



Acknowledgement of Fiduciary Duties and Responsibilities

As a member of the Authority's board of directors, I understand that I have a fiduciary obligation to perform my duties and responsibilities to the best of my abilities, in good faith and with proper diligence and care, consistent with the enabling statute, mission, and by-laws of the Authority and the laws of New York State. The requirements set forth in this acknowledgement are based on the provisions of New York State law, including but not limited to the Public Authorities Reform Act of 2009, Public Officers Law, and General Municipal Law. As a member of the board of directors:

I. Mission Statement

I have read and understand the mission of the Authority; and the mission is designed to achieve a public purpose on behalf of the State of New York. I further understand that my fiduciary duty to this Authority is derived from and governed by its mission.

I agree that I have an obligation to become knowledgeable about the mission, purpose, functions, responsibilities, and statutory duties of the Authority and, when I believe it necessary, to make reasonable inquiry of management and others with knowledge and expertise so as to inform my decisions.

II. Deliberation

I understand that my obligation is to act in the best interests of the Authority and the People of the State of New York whom the Authority serves.

I agree that I will exercise independent judgment on all matters before the board.

I understand that any interested party may comment on any matter or proposed resolution that comes before the board of directors consistent with the laws governing procurement policy and practice, be it the general public, an affected party, a party potentially impacted by such matter or an elected or appointed public official. However, I understand that the ultimate decision is mine and will be consistent with the mission of the Authority and my fiduciary duties as a member of the Authority's board of directors.

I will participate in training sessions, attend board and committee meetings, and engage fully in the board's and committee's decision-making process.

III. Confidentiality

I agree that I will not divulge confidential discussions and confidential matters that come before the board for consideration or action.

IV. Conflict of Interest

I agree to disclose to the board any conflicts, or the appearance of a conflict, of a personal, financial, ethical, or professional nature that could inhibit me from performing my duties in good faith and with due diligence and care.

I do not 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 substantial conflict with the proper discharge of my duties in the public interest.

Signature: _____ Date: _____

Print Name: _____

Authority Name: _____

BINGHAMTON LOCAL DEVELOPMENT CORPORATION

**BINGHAMTON LOCAL DEVELOPMENT CORPORATION (BLDC)
EMPLOYEE AND BOARD MEMBER PROTECTION POLICY
WHISTLEBLOWER POLICY**

If any employee/board member reasonably believes that some policy, practice or activity of the Binghamton Local Development Corporation (BLDC hereafter) is in violation of law, a written complaint must be filed by that employee/board member with the Corporation Counsel of the City of Binghamton or the BLDC Executive Director.

It is the intent of the BLDC to adhere to all laws and regulations that apply to the BLDC and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all employees/board members is necessary to achieving compliance with various laws and regulations. An employee/board member is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention of the BLDC and provides the BLDC with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees/board members that comply with this requirement.

The BLDC will not retaliate against an employee who in good faith, has made a protest or raised a complaint against some practice of the BLDC, or of another individual or entity with whom the BLDC has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy concerning the health, safety, welfare or protection of the environment.

Actions by an authority. No state or local authority shall fire, discharge, demote, suspend, threaten, harass or discriminate against an employee because of the employee's role as a whistleblower, insofar as the actions taken by the employee are legal.

Signature/Date

Print Name

ANNUAL CONFLICT OF INTEREST AND DISCLOSURE STATEMENT FOR
BINGHAMTON LOCAL DEVELOPMENT CORPORATION BOARD OF DIRECTORS,
OFFICERS AND KEY EMPLOYEES

1. Are you an independent voting member of the Board? ____ Yes ____ No

If No, please explain: _____.

The BLDC is required to disclose the number of independent voting members on the IRS Form 990. A member of the Board of Directors is considered independent only if all three of the following circumstances apply at all times during the calendar year:

- (i) You are not compensated as an officer or other employee of the BLDC or of a related organization* except by the City of Binghamton of which provides funding, appoints members, and approves loans; and
- (ii) You did not receive total compensation or other payments exceeding \$10,000 as an independent contractor other than reimbursement of expenses under an accountable plan or reasonable compensation for services provided in your capacity as a member of the Board of Directors; and
- (iii) You did not have a transaction with the BLDC that is required to be reported on Schedule "L". Schedule "L" requires reporting for transactions with interested persons. Interested persons are current or former officers, directors, or key employees, entities owned 35% or more by Interested Persons or family member and entities in which an Interested Person is serving at time of the transaction as an officer, director, or partner (member in LLC) with an ownership interest in excess of 5%, or a shareholder with ownership interest in excess of 5% if the entity is a professional corporation. Business transactions (performance of services, leases, sales of goods, licenses) that must be reported are: (1) all payments during the year between the BLDC and the Interested Person which exceed \$100,000; (2) all payments during the year from a single transaction between interested person and the BLDC that exceed the greater of \$10,000 or 1% of the BLDC total revenues; or (3) compensation payments by the BLDC to a family member (see definition next page) which exceed \$10,000. Schedule L also requires reporting for transactions with management companies in which an Interested Person is a 35% owner or officer, director, excess benefit transactions under Section 4958, loans to and from Interested Persons including advances and other advance and Grants and Assistance benefiting Interested Persons.

* **Related organization** is an organization that stands in one or more of the following relationships to the BLDC:

- (i) Parent – an organization that controls the BLDC;
- (ii) A subsidiary – an organization controlled by the BLDC;
- (iii) Brother/Sister – an organization controlled by the same person or persons that control the filing organization; and
- (iv) Supporting/supported – an organization that is a supporting organization of the BLDC within the meaning of 509(a)(3) or a supported organization if the filing organization is a supporting organization.)

2. Do you have a family relationship with any officer, director or key employee (see list attached at Schedule "A")? ___ Yes ___ No. If Yes, please identify the person(s) with whom you have a family relationship:

_____.

On Schedule O to Form 990, the identity of the individual along with the "family relationship" will be stated. Your family members including your spouse, ancestors, brothers, sisters, children, grandchildren, great-grandchildren and the spouses of your brothers, sisters, children, grandchildren and great-grandchildren.

3. Do you have a business relationship with any other officer, director, or key employee (see list of officers, directors and key employees attached at Schedule "A")? ___ Yes ___ No. If Yes, please identify the person(s) with whom you have a business relationship:

_____.

On Schedule O to Form 990, the identity of the individual along with business relationship" will be stated.

Business relationships between two persons include any of the following:

- (i) One person is employed by the other in a sole proprietorship or by an organization with which the other is associated as a director, officer, key employee or greater than 35% owner;
- (ii) One person is transacting business with the other, other than in the ordinary course of either parties' business on the same terms as are generally offered to the public, directly or indirectly in one or more contracts of sale, lease, license, loan, performance of services or other transactions involving transfers of cash or property valued in excess of \$10,000 in the aggregate during the organizations tax year; and
- (iii) Persons are each a director, director, officer or greater than 10% owner in the same business or investment entity.

4. What is your occupation? _____.

5. State your business or investment holdings (non-publicly traded) (e.g. your own company that does business with the BLDC or owns real estate that leases space to the BLDC

_____.

6. I acknowledge that I have reviewed the attached at Schedule "B" Section XI of the By-Laws of the BLDC pertaining to "Conflicts of Interest". I understand these provisions and agree to comply with these provisions. I understand that BLDC is a non-profit organization and that in order to maintain its federal tax-exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Signature / Date

Print Name / Title

SCHEDULE "A"

List of Current BLDC Board Members 2022

Jared M. Kraham

Patrick Doyle

Susan Farrell

Brian Seachrist

Joseph Burns

Clarence Shager, Jr.

Thomas Scanlon

Ronald Sall

Juliet Berling

Per Stromhaug

Frank Stento

Betsy Koffman

List of Current BLDC Officers

President-Patrick Doyle

Vice President- Susan Farrell

Secretary- Ron Sall

Treasurer- Chuck Shager

Staff

Executive Director - Sarah Glose

Joel Boyd- Assistant Director

Rachel Priest- Economic Development Specialist-Financial Analyst

SCHEDULE "B"

Pursuant to Article XI of the By-Laws of the BLDC:

ARTICLE XI – CONFLICTS OF INTEREST

SECTION 1. PURPOSE

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation. This policy is intended to supplement but not replace any applicable state laws or regulations governing conflicts of interest.

SECTION 2. DEFINITIONS

- A. Interested Person. Any Director, principal Officer, or member of a committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person, which has received a loan.
- B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
- (1) A loan with the BLDC;
 - (2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

SECTION 3. PROCEDURES

- A. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the Directors and members of Committees with Board-delegated powers considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts and after any discussion with the interested person, he or she shall leave the Board or Committee meeting

while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

- (1) An interested person may make a presentation at the Board or Committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of and vote on the transaction or arrangement that results in the conflict of interest.
- (2) The Chairperson of the Board or Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
- (3) After exercising due diligence, the Board or Committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

D. Violation of the Conflicts of Interest Policy

- (1) If the Board or Committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or Committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF PROCEEDINGS

The minutes of the Board and all Committees with Board-delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the Board's or Committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement and a record of any votes taken in connection therewith.

SECTION 5. COMPENSATION

- A. A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- B. Members, Directors, or Staff who receive compensation, directly or indirectly, from the Corporation, whether as employees or independent contractors, is precluded from membership on any Committee whose jurisdiction includes compensation matters.

SECTION 6. ANNUAL STATEMENTS

Each Director, principal Officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person:

- A. Has received a copy of the conflicts of interest policy;
- B. Has read and understands the policy;
- C. Has agreed to comply with the policy; and
- D. Understands that the Corporation is tax-exempt and that in order to maintain its federal tax-exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS

- A. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.

Confidential Evaluation of Board Performance

| Criteria | Agree | Somewhat Agree | Somewhat Disagree | Disagree |
|---|-------|----------------|-------------------|----------|
| Board members have a shared understanding of the mission and purpose of the Authority. | | | | |
| The policies, practices and decisions of the Board are always consistent with this mission. | | | | |
| Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles. | | | | |
| The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually. | | | | |
| The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission. | | | | |
| The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest. | | | | |
| Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues. | | | | |
| Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions. | | | | |
| The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete. | | | | |
| The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law. | | | | |
| Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members. | | | | |
| Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken. | | | | |
| Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required. | | | | |
| The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually. | | | | |
| The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur. | | | | |
| Board members demonstrate leadership and vision and work respectfully with each other. | | | | |

Date Completed: _____

Binghamton Local Development Corporation

November 17, 2022

RESOLUTION 22-19 A RESOLUTION OF THE BINGHAMTON LOCAL DEVELOPMENT CORPORATION APPROVING PERFORMANCE MEASURES FOR THE BLDC FOR 2022-2023.

WHEREAS, Section 2824-a of the NYS Public Authority Accountability Act (2009) requires that the Binghamton Local Development Corporation must develop and approve annually Performance Measures to evaluate and monitor whether the corporation's polices and operating practices are in accordance with its mission; and

WHEREAS, the no changes have been made to attached performance measures for fiscal year 2022-2023; and

WHEREAS, these Measures have been presented to and discussed by the BLDC Board of Directors.

NOW, THERFORE; the Board of Directors of the BLDC duly convened at the Annual meeting hereby does:

RESOLVE, to approve the Performance Measures attached to this resolution for fiscal year 2022-2023.

I, Ron Sall, hereby certify the above resolution was approved by the Binghamton Local Development Corporation at the Annual meeting held on November 17, 2022.

Ron Sall, Secretary
Binghamton Local Development Corporation

Performance Measure 1:

To provide programs promoting maximum employment, improved job opportunities and training within the City of Binghamton. We commit to creating more opportunities for employment annually to small, minority, and women owned businesses in the City.

Performance Measure 2:

To provide funding for startup businesses through loans and our business plan competitions.

Performance Measure 3:

To disseminate information; furnish advice, technical assistance, and liaison with federal, state, and local authorities for small businesses.

Performance Measure 4:

To cooperate and coordinate with municipalities and local governments, community groups, agencies, and other non-profit corporations to further the mission of the BLDC.

Performance Measure 5:

Provide funding for construction, building improvements and other uses, industrial, commercial, or manufacturing buildings or plants within the City of Binghamton.