



Albany County Pine Hills Land Authority

**Thursday, September 12, 2024, at 5:00PM
Pine Hills Branch, Albany Public Library**

AGENDA

1. **Board of Directors Introduction & Roll Call** **Kevin O'Connor**

2. **Authority Overview** **Harold Islin, Esq. & Thomas Owens, Esq.**

3. **Approval and Adoption of By-laws for the Authority** **Thomas Owens, Esq.**
 - a) Action item: *Resolution 2024-09-01*

4. **Election of Board Officers: Chairperson, Vice Chairperson, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer** **Thomas Owens, Esq.**
 - a) Action item: *Resolution 2024-09-02*

5. **Appointment of Chief Executive Officer and Chief Financial Officer** **Thomas Owens, Esq.**
 - a) Action Item: *Resolution 2024-09-03*

6. **Approval and Adoption of Various Authority Policies** **Thomas Owens, Esq.**
 - a) Action item: *Resolution 2024-09-04*
 1. Code of Ethics Policy;
 2. Conflict of Interest Policy;
 3. Investment Policy;
 4. Procurement Policy;
 5. Real Property Acquisition Policy;
 6. Property Disposition Policy;
 7. Whistleblower Policy;
 8. Compensation Policy;
 9. Policy for Travel of Authority Members;
 10. Indemnification Policy;
 11. Audit Committee Charter;
 12. Finance Committee Charter;
 13. Governance Committee Charter; and
 14. Records Access Policy.



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7. **Business Process Authorizations** **Thomas Owens, Esq.**
 1. Authorize opening of bank accounts for the Authority
 - a) Action Item *Resolution 2024-09-05*
 2. Authorize procurement of insurance coverage and legal counsel for the Authority
 - b) Action item: *Resolution 2024-09-06*

8. **Executive Session** **Thomas Owens, Esq.**

9. **Adjournment**



Albany County Pine Hills Land Authority

**Authority Board Meeting: September 4, 2024, at 9:00 AM
111 Washington Avenue, Suite 100, Albany, New York 12210**

ROLL CALL

Board Member	Present/Excused/Absent
John Nigro	
Dominic Mazza	
Alejandra Paulino	
Alison Walsh	
Sarah Reginelli	
Jasmine Higgins	
Dannielle Melendez	

Opening Remarks
Albany County Pine Hills Land Authority
Inaugural Meeting
September 12, 2024, 5:00 to 7:00 PM

Good evening my name is Kevin O'Connor and I am the Albany County Director of Economic Development and CEO of the Advance Albany County Alliance Local Development Corporation.

I'd like to welcome you to this first meeting of the Albany County Pine Hills Land Authority and on behalf of the people who appointed you -- County Executive Dan McCoy, Albany County Legislative Chair Joanne Cunningham and City of Albany Mayor Kathy Sheehan -- I'd like to thank you for your willingness to serve as members of the ACPHLA Board of Directors.

In accordance with State law and in the effort for transparency and full disclosure this meeting and all subsequent meetings will be publicly noticed prior to the meeting date, will be live streamed and recorded and the minutes will be posted after every meeting.

We all understand how critically important the work you have before you is to our County, our City and especially to the Pine Hills neighborhood and hence why we are holding this meeting at the Pine Hills Public Library.

In order to begin work, it is necessary for you to approve a series of resolutions that are necessary for the Authority to conduct its business -- hence the deluge of "housekeeping" resolutions you will be asked to approve today but as you will hear from our attorneys these are required by State law and regulations. If there are any amendments you would like to make to any of these we can address them at subsequent meeting but it is important that we get them approved today so the Authority can start its operations and work.

The attorneys and staff will also brief you on the intent of the ACPHLA enabling legislation and some of the policies, decisions and developments on which you will likely be asked to deliberate and decide upon. And as a point of information, the Advance Albany County Alliance has been named in the legislation to assist the new Authority and will be funding ACPHLA's initial operating expenses.

I would now like to introduce Jeff Jamison Counsel to County Executive Dan McCoy to say a few words.

Thanks Jeff. Before I call the roll of attendance of the board members perhaps we can go around the table and have all the board members give a brief introduction of themselves and their background.

STATE OF NEW YORK

9569--A

IN SENATE

May 16, 2024

Introduced by Sen. BRESLIN -- read twice and ordered printed, and when printed to be committed to the Committee on Corporations, Authorities and Commissions -- committee discharged, bill amended, ordered reprinted as amended and recommitted to said committee

AN ACT to amend the public authorities law, in relation to creating the Albany county pine hills land authority

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

1 Section 1. Article 8 of the public authorities law is amended by
2 adding a new title 28-C to read as follows:

3 TITLE 28-C
4 ALBANY COUNTY PINE HILLS LAND AUTHORITY

5 Section 2676. Short title.

6 2676-a. Statement of legislative findings and purpose.

7 2676-b. Definitions.

8 2676-c. Albany county pine hills land authority.

9 2676-d. Advances on behalf of the authority; transfer of property to the authority; acquisition of property by county for the authority.

10 2676-e. Transfer of officers and employees.

11 2676-f. General powers of the authority.

12 2676-g. Special powers of the authority.

13 2676-h. Bonds of the authority.

14 2676-i. Remedies of bondholders.

15 2676-j. State and county not liable on authority bonds.

16 2676-k. Monies of the authority.

17 2676-l. Bonds legal investment for fiduciaries.

18 2676-m. Agreement with state.

19 2676-n. Agreement with county.

20 2676-o. Exemption from taxes, assessments and certain fees.

21 2676-p. Actions against authority.

22 2676-q. Contracts.

EXPLANATION--Matter in italics (underscored) is new; matter in brackets [-] is old law to be omitted.

LBD15633-03-4

1 2676-r. Code of ethics.

2 2676-s. Agreements relating to payment in lieu of taxes.

3 2676-t. Audit and annual report.

4 2676-u. Limited liability.

5 2676-v. Transfer of applications, proceedings, approvals, and
6 permits.

7 2676-w. Separability.

8 2676-x. Effect of inconsistent provisions.

9 § 2676. Short title. This title may be cited as the "Albany county
10 pine hills land authority act".

11 § 2676-a. Statement of legislative findings and purpose. The legisla-
12 ture hereby finds and declares as follows:

13 1. The economic well-being of the county and the general welfare of
14 its people require adequate, and accessible performing arts centers,
15 athletic fields, educational facilities, and residential facilities.

16 2. The preservation and safeguarding of facilities at risk of being
17 underutilized and becoming blighted is a matter of vital importance not
18 only to the residents of the capital district but to all the state's
19 residents and is, therefore, a matter of state concern.

20 3. In order to ensure a healthy economy for such area and to promote
21 the general welfare of its residents, it is necessary to maintain and
22 improve the college of Saint Rose facilities and services in the county
23 of Albany in such a manner as to stimulate and promote a healthy econo-
24 my.

25 4. The general health and welfare of the state's residents requires
26 coordinated operation of the college of Saint Rose facilities and
27 services in the county of Albany by a public benefit authority.

28 5. The purposes of such authority shall be: (a) to promote accessible,
29 efficient and economically productive use of the facilities; (b) to
30 acquire, construct, reconstruct, continue, develop, equip, expand,
31 improve, maintain, finance, and operate the college of Saint Rose facil-
32 ities and services within the county of Albany; (c) to stimulate and
33 promote economic development; and (d) to make contracts and leases and
34 to execute all instruments necessary or convenient for its corporate
35 purposes.

36 6. Such purposes are in all respects public purposes for the benefit
37 of the people of the state of New York and for which public funds may be
38 expended and both the county and the authority in carrying out their
39 respective powers and duties under this title shall be deemed to be
40 acting in a governmental capacity. The acquisition, construction, recon-
41 struction, development, expansion, improvement, equipping, operation and
42 maintenance of any project financed or undertaken by the authority or
43 the county shall be deemed to be the performance of an essential govern-
44 mental function by the authority or the county acting in its govern-
45 mental capacity, whether such project shall be owned or operated by the
46 authority or by any person or public corporation.

47 7. It is hereby found and declared that it has been and remains the
48 policy of the state of New York to promote equal opportunity in employ-
49 ment for all persons, without discrimination on account of race, creed,
50 color, national origin, sex, age, disability or marital status, to
51 promote equality of economic opportunity for minority group members and
52 women, and minority and women-owned business enterprises.

53 § 2676-b. Definitions. As used or referred to in this title, unless a
54 different meaning clearly appears from the context:

55 1. "Authority" shall mean the Albany county pine hills land authority
56 created by this title.

1 2. "City" shall mean the city of Albany.

2 3. "The college of Saint Rose facilities" shall mean any facility or
3 land including but not limited to any athletic facility, educational
4 facility, performing arts facility, or residential facility owned or
5 operated by the college of Saint Rose, and shall include such other
6 facilities, equipment, property, structures and appurtenances as may be
7 necessary or convenient in the operation, maintenance, development or
8 improvement of, leased by the authority to persons, engaged in the
9 production or development of the facilities or land.

10 4. "Bonds" shall mean the bonds, notes or other evidences of indebt-
11 edness issued by the authority pursuant to this title and the provisions
12 of this title relating to bonds and bond holders which shall apply with
13 equal force and effect to notes and note holders unless the context
14 otherwise clearly requires.

15 5. "Construction" shall mean the acquisition, erection, building,
16 alteration, repair, improvement, increase, enlargement, extension,
17 installation, reconstruction, renovation or rehabilitation of a project
18 including any appurtenances thereto which may be necessary or desirable
19 to promote the efficiency or effectiveness of such project; the
20 inspection and supervision thereof; and the engineering, consulting,
21 architectural, legal, fiscal and economic and environmental investi-
22 gations and studies, surveys, designs, plans, working drawings, specifi-
23 cations, procedures and other actions incidental thereto and claims
24 arising therefrom.

25 6. "Cost", as applied to any project, shall include the cost of the
26 acquisition of all property both real and personal, improved and unim-
27 proved, the cost of demolishing, removing or relocating any buildings or
28 structures on lands so acquired, including the cost of relocating
29 tenants or other occupants of the buildings or structures on such land
30 and the cost of acquiring any lands to which such buildings or struc-
31 tures may be moved or relocated, the cost of all systems, facilities,
32 machinery, apparatus and equipment, financing charges, interest prior
33 to, during and after construction to the extent not paid or provided for
34 from revenues or other sources, the cost of construction, the cost of
35 engineering and architectural surveys, plans and specifications, the
36 cost of consultants and legal services, the cost of lease, guarantees,
37 credit enhancement or bond insurance, other expenses necessary or inci-
38 dental to the construction of such project, and the financing of the
39 construction thereof, including the amount authorized in the resolution
40 of the authority providing for the issuance of bonds to be paid into any
41 reserve or other special fund from the proceeds of such bonds and the
42 financing of the placing of any project in operation, including
43 reimbursement, to any public corporation, the state, the federal govern-
44 ment, or any other person for expenditures, that would be costs of such
45 project had they been made directly by the authority.

46 7. "County" shall mean the county of Albany.

47 8. "Facility" shall include, but not be limited to, properties, struc-
48 tures, appurtenances, utilities, and such other works.

49 9. "Federal government" shall mean the United States of America, and
50 any department, board, commission, bureau, division, corporation, agen-
51 cy, or instrumentality thereof.

52 10. "Joint service arrangements" shall mean agreements between or
53 among the authority and any person, the state, the county, any other
54 public corporation including the advance Albany county alliance, the
55 federal government, any other state or agency or instrumentality there-
56 of, relating to property, buildings, structures, facilities, services,

1 rates, classification, divisions, allowances or charges, or rules or
2 regulations pertaining thereto.

3 11. "Minority and women-owned business enterprise" or "minority or
4 women-owned business enterprise" shall mean a minority-owned business
5 enterprise and/or a women-owned business enterprise, as such terms are
6 defined by section three hundred ten of the executive law.

7 12. "Municipality" shall mean a county, city, town, village, or school
8 district.

9 13. "Person" shall mean any natural person, firm, partnership associ-
10 ation, joint venture, or corporation, exclusive of a public corporation.

11 14. "Personal property" shall mean chattels and other tangible things
12 of a moveable or removable nature.

13 15. "Property" shall mean both real and/or personal property.

14 16. "Project" shall mean any property or improvements located within
15 the state of New York and within or outside or partially outside the
16 county of Albany, including, but not limited to, machinery, equipment,
17 and other facilities deemed necessary or desirable in connection there-
18 with, or incidental thereto, whether or not in existence or under
19 construction upon the effective date of this title, which shall be
20 necessary or suitable for purposes and redevelopment of the college of
21 Saint Rose facilities provided, however, the authority shall not use its
22 funds in respect of any part of a project located wholly or partially
23 outside the county without the prior consent thereto by the governing
24 body of any other county in which a part or parts of such project is, or
25 is to be located.

26 17. "Public corporation" shall mean a county, city, town, village,
27 school district or special district, any public benefit corporation,
28 agency or instrumentality of the state or of any municipality, or two or
29 more of any of the foregoing acting jointly.

30 18. "Real property" shall mean lands, structures, franchises and
31 interests in land, airspace, waters, lands under water, riparian rights,
32 rights, any fixtures, equipment and articles of personal property
33 affixed to or used in connection therewith, and any and all things and
34 rights included within such term and includes not only fees simple abso-
35 lute but also any and all lesser interests including but not limited to
36 easements, rights of way, uses, leases, licenses and all other incorpo-
37 real hereditaments and every estate, interest or right, legal or equita-
38 ble, including terms for years and liens thereon by way of judgments,
39 mortgages, or otherwise.

40 19. "Revenues" shall mean all rates, fees, rents, revenues, charges,
41 and other income derived by the authority from the operation, leasing,
42 sale, or other disposition of the college of Saint Rose related facili-
43 ties.

44 20. "State" shall mean the state of New York.

45 § 2676-c. Albany county pine hills land authority. 1. There is hereby
46 created the Albany county pine hills land authority. The authority shall
47 be a body corporate and politic constituting a public benefit corpo-
48 ration. The authority shall consist of seven members who shall be resi-
49 dents of the county of Albany. Such members shall be appointed in the
50 following manner: four shall be appointed by the county executive, two
51 shall be appointed by the chairperson of the county legislature, and one
52 shall be appointed by the mayor of the city of Albany. Of the members of
53 the authority initially appointed by the county executive, two shall
54 serve for a term ending December thirty-first, two thousand twenty-eight
55 and two shall serve for a term ending December thirty-first, two thou-
56 sand twenty-nine. Of the members of the authority initially appointed by

1 the chairperson of the county legislature, one shall serve for a term
2 ending December thirty-first, two thousand twenty-eight and one shall
3 serve for a term ending December thirty-first, two thousand twenty-nine.
4 The member of the authority initially appointed by the mayor of the city
5 of Albany shall serve for a term ending December thirty-first, two thou-
6 sand twenty-eight. Thereafter, each member of the authority shall serve
7 a term of four years. The members of the authority, once appointed,
8 shall designate one of the seven members of the authority to serve as
9 the chairperson of the authority. The authority may provide for such
10 officers as may be determined necessary and the same need not be members
11 of the authority.

12 2. All members of the authority shall continue to hold office until
13 their successors are appointed and qualify. Except as otherwise provided
14 in subdivision three of this section, vacancies of members of the
15 authority shall be filled in the manner provided for original appoint-
16 ment. Such vacancies, occurring otherwise than by expiration of term of
17 office, shall be filled for the unexpired terms. Members of the authori-
18 ty may be removed from office for the same reasons and in the same
19 manner as may be provided by law for the removal of officers of the
20 county. The members of the authority shall receive no compensation for
21 their services but shall be reimbursed for all their actual and neces-
22 sary expenses incurred in connection with the carrying out of the
23 purposes of this title. The powers as set forth in the by-laws of the
24 authority shall be established and vested in and be exercised by the
25 members of the authority at an initial meeting duly called and held and
26 four members of the authority shall constitute a quorum. No action shall
27 be taken at the initial meeting of the authority or any adjournment
28 thereof except pursuant to the favorable vote of at least four members
29 of the authority. Any amendment to the powers of the authority as set
30 forth in the by-laws of the authority shall only become effective upon
31 the favorable vote of at least four members of the authority.

32 3. Notwithstanding any inconsistent provision of any general, special
33 or local law, ordinance, resolution or charter, no officer, member, or
34 employee of the state or of any public corporation shall forfeit such
35 officer's, member's, or employee's office or employment by reason of
36 such officers', member's, or employee's acceptance of appointment as a
37 member, officer, or employee of the authority, nor shall service as such
38 member, officer, or employee be deemed incompatible or in conflict with
39 such office, membership, or employment.

40 4. Notwithstanding any inconsistent provision of any general, special
41 or local law, ordinance, resolution, or charter, no officer, member,
42 elected official or employee of the county of Albany or the city of
43 Albany shall be eligible to serve as a member of the authority.

44 5. All members of the authority shall be required to comply with the
45 Albany county code of ethics and to complete all disclosure forms
46 required by such code of ethics.

47 6. The authority and its corporate existence shall continue until
48 terminated by law, provided, however, that no such termination shall
49 take effect so long as the authority shall have bonds or other obli-
50 gations outstanding unless adequate provision has been made for the
51 payment or satisfaction thereof. Upon termination of the existence of
52 the authority, all of the rights and properties of the authority then
53 remaining shall pass to and vest in the county of Albany in such a
54 manner as prescribed by law.

55 § 2676-d. Advances on behalf of the authority; transfer of property to
56 the authority; acquisition of property by county for the authority. 1.

1 In addition to any powers granted to it by law, the county may, from
2 time to time, appropriate by resolution sums of money to defray project
3 costs or any other costs and expenses of the authority including operat-
4 ing expenses. Subject to the rights of bond holders, the county may
5 determine if the monies so appropriated shall be subject to repayment by
6 the authority to the county and, in such event, the manner and time or
7 times for such repayment.

8 2. Notwithstanding any inconsistent provision of any general, special
9 or local law, ordinance, resolution or charter, any public corporation
10 may, by a majority vote of its governing body and the approval of its
11 chief executive officer, give, grant, sell, convey, loan, license the
12 use of, or lease to the authority any property or facilities, including
13 the college of Saint Rose facilities, which are useful in connection
14 with the exercise by the authority of its powers under this title. Any
15 such gift, grant, sale, conveyance, loan, license, or lease shall be
16 upon such terms and conditions, and for such term or terms of years,
17 subject to the rights of the holders of any bonds, as the authority and
18 such public corporation may agree. Any such gift, grant, sale, convey-
19 ance, lease, loan, or license shall not be subject to referendum,
20 permissive or mandatory. In the event that any public corporation gives,
21 grants, sells, conveys, loans, licenses, or leases any of the college of
22 Saint Rose facilities to the authority, such public corporation may
23 contract with the authority to lease, borrow, license, operate, main-
24 tain, manage, and provide services for such facilities upon such terms
25 and conditions and for such term or terms of years, subject to the
26 rights of holders of bonds, as the authority and such public corporation
27 may agree. The authority, in furtherance of any purchase, conveyance, or
28 lease of any property or facility from any public corporation, may
29 assume the primary responsibility for the payment of the principal and
30 interest on any bonds or notes issued by such public corporation for
31 such property or facility. For purposes of section 136.00 of the local
32 finance law, any agreement by the authority to assume the primary
33 responsibility for the payment of the principal and interest on any
34 bonds or notes issued by any such public corporation shall, so long as
35 such agreement shall continue to be honored by the authority, cause such
36 bonds or notes to be deemed to have been refunded and any such public
37 corporation may deduct from its gross indebtedness any outstanding
38 indebtedness contracted for such property or facility to be acquired by
39 the authority.

40 3. The county may acquire by purchase, grant, lease, gift, or condem-
41 nation pursuant to the eminent domain procedure law, real property in
42 the name of the county for any corporate purpose of the authority.

43 4. Notwithstanding the provisions of any other law, general, special,
44 or local, real property acquired by the authority or the county from the
45 state may be used for any corporate purpose of the authority provided,
46 however, no non-hazardous solid waste, toxic, or hazardous waste site,
47 center, consolidated collection, or transfer area, shall be located or
48 maintained at the college of Saint Rose facilities or lands adjacent
49 thereto that are used in support of the college of Saint Rose operations
50 as contained in any layout plan in existence upon the effective date of
51 this title or in the future.

52 § 2676-e. Transfer of officers and employees. 1. In accordance with
53 the provisions of section seventy of the civil service law, any officer
54 or employee of the county, may, at the request of the authority and with
55 the consent of the county executive, be transferred to the authority and
56 shall be eligible for such transfer and appointment, without further

1 examination, to applicable offices, positions, and employment under the
2 authority. Any such officers or employees so transferred to the authori-
3 ty pursuant to this section, who are members of or benefit under any
4 pension or retirement fund or system under the laws of the state, shall
5 continue to have all rights, privileges, obligations and status with
6 respect to such fund or system as are prescribed by law, but during the
7 period of their employment by the authority, all contributions to such
8 funds or systems to be paid by the employer on account of such officers
9 or employees shall be paid by the authority.

10 2. A transferred employee shall remain in the same collective bargain-
11 ing unit as was the case prior to such employee's transfer; successor
12 employees to the positions held by such transferred employees shall,
13 consistent with the provisions of article fourteen of the civil service
14 law, be included in the same unit as such employee's predecessors.
15 Employees serving in positions in newly created titles shall be assigned
16 to the same collective bargaining unit as such employees would have been
17 assigned to such unit were such titles created prior to the establish-
18 ment of the authority. Nothing contained in this title shall be
19 construed (a) to diminish the rights of employees pursuant to a collec-
20 tive bargaining agreement; or (b) to affect existing law with respect to
21 an application to the public employment relations board seeking a desig-
22 nation by the board that certain persons are managerial or confidential.

23 § 2676-f. General powers of the authority. Except as otherwise limit-
24 ed by this title, the authority shall have power:

25 1. To sue and be sued;

26 2. To have a seal and alter the same at pleasure;

27 3. To borrow money and issue bonds for any of its corporate purposes
28 or its projects and to provide for the rights of the holders thereof;

29 4. To make and alter by-laws for its organization and management, and,
30 subject to agreements with its bondholders, to make and alter rules and
31 regulations governing the exercise of its powers and the fulfillment of
32 its purposes under this title;

33 5. To acquire by purchase, grant, lease, gift, or otherwise and to
34 hold and use property necessary, convenient, or desirable to carry out
35 its corporate purposes, and to sell, convey, mortgage, lease, pledge,
36 exchange, or otherwise dispose of any such property in such manner as
37 the authority shall determine;

38 6. To acquire, construct, reconstruct, lease, expand, improve, main-
39 tain, equip, furnish, or operate one or more projects and, if necessary,
40 to pay or finance the cost thereof;

41 7. To accept gifts, grants, loans, or contributions of funds or prop-
42 erty or financial or other aid in any form from, and enter into
43 contracts or other transactions with, the federal government, the state,
44 the county of Albany, or any public corporation or any other source, and
45 to use any such gifts, grants, loans, or contributions for any of its
46 corporate purposes;

47 8. To grant options to renew any lease with respect to any project or
48 projects and to grant options to buy any project at such price as the
49 authority may deem desirable;

50 9. To designate the depositories of its money;

51 10. To establish its fiscal year;

52 11. To enter into contracts, agreements and leases with the federal
53 government, the state, the county, any person or other public corpo-
54 ration and to execute all instruments necessary or convenient to accom-
55 plishing its corporate purposes;

1 12. To appoint such officers, employees, and agents as the authority
2 may require for the performance of its duties, in coordination with the
3 advance Albany county alliance, and to fix and determine their quali-
4 fications, duties, and compensation subject to the provisions of the
5 civil service law and any applicable collective bargaining agreement,
6 and to retain or employ counsel, auditors, engineers, and private
7 consultants on a contract basis or otherwise for rendering professional,
8 management, or technical services and advice;

9 13. With the consent of the county executive, and in coordination with
10 the advance Albany county alliance, to use employees, agents, consult-
11 ants, and facilities of the county, paying the county its agreed propor-
12 tion of the compensation or costs;

13 14. To make and adopt plans, surveys, and studies necessary, conven-
14 ient, or desirable to the effectuation of the purposes and powers of the
15 authority and to prepare recommendations in regard thereto;

16 15. To enter upon such lands, waters, or premises as in the judgment
17 of the authority may be necessary, convenient, or desirable for the
18 purpose of making surveys, soundings, borings, and examinations to
19 accomplish any purpose authorized by this title, the authority being
20 liable for any actual damage done;

21 16. To covenant and consent that the interest on any of its bonds or
22 notes issued pursuant to this title shall be includable, under the
23 United States Internal Revenue Code of 1986, as amended or any subse-
24 quent corresponding internal revenue law of the United States, in gross
25 income of the holders of the bonds or notes to the same extent and in
26 the same manner that the interest on bills, bonds, notes or other obli-
27 gations of the United States is includable in the gross income of the
28 holders thereof under such code or any such subsequent law; and

29 17. To insure or provide for the insurance of the authority's property
30 or operations as required by law and also against such other risks as
31 the authority may deem advisable.

32 § 2676-g. Special powers of the authority. In order to effectuate the
33 purpose of this title:

34 1. The authority may enter into any joint service arrangements as
35 hereinafter provided.

36 2. The authority may, on such terms and conditions as the authority
37 may determine necessary, convenient, or desirable establish, construct,
38 effectuate, operate, manage, maintain, renovate, improve, extend, or
39 repair any of the college of Saint Rose facilities, or may provide for
40 such establishment, construction, effectuation, operation, management,
41 maintenance, renovation, improvement, extension, or repair by contract,
42 lease, or other arrangement on such terms as the authority may deem
43 necessary, convenient, or desirable with the federal government, any
44 state or agency or instrumentality thereof, any person, or public corpo-
45 ration. In connection with the operation of any such facilities, the
46 authority may establish, construct, effectuate, operate, manage, main-
47 tain, renovate, improve, extend, or repair, or may provide by contract,
48 lease, or other arrangement for the establishment, construction, effec-
49 tuation, operation, management, maintenance, renovation, improvement,
50 extension, or repair of any related services and activities it deems
51 necessary, convenient, or desirable.

52 3. The authority may establish, fix, revise, levy, and collect or
53 cause to be established, fixed, revised, levied, and collected and, in
54 the case of a joint service arrangement, join with others in the estab-
55 lishment, fixing, revision, levy and collection of such rentals, rates,
56 charges, concession fees and other fees as it may deem necessary,

1 convenient, or desirable for the use and operation of any of the college
2 of Saint Rose facilities, and related services operated or managed by
3 the authority or under contract, lease, or other arrangement, including
4 joint service arrangements, with the authority. Such rentals, rates,
5 charges, concession fees, or other fees shall be at least sufficient at
6 all times in the judgment of the authority to establish and maintain the
7 operations of the authority on a self-sustaining basis. Such operations
8 shall be deemed to be on a self-sustaining basis as required by this
9 title, when the authority is able to pay or fund or cause to be paid or
10 funded from revenues and any other funds actually available to the
11 authority: (a) the principal of, premium, if any, and the interest on
12 outstanding bonds of the authority as the same shall become due and
13 payable and any capital or debt service reserve therefor and, to the
14 extent required by an agreement between the county and the authority,
15 the principal of and interest on any general obligations bonds, notes,
16 or other evidence of indebtedness of the county issued for or allocable
17 to any project of the authority as the same shall become due and payable
18 and any reserves therefor; (b) the cost of administering, maintaining,
19 repairing and operating any project of the authority; (c) the cost of
20 constructing capital improvements thereto pursuant to any agreement
21 between the county and the authority; (d) any liabilities incurred for
22 or allocable to any project of the authority including any liabilities
23 of the county assumed by the authority pursuant to any agreement between
24 the county and the authority, as the same become due and payable; (e)
25 any requirements of any agreement including those relating to the estab-
26 lishment of reserves for renewal and replacement and for uncollected
27 rentals, rates, charges, and fees and covenants respecting rates and
28 debt service and earnings coverage ratios; (f) all other reasonable and
29 necessary expenses of the authority; and (g) the cost of such additional
30 projects as may be at the time of the effective date of this title or
31 hereafter authorized, by law and agreed to by the authority.

32 4. The authority may establish and, in the case of joint service
33 arrangements, join with others in the establishment of such schedules
34 and standards of operations and such other rules and regulations includ-
35 ing but not limited to rules and regulations governing the conduct,
36 safety, and security of the public as it may deem necessary, convenient,
37 or desirable for the use, operation, and management of any project and
38 related services operated or managed by the authority or under contract,
39 lease or other arrangement, including joint service arrangements, with
40 the authority. Such rules and regulations governing the conduct, safety,
41 and security of the public shall be filed with the department of state
42 in the manner provided by section one hundred two of the executive law.
43 In the case of any conflict between any such rule or regulation of the
44 authority governing the conduct, safety, and security of the public and
45 any local law, ordinance, rule, or regulation, such rule or regulation
46 of the authority shall prevail.

47 5. The authority may do all things it deems necessary, convenient, or
48 desirable to manage, control, and direct the maintenance and operation
49 of the college of Saint Rose facilities, equipment, or property operated
50 by or under contract, lease, or other arrangement with the authority.
51 Except as agreed to pursuant to any agreement between the authority and
52 any public corporation and except as hereinafter specially provided, no
53 municipality except for the county, shall have jurisdiction over any
54 facilities of the authority or any of its activities or operations. The
55 authority shall provide for such facilities police, fire, and health
56 protection services.

1 6. The authority may accept unconditional grants of money or property
2 from any municipality where the whole or any part of such municipality
3 is served or is to be served by a facility operated by the authority.
4 Such grants of money or property shall be for the purpose of assisting
5 the authority in meeting its capital or operating expenses. The accept-
6 ance of any such grant shall not operate to make the authority an agency
7 of the municipality making such grant.

8 7. In any instance where the county is required by law, with respect
9 to any of the college of Saint Rose facilities, to conduct a public
10 hearing in connection with a contract, lease, joint service arrangement,
11 charge, rental, or fee, the authority shall not enter into such
12 contract, lease, joint service arrangement, or establish, fix, revise,
13 or levy any charge, rental, concession fee, or other fee unless and
14 until the authority has held a public hearing at which interested
15 persons have had an opportunity to be heard concerning the same,
16 provided, however, if the county has conducted a public hearing in
17 connection with such contract, lease, joint service agreement, charge,
18 rental, or fee, the authority shall not be required to hold a public
19 hearing. Notice of such public hearing shall be published by the author-
20 ity at least ten days before the date set therefor, in at least one
21 newspaper of general circulation in the county. Such notice shall set
22 forth the date, time, and place of such hearing and shall include a
23 brief description of the matters to be considered at such meeting. At
24 all such hearings, any interested persons shall have an opportunity to
25 be heard concerning the matters under consideration. Any decision of the
26 authority on matters considered at such public hearing shall be in writ-
27 ing and be made available in the office of the authority for public
28 inspection during regular office hours.

29 § 2676-h. Bonds of the authority. 1. The authority shall have the
30 power and is hereby authorized from time to time to issue bonds, notes
31 or other obligations to pay the cost of any project or for any other
32 corporate purpose, including the establishment of reserves to secure the
33 bonds, the payment of principal of, premium, if any, and interest on the
34 bonds and the payment of incidental expenses in connection therewith.
35 The aggregate principal amount of such bonds, notes, or other obli-
36 gations outstanding shall not exceed eighty million dollars, excluding
37 bonds, notes, or other obligations issued to refund or otherwise repay
38 bonds, notes, or other obligations theretofore issued for such purposes;
39 provided, however, that upon any such refunding or repayment the total
40 aggregate principal amount of outstanding bonds, notes, or other obli-
41 gations may be greater than eighty million dollars only if the present
42 value of the aggregate debt service of the refunding or repayment bonds,
43 notes, or other obligations to be issued shall not exceed the present
44 value of the aggregate debt service of the bonds, notes, or other obli-
45 gations so to be refunded or repaid. For purposes hereof, the present
46 values of the aggregate debt service of the refunding or repayment
47 bonds, notes, or other obligations and of the aggregate debt service of
48 the bonds, notes, or other obligations so refunded or repaid, shall be
49 calculated by utilizing the effective interest rate of the refunding or
50 repayment bonds, notes, or other obligations, which shall be that rate
51 arrived at by doubling the semi-annual interest rate (compounded semi-
52 annually) necessary to discount the debt service payments on the refund-
53 ing or repayment bonds, notes, or other obligations from the payment
54 dates thereof to the date of issue of the refunding or repayment bonds,
55 notes, or other obligations and to the price bid including estimated
56 accrued interest or proceeds received by the authority including esti-

1 mated accrued interest from the sale thereof. The authority shall have
2 power and is hereby authorized to enter into such agreements and perform
3 such acts as may be required under any applicable federal legislation to
4 secure a federal guarantee of any bonds.

5 2. The authority shall have power from time to time to renew bonds or
6 to issue renewal bonds for such purpose, to issue bonds to pay bonds,
7 and, whenever it deems refunding expedient, to refund any bond by the
8 issuance of new bonds, whether the bonds to be refunded have or have not
9 matured, and may issue bonds partly to refund bonds then outstanding and
10 partly for any other corporate purpose of the authority. Bonds, other
11 than notes or other evidence of indebtedness, issued for refunding
12 purposes, which have a final maturity date longer than the maturity of
13 the bonds being refunded, shall be approved by a resolution of the coun-
14 ty legislature adopted by a majority vote and approved by the county
15 executive. Bonds issued for refunding purposes shall be sold and the
16 proceeds applied to the purchase, redemption, or payment of the bonds or
17 notes to be refunded.

18 3. Bonds issued by the authority may be general obligations of the
19 authority or may be special obligations payable solely out of particular
20 revenues or other moneys as may be designated in the proceedings of the
21 authority under which the bonds shall be authorized to be issued,
22 subject as to priority only to any agreements with the holders of
23 outstanding bonds pledging any particular property, revenues, or moneys.
24 The authority may also enter into loan agreements, lines of credit and
25 other security agreements and obtain for or on its behalf letters of
26 credit, insurance, guarantees, or other credit enhancements to the
27 extent now or hereafter available, in each case for securing its bonds
28 or to provide direct payment of any costs which the authority is author-
29 ized to pay.

30 4. (a) Bonds shall be authorized by resolution of the authority, be in
31 such denominations and bear such date or dates and mature at such time
32 or times, as such resolution may provide, provided that bonds and
33 renewals thereof shall mature within forty years from the date of
34 original issuance of any such bonds.

35 (b) Bonds shall be subject to such terms of redemption, bear interest
36 at such rate or rates, be payable at such times, be in such form, either
37 coupon or registered, carry such registration privileges, be executed in
38 such manner, be payable in such medium of payment at such place or plac-
39 es, and be subject to such terms and conditions as such resolution may
40 provide. Notwithstanding any other provision of law, the bonds of the
41 authority issued pursuant to this section shall be sold to the bidder
42 offering the lowest true interest cost, taking into consideration any
43 premium or discount not less than four nor more than fifteen days,
44 Sundays excepted, after a notice of such sale has been published at
45 least once in a newspaper of general circulation in the area served by
46 the authority, which shall state the terms of the sale. The terms of the
47 sale shall not change unless notice of such change is published in such
48 newspaper at least one day prior to the date of the sale as set forth in
49 the original notice of sale. Advertisements shall contain a provision to
50 the effect that the authority, in its discretion, may reject any or all
51 bids made in pursuance of such advertisements, and in the event of such
52 rejection, the authority is authorized to negotiate a private or public
53 sale or readvertise for bids in the form and manner above described as
54 many times as, in its judgment, may be necessary to effect satisfactory
55 sale.

1 (c) Notwithstanding paragraph (b) of this subdivision, whenever in the
2 judgment of the authority the interests of the authority will be served
3 thereby, the members of the authority, on the written recommendation of
4 the chairperson, may authorize the sale of such bonds at private or
5 public sale on a negotiated basis or on either a competitive or negoti-
6 ated basis. The authority shall set guidelines governing the terms and
7 conditions of any such private or public sales. The private or public
8 bond sale guidelines set by the authority shall include, but not be
9 limited to, a requirement that where the interests of the authority will
10 be served by a private or public sale of bonds, the authority shall
11 select underwriters for each private or public bond sale conducted
12 pursuant to a request for proposal process and consideration of
13 proposals from qualified underwriters taking into account, among other
14 things, qualifications of underwriters as to experience, their ability
15 to structure and sell authority bond issues, anticipated costs to the
16 authority, the prior experience of the authority with the firm, if any,
17 the capitalization of such firms, participation of qualified minority
18 and women-owned business enterprise firms in such private or public
19 sales of bonds of the authority and the experience and ability of firms
20 under consideration to work with minority and women-owned business
21 enterprises so as to promote and assist participation by such enter-
22 prises.

23 (d) The authority shall have the power from time to time to amend such
24 private bond sale guidelines in accordance with the provisions of this
25 subdivision.

26 (e) No private or public bond sale on a negotiated basis shall be
27 conducted by the authority without prior approval of the state comp-
28 troller and the county comptroller. The authority shall annually prepare
29 and approve a bond sale report which shall include the private or public
30 bond sale guidelines as specified in this subdivision, amendments to
31 such guidelines since the last private or public bond sale report, an
32 explanation of the bond sale guidelines and amendments, and the results
33 of any sale of bonds conducted during the fiscal year. Such bond sale
34 report may be a part of any other annual report that the authority is
35 required to make.

36 (f) The authority shall annually submit its bond sale report to the
37 state comptroller and the county comptroller and copies thereof to the
38 senate finance committee and the assembly ways and means committee.

39 (g) The authority shall make available to the public copies of its
40 bond sale report upon reasonable request thereof.

41 (h) Nothing contained in this subdivision shall be deemed to alter,
42 affect the validity of, modify the terms of or impair any contract or
43 agreement made or entered into in violation of, or without compliance
44 with, the provisions of this subdivision.

45 5. Any resolution or resolutions authorizing bonds or any issue of
46 bonds may contain provisions which may be a part of the contract with
47 the holders of the bonds thereby authorized as to:

48 (a) pledging all or part of the revenues, other monies or property of
49 the authority to secure the payment of the bonds, or any costs of issu-
50 ance thereof, including but not limited to any contracts, earnings, or
51 proceeds of any grant to the authority received from any private or
52 public source subject to such agreements with bond holders as may then
53 exist;

54 (b) the setting aside of reserves and the creation of sinking funds
55 and the regulation and disposition thereof;

1 (c) limitations on the purpose to which the proceeds from the sale of
2 bonds may be applied;

3 (d) the rates, rents, fees, and other charges to be fixed and
4 collected by the authority and the amount to be raised in each year
5 thereby and the use and disposition of revenues;

6 (e) limitations on the right of the authority to restrict and regulate
7 the use of the project or part thereof in connection with which bonds
8 are issued;

9 (f) limitations on the issuance of additional bonds, the terms upon
10 which additional bonds may be issued and secured and the refunding of
11 outstanding or other bonds;

12 (g) the procedure, if any, by which the terms of any contract with
13 bond holders shall be amended or abrogated, the amount of bonds the
14 holders of which shall consent thereto, and the manner in which such
15 consent shall be given;

16 (h) the creation of special funds into which any revenues or monies
17 shall be deposited;

18 (i) the terms and provisions of any trust, mortgage, deed or indenture
19 securing the bonds under which the bond shall be issued;

20 (j) vesting in a trustee or trustees such properties, rights, powers,
21 and duties in trust as the authority may determine which may include any
22 or all of the rights, powers, and duties of the trustees appointed by
23 the bond holders to appoint a trustee pursuant to this title or limiting
24 the rights, duties, and powers of such trustee;

25 (k) defining the acts or omissions to act which shall constitute a
26 default in the obligations and duties of the authority to the bond hold-
27 ers and providing for the rights and remedies of the bond holders in the
28 event of such default, including as a matter of right appointment of a
29 receiver, provided, however, that such rights and remedies shall not be
30 inconsistent with the general laws of the state and other provisions of
31 this title;

32 (l) limitations on the power of the authority to sell or otherwise
33 dispose of any project or any part thereof;

34 (m) limitations on the amount of revenues and other monies to be
35 expended for operating, administrative or other expenses of the authori-
36 ty;

37 (n) the payment of the proceeds of bonds, revenues, and other monies
38 to a trustee or other depository, and for the method of disbursement
39 thereof with such safeguards and restrictions as the authority may
40 determine; and

41 (o) any other matters of like or different character which in any way
42 affect the security or protection of the bonds or the rights and reme-
43 dies of bondholders.

44 6. In addition to the powers conferred upon the authority to secure
45 its bonds under this section, the authority shall have power in
46 connection with the issuance of bonds to adopt resolutions and enter
47 into such trust indentures, agreements or other instruments as the
48 authority may deem necessary, convenient or desirable concerning the use
49 or disposition of its revenues or other monies or property, including
50 the mortgaging of any property and the entrusting, pledging, or creation
51 of any other security interest in any such revenues, monies, or property
52 and the doing of any act, including refraining from doing any act which
53 the authority would have the right to do in the absence of such resol-
54 utions, trust indentures, agreements, or other instruments. The authori-
55 ty shall have power to enter into amendments of any such resolutions,
56 trust indentures, agreements, or other instruments. The provisions of

1 any such resolutions, trust indentures, agreements, or other instruments
2 may be made a part of the contract with the holders of bonds of the
3 authority.

4 7. Notwithstanding any provision of the uniform commercial code to the
5 contrary, any pledge of or other security interest in revenues, monies,
6 accounts, contract rights, general intangibles, or other personal prop-
7 erty made or created by the authority shall be valid, binding, and
8 perfected from the time when such pledge is made or other security
9 interest attaches without any physical delivery of the collateral or
10 further act, and the lien of any such pledge or other security interest
11 shall be valid, binding, and perfected against all parties having claims
12 of any kind in tort, contract, or otherwise against the authority irre-
13 spective of whether or not such parties have notice thereof. No instru-
14 ment by which such a pledge or security interest is created, nor any
15 financing statement need be recorded or filed.

16 8. Regardless of whether the bonds are of such form and character as
17 to be negotiable instruments under the terms of the uniform commercial
18 code, the bonds are hereby made negotiable instruments within the mean-
19 ing of and for all the purposes of the uniform commercial code, subject
20 only to the provisions of the bonds for registration.

21 9. Neither the members of the authority nor any person executing its
22 bonds shall be liable personally on its bonds or be subject to any
23 personal liability or accountability by reason of the issuance thereof.

24 10. Subject to such agreements with bondholders as may then exist, the
25 authority shall have power out of any funds available therefor to
26 purchase bonds of the authority, which shall thereupon be cancelled, at
27 a price not exceeding (a) if the bonds are then redeemable, the redemp-
28 tion price then applicable plus accrued interest to the next interest
29 payment date; or (b) if the bonds are not then redeemable, the redemp-
30 tion price applicable on the first date after such purchase upon which
31 the bonds become subject to redemption plus accrued interest to the next
32 interest payment date. Bonds so purchased shall thereupon be cancelled.

33 § 2676-i. Remedies of bondholders. Subject to any resolution or resolu-
34 tions adopted pursuant to this title:

35 1. In the event that the authority shall default in the payment of
36 principal or of interest on any issue of bonds, after the same shall
37 become due, whether at maturity or upon call for redemption, and such
38 default shall continue for a period of thirty days, or in the event that
39 the authority shall fail or refuse to comply with the provisions of this
40 title or shall default in any agreement made with the holders of any
41 issue of bonds, the holders of twenty-five per centum in aggregate prin-
42 cipal amount of the bonds of such issue then outstanding, by instrument
43 or instruments filed in the office of the clerk of the county in which
44 the principal office of the authority is located and proved or acknowl-
45 edged in the same manner as a deed to be recorded, may appoint a trustee
46 to represent the holders of such bonds for the purpose provided under
47 this section.

48 2. Such trustee may, and upon written request of the holders of twen-
49 ty-five per centum in principal amount of such bonds outstanding shall,
50 in such trustee's own name:

51 (a) by action or proceeding in accordance with the civil practice law
52 and rules, enforce all rights of the bondholders, including the right to
53 require the authority to collect rents, rates, fees, and charges
54 adequate to carry out any agreement as to, or pledge of, such rents,
55 rates, fees, and charges and to require the authority to carry out any

1 other agreements with the holders of such bonds to perform its duties
2 under this title;

3 (b) bring an action or proceeding upon such bonds;

4 (c) by action or proceeding, require the authority to account as if it
5 were the trustee of an express trust for the holders of such bonds;

6 (d) by action or proceeding, enjoin any acts or things which may be
7 unlawful or in violation of the rights of the holders of such bonds; and

8 (e) declare all such bonds due and payable, and if all defaults shall
9 be made good, then with the consent of the holders of the twenty-five
10 per centum of the principal amount of such bonds then outstanding, to
11 annul such declaration and its consequences.

12 3. Such trustee shall in addition to the provisions of subdivisions
13 one and two of this section, have and possess all of the powers neces-
14 sary or appropriate for the exercise of any functions specifically set
15 forth under this section or incident to the general representation of
16 bond holders in the enforcement and protection of their rights.

17 4. The supreme court shall have jurisdiction of any action or proceed-
18 ing by the trustee on behalf of such bond holders. The venue of any such
19 action or proceeding shall be laid in the county.

20 5. Before declaring the principal of bonds due and payable the trustee
21 shall first give thirty days notice in writing to the authority.

22 6. (a) Any such trustee, whether or not the issue of bonds represented
23 by such trustee has been declared due and payable, shall be entitled as
24 of right to the appointment of any receiver of any part or parts of the
25 project, the revenues of which are pledged for the security of bonds of
26 such issue, and such receiver may enter and take possession of such part
27 or parts of the project and, subject to any pledge or agreement with the
28 holders of such bonds, shall take possession of all monies and other
29 property derived from such part or parts of the project and proceed with
30 any construction thereon or the acquisition of any property, real or
31 personal, in connection therewith that the authority is under obligation
32 to do, and operate, maintain, and reconstruct such part or parts of the
33 project and collect and receive all revenues thereafter arising there
34 from subject to any pledge or agreement with bond holders relating ther-
35 eto and perform the public duties and carry out the agreements and obli-
36 gations of the authority under the direction of the court.

37 (b) In any suit, action or proceeding by the trustee, the fees, coun-
38 cil fees, and expenses of the trustee and of the receiver, if any, shall
39 constitute taxable disbursements and all costs and disbursements allowed
40 by the court shall be a first charge on any revenues derived from the
41 project.

42 § 2676-j. State and county not liable on authority bonds. Neither the
43 state, the county, nor the city shall be liable on the bonds of the
44 authority and such bonds shall not be a debt of the state, the county or
45 the city, and such bonds shall contain on the face thereof a statement
46 to such effect.

47 § 2676-k. Monies of the authority. All monies of the authority from
48 whatever source derived shall be paid to the treasurer of the authority
49 and shall be deposited forthwith in a bank or banks designated by the
50 authority. The monies in such accounts shall be paid out on check of the
51 treasurer upon requisition by such person or persons as the authority
52 may authorize to make such requisitions. All deposits of such monies
53 shall be secured by obligations of the United States or of the state or
54 of any municipality of a market value equal at all times to the amount
55 on deposit, and all banks and trust companies shall be authorized to
56 give such security for such deposits. To the extent practicable,

1 consistent with the cash requirements of the authority, all such monies
2 shall be deposited in interest bearing accounts. The authority shall
3 have power, notwithstanding the provisions of this section, to contract
4 with the holders of any bonds as to the custody, collection, security,
5 investment and payment of any monies of the authority or any monies held
6 in trust or otherwise for the payment of bonds or any way to secure
7 bonds, and carry out any such contract notwithstanding that such
8 contract may be inconsistent with the provisions of this section. Monies
9 held in trust or otherwise for the payment of bonds or in any way to
10 secure bonds and deposits of such monies may be secured in the same
11 manner as monies of the authority and all banks and trust companies are
12 authorized to give such security for such deposits. Any monies of the
13 authority not required for immediate use or disbursement may, at the
14 discretion of the authority, be invested in those obligations specified
15 pursuant to the provision of section ninety-eight-a of the state finance
16 law. Subject to the provisions of any contract with bond holders and
17 with the approval of the state comptroller, the authority shall
18 prescribe a system of accounts.

19 § 2676-l. Bonds legal investment for fiduciaries. The bonds of the
20 authority are hereby made securities in which all public officers and
21 bodies of the state and all municipalities, all insurance companies and
22 associations and other persons carrying on an insurance business, all
23 banks, bankers, trust companies, savings banks and savings associations,
24 including savings and loan associations, building and loan associations,
25 investment companies and other persons carrying on a banking business,
26 and administrators, guardians, executors, trustees and other fiduciar-
27 ies, and all other persons whatsoever, who are upon the effective date
28 of this title, or thereafter, authorized to invest in bonds or other
29 obligations of the state may properly and legally invest funds including
30 capital in their control or belonging to them. Notwithstanding other
31 provisions of law, the bonds are also hereby made securities which may
32 be deposited with and may be received by all public officers and bodies
33 of the state and all municipalities for any purposes for which the
34 deposit of bonds or other obligations of this state is upon the effec-
35 tive date of this title, or thereafter authorized.

36 § 2676-m. Agreement with state. The state does hereby pledge to and
37 agree with the holders of any bonds issued by the authority pursuant to
38 this title and with those persons or public corporations who may enter
39 into contracts with the authority pursuant to the provisions of this
40 title that the state will not alter, limit or impair the rights hereby
41 vested in the authority to purchase, construct, own and operate, main-
42 tain, repair, improve, reconstruct, renovate, rehabilitate, enlarge,
43 increase and extend, or dispose of any project, or any part or parts
44 thereof for which bonds of the authority shall have been issued, to
45 establish and collect rates, rents, fees, and other charges referred to
46 in this title, to fulfill the terms of any contracts or agreements made
47 with or for the benefit of the holders of bonds or with any person or
48 public corporation with reference to such project or part thereof, or in
49 any way to impair the rights and remedies of the holders of bonds, until
50 the bonds, together with interest thereon, including interest on any
51 unpaid installments of interest, and all costs and expenses in
52 connection with any action or proceeding by or on behalf of the holders
53 of bonds, are fully met and discharged and such contracts are fully
54 performed on the part of the authority. The authority is authorized to
55 include this pledge and agreement of the state in any agreement with the
56 holders of bonds.

1 § 2676-n. Agreement with county. The county is authorized to pledge to
2 and agree with the holders of any bonds issued by the authority pursuant
3 to this title and with those persons or public corporations who may
4 enter into contracts with the authority pursuant to the provisions of
5 this title that the county will not alter, limit or impair the rights
6 hereby vested in the authority to purchase, construct, own and operate,
7 maintain, repair, improve, reconstruct, renovate, rehabilitate, enlarge,
8 increase and extend, or dispose of any project, or any part or parts
9 thereof, for which bonds of the authority shall have been issued, to
10 establish and collect rates, rents, fees and other charges referred to
11 in this title, to fulfill the terms of any agreements made with the
12 holders of the bonds or with any public corporation or person with
13 reference to such project or part thereof, or in any way impair the
14 rights and remedies of the holders of bonds, until the bonds, together
15 with interest thereon, including interest on any unpaid installments of
16 interest, and all cost and expenses in connection with any action or
17 proceeding by or on behalf of the holders of bonds, are fully met and
18 discharged and such contracts are fully performed on the part of the
19 authority.

20 § 2676-o. Exemption from taxes, assessments and certain fees. 1. The
21 authority shall not be required to pay any fees, taxes, special ad valo-
22 rem levies, or assessments, whether state or local, including but not
23 limited to fees, taxes, special ad valorem levies, or assessments on
24 real property, franchise taxes, sales taxes, or other excise taxes, upon
25 any property owned by it or under its jurisdiction, control or super-
26 vision, or upon the uses thereof, or upon its activities in the opera-
27 tion and maintenance of its facilities or any rentals, rates, charges,
28 fees, revenues, or other income received by the authority. Notwithstand-
29 ing the previous sentence, the authority shall be required to pay water
30 and pure water fees or charges as may be negotiated by any public corpo-
31 ration. The authority shall at all times be exempt from any filing,
32 mortgage recording, or transfer fees or taxes in relation to instruments
33 filed, recorded, or transferred by it or on its behalf. The
34 construction, use, occupation, or possession of any property owned by
35 the authority or the county, including improvements thereon, by any
36 person or public corporation under a lease, lease and sublease, or any
37 other agreement shall not operate to abrogate or limit the foregoing
38 exemption, notwithstanding that the lessee, user, occupant, or person in
39 possession shall claim ownership for federal income tax purposes.

40 2. Any bonds issued pursuant to this title together with the income
41 therefrom as well as the property of the authority shall at all times be
42 exempt from taxes, except for transfer and estate taxes. The state here-
43 by covenants with the purchasers and with all subsequent holders and
44 transferees of bonds issued by the authority pursuant to this title, in
45 consideration of the acceptance of and payment for the bonds, that the
46 bonds of the authority issued pursuant to this title and the income
47 therefrom and all revenues, monies, and other property pledged to secure
48 the payment of such bonds shall at all times be free from taxation,
49 except for transfer and estate taxes.

50 § 2676-p. Actions against authority. 1. Except in an action for wrong-
51 ful death, no action or special proceeding shall be prosecuted or main-
52 tained against the authority, its members, officers, or employees for
53 personal injury or damage to real or personal property alleged to have
54 been sustained by reason of the negligence, tort, or wrongful act of the
55 authority or of any member, officer, agent, or employee thereof, unless
56 (a) a notice of claim shall have been made and served upon the authority

1 within the time limit set by and in compliance with section fifty-e of
2 the general municipal law; (b) it shall appear by and as an allegation
3 in the complaint or moving papers that at least thirty days have elapsed
4 since the service of such notice and that adjustment or payment thereof
5 has been neglected or refused; (c) the action or special proceeding
6 shall be commenced within one year and ninety days after the happening
7 of the event upon which the claim is based; and (d) an action against
8 the authority for wrongful death shall be commenced in accordance with
9 the notice of claim and time limitation provisions of title eleven of
10 article nine of this chapter.

11 2. Whenever a notice of claim is served upon the authority, it shall
12 have the right to demand an examination of the claimant relative to the
13 occurrence and extent of the injuries or damages for which claim is
14 made, in accordance with the provisions of section fifty-h of the gener-
15 al municipal law.

16 3. The authority may require any person presenting for settlement an
17 account or claim for any cause whatever against the authority to be
18 sworn before a member, counsel, or an attorney, officer, or employee of
19 the authority designated for such purpose, concerning such account or
20 claim and, when so sworn, to answer orally as to any facts relative to
21 such account or claim. The authority shall have power to settle or
22 adjust all claims in favor of or against the authority.

23 4. Any action or proceeding to which the authority or the people of
24 the state may be parties, in which any question arises as to the validi-
25 ty of this title, shall be preferred over all other civil causes of
26 action or cases, except election causes of action or cases, in all
27 courts of the state and shall be heard and determined in preference to
28 all other civil business pending therein except election causes, irre-
29 spective of position on the calendar. The same preference shall be
30 granted upon application of the authority or its counsel in any action
31 or proceeding questioning the validity of this title in which the
32 authority may be allowed to intervene. The venue of any such action or
33 proceeding shall be laid in the supreme court of the county.

34 5. The rate of interest to be paid by the authority upon any judgment
35 for which it is liable, other than a judgment on its bonds, shall be the
36 rate prescribed by section five thousand four of the civil practice law
37 and rules. Interest on payments of principal or interest on any bonds in
38 default shall accrue at the rate borne by such bonds from the due date
39 thereof until paid or otherwise satisfied.

40 § 2676-q. Contracts. 1. All contracts for construction shall be let by
41 the authority in conformity with the applicable provisions of section
42 one hundred thirty-five of the state finance law and shall be let in
43 accordance with the provisions of state law pertaining to prevailing
44 wages, labor standards, and working hours.

45 2. The authority may, in its discretion, assign contracts for super-
46 vision and coordination to the successful bidder for any subdivision of
47 work for which the authority receives bids. The authority shall not
48 award any construction contract except to the lowest bidder who, in its
49 opinion, is qualified to perform the work required and who is responsi-
50 ble and reliable. The authority may, however, reject any or all bids or
51 waive any informality in a bid if it believes that the public interest
52 will be promoted thereby. The authority may reject any bid if, in its
53 judgment, the business and technical organization, plant, resources,
54 financial standing, or experience of the bidder justifies such rejection
55 in view of the work to be performed.

1 § 2676-r. Code of ethics. 1. Definition. As used in this section the
2 term "authority employee" shall mean any member, officer, or employee of
3 the authority.

4 2. Rule with respect to conflicts of interest. No authority employee
5 should have any interest, financial or otherwise, direct or indirect, or
6 engage in any business or transaction or professional activity, or incur
7 any obligation of any nature, which is in substantial conflict with the
8 proper discharge of such authority employee's duties in the public
9 interest.

10 3. Standards. (a) No authority employee shall accept other employment
11 which will impair such authority employee's independence of judgment in
12 the exercise of such authority employee's official duties.

13 (b) No authority employee shall accept employment or engage in any
14 business or professional activity which will require such authority
15 employee to disclose confidential information which such authority
16 employee has gained by reason of such authority employee's official
17 position or authority.

18 (c) No authority employee shall disclose confidential information
19 acquired by such authority employee in the course of such authority
20 employee's official duties nor use such information to further such
21 authority employee's personal interests.

22 (d) No authority employee shall use or attempt to use such authority
23 employee's official position to secure unwarranted privileges or
24 exemptions for such authority employee or others.

25 (e) No authority employee shall engage in any transaction as represen-
26 tative or agent of the authority with any business entity in which such
27 authority employee has a direct or indirect financial interest that
28 might reasonably tend to conflict with the proper discharge of such
29 authority employee's official duties.

30 (f) An authority employee shall not by such authority employee's
31 conduct give reasonable basis for the impression that any person can
32 improperly influence such authority employee or unduly enjoy such
33 authority employee's favor in the performance of such authority employ-
34 ee's official duties, or that such authority employee is affected by the
35 kinship, rank, position or influence of any party or person.

36 (g) An authority employee shall abstain from making personal invest-
37 ments in enterprises which such authority employee has reason to believe
38 may be directly involved in decisions to be made by such authority
39 employee or which will otherwise create substantial conflict between
40 such authority employee's duty in the public interest and such authority
41 employee's private interest.

42 (h) An authority employee shall endeavor to pursue a course of conduct
43 which will not raise suspicion among the public that such authority
44 employee is likely to be engaged in acts that are in violation of such
45 authority employee's trust.

46 (i) No authority employee employed on a full-time basis nor any firm
47 or association of which such authority employee is a member nor corpo-
48 ration a substantial portion of the stock of which is owned or
49 controlled directly or indirectly by such authority employee, should
50 sell goods or services to any person, firm, corporation or association
51 which is licensed or whose rates are fixed by the authority in which
52 such authority employee serves or is employed.

53 (j) If any authority employee shall have a financial interest, direct
54 or indirect, having a value of ten thousand dollars or more in any
55 activity which is subject to the jurisdiction of a regulatory agency,
56 such authority employee shall file with the secretary of state a written

1 statement that such authority employee has such a financial interest in
2 such activity which statement shall be open to public inspection.

3 4. Violations. In addition to any penalty contained in any other
4 provision of law any such authority employee who shall knowingly and
5 intentionally violate any of the provisions of this section may be
6 fined, suspended, or removed from office or employment.

7 § 2676-s. Agreements relating to payment in lieu of taxes. 1. In order
8 to assure that municipalities shall not suffer undue loss of taxes or
9 assessments in the event that the authority acquires any facility from
10 the county, any person paying real property taxes or assessments as of
11 the date of the transfer of title from the county to the authority on
12 any property located within any such facility shall make payments in
13 lieu of taxes in an amount equal to the sums which would ordinarily be
14 imposed as taxes by any municipality in which such property is located,
15 pursuant to the prevailing method of determining taxes and assessments.

16 2. Subject to any agreement with bond holders, the authority may, with
17 the approval of the county, but shall not be required to, enter into
18 agreements with any municipality of the state to pay annual sums in lieu
19 of taxes to any such municipality in respect of any real property which
20 is owned by the authority is located in such municipality and is used
21 for public purposes. For the purposes of this section, such public
22 purposes shall include without limitation athletic facilities, educa-
23 tional facilities, performing arts facilities, or residential facili-
24 ties.

25 3. (a) In the event that any real property owned by the authority is
26 used by the authority or a lessee thereof for purposes other than public
27 purposes, the authority, or lessee thereof, as the case may be, may,
28 with the approval of the county, enter into agreements with any munici-
29 pality of the state to pay annual sums in lieu of taxes in respect of
30 such real property located in such municipality. For the purposes of
31 this section, such purposes other than public purposes shall include
32 without limitation, athletic facilities, educational facilities,
33 performing arts facilities, residential facilities, or office buildings
34 to the extent not used by the authority or any other public corporation
35 for its own corporate purposes, and such other buildings and improve-
36 ments as determined by the authority to be not exclusively for public
37 purposes.

38 (b) The authority shall determine (i) the amount of such annual
39 payments in lieu of taxes; (ii) whether the use of such property is for
40 purposes other than public purposes; and (iii) the extent to which such
41 property is used for purposes other than public purposes. In making such
42 determinations the authority shall take into consideration the recommen-
43 dations, if any, of the county.

44 § 2676-t. Audit and annual report. In conformity with the provisions
45 of section five of article ten of the state constitution, the accounts
46 of the authority shall be subject to the supervision of the state comp-
47 troller and an annual audit shall be performed by an independent certi-
48 fied accountant. The authority shall annually submit to the county comp-
49 troller, county legislature, county executive, governor, the state
50 comptroller, the chairperson of the senate finance committee, and the
51 chairperson of the assembly ways and means committee a detailed report
52 pursuant to the provisions of section twenty-eight hundred of this chap-
53 ter, and a copy of such report shall be filed with the clerk of the
54 county legislature and the county executive.

55 § 2676-u. Limited liability. Neither members, officers, or employees
56 of the authority, nor any municipality, or an officer or employee there-

1 of acting on behalf of the authority, shall be subject to any personal
2 liability resulting from the construction, maintenance, or operation of
3 any of the properties of the authority or from carrying out any of the
4 powers expressly given in this title provided, however, that this
5 section shall not be held to apply to any independent contractor.

6 § 2676-v. Transfer of applications, proceedings, approvals, and
7 permits. 1. Any application, review or process in relation to or in
8 furtherance of the purposes of or contemplated by this title heretofore
9 filed or undertaken, or any proceeding heretofore commenced or any
10 determination, finding or award made, by the county or by the county
11 with the federal government, or any other public corporation shall inure
12 to and for the benefit of the authority to the same extent and in the
13 same manner as if the authority has been a party to such application,
14 review, process, or proceeding from its inception, and the authority
15 shall be deemed a party thereto, to the extent not prohibited by any
16 federal law. Any license, approval, permit, determination, finding,
17 award, or decision heretofore or thereafter issued or granted pursuant
18 to or as a result of any such application, review, process or proceeding
19 shall inure to the benefit of and be binding upon the authority and
20 shall be assigned and transferred by the county to the authority unless
21 such assignment and transfer is prohibited by federal law.

22 2. All such applications, proceedings, licenses, approvals, permits,
23 determinations, findings, awards, and decisions shall further inure to
24 and for the benefit of and be binding upon any person leasing, acquir-
25 ing, financing, constructing, maintaining, operating, using, or occupy-
26 ing any facility financed in whole or in part by the authority.

27 § 2676-w. Separability. If any clause, sentence, paragraph, section,
28 or part of this title shall be adjudged by any court of competent juris-
29 isdiction to be invalid, such judgment shall not affect, impair or invali-
30 date the remainder thereof, but shall be confined in its operation to
31 the clause, sentence, paragraph, section, or part thereof involved in
32 the controversy in which such judgment shall have been rendered.

33 § 2676-x. Effect of inconsistent provisions. In so far as the
34 provisions of this title are inconsistent with the provisions of any
35 other act, general or special, or of the county charter or any local
36 law, charter, ordinance or resolution of the county or another munici-
37 pality, the provisions of this title shall be controlling. Nothing
38 contained in this section shall be held to supplement or otherwise
39 expand the powers or duties of the authority otherwise set forth in this
40 title. Except as specifically provided for in this title, in the
41 performance of any of its functions, powers and duties, the authority
42 shall be subject to all applicable general or special laws of the state,
43 the county charter, and any local law, ordinance or resolution of the
44 county.

45 § 2. This act shall take effect immediately.

Memo Text Not Found for Bill S9569A

**RESOLUTION 2024-09-01
OF THE
ALBANY COUNTY PINE HILLS LAND AUTHORITY**

WHEREAS, the Albany County Pine Hills Land Authority (“Authority”) was established pursuant to Title 28-C of the Public Authorities Law as set out in Chapter 168 of the Laws of 2024 of the State of New York (“Enabling Legislation”);

WHEREAS, Section 2676-f(4) of the Enabling Legislation provides that the Authority “shall have the power [t]o make and alter By-laws for its organization and management, and, subject to agreements with its bondholders, to make and alter rules and regulations governing the exercise of its powers and the fulfillment of its purposes under this title”;

NOW, THEREFORE BE IT RESOLVED, the By-laws of the Authority attached hereto are hereby approved and adopted.

Dated: September 12, 2024

Secretary

Motion made by:

Seconded by:

Vote:

ALBANY COUNTY PINE HILLS LAND AUTHORITY

By-Laws

Pursuant to the authority contained in Section 2676-f(4) of Title 28-C of Article 8 of the Public Authorities Law as set out in Chapter 168 of the Laws of 2024 of the State of New York, the Albany County Pine Hills Land Authority hereby approves the following by-laws for the regulation of its activities.

ARTICLE I NAME; SEAL

Section 1. Name. The name of the Authority shall be the “Albany County Pine Hills Land Authority”.

Section 2. Seal. The corporate seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization. The corporate seal of the Authority may be used by causing it to be impressed directly upon an instrument of writing, upon adhesive substance affixed thereto or by facsimile, whether engraved, printed, stamped or reproduced by photographic process.

Section 3. Office of the Authority. The offices of the Authority shall be located within Albany County as such location as designated by the Members. The initial office location for the Authority shall be at the offices of the Advance Albany County Alliance Local Development Corporation, Albany, New York.

Section 4. Execution of Instruments. Except as otherwise provided in these by-laws, instruments and documents of the Authority may be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Authority may designate by resolution.

ARTICLE II PURPOSES AND POWERS

Section 1. Purposes. The purposes of the Authority shall be those enumerated in Title 28-C of Article 8 of the Public Authorities Law as set out in Chapter 168 of the Laws of 2024 of the State of New York (“Act”).

Section 2. Powers. The general and special powers of the Authority shall be those enumerated in the Act.

ARTICLE III MEMBERS; OFFICERS OF THE BOARD; BOARD COMMITTEES

Section 1. Appointment of Members; Qualifications Thereof.

(A) Pursuant to Act, the Authority shall consist of seven members who shall be

residents of the county of Albany (“Members” or individually, “Member”). Such Members shall be appointed in the following manner: four shall be appointed by the Albany County Executive, two shall be appointed by the Chairperson of the Albany County Legislature, and one shall be appointed by the Mayor of the City of Albany. Of the Members of the Authority initially appointed by the County Executive, two shall serve for a term ending December thirty-first, two thousand twenty-eight and two shall serve for a term ending December thirty-first, two thousand twenty-nine. Of the Members of the Authority initially appointed by the Chairperson of the County Legislature, one shall serve for a term ending December thirty-first, two thousand twenty-eight and one shall serve for a term ending December thirty-first, two thousand twenty-nine. The Member of the Authority initially appointed by the Mayor of the City of Albany shall serve for a term ending December thirty-first, two thousand twenty-eight. Thereafter, each Member of the Authority shall serve a term of four years.

The Members of the Authority, once appointed, shall designate one of the seven Members of the Authority to serve as the Chairperson of the Authority.

The Authority may provide for such officers as may be determined necessary and except for “Officers of the Board” as specified in Section 3 of this Article III, such officers need not be Members of the Authority.

(B) All Members of the Authority shall continue to hold office until their successors are appointed and qualify. Vacancies of Members of the Authority shall be filled in the same manner provided for original appointment. Such vacancies shall be filled for the unexpired terms. Members of the Authority may be removed from office for the same reasons and in the same manner as may be provided by law for the removal of officers of Albany County.

(C) Notwithstanding any inconsistent provision of any general, special or local law, ordinance, resolution or charter, no officer, member, or employee of the state or of any public corporation shall forfeit such officer's, member's, or employee's office or employment by reason of such officers', member's, or employee's acceptance of appointment as a Member, officer, or employee of the Authority, nor shall service as such member, officer, or employee be deemed incompatible or in conflict with such office, membership, or employment.

(D) Notwithstanding any inconsistent provision of any general, special or local law, ordinance, resolution, or charter, no officer, member, elected official or employee of Albany County or the City of Albany shall be eligible to serve as a Member of the Authority.

(E) All Members of the Authority shall comply with the Albany County Code of Ethics and complete all disclosure forms required by such Code of Ethics.

(F) Except for Members who serve as Members by virtue of holding a civil office of the State, the majority of the remaining Members shall be “Independent Members”.

(G) The term “Independent Member” means a Member who: (1) is not, and in the past two years has not been, employed by the Authority (or an “Affiliate” of the Authority) in an executive capacity; (2) 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 Authority or received any other form of financial assistance valued at more than \$15,000 from the Authority; (3) is not a relative of an executive officer or employee in an executive position of the Authority (or an “Affiliate” of the Authority); and (4) 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 Authority (or an “Affiliate” of the Authority). For purposes of these by-laws, the term “Affiliate” means a corporate body having substantially the same ownership or control as the Authority.

Section 2. Responsibilities of Members; Training Requirement.

(A) The Members of the Authority constitute the governing body of the Authority (the “Board”), and shall have and shall responsibly exercise all of the powers prescribed by the Act and other applicable law, including but not limited to Chapter 766 of the 2005 Laws of the State of New York (the “PAAA”).

(B) The Board shall appoint a Chief Executive Officer and a Chief Financial Officer of the Authority, neither of whom shall be a Member of the Authority. Both the Chief Executive Officer and the Chief Financial Officer shall serve at the pleasure of the Board.

(C) The Members of the Authority shall: (1) execute direct oversight of the Chief Executive Officer of the Authority and other senior management of the Authority in the effective and ethical management of the Authority; and (2) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority.

(D) The Board shall not, directly or indirectly, including through a subsidiary, extend or maintain credit or arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any officer, Member or employee (or equivalent thereof) of the Authority.

(E) Pursuant to the Section 2676-c(5) of the Act, all Members of the Authority shall file annual financial disclosure statements with the Albany County Board of Ethics.

(F) Pursuant to Section 2824 of the Public Authorities Law, Members of the Authority shall participate in state approved training regarding their legal, fiduciary, financial and ethical responsibilities within one year of appointment. Existing Members shall participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Authority.

Section 3. Officers of the Board.

(A) Each officer of the Board must be a Member of the Authority. All officers of the Board (except for those appointed at the organizational meeting of the Authority) shall be appointed at the annual meeting of the Board from among the Members. All officers of the Board

shall remain in office for one year. Any two or more offices of the Board, except the offices of Chairperson and Secretary, may be held by the same person.

(B) The officers of the Board shall be a Chairperson, a Vice Chairperson, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, and such other officers of the Board as the Members, in their discretion may determine and elect.

(C) The officers of the Board shall perform the duties and functions specified in these by-laws and such other duties and functions as may from time to time be authorized by resolution of the Members of the Authority or required to effect the statutory purposes of the Authority.

(D) All officers of the Board shall continue to hold office until their successors are appointed and qualify. Should any office of the Board become vacant, the Authority shall appoint a successor from among its Members at the next regular meeting, and such appointment shall be for the unexpired term of said office.

Section 4. Chairperson.

(A) The Chairperson of the Authority shall preside at all meetings of the Members of the Authority.

(B) Except as otherwise authorized by resolution of the Members of the Authority, the Chairperson shall execute all instruments and documents of the Authority, including all instruments of indebtedness. The Chairperson shall have the authority, at all times, to execute, on behalf of the Authority, instruments and documents of a ministerial or procedural nature which the Chairperson deems expedient in order to further the statutory purposes of the Authority, provided the execution of such instruments and documents does not contravene any provision of these by-laws or any resolution of the Board.

(C) Except as otherwise authorized by resolution of the Board, all checks for the payment of money of the Authority shall be signed by the Treasurer of the Authority and countersigned by the Chairperson of the Authority.

Section 5. Vice Chairperson. The Vice Chairperson of the Authority shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Board shall appoint a new Chairperson.

Section 6. Secretary.

(A) The Secretary of the Authority shall keep the records of the Board, shall act as secretary at the meetings of the Board and record all votes of the Board, shall keep a record of the proceedings of the Board in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to the office of Secretary.

(B) The Secretary of the Authority shall keep in safe custody the corporate seal of the Authority and shall have the power to affix such corporate seal to all instruments and documents authorized to be executed by the Authority. When a facsimile corporate seal is authorized to be used, the Secretary of the Authority shall have the power to approve the manner and fashion of such facsimile and authorize such minor variations as are expedient to implement the process by which such facsimile is created.

Section 7. Assistant Secretary. The Assistant Secretary of the Authority 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 Board shall appoint a new Secretary.

Section 8. Treasurer. Except as otherwise authorized by resolution of the Board, the Treasurer of the Authority shall sign all checks for the payment of money of the Authority; and shall pay out and disburse such moneys under the direction of the Board. Except as otherwise authorized by resolution of the Board, all such checks shall be countersigned by the Chairperson of the Authority.

Section 9. Assistant Treasurer. The Assistant Treasurer of the Authority shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer; and in the 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 Board shall appoint a new Treasurer.

Section 10. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by the by-laws of the Agency, or by the rules and regulations of the Agency.

Section 11. Removal, Resignation, Salary, etc. Any officer elected or appointed by the Agency may be removed by the Agency with or without cause. In the event of the death, resignation or removal of an officer, the Agency in its discretion may elect a successor to fill the unexpired term at the next regular meeting of the Agency. All officers who are Members of the Agency shall serve without compensation.

Section 12. Committees. The members of all committees shall be appointed by the Board. The Chairperson of the Authority shall appoint the Chair of each committee from among the Board appointed committee members. The Chairperson of the Authority 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 committees of the Authority shall include an Audit Committee, Finance Committee and Governance Committee. Each of these committees shall be comprised of not less than three Independent Members. Other committees may be created as determined by the Members.

The Members shall adopt a charter for each committee to identify the composition, purpose, function, procedures, and other requirements relevant to each committee.

Section 13. Bonding of Officers. The Chairperson, Treasurer, and such other officers as the Members 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 Authority and the premiums thereof shall be paid by the Authority.

ARTICLE IV MEETINGS OF THE BOARD

Section 1. Annual Meeting. The annual meeting of the Authority shall be held on the second Wednesday of January, at 8:30 a.m. at the regular meeting place of the Authority, or at such other time and place as from time to time may be determined by the Chairperson. In the event such day shall fall on a legal holiday, the annual meeting shall be held on the next succeeding day that is not a legal holiday.

Section 2. Regular Meetings. Regular meetings of the Authority shall be held on the second Wednesday of every month at 5:30 p.m. at the regular meeting place of the Authority, or at such other time and place as from time to time may be determined by the Chairperson.

Section 3. Special Meetings. The Chairperson of the Authority may, when the Chairperson deems it desirable, and the Chairperson or the Secretary shall, upon the written request of any two Members of the Authority, call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each Member of the Authority, mailed to the business or home address of each Member of the Authority or delivered by telephone to each Member of the Authority at least two days prior to the date of such special meeting. Waivers of notice may be signed by any Members failing to receive proper notice, and attendance at any such meeting by a Member shall constitute waiver of notice by such Member. At such special meeting, no business shall be considered other than as designated in the call, but if all the Members of the Authority are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 4. Quorum. At all meetings of the Board, a majority of the Members of the Authority shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

Section 5. Resolutions. Whenever practicable, resolutions shall be in writing and/or documented in the minutes of Board meetings. A written copy of the resolutions adopted by the Board shall be included within or attached to a journal of the proceedings of the Board.

Section 6. Voting.

(A) The voting on all questions coming before the Authority shall be by roll call, and the yeas and nays shall be entered on the minutes of such meeting, except in the case of appointments when the vote may be by ballot.

(B) All resolutions of the Authority shall be passed by four Members of the Authority. In order to vote on a resolution, a Member of the Authority must be present at a meeting

of the Board either in person or via videoconference.

Section 7. Order of Business. The order of business at regular meetings shall be:

- (a) Roll call. Determination of quorum.
- (b) Reading of minutes from preceding meeting.
- (c) Approval of the minutes of previous meeting.
- (d) Reports of Committees.
- (e) Communications.
- (f) Unfinished business.
- (g) New Business.
- (h) Adjournment.

ARTICLE V EXECUTIVE OFFICERS AND EMPLOYEES

Section 1. Chief Executive Officer.

(A) The Chief Executive Officer shall be appointed by, shall serve at the pleasure of, the Board.

(B) The Chief Executive Officer shall have general supervision over the administration of the business and affairs of the Authority, subject to the direction of the Board. Whenever possible, the Chief Executive Officer shall attend each meeting of the Board, and shall submit such recommendations and information to the Board as the Chief Executive Officer may consider proper concerning the business, affairs and policies of the Authority.

(C) The Chief Executive Officer shall be charged with the management of all personnel and projects of the Authority.

(D) The Chief Executive Officer shall also serve as the Contracting Officer of the Authority, and, as such, be responsible for (1) the disposition of property of the Authority, and (2) the Authority's compliance with the Authority's property use and disposition guidelines.

(E) Every annual financial report of the Authority must be certified in writing by the Chief Executive Officer that based on the Chief Executive Officer's knowledge (1) the information provided therein is accurate, correct and does not contain any untrue statement of material fact; (2) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which such statements are made; and (3) fairly presents in all material respects the financial condition and results of operations of the Authority as of, and for, the periods presented in the financial statements.

Section 2. Chief Financial Officer.

(A) The Chief Financial Officer shall be appointed by, and serve at the pleasure of, the Board. The Chief Financial Officer shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the

Board may select or, if the Board have not so selected a bank or banks, which the Chief Financial Officer selects.

(B) The Chief Financial Officer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Audit and/or Finance Committee at each regular meeting thereof an account of such transactions and also of the financial condition of the Authority.

(C) The Chief Financial Officer shall give such bond for the faithful performance of his duties as the Authority may determine.

(D) Every annual financial report of the Authority must be certified in writing by the Chief Financial Officer that based on the Chief Financial Officer's knowledge (1) the information provided therein is accurate, correct and does not contain any untrue statement of material fact; (2) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which such statements are made; and (3) fairly presents in all material respects the financial condition and results of operations of the Authority as of, and for, the periods presented in the financial statements.

Section 3. Additional Executive Officers, Employees & Personnel. The Authority may from time to time point and/or employ such other Executive Officers (e.g. Senior Vice President, Vice President, or other titles), employees and personnel as it deems necessary to exercise its statutory powers, duties and functions. The selection and compensation of all personnel shall be determined by the Authority. The Authority shall have the power to appoint Authority Counsel, Bond Counsel or other Counsel (collectively, "Counsel"). Private consultants for professional and technical assistance and advice may be employed by the Authority as required.

Section 4. Financial Disclosure. Officers and employees of the Authority shall file annual financial disclosure statements with the Albany County Board of Ethics as required by County law.

ARTICLE VI INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification. Each Member and officer of the Authority, whether or not then in office, and any person whose testator or intestate was such a Member or officer, shall be indemnified by the Authority for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Section 18 of the Public Officers Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Authority shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a Member or officer only if such action or proceeding (or part thereof) was authorized by the Board.

Section 2. Advancement of Expenses.

(A) Expenses incurred by a Member or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VI may be paid by the Authority in advance of the final disposition of such action or proceeding upon (1) the receipt of an undertaking by or on behalf of such Member or officer to repay such advancement in case such Member or officer is ultimately found not to be entitled to indemnification as authorized by this Article VI and (2) approval by the Board.

(B) To the extent permitted by law, the Board shall not be required to find that the Member or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Authority makes any advance payment of expenses hereunder.

Section 3. Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VI (A) shall be available with respect to events occurring prior to the adoption of this Article VI, (B) shall continue to exist after any rescission or restrictive amendment of this Article VI with respect to events occurring prior to such rescission or amendment, (C) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Member or officer (or, if applicable, at the sole discretion of the testator or intestate of such Member or officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (D) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Authority and the Member or officer for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article V shall not be deemed exclusive of any other rights to which any Member or officer of the Authority or other person may now or hereafter be otherwise entitled, whether contained in these by-laws, a resolution of the Board or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VI shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Member or officer of the Authority or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Authority or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article VI or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VI shall remain fully enforceable. Any payments made pursuant to this Article VI shall be made only out of funds legally available therefor.

ARTICLE VII AMENDMENTS

Section 1. Amendments to By-Laws. The by-laws of the Authority may be amended

by Board resolution.

ARTICLE VIII
MISCELLANEOUS

Section 1. Interpretation. In these By-Laws, words of masculine gender shall mean and include correlative words of the feminine and neuter genders, and words importing the singular number shall mean and include the plural number and vice versa.

**RESOLUTION 2024-09-02
OF THE
ALBANY COUNTY PINE HILLS LAND AUTHORITY**

WHEREAS, the Albany County Pine Hills Land Authority (“Authority”) was established pursuant to Title 28-C of the Public Authorities Law as set out in Chapter 168 of the Laws of 2024 of the State of New York (“Enabling Legislation”);

WHEREAS, pursuant to Section 2676-c(1) of the Enabling Legislation and Article III of the Authority’s Bylaws, the following Authority Members were nominated to serve in the below Officer positions for the Authority during the Authority’s Organization Meeting on September 12, 2024:

- CHAIRPERSON _____
- VICE CHAIRPERSON _____
- SECRETARY _____
- TREASURER _____
- ASSISTANT SECRETARY _____
- ASSISTANT TREASURER _____

WHEREAS, during such Organizational Meeting, elections were conducted by Authority Members for each Officer position (with each Member abstaining from voting for themselves) to the positions for which they were nominated;

NOW THEREFORE, IT IS RESOLVED that the Authority recognizes the above Officers have been duly elected to serve in the Officer positions for the Authority as enumerated below adjacent to their names:

- CHAIRMAN _____
- VICE CHAIRMAN _____
- SECRETARY _____
- TREASURER _____
- ASSISTANT SECRETARY _____
- ASSISTANT TREASURER _____

Dated: September 12, 2024

Secretary

Motion made by:

Seconded by:

Vote:

**RESOLUTION 2024-09-03
OF THE
ALBANY COUNTY PINE HILLS LAND AUTHORITY**

WHEREAS, the Albany County Pine Hills Land Authority (“Authority”) was established pursuant to Title 28-C of the Public Authorities Law as set out in Chapter 168 of the Laws of 2024 of the State of New York (“Enabling Legislation”);

WHEREAS, pursuant to Section 2676-c(1) of the Enabling Legislation and Article III of the Authority’s Bylaws, the Authority shall appoint a Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”); and

WHEREAS, pursuant to Articles III and V of the Authority’s Bylaws, the CEO serves at the pleasure of the Board and the duties of the CEO shall include, but are not limited to: the CEO shall (i) have the general supervision over the administration of business and affairs of the Authority, subject to direction from the Board, and (ii) be charged with the management of all personnel and projects of the Authority; and

WHEREAS, pursuant to Articles III and V of the Authority’s Bylaws, the CFO shall serve at the pleasure of the Board and the duties of the CFO include, but are not limited to: the CFO shall (i) have the care and custody of all funds of the Authority and deposit the same in the such banks as the Board may direct, and (ii) keep regular books of accounts showing receipts and expenditures, and shall render to the Audit and/or Finance Committee at each regular meeting an account of such transactions and the financial condition of the Authority; and

NOW THEREFORE, IT IS RESOLVED that the Authority appoints the following individuals to serve as the Authority CEO and CFO as indicated below:

Chief Executive Officer
Chief Financial Officer

Kevin O’Connor
Amy Thompson

Dated: September 12, 2024

Secretary

Motion made by:

Seconded by:

Vote:

**RESOLUTION 2024-09-04
OF THE
ALBANY COUNTY PINE HILLS LAND AUTHORITY**

WHEREAS, the Albany County Pine Hills Land Authority (“Authority”) was established pursuant to Title 28-C of the Public Authorities Law as set out in Chapter 168 of the Laws of 2024 of the State of New York (“Enabling Legislation”);

WHEREAS, the Authority is a "local authority" as defined within the Public Authorities Law ("PAL") of the State of New York; and

WHEREAS, pursuant to and in accordance with the Enabling Legislation, PAL and other relevant legal requirements (collectively, the “Legal Requirements”), the Authority is required to approve and adopt certain policies and procedures governing its governance and operations; and

WHEREAS, pursuant to, and in accordance with the Legal Requirements, the Authority has developed the following policies (collectively, the “Policies”):

- a. Code of Ethics Policy;
- b. Conflict of Interest Policy;
- c. Investment Policy;
- d. Procurement Policy;
- e. Real Property Acquisition Policy;
- f. Property Disposition Policy;
- g. Whistleblower Policy;
- h. Compensation Policy;
- i. Policy for Travel of Authority Members;
- j. Indemnification of Members, Officers and Trustees Policy;
- k. Audit Committee Charter;
- l. Finance Committee Charter;
- m. Governance Committee Charter; and
- n. Records Access Policy.

NOW, THEREFORE BE IT RESOLVED, that the Polices are approved and adopted by the Authority.

Dated: September 12, 2024

Secretary

Motion made by:

Seconded by:

Vote:

CODE OF ETHICS POLICY

1. Generally. This Code of Ethics Policy (“Policy”) applies to Members, officers and employees of Albany County Pine Hills Land Authority (the “Authority”). The purpose of this Policy is to promote honest and ethical conduct and compliance with the law.
2. Definition. As used in this section the term “authority employee” shall mean any Member, officer, or employee of the authority.
3. Rule with respect to conflicts of interest. No authority 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 substantial conflict with the proper discharge of such authority employee’s duties in the public interest.
4. Standards.
 - (a) No authority employee shall accept other employment which will impair such authority employee’s independence of judgment in the exercise of such authority employee’s official duties.
 - (b) No authority employee shall accept employment or engage in any business or professional activity which will require such authority employee to disclose confidential information which such authority employee has gained by reason of such authority employee’s official position or authority.
 - (c) No authority employee shall disclose confidential information acquired by such authority employee in the course of such authority employee’s official duties nor use such information to further such authority employee’s personal interests.
 - (d) No authority employee shall use or attempt to use such authority employee’s official position to secure unwarranted privileges or exemptions for such authority employee or others.
 - (e) No authority employee shall engage in any transaction as representative or agent of the authority with any business entity in which such authority employee has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of such authority employee’s official duties.
 - (f) An authority employee shall not by such authority employee’s conduct give reasonable basis for the impression that any person can improperly influence such authority employee or unduly enjoy such authority employee’s favor in the performance of such authority employee’s official duties, or that such authority employee is affected by the kinship, rank, position or influence of any party or person.
 - (g) An authority employee shall abstain from making personal investments in enterprises which such authority employee has reason to believe may be directly involved in decisions to be made by such authority employee or which will otherwise create substantial conflict between such authority employee’s duty in the public interest and such authority employee’s private interest.
 - (h) An authority employee shall endeavor to pursue a course of conduct which will not raise suspicion among the public that such authority employee is likely to be engaged in acts that are in violation of such authority employee’s trust.
 - (i) No authority employee employed on a full-time basis nor any firm or association of which

such authority employee is a member nor corporation a substantial portion of the stock of which is owned or controlled directly or indirectly by such authority employee, should sell goods or services to any person, firm, corporation or association which is licensed or whose rates are fixed by the authority in which such authority employee serves or is employed.

- (j) If any authority 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 jurisdiction of a regulatory agency, such authority employee shall file with the secretary of state a written statement that such authority employee has such a financial interest in such activity which statement shall be open to public inspection.

- 5. Albany County Code of Ethics. In addition to the standards contained in this Policy, and pursuant to the Section 2676-c of the Authority's Enabling Legislation, Members of the Authority shall also be required to comply with the Albany County Code of Ethics (attached hereto as Exhibit A). Pursuant to Exhibit A, Authority Members shall complete/file Annual Financial Disclosure Forms with the Albany County Ethics Commission on or before May 15th of each year (an extension may be requested). The Financial Disclosure Forms (and related instructions) can be found on the website of the Albany County Ethics Commission.
- 6. Violations. In addition to any penalty contained in any other provision of law any such Member or employee who shall knowingly and intentionally violate any of the provisions of this Policy may be fined, suspended or removed from office or employment in the manner provided by law.

ALBANY COUNTY CODE OF ETHICS

LOCAL LAW NO. 8 FOR 2011

**A LOCAL LAW OF THE COUNTY OF ALBANY, NEW YORK
ESTABLISHING A NEW CODE OF ETHICS AND FINANCIAL
DISCLOSURE LAW FOR OFFICIALS AND EMPLOYEES OF ALBANY
COUNTY GOVERNMENT**

Introduced: 2/11/08

By Messrs. Horstmyer, Nichols, Higgins, Mss. Maffia-Tobler, McKnight, Messrs. Clay, Clenahan, Steck, Aylward, Bullock, Timmins, Mayo, Domalewicz, Commisso, Beston, Joyce, Gordon, Reilly, Ms. Connolly, Messrs. Ethier, Infante, McCoy, Morse, Ward, Ms. Benedict, Messrs. Carman, Clouse, Hoblock, Ms. Lockart, Messrs. Mendick, Tunny and Zeilman:

BE IT ENACTED BY THE LEGISLATURE OF THE COUNTY OF ALBANY AS
FOLLOWS:

SECTION 1. Title.

This local law shall be known and may be cited as the "Code of Ethics and Financial Disclosure Law of the County of Albany."

SECTION 2. Repeal of Existing County Ethics Laws.

Local Law No. 8 for 1992 is hereby repealed and replaced by this local law.

SECTION 3. Purpose.

The purposes of this local law are:

- (a) To establish high standards of ethical conduct for officers and employees of the County;
- (b) To afford officers and employees of the County clear guidance on such standards;
- (c) To promote the integrity of the governance and administration of the County and its agencies and administrative offices, and public confidence in the same, by requiring members, officials and employees of the County, whether elected or appointed, paid or unpaid, to be independent, impartial

- and free from conflicts of interest in fulfilling their public responsibilities;
- (d) To facilitate consideration of potential ethical problems before they arise, minimize unwarranted suspicion, and enhance the accountability of government to the people by requiring public disclosure of financial interests that may influence or be perceived to influence the actions of County officers and employees; and
 - (e) To provide for the fair and effective administration of this local law.

SECTION 4. Definitions.

Unless otherwise stated or unless the context otherwise requires, when used in this local law:

1. “Ability to influence”, as used in this local law, shall mean that a County officer or employee has the power or duty to individually, or as a member of the County Legislature or a board of the County:
 - (a) negotiate, draft, authorize or approve a contract or agreement as between the County and a person engaged in business dealings with the County;
 - (b) authorize or approve payment to a person engaged in business dealings with the County under such contract or agreement with the County;
 - (c) audit bills or claims under such contract or agreement with the County; or
 - (d) appoint an officer or employee who has any of the powers or duties set forth above.
2. “Allowable gift value growth factor” shall mean the sum of one plus the inflation factor.
3. “Appear” and “appear before” shall mean communicating in any form, including, without limitation, personally, through another person, by letter, by telephone, or by electronic correspondence.
4. “Business” shall mean a commercial enterprise carried on for profit.
5. “Business dealings with the County” shall mean any transaction with the County involving the sale, purchase, rental, disposition or exchange of any goods, services, or property, any license, permit, grant or benefit, and any performance of or litigation with respect to any of the foregoing, but shall not include any ministerial act.
6. “Business relationship” shall mean a contract or agreement with another person whereby one party to the dealing would receive services or goods in exchange for the payment from the other of a sum, fee, charge, or commission.
7. “Candidate” shall mean any person who, in an attempt to hold an elective position in the County Legislature or one of the Countywide elective offices set forth in Article 8 of the County Law: a) receives the nomination of a

political party, b) files a designating petition for nomination at a primary election, c) seeks independent nomination and who obtains the requisite number of signatures on an independent nominating petition as required by Election Law section 6-142(2), or d) receives the designation of a committee to fill vacancies pursuant to Election Law sections 6-148 and 6-152. The terms “party”, “designation”, “primary election”, “nomination” and “independent nomination” as used in this Local Law shall have the same meanings as those contained in New York Election Law section 1-104 and New York Election Law section 6-140.

8. “Confidential Information” shall mean any data acquired through the course of employment or public office with the County of Albany that is protected from disclosure by law.
9. “Corporation” shall include an artificial person or being, endowed by law with the capacity of perpetual succession, and shall include corporations organized as public, private, charitable, civil, domestic, foreign, close, open, municipal and not-for-profit institutions.
10. “County” means the County of Albany but shall not include the County Court.
11. “County officer or employee” shall mean any officer or employee of the County whether paid or unpaid, and includes, without limitation, all members of any office, board, body, advisory board, council, commission, agency, department, district, administration, division, bureau, or committee of the County. “County officer or employee” shall not include:
 - (i) A judge, justice, officer, or employee of the unified court system; or
 - (ii) A member of an advisory board of the County if, but only if, the advisory board has no authority to implement its recommendations or to act on behalf of the County, or to restrict the authority of the County to act. No entity established pursuant to the General Municipal Law of the State of New York shall be deemed an advisory board for purposes of this paragraph.
12. “Customer or client” shall mean (a) any person or entity to which a County officer or employee has supplied goods or services during the previous twenty-four (24) months, having, in the aggregate, a value greater than one-thousand two-hundred fifty dollars (\$1,250), or (b) any person or entity to which the outside employer or business of a County officer or employee has supplied goods or services during the previous twenty-four (24) months, having, in the aggregate, a value greater than one-thousand two-hundred fifty dollars (\$1,250), but only if the County officer or employee knows or has reason to know that his or her outside employer or business supplied such goods or services.
13. “Employer” shall mean any person who controls and directs a worker under an express or implied contract of hire.
14. “Ethics Commission” shall mean the Ethics Commission of the County of Albany established pursuant to this local law.

15. "Gift" shall mean anything of more than fifteen dollars (\$15) in value given to a County officer or employee in the aggregate on an annual basis in any form including, but not limited to money, service, loan, travel, lodging, means, refreshments, entertainment, discount, forbearance, or promise, having a monetary value. The gift value provided for in this paragraph shall be adjusted by the Ethics Commission in the manner provided for in section 18(6) of this local law and shall be referred to as the "allowable gift value limit". The "allowable gift value limit" shall never exceed seventy-five dollars.

The following are excluded from the definition of a gift:

- (i) complimentary attendance, including food and beverage, at bona fide charitable or political events;
- (ii) complimentary attendance, food and beverage offered by the sponsor of a widely attended event. The term "widely attended event" shall mean an event: (A) which at least twenty-five individuals other than officers or employees of the County attend or were, in good faith, invited to attend, and (B) which is related to the attendee's duties or responsibilities or which allows the County officer or employee to perform a ceremonial function appropriate to his or her position. For the purposes of this exclusion, a County officer or employee's duties or responsibilities shall include but not be limited to either (1) attending an event or a meeting at which a speaker or attendee addresses an issue of public interest or concern as a significant activity at such event or meeting; or (2) for elected County officials, or their staff attending with or on behalf of such elected officials, attending an event or a meeting at which more than one-half of the attendees, or persons invited in good faith to attend, are residents of the County;
- (iii) awards, plaques, and other ceremonial items which are publicly presented, or intended to be publicly presented, in recognition of public service, provided that the item or items are of the type customarily bestowed at such or similar ceremonies and are otherwise reasonable under the circumstances, and further provided that the functionality of such items shall not determine whether such items are permitted under this paragraph;
- (iv) an honorary degree bestowed upon an officer or employee by a public or private college or university;
- (v) promotional items having no substantial resale value such as pens, mugs, calendars, hats, and t-shirts which bear an organization's name, logo, or message in a manner which promotes the organization's cause;
- (vi) goods and services, or discounts for goods and services, offered to the general public or a segment of the general public defined on a basis other than status as an officer or employee and offered on

the same terms and conditions as the goods or services are offered to the general public or segment thereof;

- (vii) gifts from a relative, member of the same household, or person with a personal relationship with the County officer or employee, including invitations to attend personal or family social events, when the circumstances establish that it is the family, household, or personal relationship that is the primary motivating factor; in determining motivation, the following factors shall be among those considered: (A) the history and nature of the relationship between the donor and the recipient, including whether or not items have previously been exchanged; (B) whether the item was purchased by the donor; and (C) whether or not the donor at the same time gave similar items to other County officers or employees; the transfer shall not be considered to be motivated by a family, household, or personal relationship if the donor seeks to charge or deduct the value of such item as a business expense or seeks reimbursement from a client;
- (viii) contributions reportable under article fourteen of the election law, including contributions made in violation of that article of the election law;
- (ix) payment for meals for an attendee, panelist or speaker at an informational event or informational meeting when such payment is made by a governmental entity or by an in-state accredited public or private institution of higher education that hosts the event on its campus;
- (x) provision of local transportation to inspect or tour facilities, operations or property located in Albany County, provided, however, that such inspection or tour is related to the individual's official duties or responsibilities and that payment or reimbursement for expenses for lodging, meals or travel expenses to and from the locality where such facilities, operations or property are located shall be considered to be gifts unless otherwise permitted under this local law;
- (xi) meals or refreshments when participating in a professional or educational program and the meals or refreshments are provided to all participants; and
- (xii) food and beverage valued at thirty-five dollars (\$35) or less in the aggregate on an annual basis.

16. "High-ranking County position" shall mean any elected County office, any commissioner or deputy commissioner position, as well as Policy Making Official positions within the County Legislature, Office of the County Executive, Office of Management and Budget, and Office of Audit and Control, or the equivalents of such positions.

17. "Household" shall mean a person or group of people occupying a single

dwelling.

18. "Inflation factor" shall mean the quotient of: (i) the average of the national consumer price indexes determined by the United States department of labor for the twelve-month period ending one month prior to the start of the coming fiscal year minus the average of the national consumer price indexes determined by the United States department of labor for the twelve-month period ending one month prior to the start of the prior fiscal year, divided by: (ii) the average of the national consumer price indexes determined by the United States department of labor for the twelve-month period ending one month prior to the start of the prior fiscal year, with the result expressed as a decimal to four places.
19. "Ministerial act" shall mean an action performed in a prescribed manner without the exercise of judgment or substantial personal discretion as to the propriety of the act.
20. "Official action" shall mean any decision or action on any question, matter, cause, suit, proceeding or controversy, which may at any time be pending before the County, or which may by law be brought before any County officer or employee, in the official capacity of such County officer or employee.
21. "Outside employer or business" shall mean:
 - (i) Any activity, other than service to the County from which the County officer or employee receives compensation for services rendered or goods sold or produced;
 - (ii) Any entity, other than the County of which the County officer or employee is a member, officer, director, or employee and from which he or she receives compensation for services rendered or goods sold or produced; or
 - (iii) Any entity in which the County officer or employee has an ownership interest, except a corporation of which the County officer or employee owns less than five percent of the outstanding stock. For purposes of this definition, "compensation" shall not include reimbursement for necessary expenses, including travel expenses.
22. "Particular matter" shall mean any case, proceeding, application, or transaction.
23. "Person" shall mean both individuals and entities, including a charity, business, or corporation.
24. "Personally identifiable information" shall mean information that can be used to uniquely identify, contact, or locate a single person or can be used with other sources to uniquely identify a single individual.
25. "Policy Making Official" shall mean those County officers or employees involved in the negotiation, authorization, or approval of County laws, rules, contracts, licenses, and permits.
26. "Professional license" shall mean a privilege granted by the State of New York to conduct an occupation or trade. For the purposes of this local law a professional license shall not include a license that permits a person to

engage in practice as a physician, dentist, optometrist, podiatrist, pharmacist or chiropractor or other professional who provides services under title eleven of Article five of the Social Services Law.

27. "Referred to the firm" as used in this local law shall mean having intentionally and knowingly taken a specific act or series of acts to intentionally procure for a firm or knowingly solicit or direct to such firm in whole or substantial part, a person or entity that becomes the client of such firm for the purposes of representation for a matter as defined in paragraphs (i) through (v) of subsection six (6) of subdivision four (4) of Section 11 of this local law, as the result of such procurement, solicitation or direction.
28. "Relative" shall mean the spouse, child, stepchild, parent or step-parent, sibling or step-sibling, or grandparent or grandchild of either a County official or the spouse of the County officer or employee, or any person claimed as a dependent by a County officer or employee on his or her latest income tax return, and the spouses or registered domestic partners of such relatives.
29. "Spouse" shall mean the husband, wife, or registered domestic partner of the reporting individual unless living separate and apart from the reporting individual pursuant to: (i) a judicial order, decree or a judgment, or (ii) a legally binding separation agreement.
30. "Subordinate officer or employee" shall mean a County officer or employee ranking below and performing under the direction of another officer or employee. For the purposes of this local law, an officer or employee, unless elected to his or her County position, is considered subordinate to each member and employee of the County Legislature.

SECTION 5. Code of Ethics for County Officers and Employees.

1. General prohibition.

A County officer or employee shall not use his or her official position or office, or take or fail to take any official action, in a manner which he or she knows or has reason to know may result in a personal financial benefit, not shared with a substantial segment of the population of the County, for any of the following persons:

- (a) the County officer or employee;
- (b) a member of his or her household, including a spouse and his or her dependents, or the employer or business of any of these people;
- (c) a relative, or the employer or business of a relative;
- (d) his or her outside employer or business;
- (e) a customer or client;
- (f) a person from whom he or she has received any gift during the

- preceding twelve (12) months.
- (g) a person to whom he or she owes more than one-thousand dollars (\$1,000);
 - (h) a person who owes the County officer or employee more than two-hundred fifty dollars (\$250); and
 - (i) a nongovernmental civic group, union, social, charitable, or religious organization of which a member of his or her household is an officer or director.

2. Recusal.

A County officer or employee shall promptly recuse himself or herself from acting on a matter before the County when acting on the matter, or failing to act on the matter, may financially benefit any of the persons listed in subdivision one (1) of this section.

3. Gifts.

(a) A County officer or employee shall not solicit or accept a gift from any person whose business dealings with the County such County officer or employee has had the ability to influence within the previous twenty-four (24) months unless under the circumstances it is not reasonable to infer that the gift was intended to influence such County officer or employee.

(b) A County officer or employee shall not solicit or accept a gift from any person who the County officer or employee knows or has reason to know has had business dealings within the previous twenty-four (24) months with the County agency by which such County officer or employee is employed unless under the circumstances it is not reasonable to infer that the gift was intended to influence such County officer or employee.

4. Representation.

A County officer or employee shall not represent any other person in any matter that person has before the County nor represent any other person in any matter against the interests of the County.

5. Appearances.

A County officer or employee shall not appear before any agency of the County, except on his or her own behalf or on behalf of the County agency or County office with which such officer or employee is employed.

6. Confidential information.

A County officer or employee and any former County officer or employee shall not disclose any confidential information or use any such confidential information to further the personal or pecuniary interests of any person.

7. Use of County property.

No County officer or employee shall use or permit the use of County property (including land, vehicles, equipment, materials and any other property) for personal convenience or profit, except when such use is available to County citizens generally or is provided as a matter of written County policy.

8. Political solicitation.

Unless otherwise prohibited by law, officers and employees shall not be denied the right to support or refuse to support a political party or committee, or a candidate for public office. Officers or employees shall not coerce, or request or authorize another to coerce, any County officer or employee, consumer of County services, or County contractor to support or refuse to support a political party or committee, or a candidate for public office. Officers or employees shall not make use of a County workplace to request, or authorize another to use a County workplace to request, that any person participate in an election campaign or contribute to a political party or committee.

9. Revolving door.

A County officer or employee holding a high-ranking County position shall not appear or practice before the County, except on his or her own behalf, for a period of one year after the termination of his or her County service or employment in such high ranking position. As to any particular matter on which the County officer or employee personally and substantially participated while in County service such County officer or employee shall never appear or practice before the County and shall never receive compensation for working on any such matter.

10. Use of name or image prior to election.

The name or image of a County officer or employee shall not appear on any newsletter mailed or distributed to County residents, or in any advertisement published widely in the County, the cost of which is incurred by the County, within 75 days of any election for public office in which the County officer or employee is a candidate for such office.

11. Public safety.

(a) No officer or employee of the Albany County Sheriff's Department shall have any interest in or be employed in the County of Albany by any business, company, corporation, partnership, association or individual for the purpose of providing private investigations, accident reconstruction, fire prevention, or fire inspection or any other activity related to such Public Safety officer's employment with the County of Albany except as provided in paragraph (b) hereof.

(b) Paragraph (a) hereof shall not be construed as prohibiting membership or service in volunteer fire or emergency medical organizations. Additionally, public safety officers may be employed in the County of Albany for the purpose of providing security or traffic services.

12. Purchase of office.

A County officer or employee shall not give or promise to give anything of value to any person or entity for being elected or appointed to any public office or for receiving a promotion or raise in any public entity.

13. Business relationships with subordinate officers or employees.

A County officer or employee shall adhere to all rules promulgated by the Ethics Commission that pertain to the formation of business relationships as between subordinate and superior County officers or employees.

14. Gratuities.

A County officer or employee shall not request or accept anything of more than nominal value from any person or entity other than the County in consideration for the performance of the duties of his or her County position.

15. Professionally licensed County Officials and Employees.

A County official or employee with a professional license shall not knowingly have an ownership interest of five-percent (5%) or greater in any business, partnership, firm or corporation that has a contract with any County agency or any public benefit corporation whose members are appointed by the County Executive or the County Legislature.

16. County officials and employees authorized to conduct inspections and issue permits

A County official or employee with the authority to conduct inspections or issue permit approvals shall not have an ownership interest of five-percent (5%) or greater in any business, partnership, firm or corporation that is engaged in business

within the County of Albany where such business, partnership, firm or corporation conducts, as a regular and significant part of its business, matters requiring such inspections or such permits.

17. Avoidance of conflicts.

County officers and employees shall not knowingly acquire, solicit, negotiate for, or accept any interest, employment, or other thing of value which would put them in violation of this Code of Ethics.

SECTION 6. Transactional Disclosure.

1. Whenever a County officer or employee is required to recuse himself or herself under the Code of Ethics set forth in Section Five of this local law, he or she:

- (i) shall immediately refrain from participating further in the matter,
- (ii) shall promptly inform his or her superior, if any, and
- (iii) shall promptly file with the Ethics Commission a signed statement disclosing the nature and extent of the prohibited action or, if a member of a board, shall state that information upon the public record of the board.

2. The County Legislature may choose to exempt certain County officers or employees from the requirements of this section in instances in which a County officer or employee, with respect to the same matter, has filed with the Ethics Commission a disclosure statement complying with requirements of this local law.

SECTION 7. Exclusions from the Code of Ethics and from Transactional Disclosure.

The provisions of this local law shall not prohibit, or require recusal or transactional disclosure as a result of:

1. An action specifically authorized by statute, rule, or regulation of the state of New York or of the United States.
2. A ministerial act.
3. Gifts or benefits having a value of \$100 or less that are received by a County officer or employee listed in section 11 of the Domestic Relations Law of the State of New York for the solemnization of a marriage by that officer or employee at a place other than his or her normal public place of business or at a time other than his or her normal hours of business.
4. Receipt of County services or benefits, or use of County facilities that

are generally available on the same terms and conditions to residents or a class of residents in the County.

5. Representation of constituents by elected officials without compensation in matters of public advocacy, excluding conduct described in subdivision one (1) of Section 5.

6. Representation of County residents by County officials without compensation before any agency of the County (i) in matters regarding the delivery of County services or benefits on the same terms and conditions as the public generally, or (ii) in relation to an application for employment with the County, excluding conduct described in subdivision one (1) of Section 5.

7. County officers or employees appearing or practicing before the County or receiving compensation for working on a matter before the County after termination of their County service or employment where they performed only ministerial acts while working for the County.

8. Representation by an attorney employed by any department of the County or the County Legislature on behalf of such department, or member or members of the County Legislature against the interests of the County or a department of the County in matters in which the subject pertains solely to an official action of the County or such other agency, office, officer or employee of the County.

9. Action by a County officer or employee on the County budget, except that such County officer or employee shall not use his or her official position or office, or take or fail to take any action, to address a particular budget matter in a manner which he or she knows or has reason to know may result in a personal financial benefit for any of the persons listed in subdivision one (1) of Section 5 of this local law.

10. Approval only by a County officer or employee of the imposition of a rate of tax on sales and uses of tangible personal property and of services, and on occupancy of hotel rooms and amusement charges, pursuant to Article 29 of the Tax Law of the State of New York.

11. Actions covered by subdivision nine (9) of Section 5 of this local law by persons who separated from County service prior to the effective date of this local law.

12. Gifts received prior to the effective date of this local law. Nothing in this paragraph shall permit gifts otherwise prohibited by state or federal law.

SECTION 8. Inducement of Violations of the Code of Ethics.

No person, whether or not a County officer or employee, shall induce or attempt to induce a County officer or employee to violate any of the provisions of this local law.

SECTION 9. Interests in Contracts with the County.

1. Prohibited interests.

No County officer or employee shall have an interest in a contract with the County, or an interest in a bank or trust company, that is prohibited by section 801 of the General Municipal Law of the State of New York. Any contract willfully entered into by or with the County in which there is an interest prohibited by that section shall be null, void, and wholly unenforceable, to the extent provided by section 804 of that law.

2. Disclosable interests.

Any County officer or employee who has, will have, or later acquires an interest in any actual or proposed contract with the County shall publicly disclose the nature and extent of that interest to the extent required by section 803 of the General Municipal Law. The Clerk of the County Legislature shall cause a copy of that disclosure to be filed promptly with the Ethics Commission.

3. Violations.

Any County officer or employee who willfully and knowingly violates the provisions of this section shall be guilty of a misdemeanor, to the extent provided by section 805 of the General Municipal Law.

SECTION 10. Appearances by Outside Employers and Businesses of County Officers and Employees.

1. Except as provided in subdivision three (3) of this section, the outside employer or business of a County officer or employee shall not appear before the particular agency, board or commission, including the County Legislature, served by such County officer or employee, or by which he or she is employed.

2. Nothing in this section shall be construed to prohibit the outside employer or business of a County officer or employee from

- (a) Appearing on its own behalf, or on behalf of the County before a County agency;
- (b) Seeking or obtaining a ministerial act; or
- (c) Receiving a County service or benefit, or using a County facility, which is generally available to the public.

3. In instances in which the outside employer or business of a County officer or employee appears before any agency, department, or office of the County, the County officer or employee that is employed by such outside

employer or business shall refrain from participating in any matter that is the subject of such appearance.

SECTION 11. Annual Disclosure.

1. Officers and employees required to file.

- (a) In January of each year, the Commissioner of Human Resources shall provide the Ethics Commission with a list of recommended titles, names, offices, and positions of all County officers and employees who are required, pursuant to this local law, to file an annual disclosure statement for the prior year.
- (b) As soon as possible after the receipt of such list, the Ethics Commission shall review and adopt, subject to modification, the list of the titles, names, offices, and positions of all County officers and employees who are required, pursuant to this local law, to file an annual disclosure statements for the prior year (“Annual FDS Filer List”).
- (c) On or before March 1 of each year, the Ethics Commission shall file the Annual FDS Filer List with the County Clerk and Chairman of the Legislature for recording and distribution to the various agencies, departments, boards, commissions, and offices of the County, including the Board of Elections.
- (d) The Board of Elections shall take reasonable measures to attempt to identify and notify candidates for elected County office who are required to file an annual disclosure statement for the prior year pursuant to this local law.
- (e) On or before May 15 of each year, the persons identified in the Annual FDS Filer List and any qualified candidates for office shall notarize and submit the annual financial disclosure statement to the Clerk of the Legislature.

2. Time and place for filing.

Annual disclosure statements shall be filed with the Ethics Commission:

- (a) Within forty-five (45) days after becoming subject to the requirements of subdivision one (1) of this section, unless the person is a candidate as defined in subdivision seven (7) Section 4 of this local

law, in which case the annual disclosure form shall be filed within twenty (20) days after the filing by or on the behalf of such candidate with the Albany County Board of Elections of designating or independent nominating petitions for County office; and

(b) No later than the fifteenth (15th) day of May of each year thereafter.

3. Extension of time for Filing a County of Albany Annual Financial Disclosure Statement

1. The Ethics Commission shall be empowered to grant extensions of time for filing the financial disclosure statements. In order for the Ethics Commission to grant a request for an extension of time to file the financial disclosure statement beyond the May 15th deadline, the Commission shall find that there is justifiable cause for filing after the deadline or that application of the deadline will impose an undue hardship.

2. A request for an extension of time shall be filed with the Ethics Commission prior to the deadline for filing such annual financial disclosure statement, in Form C.

4. Annual disclosure forms.

1. There shall be three forms of the annual statement of financial disclosure which shall contain all of the information in the forms at the end of this local law. Form A, as drafted by the Department of Human Resources in accordance with subsection four (4) of this subdivision, shall be completed by each Policy Making Official as defined in subdivision twenty-five (25) of Section 4 of this local law, and each candidate as defined in subdivision seven (7) of Section 4 of this local law, except that Form B, as drafted by the Department of Human Resources in accordance with subsection five (5) of this subdivision, shall be completed by individuals who voluntarily serve on County boards, commissions and advisory councils. Form C, as drafted by the Department of Human Resources in accordance with subsection six (6) of this subdivision, shall be the form completed by each County officer and employee holding a high ranking County position, and each candidate as defined in subdivision seven (7) of Section 4 of this local law, who personally provides services to any person or entity, or works as a member or employee of a partnership or corporation that provides such services (referred to hereinafter as a "firm"). Form C shall require only disclosure of the identity of new clients or customers for whom services are provided on or after the effective date of this local law, or for new matters for existing clients or customers with respect to those services that are provided on or after the effective date of this local law. The Department of Human Resources shall

draft a Form D, which shall be used by individuals requesting an extension of time for filing an annual statement of financial disclosure.

2. A copy of the appropriate financial disclosure form shall be included with every letter of appointment to paid reporting officers and volunteers to a County board or commission.

3. A comprehensible and concise document, the form and content of which shall be determined by the Ethics Commission, which provides instructions on the proper completion of an annual disclosure statement shall accompany any copy of an annual disclosure statement distributed by the County.

4. Form A, as described in subsection one (1) of this subdivision, shall require disclosure of the following:

- (a) The name of the County officer, employee, or candidate, the County position held or sought by such person, and the home address of such person;
- (b) With respect to each outside employer or business of the County officer, employee, or candidate:
 - (i) Its name (if any);
 - (ii) The nature of its business;
 - (iii) Whether it is self employment, a sole proprietorship, or an entity and, if an entity, what type of entity; and
 - (iv) The relationship of the officer or employee to it, such as owner, partner, officer, director, member, employee, or shareholder;
- (c) With respect to each outside employer or business of the spouse, or household members of the County officer, employee, or candidate, the information required by paragraph (a) of this subsection;
- (d) The location only of any real property within the County, or within one mile of the boundary of the County, in which the County officer, employee, or candidate, or his or her relative, has a financial interest;
- (e) The name of any entity in which the County officer, employee, or candidate, or his or her spouse has an investment of at least five-percent (5%) of the stock, with such disclosure identifying the nature of the business and the type of business;
- (f) The name and position of any relative in County service; and
- (g) Each volunteer office or position that a County

officer, employee, or candidate, or his or her spouse held during the previous twelve (12) months with any not-for-profit organization for which the officer or employee volunteered in a policymaking or administrative capacity.

5. Form B, as described in subsection one (1) of this subdivision, shall require disclosure of the following:

- (a) The name of the County board or commission member, the County position held by such person, and the home address of such person;
- (b) With respect to each outside employer or business of the voluntary member of County board or commission:
 - (i) Its name (if any);
 - (ii) The nature of its business;
 - (iii) Whether it is self employment, a sole proprietorship, or an entity and, if an entity, what type of entity; and
 - (iv) The relationship of the County officer or employee to it, such as owner, partner, officer, director, member, employee, or shareholder;
- (c) With respect to each outside employer or business of the spouse, or household members of the voluntary member of County board or commission, the information required by paragraph (b) of this subsection;
- (d) The location only of any real property within the County, or within one mile of the boundary of the County, in which the voluntary member of County board or commission, or his or her relative, has a financial interest;
- (e) The name of any entity in which the voluntary member of County board or commission, or his or her spouse has an investment of at least five-percent (5%) of the stock or debt of the entity; and
- (f) The name and position of any relative in County service that is a subordinate to such voluntary member of County board or commission.

6. Form C, as described in subsection one (1) of this subdivision, shall require disclosure of the following:

- (a) The name of the County officer, employee, or candidate, the County position held or sought by such person, and the home address of such person;
- (b) The name and address of each client or customer whom was personally provided services by such County officer or employee holding a high-ranking County

position or candidate for County officer, or who was referred to the firm by such official or candidate, and from whom such official or candidate or the firm of such official candidate earned in excess of two-hundred fifty dollars (\$250) during the preceding twelve (12) months for such services rendered in direct connection with:

- (i) A proposed local law or resolution in the County legislature during the preceding twelve (12) months;
- (ii) A contract from the County or any County agency for
 - (1) Equipment, commodities, or goods in an amount totaling \$10,000 or more;
 - (2) Public works in an amount totaling \$20,000 or more; or
 - (3) Professional services or consultant work in an amount totaling \$20,000 or more;
- (iii) A grant of \$5,000 or more from the County or any County agency during the preceding twelve (12) months;
- (iv) A grant obtained through a legislative initiative during the preceding twelve (12) months; or
- (v) A case, proceeding, application or other matter that is not a ministerial matter before a County agency during the preceding twelve (12) months.

7. Subsection six (6) of this subdivision shall not require disclosure of any lawful activity by a County officer or employee holding a high-ranking County position or a candidate for County office that is solely related to a ministerial act, the advocacy of any position in any matter in an official County capacity, provided that such advocacy is not performed for compensation by a person or entity other than the County, or the advocacy of any position in any matter in an official County capacity by a chairman of a County political committee. Subsection six (6) of this subdivision shall not require disclosure of clients or customers receiving medical or dental services, mental health services, residential real estate brokering services, or insurance brokering services from a County officer or employee holding a high-ranking County position or candidate for County office or the firm of such official or candidate. A County officer or employee holding a high-ranking County position or candidate for County office need not identify any client to whom he or she or his or her firm provided legal representation with respect to investigation or prosecution by law enforcement authorities,

bankruptcy, or domestic relations matters. With respect to clients represented in other matters, where disclosure of a client identity is likely to cause harm, a high-ranking County official or candidate for County office shall seek a waiver from the Ethics Commission pursuant to Section 22 of this local law of the requirements of subsection six (6) of this subdivision. Only a County officer or employee holding a high-ranking County position who first enters public office on or after the effective date of this local law need not report clients or customers with respect to matters for which such officer or employee or his or her firm was retained prior to assuming such high-ranking County position.

5. Actual knowledge required.

Failure to disclose the information required by this section with respect to a County officer's or employee's spouse or other relative shall not constitute a violation of that subdivision if the officer or employee does not have actual knowledge of such information.

SECTION 12. Applicant Disclosure:

1. Generally.

(a) Where a person requests the County or a County officer or employee to take or refrain from taking any action (other than a ministerial act) that may result in a financial benefit both to the requestor and to either any officer or employee of the County or any other person identified in the Annual FDS Filer List, the requestor shall disclose the names of any such persons, to the extent known to the requestor at the time of the request.

(b) If the request is made in writing, the disclosure shall accompany the request. If the request is oral and made at a meeting of a public body, the disclosure shall be set forth in the public record of the body. If the request is oral and not made at a meeting of a public body, the disclosure shall be set forth in a writing filed with the County Clerk.

(c) A person shall not be required to file a disclosure statement pursuant to this section if he or she, with respect to the same matter, has filed a disclosure statement complying with requirements subdivision two (2) of this section.

(d) All persons or entities engaged in business dealings with the County shall disclose whether he or she, or any executive, officer, or director of any such organization or business, or person holding an ownership interest in such business of greater than five-percent (5%) holds a position as an officer in a countywide political party committee.

2. Land use matters.

Every application, petition, or request submitted for a variance, amendment, approval of a plat, exemption from a plat or official map, license, or permit, pursuant to the provisions of any ordinance, local law, rule, or regulation constituting the planning regulations of the County shall state the information required, to the extent required, by section 809 of the General Municipal Law of the State of New York.

3. Violations

Any person who willfully and knowingly violates the provisions of this section shall be guilty of a misdemeanor, to the extent provided by section 809 of the General Municipal Law.

SECTION 13. Void Contracts.

1. Any contract or agreement entered into by or with the County which results in or from a violation of any provision of this local law shall be void unless ratified by the County Legislature. Such ratification shall not affect the imposition of any criminal or civil penalties pursuant to this local law or any other provision of law.

2. No contract or agreement entered into or otherwise executed by or with the County which results in or from a violation of section 801 of the General Municipal Law shall be ratified in any manner by the County Legislature or any County agency, office, board, commission, public authority, or officer or employee of the County.

3. Any person, whether or not a County officer or employee, who intentionally or knowingly violates any provision of this local law shall be prohibited from entering into any contract with the County for a period not to exceed three years, as provided in this local law.

4. No person, whether or not a County officer or employee, shall enter into a contract in violation of a bar imposed pursuant to subdivision three (3) of this section.

5. Nothing in this section shall be construed to prohibit any person from receiving a service or benefit, or from using a facility, which is generally available to the public.

6. The County Legislature, or the Ethics Commission on behalf of the County, may initiate an action or special proceeding, as appropriate, in the court of appropriate jurisdiction to obtain civil forfeiture as provided for in subdivisions three (3) and four (4) of this section.

7. Under this section, a corporation, partnership, or other entity shall not be held vicariously liable for the actions of an employee. A corporation, partnership, or other entity shall not be debarred because of the actions of an employee unless the employee acted in the execution of company policy or custom. A store, region,

division, or other unit of an entity shall not be debarred because of the actions of an employee of that unit unless the employee acted at the direction, or with the actual knowledge or approval, of the manager of the unit.

SECTION 14. Penalties; Hearings; Assessment of Penalties.

1. Disciplinary action.

(a) Any County officer or employee who engages in any action that violates any provision of this local law may be counseled, warned, admonished, reprimanded or suspended or removed from office or employment, or be subject to any other sanction authorized by law or collective bargaining agreement, by the appointing authority or person or body authorized by law to impose such sanctions. A warning, reprimand, suspension, removal, or other authorized sanction may be imposed in addition to any other penalty contained in this local law or in any other provision of law.

(b) In its discretion, after a hearing providing for due process procedural mechanisms and subject to any applicable provisions of law and collective bargaining agreements, the Ethics Commission may recommend appropriate disciplinary action pursuant to this local law. The recommendation of the Ethics Commission shall be made to the appointing authority or person or body authorized by law to impose such sanctions. The Ethics Commission shall conduct and complete the hearing with reasonable promptness, unless in its discretion the Commission refers the matter to the authority or person or body authorized by law to impose disciplinary action or unless the Commission refers the matter to the appropriate prosecutor. If such a referral is made, the Commission may adjourn the matter pending determination by the authority, person, body, or prosecutor.

2. Civil penalty.

(a) Any County officer or employee who violates any provision of this local law may be subject to a civil penalty of up to twenty-five hundred dollars (\$2,500) for each violation. A civil penalty may be imposed in addition to any other penalty contained in any other provision of law or in this local law, other than a civil forfeiture pursuant to subdivision four (4) of this section. A civil penalty may not be imposed for a violation of section 9 of this local law.

(b) In its discretion and after a hearing providing for due process procedural mechanisms, the Ethics Commission may assess a civil penalty, as authorized by paragraph (a) of this subdivision, upon any County officer or employee found by the Ethics Commission to have violated this local law. The Ethics Commission shall conduct and complete the hearing with reasonable

promptness. The civil penalty shall be payable to the County.

3. Damages.

(a) Any person, whether or not a County officer or employee, who violates any provision of this local law shall be liable in damages to the County for any losses or increased costs incurred by the County as a result of the violation. Such damages may be imposed in addition to any other penalty contained in any other provision of law or in this local law, other than a civil forfeiture pursuant to subdivision 4 of this section.

(b) The County Legislature, or the Ethics Commission on behalf of the County, may initiate an action or special proceeding, as appropriate, in the court of appropriate jurisdiction to obtain damages as provided in paragraph (a) of this subdivision.

4. Civil forfeiture.

(a) Any person, whether or not a County officer or employee, who intentionally or knowingly violates any provision of this local law may be subject to a civil forfeiture to the County of a sum equal to three times the value of any financial benefit he or she received as a result of the conduct that constituted the violation. A civil forfeiture may be imposed in addition to any other penalty contained in any other provision of law or in this local law, other than a civil penalty pursuant to subdivision two (2) or damages pursuant to subdivision three (3) of this section. Civil forfeiture shall not be available for a violation of Section 9 of this local law.

(b) The County Legislature, or the Ethics Commission on behalf of the County, may initiate an action or special proceeding, as appropriate, in the court of appropriate jurisdiction to obtain civil forfeiture as provided in paragraph (a) of this subdivision.

SECTION 15. Injunctive Relief.

1. Any resident, officer, or employee of the County may initiate an action or special proceeding, as appropriate, in the court of appropriate jurisdiction for injunctive relief to enjoin an officer or employee of the County from violating this local law or to compel an officer or employee of the County to comply with the provisions of this local law. In lieu of, or in addition to, injunctive relief, the action or special proceeding, as appropriate, may seek a declaratory judgment.

2. No action or special proceeding shall be prosecuted or maintained pursuant to subdivision 1 of this section, unless (a) the plaintiff or petitioner

shall have filed with the Ethics Commission a sworn complaint alleging the violation by the officer or employee, or the Ethics Commission has made an initial determination that there is probable cause to believe that a public servant has violated a provision of this local law, (b) it shall appear by and as an allegation in the complaint or petition filed with the court that at least six months have elapsed since the filing of the complaint with the Ethics Commission or issuance of a finding of probable cause by the Ethics Commission and that the Ethics Commission has failed to file a final determination in the matter, and (c) the action or special proceeding shall be commenced within ten months after the alleged violation occurred.

SECTION 16. Duties of the County Clerk.

The County Clerk shall maintain a copy of the following documents:

- (1) A copy of the County's code of ethics and amendments thereto;
- (2) A statement that the County has established the Ethics Commission and the composition of the Ethics Commission;
- (3) A copy of the County's form of annual statement of financial disclosure;
- (4) The County Clerk shall transmit promptly to the Ethics Commission each transactional and applicant disclosure statement filed pursuant to this local law; and
- (5) The Ethics Commission shall index and maintain on file for at least seven (7) years all disclosure statements filed with the Commission.

SECTION 17. Designation of Officers and Employees Required to File Annual Disclosure Statements; Assistance by the Board of Elections.

1. Within sixty (60) days after the effective date of this section, and no later than the first day of March of each year thereafter, each elected executive branch official shall:

- (a) Cause to be filed with the Ethics Commission a list of the names and offices or positions of all County officers and employees subordinate to said elected official that are required to file annual disclosure statements pursuant to this local law; and
- (b) Notify, in a manner established by rule of the Ethics Commission, all such officers and employees of their obligation to file an annual disclosure statement.

2. Within sixty (60) days after the effective date of this section, and no later than the first day of March of each year thereafter, the Clerk of the Legislature shall:

- (a) Cause to be filed with the Ethics Commission a list of the names and offices or positions of all officers and employees of the County Legislature that are required to file annual disclosure statements pursuant to this local law; and

(b) Notify, in a manner established by rule of the Ethics Commission, all such officers and employees of their obligation to file an annual disclosure statement.

3. Within twenty (20) days of the filings required in subdivisions one (1) and two (2) of this section, the Ethics Commission shall:

(a) meet to determine whether the list of names and offices or positions provided to the Ethics Commission pursuant to subdivisions one (1) and two (2) of this section are complete and proper;

(b) add or subtract names and offices or positions from said lists as the Ethics Commission deems appropriate; and

(c) inform executive branch elected officials or the Clerk of the Legislature of any additional County officials or employees subordinate to or within the departments of said officials that shall be required to file an annual financial disclosure statement pursuant to this local law.

4. The Ethics Commission shall take reasonable measures to attempt to identify and notify candidates required to file an annual disclosure statement pursuant to this local law.

ALBANY COUNTY PINE HILLS LAND AUTHORITY (“Authority”)
CONFLICT OF INTEREST POLICY

Authority Members, officers and employees shall be provided with this Conflict of Interest Policy upon commencement of employment or appointment and required to acknowledge that they have read, understand and are in compliance with the terms of the policy. Members, officers and employees should review on an ongoing basis circumstances that constitute a conflict of interest or the appearance of a conflict of interest, abide by this policy and seek guidance when necessary and appropriate. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable the Authority or public authorities.

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

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

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

PROCEDURES

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

Determining Whether a Conflict of Interest Exists: The Governance Committee and/or Ethics Officer shall advise the individual who appears to have a conflict of interest how to proceed.

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

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

Annual Submission of Disclosure Statement. Members shall, on their initial appointment and annually thereafter, submit the attached "Conflict of Interest Disclosure Statement".

Reporting of Violations: Members, officers and employees should promptly report any violations of this policy to his or her supervisor, or to the Authority's Ethics Officer, or human resources representative in accordance with the Authority's Whistleblower Policy and Procedures.

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

ALBANY COUNTY PINE HILLS LAND AUTHORITY

CONFLICT OF INTEREST DISCLOSURE STATEMENT

This Disclosure Statement shall be completed and submitted by all Members as soon as reasonably practicable following appointment, to the Authority and on an annual periodicity during their term on the Authority Board.

Pursuant to the purposes and intent of the policy on conflicts of interest requiring disclosure of certain interests, adopted by the Authority Members, a copy of which has been furnished to me, I hereby state that I have read and understand the policy and agree to comply with the policy. I hereby state that I and/or members of my immediate family have no affiliations or interests and have taken part in no transaction which, when considered in connection with my relation to the Corporation, might constitute a conflict of interest, EXCEPT as is noted below. (If none, write "None". Please use additional paper if more space is needed.)

Please also provide below your employment position(s), as well as any other Board or Officer appointments/positions:

I also agree to report (as soon as practicable) to the Corporate Counsel or Governance Committee in writing of any situations that may develop in the above areas.

Printed Name:

Date:

Signature:

ALBANY COUNTY PINE HILLS LAND AUTHORITY
DEPOSITS AND INVESTMENT OF FUNDS POLICY

1. Purpose.

(A) Authority Funds. The purpose of this Policy is to implement Section 2767-k of Title 28-C of the Public Authorities Law (the “Act”), which provides the requirements applicable to deposits and investments made by Albany County Pine Hills Land Authority (the “Authority”) of funds for the use and account of the Authority (“Authority Funds”).

(B) Non-Authority Funds. The provisions of this Policy shall not apply to funds derived from the sale of bonds, notes or other obligations issued to fund a particular project for the benefit of a particular applicant, or any other funds of the Authority which are not Authority Funds.

2. Deposits of Agency Funds.

(A) Designation of Depositories. The Authority shall by resolution or resolutions of the members of the Authority designate one or more banks or trust companies (each, a “Depository”) for the deposit of Authority Funds received by the treasurer or any other officer of the Authority authorized by law or the by-laws of the Authority to make deposits.

(B) Security. All Authority Funds shall be secured by obligations of the United States or of New York State or of any municipality of a market value equal at all times to the amount on deposit, and all banks and trust companies shall be authorized to give such security for such deposits.

3. Investments of Agency Funds.

(A) Investment Policy. It is the general policy of the Authority that Authority Funds not required for immediate use or disbursement shall be invested as described in subsection (C) below. Investments 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.

(B) Designation of Investment Officers. The treasurer and any other officer or employee of the Authority so authorized by the by-laws of the Authority or by resolution of the members of the Authority (each, an “Investment Officer”) are authorized to temporarily invest Authority Funds not required for immediate expenditure. Any designation of an Investment Officer made by resolutions of the members of the Authority may be changed at any time by a further resolution of the members of the Authority.

(C) Types of Investments. Except as otherwise provided by resolution of the members of the Authority, an Investment Officer may invest Authority Funds in those obligations specified pursuant to Section 980a of the State Finance Law. Generally, this includes the following types of investments:

(1) special time deposits in, or certificates of deposit issued by, any bank or trust company located and authorized to do business in the State of New York, provided that such deposit account or certificate of deposit is secured in manner specified in section 2(B) above;

(2) obligations of, or obligations where the payment of principal and interest are guaranteed by, the United States of America; and

(3) obligations of the State of New York.

(D) Custodians. The Authority may, by resolution of the members of the Authority, authorize the Investment Officers to turn over the physical safekeeping and evidences of the investments made pursuant to subsection (C) of this Section (“Authority Investments”) to the following types of entities to act as custodians of Authority Investments:

(1) any bank or trust company incorporated in the State of New York; and

(2) any national bank located in the State of New York.

(E) Commingling. Any Authority Funds invested pursuant to this Section may be commingled for investment purposes so long as (1) such investment is payable or redeemable at the option of the Authority within such time as the proceeds are needed by the Authority, (2) the separate identity of such funds are maintained at all times, and (3) income received on such commingled monies is credited on a pro rata basis to the fund or account from which the monies were invested.

(F) Proper Records. The treasurer of the Authority shall maintain (or cause the Investment Officers to maintain) a proper record of all books, notes, securities or other evidences of indebtedness held by or for the Authority for purposes of investment. Such record shall at least (where applicable) (1) identify the security, (2) the fund for which held, (3) the place where kept, (4) the date of sale or other disposition, and (5) the amount received from such sale or other disposition.

4. Internal Controls.

(A) Periodic Reviews. To the maximum extent possible, the treasurer of the Authority shall prepare and submit to the members of the Authority at each regular meeting of the Authority (but not more often than monthly), a summary showing the amount of Authority Funds on deposit in each Depository and the general nature of the investment of such Authority Funds.

(B) Annual Report. Within ninety (90) days of the end of each fiscal year, the treasurer of the Authority shall prepare and submit to the members of the Authority an annual investment report (the “Annual Investment Report”) showing the deposits and investments of Authority Funds as of the beginning of such fiscal year, a summary of the changes in such amounts during such

fiscal year, a summary of the earnings thereon during such fiscal year, and the balance thereof as of the end of such fiscal year.

(C) Annual Audit. The Annual Investment Report shall be audited by the Authority's independent certified public accountant as part of the Authority's annual general audit required pursuant to Section 2676-t of the Act.

(D) Annual Review. The members of the Authority shall annually review the Annual Investment Report, Annual Audit and this Policy, and shall make any amendments to this Policy necessary to achieve the purposes of this Policy.

ALBANY COUNTY PINE HILLS LAND AUTHORITY
Procurement Policy

1. Purpose & Authority. The purpose of this Policy is to outline the procurement policy of Albany County Pine Hills Land Authority (the “Authority”) adopted by the Authority pursuant to Sections 2676-f(11) and 2676-q of Title 28-C of Article 8 of the Public Authorities Law (the “Act”).

2. Reviewing Procedure.

(A) General. Every purchase to be made must be initially reviewed to determine whether it is a procurement contract (goods or services) or a construction contract, the estimated cost of such contract (or the amount expected to be expended in one year if purchases to be made over time), and whether such contract is subject competitive procurement or an exception to the Authority’s requirement for competitive bidding may be applicable.

(B) Construction Contracts. Pursuant to Section 2676-q of the Act, all construction contracts let by the Authority shall in conformity with the applicable provisions of Section 135 of the State Finance Law and shall be let in accordance with the provisions of state law pertaining to prevailing wages, labor standards, and working hours. Note that competitive bidding shall only be required for contracts for public work involving expenditures of more than \$35,000. The Authority may, in its discretion, assign contracts for supervision and coordination to the successful bidder for any subdivision of work for which the authority receives bids. The Authority shall not award any construction contract except to the lowest bidder who, in its opinion, is qualified to perform the work required and who is responsible and reliable. The Authority may, however, reject any or all bids or waive any informality in a bid if it believes that the public interest will be promoted thereby. The Authority may reject any bid if, in its judgment, the business and technical organization, plant, resources, financial standing, or experience of the bidder justifies such rejection in view of the work to be performed.

(C) Competitive Bidding. The decision that a purchase is not subject to competitive bidding will be documented in writing by the individual making the purchase. This documentation may include written or verbal quotes from vendors, a memo from the purchaser indicating how the decision was arrived at, a copy of the contract indicating the source which makes the item or service exempt, a memo from the purchaser detailing the circumstances which led to an emergency purchase, or any other written documentation that is appropriate.

3. Securing Goods and Services. All contracts for goods and/or services will be secured by use of written requests for proposals, written quotations, verbal quotations, or any other method that assures that goods and/or services will be purchased at the lowest price and that favoritism will be avoided, except in the following circumstances: purchases costing less than \$5,000; goods purchased from Preferred Sources pursuant to Section 162 of the State Finance Law; goods purchased from correctional institutions purchase to Section 186 of the Correction Law; or purchases pursuant to Section 5 of this Policy.

4. Method of Purchase.

(A) General. The following method of purchase will be used when competition is required by this policy in order to achieve the highest savings:

<u>Estimated Amount of Purchase Contract</u>	<u>Method</u>
\$5,001-\$10,000	Price obtained by 2 verbal (verbal quotes shall be documented in writing) or written quotations with the approval of the Chief Executive Officer (“CEO”)
\$10,001-\$50,000	Price obtained by 3 written/fax/email Quotations with approval by the CEO
\$50,001 and above	Price obtained through issuance of Request For Proposals with award made by resolution of Board

(B) Number of Proposals or Quotations. A good faith effort shall be made to obtain the required number of proposals or quotations. If the purchaser is unable to obtain the required number of proposals or quotations, the purchaser will document the attempt made at obtaining the proposals. In no event shall the failure to obtain the proposals be a bar to the procurement.

(C) Documentation.

(1) Documentation is required of each action taken in connection with each procurement.

(2) Documentation and an explanation is required whenever a contract is awarded to other than the lowest responsible offeror. This documentation will include an explanation of how the reward will achieve savings or how the offeror was not responsible. A determination that the offeror is not responsible shall be made by the purchaser and may not be challenged under any circumstances.

5. Circumstances Where Solicitation Of Alternative Proposals and Quotations Not In Best Interest. In the following circumstances, it may not be in the best interests of the Authority to solicit quotations or document the basis for not accepting the lowest bid:

(A) Professional Services. Professional services or services requiring special or technical skill, training or expertise. The individual, company or firm must be chosen based on accountability, reliability, responsibility, skill, conflict of interests, reputation, education and training, judgment, integrity, continuity of service and moral worth. Furthermore, certain professional services to be provided to the Authority, e.g., legal and accounting services, impact liability issues of the Authority and its members, including securities liability in circumstances where the Authority is issuing bonds. These qualifications and the concerns of the Authority regarding its liability and the liability of its members are not necessarily found or addressed in the

individual, company or firm that offers the lowest price and the nature of these services are such that they do not readily lend themselves to competitive procurement procedures.

In determining whether a service fits into this category, the Authority shall take into consideration the following guidelines: (a) whether the services are subject to State licensing or testing requirements; (b) whether substantial formal education or training is a necessary prerequisite to the performance of the services; and (c) whether the services require a personal relationship between the individual and Authority members. Professional or technical services shall include but not be limited to the following: services of an attorney (including bond counsel/special counsel); services of a physician; technical services of an engineer engaged to prepare plans, maps and estimates; securing insurance coverage and/or services of an insurance broker; services of a certified public accountant; investment management services; printing services involving extensive writing, editing or art work; management of municipally owned property; and computer software or programming services for customized programs, or services involved in substantial modification and customizing of prepackaged software.

(B) Emergency Purchases. Due to the nature of this exception, these goods or services must be purchased immediately and a delay in order to seek alternate proposals may threaten the life, health, safety or welfare of the public. This section does not preclude alternate proposals if time permits.

(C) Purchases of Secondhand Goods. Purchases of surplus and secondhand goods from any source. If alternate proposals are required, the Authority is precluded from purchasing surplus and second-hand goods at auctions or through specific advertised sources where the best prices are usually obtained. It is also difficult to try to compare prices of used goods and a lower price may indicate an older product.

(D) Goods or Services Under \$5,000. The time and documentation required to purchase through this policy may be more costly than the item itself and would therefore not be in the best interests of the taxpayer. In addition, it is not likely that such de minimis contracts would be awarded based on favoritism.

6. Equal Employment Opportunities for Minority Group Members and Women.

(A) All Authority documents soliciting bids or proposals for Authority contracts shall contain or make reference to the following provisions:

1. The Authority will not discriminate against employees or applicants for employment because of race, color, religion, sex, national origin, sexual orientation, gender, age, disability, or marital or domestic partner status, and will undertake or continue existing programs of affirmative action to ensure that minority group members and women are afforded equal employment opportunities without discrimination. For purposes of this Section, affirmative action shall mean recruitment, employment, job assignment, promotion, upgradings, demotion, transfer, layoff, or termination and rates of pay or other forms of compensation; and

2. The Authority shall state, in all solicitations or advertisements for employees, that, in the performance of the Authority contract, all qualified applicants will be afforded equal employment opportunities without discrimination because of race, color, religion, sex, national origin, sexual orientation, gender, age, disability, or marital or domestic partner status.

(B) Any contract awarded by the Authority will include the provisions of Section (A) of this Section in any subcontract, in such a manner that the provisions will be binding upon each subcontractor as to work in connection with the Authority contract.

(C) The provisions of this Section shall not be binding upon contractors or subcontractors in the performance of work or the provision of services or any other activity that are unrelated, separate or distinct from the Authority contract as expressed by its terms.

(D) In the implementation of this Section, the Authority shall consider compliance by a contractor or subcontractor with the requirements of any federal law concerning equal

employment opportunity which effectuates the purpose of this Section. The Authority shall determine whether the imposition of the requirements of the provisions hereof duplicate or conflict with any such law and if such duplication or conflict exists, the Authority shall waive the applicability of this Section to the extent of such duplication or conflict.

(E) The Authority shall ensure that “certified businesses” (as defined in Section 310 of the Executive Law of the State of New York) shall be given the opportunity for meaningful participation in the performance of Authority contracts and to identify those Authority contracts for which certified businesses may best bid to actively and affirmatively promote and assist their participation in the performance of Authority contracts so as to facilitate the award of a fair share of Authority contracts to such businesses.

7. Policy Review. This policy will be reviewed annually.

ALBANY COUNTY PINE HILLS LAND AUTHORITY
REAL PROPERTY ACQUISITION POLICY

SECTION 1. DEFINITIONS.

(A) “Acquire” or “acquisition” shall mean acquisition of title or any other beneficial interest in personal or real property.

(B) “Contracting officer” shall mean the officer or employee of Albany County Pine Hills Land Authority (hereinafter, the “Authority”) who shall be appointed by resolution to be responsible for the acquisition of property.

(C) “Property” shall mean personal property in excess of five thousand dollars (\$5,000.00) in value, and 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.

SECTION 2. DUTIES.

(A) The Authority shall maintain adequate inventory controls and accountability systems for all property owned by the Authority and under its control.

(B) The Authority shall prepare, not less frequently than annually, a report listing all real property owned in fee by the Authority. Such report shall consist of a list and full description of all real and personal property acquired of during such period. The report shall contain the price paid by the Authority and the name of the seller for all such property acquired by the Authority during such period.

SECTION 3. ACQUISITION OF PROPERTY.

(A) Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the “Contracting Officer”) shall have supervision and direction over the acquisition of property of the Authority. The Authority shall have the right to acquire its property for any valid corporate purpose.

(B) Appraisal Report. An independent appraiser shall be hired to provide an opinion of fair market value before the Authority shall make an offer with respect to the acquisition of the property. The appraiser should have a professional affiliation with a national appraisal organization and must not have an interest in the property (or be retained as an agent to sell the property). The appraisal report shall be in form and substance satisfactory to the Authority and shall be included in the record of the transaction.

Notwithstanding the foregoing, the preparation of an appraisal report shall not be required where the Authority is acquiring the property pursuant to a donation, or if the valuation of the property is uncomplicated and the fair market value is reasonably determined to be less than \$25,000.

(C) Method of Acquisition.

(1) Voluntary Acquisition: Unless otherwise permitted by applicable law, the Authority shall acquire property for not more than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Authority and/or contracting officer deems proper. The Authority may execute such documents for the acquisition of title or other interest in property and take such other action as it deems necessary or proper to acquire such property under the provisions of this section. Provided, however, the Authority may acquire property for more than its fair market value, as described in an appraisal report reviewed by the Authority or without such appraisal being conducted, upon a finding pursuant to resolution of the Authority that the acquisition of such property at such price is necessary for the Authority to further its corporate purpose.

(D) Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the seller of the property and accepted by the Authority, purporting to transfer title or any other interest in property of the seller to the Authority in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantor or transferor who has received valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to closing.

(E) Insurance. The Authority shall ensure that all insurable real and personal property under its control is insured against physical loss or damage.

This Policy is subject to modification and amendment at the discretion of the Authority.

This Policy is subject to modification and amendment at the discretion of the Authority and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Authority is the Chief Executive Officer.

ALBANY COUNTY PINE HILLS LAND AUTHORITY
PROPERTY DISPOSITION POLICY

SECTION 1. DEFINITIONS.

“Contracting officer” shall mean the officer or employee of the Albany County Pine Hills Land Authority (hereinafter, the “Authority”) who shall be appointed by resolution to be responsible for the disposition of property.

“Dispose” or “disposal” shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the New York State Public Authorities Law.

“Property” shall mean personal property in excess of five thousand dollars (\$5,000.00) in value, and 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.

SECTION 2. DUTIES.

A. The Authority shall:

- (i) maintain adequate inventory controls and accountability systems for all property owned by the Authority and under its control;
- (ii) periodically inventory such property to determine which property shall be disposed of;
- (iii) produce a written report of such property in accordance with subsection B herewith; and
- (iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 3 below.

B. The Authority shall:

- (i) publish, not less frequently than annually, a report listing all real property owned in fee by the Authority. Such report shall also consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Authority and the name of the purchaser for all such property sold by the Authority during such period; and
- (ii) shall deliver copies of such report (via PARIS) to the Comptroller of the State of New York, Director of the Budget of State of New York, Commissioner of the New York State Office of General Services, New

York State Legislature (via distribution to the Majority Leader of the Senate and the Speaker of the Assembly) and the Authorities Budget Office.

SECTION 3. TRANSFER OR DISPOSITION OF PROPERTY.

A. Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the “Contracting Officer”) shall have supervision and direction over the disposition and sale of property of the Authority. The Authority shall have the right to dispose of its property for any valid corporate purpose.

B. Custody and Control. The custody and control of Authority property, pending its disposition, and the disposal of such property, shall be performed by the Authority or by the Commissioner of General Services when so authorized under this section.

C. Method of Disposition. Unless otherwise permitted, the Authority shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Authority and/or contracting officer deems proper. The Authority may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, except in compliance with all applicable law, no disposition of real property, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction.

D. Sales by the New York State Commissioner of General Services (the “Commissioner”). When the Authority shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Authority may enter into an agreement with the Commissioner pursuant to which the Commissioner may dispose of property of the Authority under terms and conditions agreed to by the Authority and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.

E. Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Authority, purporting to transfer title or any other interest in property of the Authority in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to closing.

F. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

- (i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Authority shall be made after publicly advertising for bids except as provided in subsection (iii) of this

Section F.

- (ii) Whenever public advertising for bids is required under subsection (i) of this Section F:
 - (A) the advertisement for bids 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 proposed for disposition;
 - (B) all bids shall be publicly disclosed at the time and place stated in the advertisement; and
 - (C) the award 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 Authority, price and other factors considered; provided, that all bids may be rejected at the Authority's discretion.

- (iii) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (i) and (ii) of this Section F but subject to obtaining such competition as is feasible under the circumstances, if:
 - (A) the personal property involved is of a nature and quantity which, if disposed of under subsections (i) and (ii) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;
 - (B) the fair market value of the property does not exceed fifteen thousand dollars (\$15,000.00);
 - (C) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;
 - (D) the disposal will be to the state or any political subdivision or public benefit Authority, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;
 - (E) the disposal is for an amount less than the estimated fair market value of the property, the disposal of the property is intended to further the public health, safety or welfare or an economic development interest of the Authority, the state or a political subdivision (to include but not limited to, the prevention or remediation of a substantial threat to public health or safety, the creation or retention of a substantial number of job opportunities, or the creation or retention of a substantial source of revenues, or where the Authority's enabling legislation permits or other economic development initiatives), the purpose and the terms of such disposal are documented in writing and approved by resolution of the board of the Authority; or

- (F) such action is otherwise authorized by law.
- (iv) (A) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:
 - (1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars (\$15,000.00);
 - (2) any real property that has an estimated fair market value in excess of one hundred thousand dollars (\$100,000.00), except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph;
 - (3) any real property disposed of by lease, if the estimated annual rent over the term of the lease is in excess of fifteen thousand dollars (\$15,000.00).
 - (4) 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.
- (B) Each such statement shall be transmitted to the persons entitled to receive copies of the report required in Section 2.B (ii) of this Policy not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Authority making such disposal.

This Policy is subject to modification and amendment at the discretion of the Authority and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Authority is the Chief Executive Officer.

ALBANY COUNTY PINE HILLS LAND AUTHORITY
WHISTLEBLOWER POLICY AND PROCEDURES

Purpose. It is the policy of Albany County Pine Hills Land Authority (“Authority”) to afford certain protections to individuals who in good faith report violations of Authority’s Code of Ethics or other instances of potential wrongdoing. The Whistleblower Policy and Procedures set forth below are intended to encourage and enable employees to raise concerns in good faith within the Authority and without fear of retaliation or adverse employment action.

Definitions.

“Good Faith”: Information concerning potential wrongdoing is disclosed in “good faith” when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential wrongdoing.

“Authority Employee”: All Authority members, and officers and staff employed whether full-time, part-time, employed pursuant to contract, employees on probation and temporary employees.

“Whistleblower”: Any Authority Employee who in good faith discloses information concerning wrongdoing by another Authority employee, or concerning the business of Authority.

“Wrongdoing”: Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by a Authority Employee (as defined herein) that relates to Authority.

“Personnel action”: Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

Section 1: Reporting Wrongdoing.

All Authority Employees who discover or have knowledge of potential wrongdoing concerning board members, officers, or employees of Authority; or a person having business dealings with Authority; or concerning the Authority itself, shall report such activity in accordance with the following procedures:

a) The Authority Employee shall disclose any information concerning wrongdoing either orally or in a written report to his or her supervisor, or to the Authority’s Board Chairperson or Chief Executive Officer (or general counsel if necessary due to circumstances).

b) All Authority Employees who discover or have knowledge of wrongdoing shall report such wrongdoing in a prompt and timely manner.

c) The identity of the whistleblower and the substance of his or her allegations will be kept confidential to the best extent possible.

d) The individual to whom the potential wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such

information to the Authorities Budget Office or an appropriate law enforcement agency where applicable.

e) Should an Authority Employee believe in good faith that disclosing information pursuant to Section 1(a) above would likely subject him or her to adverse personnel action or be wholly ineffective, the Authority Employee may instead disclose the information to the Authorities Budget Office or an appropriate law enforcement agency, if applicable.

Section 2: No Retaliation or Interference.

No Authority Employee shall retaliate against any Whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion, or abuse of authority; and, no Authority Employee shall interfere with the right of any other Authority Employee by any improper means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited and:

a) No Authority Employee who in good faith discloses potential violations of Authority's Code of Ethics or other instances of potential wrongdoing, shall suffer harassment, retaliation or adverse personnel action.

b) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by Authority.

c) Any Authority Employee who retaliates against or had attempted to interfere with any individual for having in good faith disclosed potential violations of Authority's Code of Ethics or other instances of potential wrongdoing is subject to discipline, which may include termination of employment.

d) Any allegation of retaliation or interference will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate matter.

Section 3: Other Legal Rights Not Impaired.

The Whistleblower Policy and Procedures set forth herein are not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

a) Specifically, these Whistleblower Policy and Procedures are not intended to limit any rights or remedies that an individual may have under the laws of the State of New York, including but not limited to the following provisions: Civil Service Law § 75-b, Labor Law § 740, and State Finance Law § 191 (commonly known as the "False Claims Act).

b) With respect to any rights or remedies that an individual may have pursuant to Civil Service Law § 75-b or Labor Law § 740, any employee who wishes to preserve such rights shall prior to disclosing information to a government body, have made a good faith effort to provide the appointing authority or his or her designee the information to be disclosed and shall provide the appointing authority or designee a reasonable time to take appropriate action unless there is imminent and serious danger to public health or safety.

ALBANY COUNTY PINE HILLS LAND AUTHORITY
COMPENSATION POLICY

1. Generally. Pursuant to section 2676-c (2) of the Authority's Enabling Legislation, Members of the Albany County Pine Hills Land Authority shall serve without compensation, but shall be reimbursed for all their actual and necessary expenses (including advancement of such expenses) incurred in connection with the performance of their duties or the mission of the Authority.
2. Reimbursement. Members may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties. Members may not be compensated for rendering services to the Authority in any capacity other than as a Member unless such other compensation is reasonable and is otherwise authorized by the Board and allowable under law.
3. Loans. The Authority shall not, directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any officer, Member or employee (or equivalent thereof) of the Authority.

ALBANY COUNTY PINE HILLS LAND AUTHORITY
POLICY FOR TRAVEL OF AUTHORITY MEMBERS

1. Generally. It is the policy of the Authority that uniform procedures will be followed for the authorization and expenditure of funds for travel associated with Authority's business.
 - (a) Expenses incurred by the Authority Members, to be reimbursed from the Authority's funds, must be approved in advance by the Authority Chairperson. The Chairperson will advise the Chief Executive Officer of all requests received.
 - (b) All requests for reimbursement for the Chairperson must be approved by the Members of the Authority.
 - (c) The Chairperson will inform the Chief Executive Officer or his/her designee of all Board Member pre-approved expenses.
 - (d) The Chief Executive Officer or his/her designee will assist the Board Member, if desired, with arrangements for travel and the accompanying reimbursement procedures.

ALBANY COUNTY PINE HILLS LAND AUTHORITY
INDEMNIFICATION OF MEMBERS, OFFICERS & EMPLOYEES

The Authority shall indemnify every Authority Member, officer and employee against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her as a consequence of his or her being made a party to or being threatened to be made a party to any threatened, pending or contemplated civil or administrative action, suit or proceeding, by reason of his or her being or having been a Member, officer or employee of the Authority, except in such cases where he or she is adjudged guilty of willful and wanton misconduct or gross negligence in the performance of his or her duties or adjudged to have not acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Authority and its Members. If a Member, officer or employee claims reimbursement or indemnification hereunder based upon settlement of a matter, he or she shall be indemnified only if the Board (with any Member seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interests of the Authority and, if a majority of the Members request it, such approval is based on an opinion of independent counsel supporting the propriety of such indemnification and reimbursement. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights such Member, officer or employee may have. The Board shall notify all Members that it has approved an indemnification payment at least ten (10) days prior to making such payment.

ALBANY COUNTY PINE HILLS LAND AUTHORITY
AUDIT COMMITTEE CHARTER

Purpose

Pursuant to the Authority's by-laws, the purpose of the Audit Committee shall be to (1) assure that the Authority's board fulfills its responsibilities for the Authority's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (2) provide an avenue of communication between management, the independent auditors, the internal auditors, and the board of directors.

Powers of the Audit Committee

It shall be the responsibility of the Audit Committee to:

- Appoint, compensate, and oversee the work of any public accounting firm employed by the Authority.
- Conduct or authorize investigations into any matters within its scope of responsibility.
- Seek any information it requires from Authority employees, all of whom should be directed by the board to cooperate with Committee requests.
- Meet with Authority staff, independent auditors or outside counsel, as necessary.
- Retain, at the Authority's expense, such outside counsel, experts and other advisors as the Audit Committee may deem appropriate.

The Authority board will ensure that the Audit Committee has sufficient resources to perform its duties.

Composition of Committee and Selection of Members

The Audit Committee shall be established as set forth in and pursuant to the Authority's by-laws. The Audit Committee shall consist of at least three Members of the board who are independent (as such term is defined in section 2825 of the Public Authorities Law). The Authority's board will appoint the Audit Committee Members and the Board Chairperson shall appoint the Audit Committee Chairperson. Committee Members shall serve until their resignation, removal by the Board or until their successors shall be appointed and qualified.

Ideally, all Members on the Audit Committee shall possess or obtain a basic understanding of governmental financial reporting and auditing.

The Audit Committee shall have access to the services of at least *one financial expert*; whose name shall be disclosed in the annual report of the Authority.

The Audit Committee's financial expert should have (1) an understanding of generally accepted accounting principles and financial statements; (2) experience in preparing or auditing financial statements of comparable entities; (3) experience in applying such principles in connection with

the accounting for estimates, accruals and reserves; (4) experience with internal accounting controls and, (5) an understanding of Audit Committee functions.

Meetings

The Audit Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the Charter.

Members of the Audit Committee are expected to attend each Committee meeting, in person or via videoconference. The Audit Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary. A majority of the Committee Members present shall constitute a quorum.

Minutes of the Committee's meeting shall be prepared and filed in the records of the Authority and posted to the Authority's webpage.

Meeting agendas will be prepared for every meeting and provided to the Audit Committee Members along with briefing materials five (5) calendar days before the scheduled Audit Committee meeting. The Audit Committee will act only on the affirmative vote of a majority of the Members at a meeting. Minutes of these meetings will be recorded.

The Audit Committee will meet with the Authority's independent auditor at least annually to discuss the financial statements of the Authority.

Meetings of the Committee are open to the public, and the Committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice and the conduct of executive session.

Responsibilities

The Audit Committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) the Authority's internal auditors; (c) oversight of management's internal controls, compliance and risk assessment practices; (d) special investigations and whistleblower policies; and (e) miscellaneous issues related to the financial practices of the Authority.

A. Independent Auditors and Financial Statements

The Audit Committee shall:

- Appoint, compensate and oversee independent auditors retained by the Authority and pre-approve all audit services provided by the independent auditor.
- Establish procedures for the engagement of the independent auditor to provide permitted audit services. The Authority's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the Audit

Committee. Non-audit services include tasks that directly support the Authority's operations, such as bookkeeping or other services related to the accounting records or financial statements of the Authority, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.

- Review and approve the Authority's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
- Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
- Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

B. Internal Auditors

The Authority may, in its absolute discretion and by resolution of the Members, create and establish an internal audit procedure. In the event such an internal audit procedure is created, the Audit Committee shall:

- Review with management and the internal audit director, the Charter, activities, staffing and organizational structure of the internal audit function. The Audit Committee shall have authority over the appointment, dismissal, compensation and performance reviews of the internal audit director.
- Ensure that the internal audit function is organizationally independent from Authority operations.
- Review the reports of internal auditors, and have authority to review and approve the annual internal audit plan.
- Review the results of internal audits and approve procedures for implementing accepted recommendations of the internal auditor.

C. Internal Controls, Compliance and Risk Assessment

The Audit Committee shall:

- Review management's assessment of the effectiveness of the Authority's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

D. Special Investigations

The Audit Committee shall:

- Ensure that the Authority has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers, or employees of the Authority or any persons having business dealings with the Authority or breaches of internal control.
- Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.
- Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation (for example, issues may be referred to the State Inspector General or, other investigatory organization.)
- Review all reports delivered to it by the Inspector General and serve as a point of contact with the Inspector General.

E. Other Responsibilities of the Audit Committee

The Audit Committee shall:

- Present annually to the Authority's board a report of how it has discharged its duties and met its responsibilities as outlined in the Charter.
- Obtain any information and training needed to enhance the Committee Members' understanding of the role of internal audits and the independent auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.
- Review the Committee's Charter annually, reassess its adequacy, and recommend any proposed changes to the board of the Authority. The Audit Committee Charter will be updated as applicable laws, regulations, accounting and auditing standards change.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Charter and request the board approval for proposed changes.

ALBANY COUNTY PINE HILLS LAND AUTHORITY
FINANCE COMMITTEE CHARTER

Purpose

Pursuant to the Authority's by-laws, the purpose of the Finance Committee is to (1) oversee the Authority's debt and debt practices and (2) recommend policies concerning the Authority's issuance and management of debt.

Duties of the Finance Committee

It shall be the responsibility of the Finance Committee to:

- Review proposals for the issuance of debt by the Authority and its subsidiaries and to make recommendations concerning those proposals to the board.
- Make recommendations to the board concerning the level of debt and nature of debt issued by the Authority.
- Make recommendations concerning the appointment and compensation of bond counsel, investment advisors and underwriting firms used by the Authority, and to oversee the work performed by these individuals and firms on behalf of the Authority.
- Meet with and request information from Authority staff, independent auditors and advisors or outside counsel, as necessary to perform the duties of the Committee.
- Retain, at the Authority's expense, such outside counsel, experts and other advisors as the Finance Committee may deem appropriate. The Authority board will ensure that the Finance Committee has the sufficient resources to perform its duties.
- Review proposals relating to the repayment of debt or other long-term financing arrangements by the Authority and its subsidiaries.
- Annually review the Authority's financing guidelines contained in Schedule L of the Authority's Policy Manual and make recommendations to the board concerning criteria that should govern its financings. These should include security provisions required for a bond financing undertaking, specific requirements of credit enhancements or additional guarantees used, such as a pledge of revenues, financial covenants or debt service reserves.
- Budget
 - o Review the Authority's proposed annual operating budget as presented by Authority management for the upcoming fiscal year.
 - o Recommend the annual budget to the board for approval after incorporating necessary amendments.
 - o Monitor and report to the board on the Authority's compliance with its adopted

budget during the fiscal year (actual verses estimated budget) on a periodic basis.

- Investments
 - Annually review the Authority’s investment policy and evaluate allocation of assets.
 - Review and recommend to the board approval of the Authority’s annual investment report.
 - Annually review the Authority’s audit of investments as provided by independent auditors.
 - Recommend to the board the selection of investment advisors.
- Capital Requirements and/or Plan
 - Assess the financial requirements of the Authority’s capital plans. The assessment is to include current and future capital needs, a justification of why such capital expenditure is required and an explanation of funding sources for capital projects such as grants, issuance of debt or specified pay-as-you-go resources.
 - Review the financial aspects of major proposed transactions, significant expenditures, new programs and services, as well as proposals to discontinue programs or services and making action recommendations to the board.
- Financial & Procurement Thresholds
 - Review and make recommendations to the board regarding any proposed procurements submitted to the Committee by the Authority’s procurement officer.
 - Review and recommend changes to the thresholds for procuring goods and services in the Authority’s procurement policy.
 - Review and recommend changes to the Authority’s uniform tax exemption policy that includes general provisions for entering into payment-in-lieu-of-taxes (PILOT) agreements and allowing tax exemptions.
 - Review and recommend changes to the Authority’s fee schedules.
 - Review the scope and terms of the Authority’s insurance policies and liability coverage on an annual basis.
- Report annually to the Authority’s board how it has discharged its duties and met its responsibilities as outlined in the Charter.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Charter and request the board approval for proposed changes.

Composition of Committee and Selection of Members

The Finance Committee shall be established as set forth in and pursuant to the Authority's by-laws. The Finance Committee shall consist of at least three Members of the board who are independent (as such term is defined in section 2825 of the Public Authorities Law). The Authority's board will appoint the Finance Committee Members and the Board Chairperson shall appoint the Finance Committee Chairperson. Members appointed to the Committee shall have the background necessary to perform its duties. Committee Members shall serve until their resignation, removal by the Board or until their successors shall be appointed and qualified.

Meetings

The Finance Committee shall meet at such times as deemed advisable by the Chairperson, but not less than twice a year. The Committee must meet prior to any debt issuance planned to be undertaken by the Authority.

Members of the Finance Committee are expected to attend each Committee meeting, in person or via videoconference. The Finance Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary. A majority of the Committee Members present shall constitute a quorum.

Meeting agendas shall be prepared prior to every meeting and provided to Finance Committee Members along with briefing materials five (5) calendar days before the scheduled Finance Committee meeting. The Finance Committee may act only on the affirmative vote of a majority of the Members. Minutes of these meetings shall be recorded.

Minutes of the Committee's meeting shall be prepared and filed in the records of the Authority and posted to the Authority's webpage.

Meetings of the Committee are open to the public, and the Committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice and the conduct of executive session.

ALBANY COUNTY PINE HILLS LAND AUTHORITY
GOVERNANCE COMMITTEE CHARTER

Purpose

Pursuant to the Authority's by-laws, the purpose of the Governance Committee is to assist the Board by: (1) keeping the Board informed of current best practices in corporate governance; (2) Reviewing corporate governance trends for their applicability to the Authority. Updating the Authority's corporate governance principles and governance practices; and (3) Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board Members.

Powers of the Governance Committee

The Board of Directors has delegated to the Governance Committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from Authority staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary.
- Retain, at the Authority's expense, such outside counsel, experts and other advisors as the Governance Committee may deem appropriate.

The Authority board will ensure that the Governance Committee has sufficient resources to perform its duties.

Composition and Selection

The membership of the Committee shall be as set forth in accordance with and pursuant to the Authority's by-laws. The Governance Committee shall be established as set forth in and pursuant to the Authority's by-laws. The Governance Committee shall consist of at least three Members of the board who are independent (as such term is defined in section 2825 of the Public Authorities Law). The Authority's board will appoint the Governance Committee Members and the Board Chairperson shall appoint the Governance Committee Chairperson.

Committee Members shall serve until their resignation, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past Governance Committee Chair will continue serving as a Member of the Committee for at least one year to ensure an orderly transition.

Governance Committee Members shall be prohibited from being an employee of the Authority or an immediate family member of an employee of the Authority. In addition, Governance Committee Members shall not engage in any private business transactions with the Authority or receive compensation from any private entity that has material business relationships with the authority, or be an immediate family member of an individual that engages in private business transactions with the Authority or receives compensation from an entity that has material business relationships with the Authority.

The Governance Committee Members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Meetings

The Governance Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the Charter.

Members of the Governance Committee are expected to attend each Committee meeting, in person or via videoconference. The Governance Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary. A majority of the Committee Members present or participating through videoconference shall constitute a quorum.

Meeting agendas shall be prepared prior to every meeting and provided to Governance Committee Members along with briefing materials five (5) calendar days before the scheduled Governance Committee meeting.

The Governance Committee may act only on the affirmative vote of a majority of the Members. Minutes of these meetings shall be recorded. Minutes of the Committee's meeting shall be prepared and filed in the records of the Authority and posted to the Authority's webpage.

Meetings of the Committee are open to the public, and the Committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice and the conduct of executive session.

Reports

The Governance Committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the Governance Charter or the governance guidelines.
- Provide a self-evaluation of the Governance Committee's functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the Governance Committee has responsibilities related to: (a) the Authority's Board; (b) evaluation of the Authority's policies; and (c) other miscellaneous issues.

Relationship to the Authority's Board

The Board of Directors has delegated to the Governance Committee the responsibility to review,

develop, draft, revise or oversee policies and practices for which the Governance Committee has specific expertise, as follows:

- Develop the Authority's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of Directors to assist those authorized to appoint Members to the Board in identifying qualified individuals.

In addition, the Governance Committee shall:

- Develop and recommend to the Board the number and structure of Committees to be created by the Board.
- Develop and provide recommendations to the Board regarding Board Member education, including new Member orientation and regularly scheduled board Member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its Committees and senior management in the Authority's governance process.

Evaluation of the Authority's Policies

The Governance Committee shall:

- Develop, review on a regular basis, and update as necessary the Authority's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the Authority's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Authority's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Authority's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Authority's procurement process.
- Develop and recommend to the Board any required updates on the authority's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Authority, including rules and procedures for conducting the business

of the Authority's Board, such as the Authority's by-laws. The Governance Committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Other Responsibilities

The Governance Committee shall:

- Annually review, assess and make necessary changes to the Governance Committee Charter and provide a self-evaluation of the Governance Committee.

ALBANY COUNTY PINE HILLS LAND AUTHORITY
Access to Authority Records

1. PURPOSE AND SCOPE. Article 6 of the Public Officers Law (the “Freedom of Information Law”) contains various provisions providing that, with certain exceptions, records maintained by state and local governmental entities are available for public inspection. The purpose of this Policy is to set forth procedures to implement the Freedom of Information Law as it applies to records maintained by Albany County Pine Hills Land Authority (the “Authority”).

2. DEFINITIONS. All words and terms used herein and defined in the Freedom of Information Law shall have the meanings assigned to them in the Act, unless otherwise defined herein or unless the context or use indicates another meaning or intent. The following words and terms used herein shall have the respective meanings set forth below, unless the context or use indicates another meaning or intent:

“Privacy Law” shall mean the personal privacy protection act, being Article 6-A of the Public Officers Law.

3. GENERAL RULE.

(A) Maintenance of Records. The Authority shall maintain:

- (1) a record of the final vote of each member in every Authority proceeding;
- (2) a record setting forth the name, public office address, title and salary of every officer or employee of the Authority; and
- (3) a current list, by subject matter, of all records in the possession of the Authority, sufficiently detailed to permit identification of the category of the record sought, whether or not available pursuant to the Freedom of Information Law. This list shall be updated not less than once per year.

(B) Access to Records. The Authority shall, in accordance with this Policy and the regulations of the Committee on Public Access to Records (21 NYCRR Part 1401), furnish to the public the records required by the Freedom of Information Law.

(C) Maintenance of Web Site. The Authority shall, in accordance with this Policy and Section 2800 of the Public Authority Law, maintain a web site for the posting of agendas, meeting minutes, policies and other materials required by Section 2800 of the Public Authority Law and other applicable law.

(D) No Requirement to Prepare Records. Except as otherwise provided in subsection (A) of this section, nothing in this Policy shall be construed to require the Authority to prepare any record not possessed or maintained by the Authority.

4. RECORDS ACCESS OFFICER.

(A) Designation of Records Access Officer. The Chairperson of the Authority, or in his

absence, the Secretary of the Authority shall be the records access officer of the Authority. The business address of the records access officer of the Authority is 111 Washington Avenue (Suite 100), Albany, NY, 12210. The designation of the records access officer shall not be construed to prohibit Authority personnel who have in the past been authorized to make records or information available to the public from continuing to do so.

(B) Duties of Records Access Officer. It shall be the duty of the records access officer to respond to public requests for access to records. The records access officer will assure that Authority personnel:

- (1) maintain the up-to-date subject matter list required by Section 87(3)(c) of the Public Officers Law;
- (2) assist a person inquiring in identifying requested records, if necessary;
- (3) upon locating the requested records, take one of the following actions pursuant to the procedures set forth herein:
 - (a) make records available for inspection; or
 - (b) deny access to the records in whole or in part and explain in writing the reasons for such action pursuant to Section 6 herein;
- (4) upon payment or offer to pay the fees set forth in Section 8 herein:
 - (a) make a copy available; or
 - (b) permit the person inquiring to copy such records; and
 - (c) upon request, certify that a record is a true copy;
- (5) upon failure to locate records, certify that:
 - (a) the Authority is not the custodian for such records; or
 - (b) the records of which the Authority is a custodian cannot be found after diligent search.

5. INSPECTION OF PUBLIC RECORDS.

(A) Location. The location where records shall be available for public inspection and copying is: 111 Washington Avenue (Suite 100), Albany, New York, 12210.

(B) Requests for Public Access to Records. Requests for public access to records of the Authority shall be accepted by the Authority during all hours that the Authority is regularly open for business. Except for State holidays, or during weather or other emergencies, these hours are 9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m., Monday through Friday. Unless such requirement is waived by the Authority, each request for access to records of the Authority shall be in writing. A request for Authority Records shall reasonably describe the record or records sought. Whenever possible, a person requesting records should supply information regarding dates, file designations or other information that may help to describe the records sought. The records access officer, in his discretion, may waive compliance with any formality required herein.

(C) Response to Requests. The Authority shall respond to any written request reasonably describing the record or records sought within five (5) business days after receipt. If the Authority does not provide or deny access to the record sought within five (5) business days

after receipt of a written request, it shall furnish a written acknowledgment of receipt of the request and a statement of the approximate date when the request will be granted or denied, including, where appropriate, a statement that access to the record will be determined in accordance with Section 89(5) of the Public Officers Law relative to trade secrets. Failure of the Authority to grant or deny access to records within ten (10) business days after the date of acknowledgment of receipt of a request may be construed as a denial of access and may be appealed as provided in Section 6 herein.

(D) Hours for Public Inspection. Once the Authority has located the requested records, such records shall be open to public inspection at the offices of the Authority during all hours that the Authority is regularly open for business. Except on State holidays, or during weather or other emergencies, these hours are 9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m., Monday through Friday.

(E) Hours for Copying. Records may be copied during regular business hours on all business days to the extent possible in view of priority copying requirements involving regular Authority responsibilities.

6. DENIAL OF ACCESS TO RECORDS.

(A) General Rule. If the records access officer shall decide to deny access to any particular records such denial of access shall be in writing, stating the reason for denial and advising of the right to appeal to the counsel. Failure of the Authority to respond to a request within five (5) business days after receipt, as required by Section 5 herein, shall be deemed a denial of access to the records. The records access officer may deny access to records or portions thereof that:

(1) are exempted from disclosure by the Privacy Law or any other State or Federal statute or judicial decision;

(2) if disclosed, would constitute an unwarranted invasion of personal privacy pursuant to Section 89(2) of the Freedom of Information Law;

(3) if disclosed, would impair present or imminent contract awards or collective bargaining negotiations;

(4) are trade secrets or are submitted to an agency by a commercial enterprise or derived from information obtained from a commercial enterprise which if disclosed would cause substantial injury to the competitive position of the subject enterprise;

(5) are compiled for law enforcement purposes and which, if disclosed, would interfere with law enforcement investigations or otherwise come within the exemptions of Section 87(2)(e) of the Freedom of Information Law;

(6) are interagency or intra-agency materials which are not:

(a) statistical or factual tabulations or data;

(b) instructions to staff that affect the public; or

(c) final agency policy or determinations; or

(d) external audits; or

(7) are computer access codes; or

(8) are otherwise exempt pursuant to Section 87(2) of the Freedom of Information Law.

(B) Right to Appeal Denial. Except as provided in Section 89(5) of the Public Officers Law relative to trade secrets, any person denied access to records may appeal within thirty (30) days after receipt of notice of the denial. If the denial is by mail, the 30-day period shall commence to run on the fifth day following the mailing of notice of denial. The Authority Counsel/Special Counsel of the Authority shall act as appeals officer (the “Authority Appeals Officer”) to determine appeals regarding denial of access to records under the Freedom of Information Law.

(C) Time for Decision of Appeal. The Authority Appeals Officer shall within ten (10) business days of the receipt of an appeal, decide such appeal in the manner described in subsection (D) below. The time for deciding an appeal shall commence upon receipt of a written appeal, identifying:

- (1) the date and identification of a request for records, together with a copy of such request;
- (2) the date of denial of access, together with a copy of such denial;
- (3) the records that were denied; and
- (4) the name and return address of the appellant.

(D) Decision on Appeal. The Authority Appeals Officer shall inform the appellant and the Committee on Public Access to Records of his determination, in writing, within ten (10) business days after receipt of an appeal. The appeals officer shall either:

- (1) fully explain the reasons for further denial and inform the person inquiring that the denial is subject to court review as provided for in Article 78 of the Civil Practice Law and Rules; or
- (2) provide access to the record sought.

7. TRADE SECRETS.

(A) Requests for Exception from Disclosure. A person who submits any information to the Authority may, at the time of submission, request that the Authority except such information from disclosure under Section 87(2)(d) of the Freedom of Information Law. Where the request itself contains information which if disclosed would defeat the purpose for which the exception is sought, such information shall also be excepted from disclosure. The request for an exception shall be in writing and state the reasons why the information should be excepted from disclosure. The person requesting an exception from disclosure herein shall in all proceedings have the burden of proving that the record falls within the provisions of such exception.

(B) Treatment of Records Pending Decision. Information submitted pursuant to paragraph (A) of this section shall be excepted from disclosure and be maintained by the Authority’s Chairperson in a locked drawer, apart from all other records, until fifteen (15) days after the entitlement to such exception has been finally adversely determined or such further time as ordered by a court of competent jurisdiction.

(C) Determination on Request for Exception. On the initiative of the Authority at any time, or upon the request of any person for a record excepted from disclosure herein, the Authority shall:

(1) inform the person who requested the exception of the Authority's intention to determine whether such exception should be granted or continued;

(2) permit the person who requested the exception, within ten (10) business days after receipt of notification from the Authority, to submit a written statement of the necessity for the granting or continuation of such exception

(3) within seven (7) business days after receipt of such written statement, or within seven (7) business days after the expiration of the period prescribed for submission of such statement, issue a written determination granting, continuing or terminating such exception and stating the reasons therefor. Copies of such determination shall be served upon the person, if any, requesting the record, the person who requested the exception, and the Committee on Public Access to Records.

(D) Appeal. A denial of an exception from disclosure under subsection (C) of this section may be appealed by the person submitting the information and a denial of access to the record may be appealed by the person requesting this record in accordance with the following:

(1) within seven (7) business days after receipt of written notice denying the request, the person may file with the Authority Appeals Officer a written appeal from the determination.

(2) The Authority Appeals Officer shall determine the appeal within ten (10) business days after receipt of the appeal. Written notice of the determination containing the reasons therefor shall be served upon the person, if any, requesting the record, the person who requested the exception and the Committee on Public Access to Records.

(E) Article 78. A proceeding to review an adverse determination pursuant to subsection (D) of this section may be commenced pursuant to Article 78 of the Civil Practice Law and Rules, and must be commenced within fifteen (15) days after the service of the written notice containing the adverse determination.

(F) Consent. Nothing in this section shall be construed to deny any person access, pursuant to this section or the Freedom of Information Law, to the record or part excepted from disclosure upon the written consent of the person who had requested the exception.

8. FEES.

(A) Inspection. There shall be no fee charged for an inspection of records or a search for records pursuant to this section.

(B) Copies. The Chairperson of the Authority may provide copies of records without charging a fee. However, as a general rule, the Authority will charge a fee of 25 cents per page for copies of records. In the case of records not capable of being copied on regular Authority facilities, the Authority may, at the option of the person inquiring:

(1) prepare a transcript, in which case there will be a charge for the clerical time

involved, in addition to the fee set forth herein; or

(2) reproduce the records using available commercial facilities, in which case the fee will be the actual cost to the Authority.

All such fees must be paid in cash to the Records Access Officer prior to the preparation of any copies.

**RESOLUTION 2024-09-05
OF THE
ALBANY COUNTY PINE HILLS LAND AUTHORITY**

WHEREAS, the Albany County Pine Hills Land Authority (“Authority”) was established pursuant to Title 28-C of the Public Authorities Law as set out in Chapter 168 of the Laws of 2024 of the State of New York (“Enabling Legislation”); and

WHEREAS, Section 2676-k(12) of the Enabling Legislation applies to the deposit and investment of funds for the Authority (“Authority Funds”) and provides “[a]ll monies of the authority shall be paid to the Treasurer of the authority, and shall be deposited forthwith in a bank or banks designated by the authority” and “monies in such accounts shall be paid out on check of the treasurer upon requisition by such person or persons as the authority may by resolution authorize to make such requisitions”;

WHEREAS, the Authority’s “Deposits and Investment of Funds Policy”, adopted by the Members of the Authority on September 12, 2024, in compliance with the Enabling Legislation, also provides that the Authority Members shall designate one or more depository banks by resolution (“Depository Bank(s)”);

WHEREAS, the Members of the Authority now desire to determine certain matters in accordance with the Enabling Legislation and the Deposit & Investment Policy;

NOW, THEREFORE BE IT RESOLVED AS FOLLOWS:

SECTION 1. Pursuant to the Enabling Legislation & Deposit and Investment Policy, the Authority hereby (A) designates the following banks and/or trust companies as a Depository Bank for the deposit of Authority Funds received by the Authority:

INSERT BANK NAMES

SECTION 2. Pursuant to the Enabling Legislation & Deposit and Investment Policy, the following officers of the Authority (each, an “Investment Officer”) are authorized to temporarily invest Authority Funds not required for immediate expenditure:

_____, as Chairperson
_____, as Treasurer
_____, as Assistant Treasurer
_____, as Chief Executive Officer
_____, as Chief Financial Officer

SECTION 3. Pursuant to the Enabling Legislation & Deposit and Investment Policy, the following officers of the Authority (each a “Requisition Officer”) are designated as persons authorized to make requisitions on such Depository Bank accounts:

[Type here]

_____, as Chairperson
_____, as Treasurer
_____, as Assistant Treasurer
_____, as Chief Executive Officer
_____, as Chief Financial Officer

SECTION 4. Authority Funds shall be kept shall be secured by obligations of the United States or of New York state or of any municipality of a market value equal at all times to the amount on deposit, and all banks and trust companies shall be authorized to give such security for such deposits. To the extent practicable, consistent with the cash requirements of the authority, all such monies shall be deposited in interest bearing accounts.

SECTION 5. All of the Investment Officers and Requisition Officers named in this resolution are each authorized to execute any and all necessary documents to implement this resolution.

SECTION 6. This resolution shall take effect immediately, and shall remain in effect, as modified, amended, supplemented by subsequent resolutions of the members of the Authority, until the same may be rescinded by subsequent resolutions of the members of the Authority.

Dated: September 12, 2024

Secretary

Motion made by:

Seconded by:

Vote:

**RESOLUTION 2024-09-06
OF THE
ALBANY COUNTY PINE HILLS LAND AUTHORITY**

WHEREAS, the Albany County Pine Hills Land Authority (“Authority”) was established pursuant to Title 28-C of the Public Authorities Law as set out in Chapter 168 of the Laws of 2024 of the State of New York (“Enabling Legislation”); and

WHEREAS, Section 2676-f(12) of the Enabling Legislation provides that the Authority shall have the power “to retain or employ counsel, auditors, engineers, and private consultants on a contract basis or otherwise for rendering professional, management, or technical services and advice”; and

WHEREAS, Section 5(A) of the Authority Procurement Policy provides that the solicitation of alternative proposals and quotations may not be in the best interest of the Authority for “Professional services . . . requiring special or technical skill, training or expertise. The individual, company or firm must be chosen based on accountability, reliability, responsibility, skill, conflict of interests, reputation, education and training, judgment, integrity, continuity of service and moral worth. Furthermore, certain professional services to be provided to the Authority, e.g., legal and accounting services, impact liability issues of the Authority and its members, including securities liability in circumstances where the Authority is issuing bonds. . . . In determining whether a service fits into this category, the Authority shall take into consideration the following guidelines: (a) whether the services are subject to State licensing or testing requirements; (b) whether substantial formal education or training is a necessary prerequisite to the performance of the services; and (c) whether the services require a personal relationship between the individual and Authority members;” and

WHEREAS, pursuant to the above statutory authority and in accordance with Section 5(A) of the Procurement Policy, the Authority desires to procure: (i) necessary and prudent insurance coverage for the Authority, including but not limited to Director and Officer liability coverage (collectively, the “Insurance Coverage”) as determined by Chief Executive Officer; and (ii) legal counsel services to support its operations as determined by the Chief Executive Officer including but not limited to services from: Greenberg Traug LLP, Hodgson Russ LLP, Thomas M. Owens Esq. and O’Connell & Aronowitz LLP (collectively, the “Legal Counsel Services”); and

NOW, THEREFORE BE IT RESOLVED, the Chief Executive Officer is authorized and directed to prepare, negotiate, and execute any and all agreements and other related documents necessary to procure the: (i) Insurance Coverage; and (ii) Legal Counsel Services.

Dated: September 12, 2024

Secretary

Motion made by:

Seconded by:

Vote: