time and location of the Vendor (local vis-à-vis non-local, in-state vis-à-vis out-of-state or country); and the Procurement Officer may negotiate terms and price with all Vendors submitting quotations (provided that all such negotiations will be on substantially the same matters), and the determination of the Members pursuant to the Procurement Officer's recommendations made in good faith shall be final.

3. Exceptions

- a. General Exceptions – The following Goods and Services may be procured by the Corporation without soliciting competitive quotations:
 - i. Services performed by inmates, or Goods manufactured, in correctional facilities operated by the New York State Department of Correctional Services or in local correctional facilities of this State; provided, however, that the procurement of such Goods and Services shall be in accordance with Section 186 of the Correction Law;
 - ii. Goods and Services produced or assembled by the blind or other severely handicapped; provided, however, that the procurement of such Goods and Services shall be in accordance with Section 175-B of the State Finance Law;
 - iii. Goods procured by the County in accordance with subdivision (2) of Section 408-a of the County Law; provided, however that no such procurement shall be made from the County when Competitive Quotations have already been received, unless such procurement may be made upon the same terms, conditions and specifications of a lower price through the County;
 - iv. Goods in excess of \$500.00 procured by the State through the New York State Office of General Services, subject to rules established by such Office, in accordance with Section 163 of the State Finance Law; provided, however, that no such procurement shall be made from such Office when competitive Quotations have already been received, unless such procurement may be made upon the same terms, conditions and specifications at a lower price through such office;
 - v. Surplus and/or second hand Goods which are being offered for purchase from the federal or State governments or any other political subdivision or public benefit corporation within the State of New York.
- b. Special Exceptions – Upon a determination that Goods or Services are (1) Professional Services (2) Sole Source Goods or Services or (3) Goods or Services deemed by the Procurement Officer, in his sole discretion, not in the best interest of the Corporation to be procured in accordance with the Competitive Quotation requirements set forth herein, the Procurement Officer may procure

such Goods or Services in such manner as the Procurement Officer determines to be in the best interest of the Corporation and which otherwise is in accordance with the policies of the Corporation, as set forth in Section 2 herein.

4. Entering Into the Contract

- a. Except as provided in Section 6.4(b) herein, upon receipt of the requisite number of Competitive Quotations, the Procurement Officer shall recommend to the Members that the Corporation enter into a Contract, or enter into an agreement, for such Goods or Services to the Vendor that submitted the Competitive Quotation with the lowest dollar offer for such Goods or Services, but subject to the provisions of Section 6.2(f) hereof.
- b. If the Procurement Officer shall recommend to the Members that the Corporation enter into a Contract for Goods or Services to a Vendor that did not submit the Competitive Quotation with the lowest dollar offer, the Procurement Officer shall state the reasons such an award furthers the policy set forth in Section 2 herein and in accordance with Section 6.2(f) hereof.
- c. Upon the procurement of Goods or Services in accordance with the provisions of Section 6.3 herein, the Procurement Officer shall recommend to the Members that the Corporation award a Contract, or enter into an agreement, for such Goods or Services to the Vendor identified by the Procurement Officer.
- d. Upon receipt of the recommendation by the Procurement Officer regarding the entering into a Contract, the Members shall authorize the Procurement Officer to cause to be procured such Goods or Services with the recommended Vendor; provided, however, that the Members reserve the right to reject all bids or quotations, waive minor deviations, consider alternative bids or quotations, subject to the same terms and conditions of the written descriptions being sought by the Corporation.

5. Small Purchases (\$1,000 or less)

- a. Notwithstanding the provisions set forth herein, the procurement of Goods or Services involving an expenditure of up to five hundred dollars (\$500) may be made without seeking Competitive Quotations; provided, however, that any Corporation employee authorized to make such a procurement shall use his best efforts to obtain the lowest cost for such Goods or Services, but taking into consideration the terms of Section 6.2(f) hereof.
- b. Notwithstanding the provisions set forth herein, the procurement of Goods or Services involving an expenditure of more than five hundred dollars (\$500) but not more than one thousand dollars (\$1,000) may be made using verbal Competitive Quotations. The Corporation employee authorized to make such procurement shall solicit not less than two verbal Competitive Quotations.
- c. Upon the determination that the procurement of Goods or Services involving an



expenditure of not more than one thousand (\$1,000) is such that competition is not likely, including, but not limited to, periodicals, subscriptions, books, specialty training materials, Memberships and computer software upgrades from the manufacturer, the procurement of such Goods or Services may be made without Competitive Quotations.

6. Policy for Corporation's Benefit – These policies and procedures are intended solely for the benefit of the Corporation and are not intended for the economic or other benefit of any particular Vendor making a quotation; and accordingly, no Vendor shall have the right to challenge the determination of the Corporation to enter into Contracts for Goods and Services in accordance with the policies and procedures herein set forth.

**Livingston County Development Corporation
Procurement Policy**

Determination of Procurement Form

Section 1. Goods/Services Needed

Section 2. Exceptions

If any of the following general exceptions apply, the procurement of the desired Goods or Services do not have to be procured through Competitive Quotation requirements:

1. Goods or Services available from state prices or local correctional facilities
2. Goods or Services available from the blind or other severely handicapped
3. Goods available from a state or county Contract
4. Goods being process are second hand or surplus Goods from a public entity

If any of the following special exceptions apply, the Procurement Officer must provide, in the space provided below, written justification for each special exception and such Goods or Services do not have to be procured through Competitive Quotation requirements:

1. Professional Services; or
2. Sole Source Goods or Services; or
3. It would not be in the best interest of the Corporation to procure such Goods or Services through competitive bidding or Competitive Quotation requirements

If no general or special exception applies, the Goods or Services must be procured through the Competitive Quotation requirements (see competitive quotation form).

Prepared by _____

Date _____

**Livingston County Development Corporation
Procurement Policy**

Verbal Quotation Form

Date: _____

Procurement Officer/Corporation Employee: _____

Goods/Services Needed:

Delivery Needed By: _____

Quotations:

Vendor	Telephone Number	Vendor Rep.	Questions

**Livingston County Development Corporation
Procurement Policy**

Competitive Quotation Form

Date: _____

Vendor: _____

Address: _____ Phone: _____

_____ Fax: _____

Section 1. Request for Quotation (to be complete by Corporation)

Goods/Services Needed:

Delivery Needed By: _____

- Insurance is required Insurance is not required
- The operation should include charges, if any, for delivery
- The Corporation encourages charges or suggestions offering cost savings
- The Corporation reserves the right to reject all questions, waive minor deviations or consider alternative questions, subject to the terms/conditions or negotiations with Vendors as to price, specifications or terms
- If your goods or services deviate from the descriptions listed, please note such deviation
- Please include any additional information that is pertinent to your questions

Section 2. Quotation

The Corporation is receiving your competitive question of the Goods or Services described above. Please complete this quotation, sign, and return not later than 4:00 p.m. on _____. Unsigned quotations will not be considered.

I, _____, act as officer or employee or agent of _____, and am duly authorized to submit this quotation.

Signature, Title

Date

Livingston County Development Corporation Property Disposition Policy

Section 1: Purpose

This document is designed to ensure that the Corporation and its officers and employees dispose of (or transfer) Corporation property properly and in accordance with New York State standards and regulations. The purpose of the policy is to define the standards for transferring or disposing of property.

Section 2: Scope

This policy applies to the transfer of title or any other beneficial interest in personal property, in excess of \$5,000 in value, or real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

For personal property with a value of \$5,000 or less the Corporation shall have the final authority for disposition.

Section 3: Guidelines/Policy

These guidelines cover the policy and instructions regarding the use, awarding, monitoring and reporting of contracts for the disposition of property and designate a contracting officer to be responsible for the Corporation's compliance with these guidelines.

Section 4: Use

The Corporation shall use property in accordance with the New York not-for-profit law.

Section 5: Awarding

The Executive Director is responsible for supervision and direction of the sale and other disposition of Corporation property. The Corporation must maintain custody and control of such property pending its disposition. Additionally, the Corporation is required to perform the disposition of the property.

Section 6: Bids

For all disposals or contracts for disposal of property, the Corporation shall publicly advertising for bids as follows;

1. bid advertisement shall be made at such time prior to the disposal or contract, through

such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property;

2. all bids shall be publicly disclosed at the time and place stated in the advertisement;
3. the award of bids shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Corporation; and
4. all bids shall include an expiration date.

All property considered for disposition shall be reviewed by the Corporation prior to advertising for bids. All written offers on real property under consideration for disposition shall be presented as an item on the agenda of a Corporation meeting. A preliminary review of offers to purchase or lease shall include: source of offer, date of offer, expiration date of offer, and intended use of property. The Corporation shall give final approval of all contracts.

The Corporation shall sell property for not less than fair market value, unless otherwise provided herein. If the property is not subject to fair market pricing due to its unique nature, an appraisal of the value of such property must be made by an independent appraiser and included in the record of the transaction.

In consideration of public interest, the Corporation reserves the right to reject any and all offers at its sole discretion, regardless of price and terms.

Section 7: Negotiated Sale or Public Auction

The Corporation will allow the disposition of property by negotiated sale or public auction if:

1. the property is personal property and a sale by public bidding would adversely affect the market for the property and the estimated fair market value can be obtained by negotiation;
2. the property's value does not exceed \$15,000;
3. the bid prices after advertising are not reasonable or were not independently arrived at in open competition;
4. the property is sold to the State or any political subdivision and the estimated fair market value is obtained by negotiation;
5. the disposal is for less than fair market value, the terms are obtained by public auction or negotiation, the disposal is intended to further the public health, safety or welfare or an economic development interest of the Corporation, the State or a political subdivision and the purpose and terms of the disposal are documented in writing and approved by resolution of the Corporation; or
6. the action is otherwise permitted by law.

Section 8: Explanatory Statement

Explanatory statement needs to be prepared and transmitted to Comptroller, Director of the Budget, the Commissioner of General Service and the Legislature at least 90 days in advance of such disposal in instances of disposal by negotiation where:

1. any personal property has an estimated fair market value in excess of \$15,000;
2. any real property has an estimated fair market value in excess of \$100,000, except in instances where real property is disposed of by lease or exchange unless such lease or exchange includes:
 - a. any real property disposed of by lease for a term of five years or less, if the estimated fair annual rent is in excess of \$100,000 for any of such years;
 - b. any real property disposed of by lease for a term of more than five years, if the estimated rent over the term of the lease is in excess of \$100,000; or
 - c. any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

Such explanatory statement must be preserved by the Corporation in its records.

Potential purchases or lessees shall demonstrate financial capacity to meet the terms and conditions of their purchase or lease offer.

Potential purchasers shall demonstrate reasonable likelihood of obtaining necessary City/township approval and/or compliance with city/township zoning ordinances.

Section 9: Monitoring

The Corporation shall direct the Executive Director to conduct the periodic review of all Corporation property, and to identify obsolete property. The Corporation shall authorize the disposition by sale, donation, trade, or discard of any property no longer required for Corporation purposes.

The Corporation's Executive Director will keep the records of all inventory and will update records biennially noting disposition when appropriate pursuant to the reporting requirements listed herein.

Section 10: Reporting

Within ninety (90) days after the end of its current fiscal year, the Corporation will file with the County Administrator, the County Treasurer and the Chair of the Board of Supervisors for Livingston County and the Authority Budget Office an annual report. The annual report will contain a report on the Corporation's property listing the following:

1. all real property of the Corporation having an estimated fair market value in excess of

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- \$15,000 that the Corporation intends to dispose of;
2. all such property held by the Corporation at the end of the period covered by the report with an estimate of fair market value for all such property; and
 3. all such property disposed of during such period with the price received by the Corporation and the name of the purchaser for all such property.

The Executive Director shall provide to the Corporation a copy of the annual report with a record of all property disposed of under these guidelines within thirty (30) days after the end of the Corporation's current fiscal year.

Section 11: Contracting Officer

The Contracting Officer of the Corporation shall be the Executive Director, who will be responsible for the Corporation's compliance with these guidelines. These guidelines will be reviewed and approved by the Corporation each fiscal year.

Livingston County Development Corporation Supervision and Performance Evaluation Policy

Livingston County Development Corporation (LCDC) offers a consistent approach and operating philosophy for providing feedback and assessment of employee performance through annual evaluation.

The performance evaluation system is designed to:

1. Promote and document performance assessments based on major job responsibilities, essential functions and clear, realistic job standards; and
2. Promote a high level of employee performance through consistent feedback from supervisors via annual performance assessments.

The responsibility for the completion of performance evaluations lies with an employee's direct supervisor.

Evaluation is an on-going process that results in a year-end review. A midyear review is optional.

At the beginning of the performance evaluation cycle or within the first 90 days of a new employee's hire date, major job responsibilities and essential functions will be reviewed by the employee and supervisor. The position description will be approved by the supervisor and acknowledged by the employee.

A performance evaluation shall be completed and discussed with the employee.

1. The employee may complete an optional self-evaluation.
2. The supervisor shall meet with the employee to discuss the performance evaluation.
3. The employee's signature indicates the employee has acknowledged and received the evaluation, but does not necessarily indicate the employee's agreement with its content.
4. The employee may address questions or concerns about the content of the evaluation with the appropriate supervisor.
5. If the employee receives a "Does Not Meet Expectations," a performance improvement plan shall be completed. The supervisor shall meet with the employee on an ongoing basis to provide regular feedback and coaching on performance issues for a period of 30 to 90 days. After this period of time, the supervisor shall re-evaluate that plan to ensure that steps have been taken to improve performance in relevant areas.

Livingston County Development Corporation Travel Policy

Section 1. Applicability

This policy shall apply to every member of the board (the "Board") of The Livingston County Development Corporation (the "Corporation") and all officers and employees thereof.

Section 2. Approval of Travel

All official travel for which a reimbursement will be sought must be approved by the Executive Director prior to such travel. Provided however, in the instance where the Executive Director will seek reimbursement for official travel, such travel must be pre-authorized by the Chairman of the Corporation.

Section 3. Payment of Travel

The Corporation will reimburse all reasonable expenses related to meals, travel and lodging that were incurred by any director, officer or employee as a result of the performance of their official duties. All official travel shall be properly authorized, reported and reimbursed. Under no circumstances shall expenses for personal travel be charged to, or temporarily funded by the Corporation. It is the traveler's responsibility to report his travel expenses in a responsible and ethical manner, in accordance with this policy.

Section 4. Travel Expenses

Travelers may use their private vehicle for business purposes if it is less expensive than renting a car, taking a taxi, or using alternative transportation, or if it saves time. The traveler will be reimbursed at a standard mileage reimbursement rate.

Meals will be reimbursed at actual expense or a per diem rate, whichever is less. Lodging will be reimbursed at actual expense up to certain daily rate caps established for various locations. The applicability of such caps shall be determined on a case by case basis taking into consideration availability of lodging and other extenuating circumstances.

Reimbursement for miscellaneous expenses shall be determined on a case by case basis. Mileage rates, per diem allowances and lodging caps will be established and from time to time amended by the Treasurer. All determinations made pursuant to this section shall be made by the Treasurer. In the instance where such determinations regard the travel of the Treasurer, the Chairman shall make such determinations.

**Livingston County Development Corporation
Travel Policy**

Exhibit A: Travel Request and Authorization

Travelers Name: _____
 Purpose for Travel: _____
 Destination: _____
 Departure Date: _____ Return Date: _____

Expense	Description	Estimated Cost
Transportation:	_____	\$ _____
Lodging:	_____	\$ _____
Meals:	_____	\$ _____
Registration:	_____	\$ _____
	Total:	\$ _____

Funds in budget for balance of the year? Yes No

Percentage reimbursable (state or federal)? _____

 Executive Director Approval Date

 Chairman Approval (required for Executive Director travel only) Date

Directions:

1. Per the travel policy, this form is required for official travel for which a reimbursement will be sought for registration, lodging, and/or meal expenses.
2. Permission must be obtained prior to attendance.
3. Submit request to Executive Director at least three (3) weeks in advance.
4. Submit relevant supporting material, i.e. conference program.
5. An approved copy will be forwarded to the attendee.
6. Be sure to use a tax exemption certificate for travel and/or lodging.
7. Attach a copy of the approved authorization form to the voucher for payment.

Livingston County Development Corporation Whistleblower Policy (Policy Prohibiting Retaliation)

It is the policy of The Livingston County Development Corporation (herein "LCDC or the "Corporation") that no employee of the Corporation shall be subjected to any discrimination, retaliation or adverse employment action because of said employee's disclosure of any Improper Corporation Action pursuant to the terms of this policy.

Prior to the disclosure of any Improper Corporation Action by any employee of the Corporation (herein "Disclosing Employee"), the Disclosing Employee must first disclose the purportedly Improper Corporation Action to the Corporation's Chief Executive Officer or any member of the Corporation's governing board. Thereafter, the employee must allow the Corporation's Chief Executive Officer or the Corporation's governing board at least five (5) business days after receipt of the aforementioned notice to take appropriate action regarding the purported Improper Corporation Action and to notify the Disclosing Employee of said action in writing; unless that appropriate action and notification would pose an imminent and serious danger to the safety and health to the public. Any disclosure of Improper Corporation Action to any person or entity prior to disclosure to the Corporation's Chief Executive Officer or any member of the Corporation's governing board, or prior to expiration of the five business day period, is in direct contravention of this policy and may subject an employee to disciplinary action, including but not limited to commencement of the necessary proceeding to terminate the Disclosing Employee's employment.

If a Disclosing Employee discloses Improper Corporation Action to the Corporation's Chief Executive Officer or any member of the Corporation's governing board, waits the requisite five business days, and is not informed of any appropriate action with regard to the purportedly Improper Corporation Action, the Disclosing Employee may thereafter disclose the purported Improper Corporation Action to any person or entity without fear of discrimination, retaliation or adverse employment action for said disclosure, provided that such disclosure is made in good faith and without malice.

For purposes of this policy, "Improper Corporation Action" is defined as the following conduct

1. Any act of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or member of the governing board of the Corporation relative to investments, travel, the acquisition of real property, the disposition of real or personal property, the procurement of goods and services, or any action performed on behalf of the Corporation;
2. Any action by an employee or member of the governing board of the Corporation that is a violation of a law, rule or regulation that creates a substantial and specific danger to the public's safety and/or health; or
3. Any action by an employee or member of the governing board of the Corporation which is undertaken in the performance of such individual's official duties and which the



Disclosing Employee reasonably believes was taken in violation of any Federal, New York State or local law, rule or regulation.