

Tioga County Property Development Corporation Meeting Minutes

Wednesday, May 17, 2017, 3:00 PM
Ronald E. Dougherty County Office Building
Economic Development & Planning Conference Room #201
56 Main Street, Owego, NY 13827

1. **Call to Order and Introductions** – Ms. Saraceno called the 1st meeting of the TCPDC to order at 3:00 PM and announced the following:
 - The TCPDC was designated by NYS. This meeting is to establish and put in place bylaws and policies necessary to apply for 501 (c) (3) status. A packet was given to all board members previous to this meeting with the information needed and why.
 - The Tioga County website has created a TCPDC webpage where agendas, minutes, policies and by-laws will be listed according to ABO (Authority Budget Office) recommendations as a not for profit organization.

2. **Attendance**
 - A. **Board of Directors**

Present: Marte Sauerbrey, Dale Weston, Ralph Kelsey, Stuart Yetter, Lewis Zorn
Excused: Steve May, Chris Brewster, Joe Roman (ESD Rep), Joe Meagher (Atty)
Absent:
 - B. **Guests:** Matt Freeze, Morning Times
 - C. **Staff:** Teresa Saraceno, LeeAnn Tinney, Linda Sampson

3. **Officer's Nominations** - Ms. Saraceno asked for officer nominations. There was a short discussion of each officer's responsibility. Ms. Saraceno stated that meetings will be minimal until the 501 (c) (3) has been approved. The terms of the Board of Directors are 2 and 3 years, so they stagger. The officer appointments will be made annually. The following nominations were made:
 - A. **Chair** – Marte Sauerbrey
 - B. **Vice Chair** – Dale Weston
 - C. **Treasurer** – Ralph Kelsey
 - D. **Secretary** – Steve May

Motion to appoint the above nominees to office:

L. Zorn/S. Yetter/Carried
None Opposed
No Abstentions

4. **Special Committee Formation** - Ms. Saraceno reported per State of NY ABO, the Special Committees cannot include members of appointing body including Chair Sauerbrey or Vice Chair Weston. Ms.

Saraceno indicated the Audit, Finance and Governance Committee Charters were in the packet provided previous to this meeting. The following nominees were made for each committee:

A. Audit Committee – 3 Directors

1. Ralph Kelsey - Chair
2. Chris Brewster
3. Steve May

B. Finance Committee – 3 Directors

1. Ralph Kelsey - Chair
2. Chris Brewster
3. Steve May

C. Governance Committee – 3 Directors

1. Lewis Zorn - Chair
2. Chris Brewster
3. Stuart Yetter

Motion to appoint the above nominees to office was made.

**Motion Carried
None Opposed
No Abstentions**

4. New Business – Compliance Items:

A. Mission Statement, Goals, Strategies and Focus – Provided in the packet distributed previous to this meeting. This statement was part of the original application for the designation. Next we will be putting together a plan and a budget for this county-wide Land Bank and will work closely with the Treasurer’s Office and the municipalities.

B. Board of Directors – Public Official’s Insurance Coverage – The TCPDC has been additionally named insured under Tioga County’s General Liability and Public Official’s Liability Insurance at no cost at this time. As we proceed, we may have to look at separate insurance; possible state-wide insurance opportunity in the future.

C. Certificate of Incorporation – This was filed with the Department of State and approved March 17, 2017. It was reviewed and filed by Joseph Meagher, Esq. as a courtesy. The \$120.00 fee was paid by Tioga County Legal Department. Copy is included in the packet previously distributed.

D. IRS EIN Number - Has been assigned by IRS on April 3, 2017. It was filed as a courtesy by Joseph Meagher, Esq. The \$210.00 fee was paid by Tioga County Legal Department.

E. State of New York Authorities Budget Office (ABO) Notice – Rec’d March 31, 2017.

- F. **Board Resolution #1-2017** – Our first resolution is a recommendation by the ABO to pass a resolution regarding Public Open Meeting Notice Postings – provided in the meeting packet.

Motion to adopt the resolution:

L. Zorn/D. Weston/Carried
None Opposed
No Abstentions

Chair Sauerbrey signed the resolution.

- G. **TCPDC PARIS Authorization** – TCPDC has been authorized in the online Public Authorities Reporting Information System (PARIS); all transactions have to go through the PARIS reporting system.

- H. **TCPDC Bylaws Approval** – Provided in the meeting packet.

Motion to approve the By-Laws of TCPDC:

S. Yetter/R. Kelsey/Carried
None Opposed
No Abstentions

- I. **TCPDC Non-Discrimination/Affirmative Action Policy Approval** – Provided in the meeting packet.

Motion to approve the Non-Discrimination/Affirmative Action Policy:

R. Kelsey/D. Weston/Carried
None Opposed
No Abstentions

- J. **TCPDC Conflict of Interest Policy Approval** – Provided in the meeting packet.

Motion to approve the Conflict of Interest Policy:

L. Zorn/S. Yetter/Carried
None Opposed
No Abstentions

- K. **TCPDC Whistleblower Policy and Procedures Approval** – Provided in the meeting packet.

Motion to approve the Whistleblower Policy and Procedures:

R. Kelsey/L. Zorn/Carried
None Opposed
No Abstentions

5. Discussion Items

- A. **Potential Partnership Agreement with Tioga Opportunities** – Ms. Saraceno will keep this committee informed on this potential partnership. Tioga Opportunities has several projects going on right now and will meet with Maureen Abbott, Tioga Opportunities Director, after June 1st.
- B. **TCPDC Recognition of Exemption under 501 (c) (3) of the IRS** – Will be filed as a courtesy by Joseph Meagher, Esq; \$850.00 fee paid by Tioga County Legal Department.
- C. **Potential application, Land Bank Community Revitalization Initiative Funding** - Once a drafted plan and budget is put together, it will include the number of residential and commercial properties we will look to renovate and demolish initially. We will be speaking to the Treasurer's Office to see what properties are available and what makes the most sense. We will then be ready for an application. At that time, this board would meet to discuss.
- D. **Development of TCPDC Logo, Web page and seal** – Has been completed.
- E. **Mandated ABO requirement of (TCPDC) Online Board Member Training** - A certain amount of training hours are required and can be done online; information is provided in the meeting packet.
- F. **Mandated ABO Financial Disclosure of TCPDC Board Members** – Instructions and forms are provided in the meeting packet; will need to be completed and executed as soon as possible. Mr. Zorn and Mr. Yetter turned theirs in at the end of the meeting. Chair Sauerbrey, Vice Chair Weston and Mr. Kelsey have already provided the forms as needed for their other positions.
- G. **Mandated Code of Ethics by TCPDC Board Members** – The Tioga County Ethics Law-Policy 26, Work Place Violence Prevention Policy and Discriminatory Harassment Policy - Policy 53 and Tioga County Comprehensive Code of Ethics – Policy 43 should be reviewed by each Board Member prior to signing of the attestation. Mr. Zorn and Mr. Yetter signed and turned theirs in at the end of the meeting. Chair Sauerbrey, Vice Chair Weston and Mr. Kelsey have already provided the forms as needed for their other positions.

6. Next Meeting - To be determined once the 501 (c) (3) application has been approved.

Chair Sauerbrey wanted to thank Teresa Saraceno for all her hard work in putting this all together, Linda Sampson for taking the minutes and LeeAnn Tinney for allowing her staff to put the time in to get this project off the ground.

7. Adjournment - With no further topics of discussion, motion to adjourn by Dale Weston at 4:00.

Respectfully submitted,
Linda Sampson, Administrative Assistant
Economic Development and Planning