

**BY-LAWS
OF
THE CITY OF NEWBURGH
INDUSTRIAL DEVELOPMENT AGENCY**

**Reviewed and Re-adopted for 2016
on December 21, 2015**

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OF
CITY OF NEWBURGH INDUSTRIAL
DEVELOPMENT AGENCY

ARTICLE I
THE AGENCY

Section 1. **Name**
The name of the Agency shall be “City of Newburgh Industrial Development Agency”, and it shall hereinafter be referred to in these by-laws as the IDA.

Section 2. **Seal**
The seal of the IDA shall be in the form of a circle and shall bear the name of the IDA and the year of its organization.

Section 3. **Offices of the IDA**
The principal office of the IDA shall be located at 83 Broadway, Newburgh, Orange County, State of New York. The IDA may have such other offices at such other places as the IDA may from time to time designate by resolution.

ARTICLE II
BOARD

Section 1. **Members**
The Members of the Board of the IDA shall number not less than three or more than seven. All references in these by-laws to Members of the Board shall be references to Members of the IDA. Members shall be appointed by the Common Council of the City of Newburgh, New York (the “City”) and shall serve at the pleasure of the Common Council. A Member shall continue to hold office until his or her successor is appointed and has qualified. Any one or more of the Members may be an officer or employee of the City; however, at not time may a majority of the IDA Board membership be officers of employees of the City of Newburgh. Members shall not receive any compensation for their services but shall be entitled to their necessary expenses, including traveling expenses, incurred in the discharge of their duties. Members shall at

all times be in compliance with any and all requirements of law concerning their eligibility to hold office.

Section 2. Power of the Board and Qualification of Members.

The Agency shall be overseen and governed by its Board acting through its Members who shall exercise oversight and control over the officers and staff of the Agency. The Board and its Members shall have all powers conferred on Board Members of public benefit corporations and local public authorities pursuant to New York State law, including, without limitation, the IDA Act, the Agency's Enabling Act, the Public Authorities Accountability Act of 2005 (the "PAAA"), the New York General Municipal Law (the "NYGML"), the New York Public Officers Law (the "NYPOL"), and any other New York State Law that is applicable to the Agency.

(a) At each Annual Meeting of the Board, the Members of the Board shall elect the officers of the Board, consisting of the Chair, one or more Vice Chairs, the Treasurer, one or more assistant Treasurers, the Secretary, and one or more Assistant Secretaries, each to hold office until the next Annual Meeting and until their successors have been elected and qualified. Each officer of the Board shall also be a Board Member, except that the Board may appoint one or more persons as Assistant Secretaries of the Agency who are not Board Members.

(b) Each Member shall have one vote.

Section 3. Organization.

At each meeting of the Board, the Chair, or, in the absence of the Chair, a Vice Chair shall preside, or in the absence of either of such officers, a chair chosen by a majority of the Members present shall preside. The Secretary shall act as secretary of the Board, provided, however, that an Assistant Secretary shall act as the secretary for meetings of the Board, unless the Members of the Board shall direct otherwise.

Section 5. Training

(a) IDA Board members must participate in state approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors of the IDA within one year of appointment to the Board.

(b) Board members must participate in continuing training as may be required to remain informed of best practices and regulatory and statutory changes relating to effective oversight of management and financial activities of authorities.

Section 6. Fiduciary Responsibilities

(a) Section 6(i) of Public Authorities Law, as amended by Chapter 506 of the Laws of 2009 ("The 2009 Public Authorities Reform Act" or "PARA"), that all board members must execute as part of their duties and responsibilities by signing an acknowledgement stating "that he or she understands his or her role and fiduciary responsibilities" as well as his or her "duty of loyalty and care to the organization and commitment to the authority's mission and the public interest."

Section 7. Separation of Board and Management

No Board member can serve as the IDA’s Chief Executive Officer, Comptroller, Comptroller, or hold any other equivalent position while also serving as a board member.

Section 8. Board Member Independence and Financial Disclosure

In compliance with Section 2825 of the Public Authorities Law, the majority of the Members of the Board shall be Independent Members, as such term is defined in paragraph (d) below

(a) Independent Member Requirements

Except for board members who serve as members by virtue of holding a civil office of the state, the majority of the remaining members must be independent. An independent member is one who:

- i. Is not, and in the past two years has not been, employed by the IDA or an affiliate in an executive capacity;
- ii. Is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the IDA or received any other form of financial assistance valued at more than \$15,000 from the IDA;
- iii. Is not a relative of an executive officer or employee in an executive position of the IDA or an affiliate; and,
- iv. Is not, and in the past two years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the IDA or an affiliate.

(b) Financial Disclosure Requirements: Board members, officers and employees are required to file annual financial disclosure statements as required by the City of Newburgh Ethics Law.

Section 9. Resignations and Removal of Members.

(a) Any Member of the Agency may resign at any time by giving written notice to the Chair or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery; provided, however, such Member shall continue to serve until his or her successor has been appointed and qualified.

(b) The 2009 Public Authorities Reform Act grants the Authorities Budget Office (ABO) the power to publicly warn and censure the Agency or its members for non-compliance with the provisions of state law. The ABO may also

recommend the suspension or dismissal of officers and/or boards of directors of public authorities under certain circumstances.

ARTICLE III

MEETINGS

Section 1. Annual Meeting

The annual meeting of the IDA shall be held each year on the third Monday of December, at a regular meeting place of the IDA, or as soon thereafter as possible.

Section 2. Regular Meetings

Regular meetings of the IDA may be held at such times and places as from time to time may be determined by the IDA. The IDA shall meet as a body minimally four times a year.

Section 3. Special Meetings

The Chairman of the IDA may when he deems it desirable, and shall, on written request of two Members, call a special meeting of the IDA for the purpose of transacting any business designated in the notice for that meeting. At that special meeting, no business shall be considered other than as designated in the notice for that meeting, but if all the Members are present at a special meeting, with or without notice thereof, any and all business may be transacted at that special meeting.

Section 4. Open Meetings Law

All meetings of Members shall be conducted in accordance with the applicable provisions of the Open Meetings Law of the State of New York.

Section 5. Notice of Meetings

Except as provided in this Section 4 with respect to waivers of notice, written notice stating the place, day and hour of the meeting shall be given for all meetings of Members. Such notice shall state the person or persons calling the meeting. Notices of any special meeting shall state the purpose or purposes for which the meeting is called. Notice of any meeting of Members shall be given by e-mail, personally or by other means predetermined by the IDA not less than three (3) days nor more than (10) days before the date of the meeting, to each Member at his address recorded on the records of the IDA, or at such other address which the Member may have furnished in writing to the Secretary of the IDA. Any meeting of Members may be adjourned from time to time. In that event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event a new date for an adjourned meeting is given, notice thereof shall be given in the same manner as provided

in this Section 5. No notice of any meeting need be given to any Member who executes and delivers a waiver of notice before or after the meeting.

Section 6. Quorum

Except as provided by law, a simple majority of Members shall constitute a quorum for the transaction of any business. In the absence of a majority, the members may adjourn the meeting and shall not conduct any official business.

Section 7. Procedure at Meetings

(a) Meetings of members shall be presided over by the following officers as follows – the Chairman, Vice Chairman or, if neither the Chairman nor the Vice Chairman is in the office or present at the meeting, by a chairman pro tem to be chosen by a majority of the Members in attendance. The Secretary or Recording Secretary of the IDA shall act as Secretary of every meeting of the Members. When neither the Secretary nor Recording Secretary is available, the presiding officer may appoint a secretary of the meeting.

(b) The order of business at all meetings of Members shall be as follows:

- (1) Roll call;
- (2) Proof of Notice of Meeting;
- (3) Reading and approval of minutes of the previous meeting;
- (4) Report of the Treasurer;
- (5) Approval of payment of bills;
- (6) Communications
- (7) Reports of Committees;
- (8) Unfinished business;
- (9) New business;
- (10) Adjournment.

(c) Except as otherwise provided by the Board of Directors, all resolutions shall be in writing and shall be copied in or attached to the journal of the proceedings of the IDA.

(d) The voting on all questions coming before the Members shall be by roll call, and the yeas and nays shall be entered in the minutes of that meeting, except in the case of election of officers when the vote may be by ballot. All votes must be cast in person.

(e) Meetings shall be governed by the same edition of Roberts Rules of Order.

Section 8. Code of Conduct and Attendance Policy

(a) Code of Conduct: Each member is hereby required to faithfully and regularly attend the regular and special meetings of the IDA and shall have the following affirmative duties and obligations as a member of same and in order to maintain such membership in good standing:

- i. To attend faithfully the meetings of the body;

- ii. To become familiar and to maintain familiarity with the duties, functions, operations and procedures of the body and with the laws, rules and regulations governing same;
- iii. To become familiar and to maintain familiarity with the items of business which come before such body;
- iv. To participate meaningfully in the conduct of the business of the body, including but not limited to adequate and appropriate preparation, substantive communication with other members and with persons coming before the body, participation in voting and other decision-making actions unless properly recused or excused there from;
- v. To comply with all standards and requirements applicable to members of any such body, including but not limited to taking any such actions as may be appropriate and necessary to maintain membership in good standing; to satisfy any and all requirements related or pertaining to residency, civil status, age and/or other matters specified in any law, code or rule; to satisfy any and all requirements related or pertaining to qualifications, training and/or continuing education; to satisfy any and all requirements for holding such office as may be required by the Charter, Code, laws or rules of the City of Newburgh; and to satisfy any and all requirements for holding such office as may concern such member's fitness for duty and/or complying with reasonable standards of conduct.
- vi. To remain in compliance and satisfy all the requirements of all State and local ethics laws, codes and rules.

(b) Attendance Policy: Each member shall be and is hereby required to faithfully and regularly attend the regular and special meetings thereof. As used and defined herein every member shall comply with the following standard for attendance in order to maintain their membership on such body in good standing:

- i. No member shall have accumulated four (4) or more unexcused absences amounting to no less than thirty-three (33%) percent of the total number of regularly-scheduled and properly-noticed meetings of such body within the immediately preceding twelve (12) month period. For the purposes of this section, the term "unexcused absence" shall mean the failure of such member to attend such a meeting without having given advance notice to the Chairperson or Vice Chairperson that such member would be absent and without having

received approval of such absence of the presiding officer of such body. Such approval shall be granted upon reasonable grounds and shall not be unreasonably withheld.

- ii. Any member of the City Council, the City Manager and/or any member of the body may petition in writing that a member of such body be terminated as a member for failure to comply with this local law, including this attendance policy. Such petition shall specifically state the grounds including facts and circumstances upon which the request for termination is based. The petition shall be served by mail or in person upon the presiding officer of the body with a copy to the Corporation Counsel of the City of Newburgh. The presiding officer shall ensure that a copy of the petition is promptly provided to the member whose termination is sought.
- iii. Upon the filing of such petition the member whose termination is sought may request a hearing. At such hearing the petitioner and the subject member may testify, produce evidence and witnesses, and examine and cross-examine any witnesses and evidence. The Mayor as presiding officer of the body which is the appointing IDA shall preside at such hearing and shall render a decision as to whether the subject member shall remain on or be terminated from such body.

Section 9. Action by Telephone

One or more Members may participate in a meeting of the Members by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. All votes must be cast in person, however, and participants joining by telephone shall not be considered part of a quorum.

ARTICLE IV

OFFICERS

Section 1. Officers

The officers of the IDA shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The IDA may also have as officers an Assistant Secretary and an Assistant Treasurer. Any two or more offices, except that offices of Chairman and Secretary may be held by the same person.

Section 2. Chairman

The Chairman shall preside at all meetings of the IDA. Except as otherwise authorized by resolution of the IDA, the Chairman shall execute (manually or

by facsimile signature) all agreements, contracts, deeds, bonds or other evidences of indebtedness, and other instruments of the IDA on behalf of the IDA. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the IDA. The Chair will be charged with setting the board's agenda, facilitating the flow of information to the board, coordinating the work of the board's committees and serving as the primary liaison between the members and the IDA's Administrative Director.

Section 3. Vice Chairman

The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the IDA shall appoint a new Chairman.

Section 4. Secretary

The Secretary shall keep the records of the IDA, shall act as secretary at meetings of the IDA and record all votes, shall keep a record of the proceedings of the IDA in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to that office. The Secretary shall keep in safe custody the seal of the IDA and shall have power to affix such seal to all contracts and other instruments authorized to be executed by the IDA.

Section 5. Assistant Secretary

The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary, and in case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as the IDA shall appoint a new Secretary.

Section 6. Treasurer

The Treasurer shall have the care and custody of all funds of the IDA and shall deposit those funds in the name of the IDA in such bank or banks as the IDA may select. Except as otherwise authorized by resolution of the IDA, the Treasurer shall sign all instruments of indebtedness, all orders, and all checks for the payment of money, and shall pay out and disburse such moneys under the direction of the IDA. Except as otherwise authorized by resolution of the IDA, all such instruments of indebtedness, order and checks shall be countersigned by the Chairman. The Treasurer shall keep regular books of account showing receipts and expenditures and shall render to the IDA at each regular meeting an account of all financial transactions and also of the financial condition of the IDA. The Treasurer shall give such bond for the faithful performance of his duties as the IDA may determine.

Section 7. Assistant Treasurer

The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer, and in case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the IDA shall appoint a new Treasurer. The Assistant

Treasurer shall give such bond for the faithful performance of his duties as the IDA may determine.

Section 8. Additional Duties

All officers of the IDA shall perform such other duties and functions as may from time to time be authorized by resolution of the IDA or be required by the IDA, by these by-laws, or by the rules and regulations of the IDA.

Section 9. Appointment of Officers

All Officers of the IDA, except the first Chairman, shall be appointed at the annual meeting of the IDA from among the Members, and each officer shall hold office for one year until his successor is appointed. The first Chairman of the IDA shall be designated by the Common Council of the City.

Section 10. Vacancies

If any office becomes vacant, the IDA shall appoint a successor from among its Members at the next regular meeting, and that appointment shall be for the unexpired term of that office. may be established from time to time by the Board, shall be countersigned or otherwise counterauthorized by the Chair or the Treasurer of the Board, or other officer or Board Member as shall be designated by the Board. The Comptroller shall also perform all other duties customarily incident to the office of a

. **ARTICLE V**

Executive Officers and Other Personnel

Section 1. Executive Director.

The Agency shall appoint an Executive Director directly or by contract. The resolution or a contractual services agreement of the Agency shall set the terms of the Executive Director's employment and his or her annual compensation.

Section 2. Duties and Responsibilities of the Executive Director.

The Executive Director shall be the Chief Executive Officer of the Agency and he or she shall have general supervision and management of the Agency; and all Agency staff and employees shall report directly to the Executive Director. Except as may otherwise be authorized by a resolution adopted by the Board, the Executive Director shall execute all agreements, bonds, notes, contracts, agreements, deeds, leases and any other instruments of the Agency. The Executive Director shall assist the Chairman with such matters as the Chairman or the Board may request in furtherance of the Agency's public purposes. The Executive Director shall be charged with leading the Agency in carrying out its Mission Statement and fulfilling its public purposes under the IDA Act and the PAAA. The Executive Director shall prepare and distribute all annual reports required by the IDA Act and the PAAA and as may otherwise be required by the Office of the Comptroller of the State of New York. The Executive Director of the Agency, in consultation with the Chair and the Comptroller of the Agency, shall

prepare the annual budget of the Agency for submission to the Board for approval; and he or she shall distribute all copies of the annual budget of the Agency to all persons required by the IDA Act and the PAAA. The Executive Director of the Agency, if so designated by the Board, shall be the Contracting Officer of the Agency for the disposition of real and personal property in accordance with the provisions of the PAAA, and the Chief Compliance Officer of the Agency for purposes of ensuring that the Agency is in full compliance with all provisions of the IDA Act and of the PAAA applicable to the Agency. The Executive Director shall be authorized, upon receipt of an application or other request for benefits, to schedule and 859-a of the IDA Act, and to give the notice required under Section 923-a of the IDA Act to each local municipality in which a part or parts of the prospective project is, or is to be, located. The Executive Director shall also perform all other duties customarily incident to the office of a Chief Executive Officer of a public benefit corporation and public authority of the State of New York and such other duties as from time to time may be assigned by the Board.

Section 3. Comptroller.

The Agency shall appoint a Comptroller by resolution which resolution shall set the terms of the Comptroller's employment and his or her annual compensation.

Section 4. Duties and Responsibilities of the Comptroller.

The Comptroller shall be the Comptroller of the Agency. The Comptroller of the Agency shall assist the Executive Director in the carrying out of the Agency's fiscal responsibilities under the IDA Act and the PAAA. The Comptroller shall keep and maintain the books and accounts of the Agency and shall have charge and custody of, and be responsible for, all funds and securities of the Agency, and shall deposit all such funds in the name of and to the credit of the Agency in such banks, trust companies, or other depositories as shall be selected by the Board. Except as otherwise authorized by resolution of the Board, all purchase orders and instruments and checks for the payment of money shall be signed or otherwise authorized in writing by the Comptroller, and all payments and disbursements of such moneys shall be made or authorized by the Comptroller under the direction of the Board and the Treasurer of the Board. All such purchase orders and instruments and checks over certain dollar thresholds as Comptroller of a public benefit corporation and public authority of the State of New York and such other duties as from time to time may be assigned by the Board. The Comptroller shall assist the Executive Director in the preparation and distribution of all annual reports required by the IDA Act and the PAAA and as may otherwise be required by the Office of the Comptroller of the State of New York. The Comptroller of the Agency shall assist the Executive Director of the Agency in the preparation of the annual budget of the Agency for submission to the Board for approval. The Comptroller shall assist the Audit Committee of the Board in carrying out its functions.

Section 5. Compliance Officer.

The Agency shall appoint a Compliance Officer by resolution, who may be the Executive Director, or any other employee of the Agency. The Compliance Officer shall be responsible for insuring that the Agency complies with all financial and other reporting requirements imposed by structure, including those requirements in the General Municipal Law and the Public Authorities Law of New York State. The Compliance Officer shall be the “Contracting Officer” (as such term is defined in Section 2895 of the Public Authorities Law).

Section 6. Duties and Responsibilities of the Recording Secretary.

The Agency shall appoint a Recording Secretary by resolution which resolution shall set the terms of the Recording Secretary’s employment and his or her annual compensation. The Recording Secretary shall act as secretary of all meetings of the Board, and shall:

- keep the minutes of all such meeting in a proper book or books to be provided for that purpose;
- see that all notices required to be given by the Agency are duly given and served;
- keep a current list of the members and officers of the Agency’s Board and their residence addresses;
- be custodian of the seal of the Agency and shall affix the seal, or cause to be affixed to all agreements, documents and other papers requiring the same;
- undertake the filing of reports as required by General Municipal Law, Article 18 A and the Public Authorities Accountability Act of 2005 and 2009; and
- be the Freedom of Information officer of the Agency in accordance with the provisions of the New York State Freedom of Information Law., Article 6 of the New York Public Officers Law.

Section 7. Additional Personnel

The IDA may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development IDA Act, as amended, and all other laws of the State of New York applicable to the IDA. The selection and compensation of all personnel shall be determined by the IDA, subject to the laws of the State of New York.

Section 8. Municipal personnel.

(a) The Agency may, with the consent of the City Council, use the agents, employees and facilities of the City of Newburgh.

(b) The Agency, to further the economic goals of the City consistent with the mission of the Agency, may (i) enter into cooperative agreements with the

City of Newburgh to provide technical and professional expertise in implementing and achieving mutual goals .

(c) In such event, the Agency will, by resolution, enter into a contract with the City of Newburgh detailing the terms and compensation for the mutually agreed upon tasks, use of employees and facilities. The terms of the contract must be consistent with administrative requirements of Agency as mandated by state laws and by policies adopted by the Agency.

ARTICLE VI COMMITTEES

Section 1. Standing Committees

Standing committees shall be established by Members and shall include the following: A Governance Committee and Finance Committee. The Board may from time to time, by resolution adopted by a majority of Members, establish other standing committees. The Chairman shall appoint the chairpersons of the standing committees.

Section 2. Governance Committee

(a) The responsibilities of the governance committee shall include establishing policies to promote honest and ethical conduct by IDA directors, officers and employees and enhance public confidence in the IDA.

(b) The governance committee shall review and regularly update the IDA's ethics policy and written policies regarding conflicts of interest. Such policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.

(c) The governance committee shall establish a policy providing guidance to the City Council on the qualifications and professional expertise of potential candidates and detail the responsibilities of membership on the board of the Agency. The committee will make itself available to facilitate the nomination process established by the City Council ,

(c) The governance committee shall review and regularly update the IDA's written policies regarding procurement of goods and services and the acquisition of real property or interests therein, including policies relating to the implementation of Executive Order No. 127 and the disclosure of persons who attempt to influence the IDA's procurement process.

(d) The governance committee shall review and regularly update the IDA's written policies regarding the disposition of real and personal property.

(e) The governance committee shall review and regularly update the IDA's written policies regarding the protection of whistleblowers from retaliation.

(f) The responsibilities of the Governance Committee shall include keeping up-to-date with current governance practices; recommended policies, continually reviewing corporate governance trends and best practices; and updating the IDA's corporate governance documents accordingly.

Section 3. Finance/Audit Committee

- (a) The responsibilities of the finance/audit committee shall include:
1. Reviewing and approving the IDA's financial statements;
 2. Overseeing the IDA's internal controls and compliance systems;
 3. Appointing, compensating and overseeing outside auditors retained by the IDA;
 4. Resolving disagreements with respect to, and overseeing compliance with accounting policies and principles;
 5. Reviewing management reports on internal controls and the attestation of such reports by the IDA's outside auditors; and
 6. Investigating compliance with the IDA's policies and/or referring instances of non-compliance to the State Inspector General for investigation.
 7. Make recommendations to the board concerning the engagement of a certified independent accounting firm, compensation to be paid for same, and to provide direct oversight of the engagement

(b) The finance/audit committee shall establish procedures for the receipt, retention, investigation, and/or referral to the State Inspector General of complaints received by the IDA regarding accounting, internal controls, and auditing.

(c) The finance/audit committee shall establish policies and procedures to ensure that every director, officer and employee of the IDA shall report promptly to the State Inspector General any information concerning allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers, or employees of the IDA or any persons having business dealings with the IDA. The finance/audit committee shall review all reports and draft reports delivered by the State Inspector General (or, where applicable, the IDA's Inspector General) to the IDA and shall serve as a point of contact with such Inspector General.

- i) The IDA shall ensure that the finance/audit committee has access to sufficient resources to carry out its duties.
- ii) Insofar as practicable, at least one member of the finance/audit committee should be a 'financial expert' and this shall be disclosed in the annual report of the IDA. Each member of the finance/audit committee shall have financial experience and, if possible at least one member who qualify as a financial expert. The Model Governance Principles originally only required that one member of the finance/audit committee be a "financial expert," in so far as possible.

ARTICLE VII

Contracts, Checks, Drafts and Bank Accounts

Section 1. Execution of Contracts. The Board, except as in these By-laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Agency to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board, or expressly authorized by these By-laws, no officers, agent or employee shall have any power or authority to bind the Agency by any contract or engagement or to pledge its credit or to render it liable peculiarly in any amount for any purpose.

Section 2. Loans. No loans shall be contracted on behalf of the Agency unless specifically authorized by the Board and permitted by governing state legislation..

Section 3. Checks, Drafts, etc. All checks, drafts and other orders for the payment of money out of the funds of the Agency, and all notes or other evidences of indebtedness of the Agency, shall be signed on behalf of the Agency in such manner as shall from time to time be determined by these By-laws or by resolution of the Board.

Section 4. Deposits. All funds of the Agency not otherwise employed shall be deposited from time to time to the credit of the Agency in such banks, trust companies or other depositories, in interest bearing accounts, as the Board may select .

ARTICLE VIII

MISCELLANEOUS

Section 1. Ethics Policy

(a) **Conflicts of Interest:** The NYS and City laws and Code of Ethics apply to all members and staff. Such persons should not have any interest in or engage in any business or activity “in substantial conflict” with the discharge of their public duties. This restriction prohibits members from:

- (i) disclosing confidential information acquired in the course of official duties or using such information to further personal interests;
- (ii) using or attempting to use official positions to secure unwarranted privileges or exemptions for individual members or others;
- (iii) giving reasonable basis for the impression that any person can improperly influence members and staff or unduly enjoy favor in the performance of their official duties, or that members are affected by the kinship, rank, position or influence of any party or person.

(b) Members and staff Members of the IDA should endeavor to pursue a course of conduct, which will not raise suspicion among the public that they are likely to be engaged in acts that are in violation of public trust.

Section 2. Whistleblower Protection and Code of Ethics Policy

The IDA shall adopt a whistleblower protection and code of conduct policy, which shall be reviewed annually by its Governance Committee. Such policy shall be amended hereto these by-laws.

Section 3. Procurement Policy

The IDA shall adopt a procurement policy, which shall be reviewed annually by its Governance Committee. Such policy shall be amended hereto these by-laws.

Section 4. Books and Records

The IDA shall keep, at the principal office of the IDA, complete and correct records and books of account, and shall keep minutes of the proceedings of the Members or any committee appointed by the Members, as well as a list or record containing the names and addresses of all members.

Section 5. Annual Report

Within 90 days after the end of the fiscal year, the IDA must submit an annual report to the Common Council of the City of Newburgh and the New York State Budget IDA Office. Required report contents include:

- a. IDA's operations and accomplishments;
- b. IDA's receipts and disbursements, or revenues and expenses, during such fiscal year;
- c. IDA's assets and liabilities at the end of its fiscal year including the status of reserve, depreciation, special or other funds and including the receipts and payments of these funds;
- d. A schedule of its bonds and notes outstanding at the end of its fiscal year, together with a statement of the accounts redeemed and incurred during such fiscal year as part of a schedule of debt issuance;
- e. A compensation salary schedule, compensation, allowance and/or benefits provided to any officer, director or employee in a decision making or managerial position of such IDA;
- f. The projects undertaken by such IDA during the past year;
- g. Listing of:
 - i. all real property of such that the IDA intends to dispose of;
 - ii. all such property held by the authority at the end of the period covered by the report; and,
 - iii. all such property disposed of during such period.
- h. IDA's code of ethics; and an assessment of the effectiveness of its internal control structure and procedures.
- i. Every financial report submitted in the annual report must be approved by the board and must be certified in writing by the CEO and Treasurer of such IDA, or other authorized persons serving in those capacities.

Section 6. Independent Audit Report

The finance/audit committee shall present to the board upon its completion an annual independent audit performed by a certified public accounting firm in accordance with generally accepted government auditing standards. The report should include the following:

- a. The assets and liabilities, including the status of the reserve, depreciation, special or other funds including the receipts and payments of such funds, of the IDA, as of the end of the fiscal year;
- b. the principal changes in assets and liabilities, including trust funds, during said fiscal year;
- c. the revenue or receipts of the IDA, both unrestricted and restricted to particular purposes during said fiscal year;
- d. the expenses or disbursement of the IDA for both general and restricted purposes during said fiscal year;
- e. a schedule of the bonds and notes of the IDA outstanding during said fiscal period, including all refinancing, calls, refunding, and interest rate exchanges or other such agreements; and for any debt issued during the fiscal year, including the date of issuance, term amount, interest rate, means of repayment and cost of issuance.

Section 7. Property Disposition

(a) Property Disposal Guidelines: The IDA must adopt comprehensive guidelines with detailed policies regarding property disposal contracts and appoint a Contracting Officer to be responsible for compliance and enforcement of such guidelines. The guidelines should be annually reviewed and approved by the board. The guidelines should be filed with the State Comptroller and posted on the IDA's website.

(b) Property Disposition Report: the IDA shall publish, not less frequently than annually, a report listing all real property of the IDA. The report shall describe all property disposed of during the reporting period. The report must contain the price paid by the IDA and the name of the purchaser for all property sold by the IDA during the reporting period.

Section 8. Investment Guidelines

The IDA shall adopt and review comprehensive investment guidelines which detail the IDA's operative policy and instructions to officers and staff regarding the investing, monitoring and reporting of funds of the corporation. These guidelines must be annually reviewed and approved.

Section 9. Transparency and Public Communications

To the extent practicable, the IDA shall post its mission, current activities, approved minutes, meeting agenda, most recent annual financial report, current year budget and its most recent independent audit report online.

Section 10. Indemnification

To the extent permitted by law, the IDA shall indemnify any person, made a party to an action by or in the right of the IDA to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was an officer of the IDA, against the reasonable expenses, including attorneys' fee, actually and necessarily incurred by him in connection with the defense of

such action, or in connection with an appeal therein, except in relation to matters as to which such officer is adjudged to have breached his fiduciary duty to the IDA. The foregoing rights of indemnification shall not be exclusive of other rights to which such an officer may be entitled.

Section 11. Compliance with Article General Municipal Law, Article 18A and the Public Authorities Accountability Act, 2005 and 2009.

The Agency will incorporate, by simple majority, any new sections into the By-Laws, or incorporate management and operational requirements of the Agency as required by laws enacted by the New York State Legislature and/or policy recommendations of the Authorities Budget Office, State Comptroller, Open Government Committee and other governing agencies of the state.

Section 12. Amendments

The by-laws of the IDA may be amended only with the approval of a majority plus one of all the Members at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice of that meeting has been previously given to all Members.

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Joshua Smith	X			
Richard Bedrosian	X			
Michael Curry			X	
John Penney	X			
Jerry Maldonado			X	
Sean O’Shea	X			
Vacant				

The resolution was thereupon duly adopted.

Recording Secretary

Date

