

SULLIVAN COUNTY FUNDING CORPORATION

548 Broadway
Monticello, New York 12701
(845) 428-7575 - Voice
(845) 428-7577 - Fax
www.scfundingcorp.com
TTY 711

SPECIAL MEETING NOTICE

TO: Suzanne Loughlin, Chairperson
Kathleen Lara, Vice Chairperson
Carol Roig, Secretary
Howard Siegel, Treasurer & Chief Financial Officer
Philip Vallone, Assistant Secretary
Scott Smith, Assistant Treasurer
Paul Guenther, Member
Sean Brooks, Member
Ira Steingart, Member & Chief Executive Officer
Chairman and Members of the Sullivan County Legislature
Josh Potosek, Sullivan County Manager
Walter Garigliano, Esq., Agency Counsel

FROM: Jennifer Flad, Executive Director

DATE: February 6, 2024

PLEASE TAKE NOTICE that there will be a Special Meeting of the Sullivan County Funding Corporation scheduled as follows:

DATE: Monday, February 12, 2024

TIME: 11:15 AM (Immediately following the Regular Meeting of the County of Sullivan IDA)

LOCATION: Conference Room, Southern Tier Title Agency, 548 Broadway, Monticello, New York

This meeting will be livestreamed on the Sullivan County Funding Corporation's [YouTube Channel](#).

Meeting documents will be posted on the Sullivan County Funding Corporation's website [here](#).

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**MEETING AGENDA
MONDAY, FEBRUARY 12, 2024**

I. CALL TO ORDER

II. ROLL CALL

III. APPROVAL OF MEETING MINUTES

January 8, 2024 Special Meeting

IV. BILLS AND COMMUNICATIONS

V. NEW BUSINESS

Discussion and Approval: Open Bank Account for Loan Funds

Resolution: Authorizing the Issuance of Replacement Bonds Relating to the Sullivan County Community College Dormitory Corporation Project

Discussion and Approval: Procurement Policy, Investment Policy, and Disposition of Real Property Guidelines

Discussion and Approval: Mission Statement and Performance Measurements

Discussion: Board Member Self-Evaluation (in closed session if desired)

Any and All Other Business Before the Board

VI. PUBLIC COMMENT AND ADJOURN

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Sullivan County Funding Corporation
548 Broadway
Monticello, New York 12701
(845) 428-7575 – telephone
(845) 428-7577 – fax

SPECIAL MEETING MINUTES
January 8, 2024

I. CALL TO ORDER

Treasurer Siegel called to order the special meeting of the Sullivan County Funding Corporation at approximately 11:35 AM in the Legislative Committee Room at the Sullivan County Government Center, 100 North Street, Monticello, New York 12701.

II. ROLL CALL

Members Present-

Howard Siegel
Carol Roig
Scott Smith
Sean Brooks
Kathleen Lara
Ira Steingart

Members Absent-

Suzanne Loughlin
Paul Guenther (via Zoom)
Philip Vallone (via Zoom)

Staff Present-

Jennifer Flad, Executive Director
Julio Garaicoechea, Project Manager
Bethanii Padu, Economic Development Coordinator

Staff Absent-

None

Others Present-

Walter Garigliano, SCFC Counsel
Ken Walter

III. NEW BUSINESS

On a motion made by Ms. Roig, and seconded by Mr. Brooks, the Board reviewed and discussed the resolution appointing officers of SCFC: Ira Steingart as Chief Executive Officer; Suzanne Loughlin as Chairperson; Kathleen Lara as Vice Chairperson; Carol Roig as Secretary; Howard Siegel as Treasurer and Chief Financial Officer; Philip Vallone as Assistant Secretary; and Scott Smith as Assistant Treasurer. Treasurer Siegl called the motion to question, the Board voted, and the resolution was unanimously approved.

Ms. Lara conducted the meeting after being appointed Vice Chairperson.

On a motion made by Ms. Roig, and seconded by Mr. Siegel, the Board reviewed and discussed a resolution electing committees of the Board of Directors of SCFC and making certain other appointments. Vice Chairperson Lara called the motion to question, the Board voted, and the resolution was unanimously approved.

IV. APPROVAL OF MEETING MINUTES

On a motion made by Mr. Smith and seconded by Ms. Roig, the Board voted and unanimously approved the December 11, 2023 special meeting minutes.

V. BILLS AND COMMUNICATIONS

On a motion made by Mr. Smith and seconded by Mr. Brooks, the Board voted and unanimously approved the schedule of payments showing one payment totaling \$3,395.00.

VI. QUARTERLY FINANCIAL REPORT

There were no questions on the quarterly financial report.

VII. PUBLIC COMMENT AND RECESS

Vice Chairperson Lara asked those present for public comment. There was none. On a motion made by Mr. Smith, and seconded by Ms. Roig, the meeting was recessed at approximately 11:39 AM, to reconvene in this room following the meeting of The Sullivan County Infrastructure Local Development Corporation (TSCILDC) Board.

VII. RECONVENE

On a motion made by Mr. Siegel, and seconded by Mr. Smith, Vice Chairperson Lara reconvened the recessed special meeting of the Sullivan County Funding Corporation at approximately 11:43 AM.

On a motion made by Ms. Roig, and seconded by Ms. Lara, the Board entered Executive Session to discuss the financial and credit history of a particular corporation at approximately 11:43 AM.

On a motion made by Mr. Siegel, and seconded by Mr. Smith, the Board exited Executive Session at approximately 11:49 AM.

VIII. ADJOURN

On a motion made by Ms. Roig, and seconded by Mr. Steingart, the Board adjourned the meeting at approximately 11:50 AM.

Respectfully submitted:
Bethanii Padu, Economic Development Coordinator



HANCOCK
ESTABROOK^{LLP}

ROBERT D. POYER
Direct Phone No.: (315) 565-4548
Direct Fax No.: (315) 565-4648
rpoyer@hancocklaw.com

RECEIVED
JAN 31 2024
BY: *mycaef*

January 30, 2024

Sullivan County Funding Corporation ✓
548 Broadway
Monticello, New York 12701
Attention: Jennifer Flad, Executive Director

Sullivan County Community College
Dormitory Corporation
112 College Road
Loch Sheldrake, New York 12759
Attention: Steven Kaufman, Chair

County of Sullivan
Industrial Development Agency
548 Broadway
Monticello, New York 12701
Attention: Jennifer Flad, Executive Director

Sullivan County Community College
Dormitory Corporation
112 College Road
Loch Sheldrake, New York 12759
Attention: Steven Vegliante, Esq., Chair

Re: Bonds: Sullivan County Funding Corporation Tax-Exempt Revenue Bonds (Sullivan County Community College Dormitory Corporation Project), Series 2014A and Sullivan County Funding Corporation Taxable Revenue Bonds (Sullivan County Community College Dormitory Corporation Project), Series 2014B

**Original Principal: \$7,442,000.00 (Series 2014A)
\$558,000.00 (Series 2014B)**

Holder: Amos Financial LLC by assignment from Webster Bank, N.A., successor by merger to Sterling National Bank

Issuer: Sullivan County Funding Corporation

Borrower: Sullivan County Community College Dormitory Corporation

Mortgagors: Sullivan County Community College Dormitory Corporation and County of Sullivan Industrial Development Agency

Mortgaged Property: Section 17, Block 1, Lot 26.2 of the Tax Map of the Town of Fallsburgh, County of Sullivan and State of New York

Dear Issuer, Borrower and Mortgagors:

This firm represents Amos Financial LLC (“**Holder**”) with respect to the above-referenced revenue bonds, which are secured, in part, by a mortgage encumbering the above-referenced real property (the “**Mortgaged Property**”).

{H5398238.3}

Reference is made to: (1) the Bond Purchase Agreement and Loan Agreement, dated June 26, 2014 (the “**Purchase Agreement**”), made by and among Sullivan County Funding Corporation (“**Issuer**”), Sullivan County Community College Dormitory Corporation (“**Borrower**”) and Sterling National Bank (“**Sterling**”), as amended by the Bond Modification Agreement, dated February 26, 2021, made by and among Issuer, Borrower and Sterling (the “**Modification Agreement**”, and together with the Purchase Agreement, the “**Agreement**”); (2) the Sullivan County Funding Corporation Tax-Exempt Revenue Bonds (Sullivan County Community College Dormitory Corporation Project), Series 2014A, dated June 26, 2014 (the “**Series 2014A Bond**”), made by Issuer in favor of Sterling in the original principal amount of \$7,442,000.00, as amended, modified or supplemented from time to time; (3) the Sullivan County Funding Corporation Taxable Revenue Bonds (Sullivan County Community College Dormitory Corporation Project), Series 2014B, dated June 26, 2014 (the “**Series 2014B Bond**”, and together with the Series 2014A Bond, the “**Bonds**”), made by Issuer in favor of Sterling in the original principal amount of \$558,000.00, as amended, modified or supplemented from time to time; (4) the Mortgage, Assignment of Rents, Security Agreement and Fixture Filing, dated June 1, 2014 (the “**Mortgage**”), made by Borrower and County of Sullivan Industrial Development Agency (“**IDA**” and, together with Borrower, “**Mortgagors**”) in favor of Issuer to secure a first lien on the Mortgaged Property in the maximum principal amount of \$8,000,000.00, as amended, modified or supplemented from time to time; and (5) all other agreements, documents, instruments, assignments, securities, mortgages, consents, guaranties and UCC filings referred to or at any time executed and/or delivered in connection with the above-referenced documents (all of the foregoing, as amended or modified from time to time, collectively, the “**Bond Documents**”). All capitalized terms used but not otherwise defined in this letter will have the meanings assigned to them in the Bond Documents.

Please be advised that on January 24, 2024, Holder purchased and acquired the Bonds and all other Bond Documents from Webster Bank, N.A. Enclosed are copies of the duly executed assignments of the Bonds. We request that the Issuer execute replacement Bonds in the name of Amos Financial LLC, as Holder, in accordance with Section 3.03(c) of the Bond Purchase Agreement.

From and after the payment due date falling on February 1, 2024, all payments should be made payable to Amos Financial LLC and should be mailed to the following address:

Amos Financial LLC
3330 Skokie Valley Rd., Suite 301
Highland Park, IL 60035

All correspondence should be sent to Nareg Korogluyan, the Operations Manager of Amos Financial LLC at the following address:

Amos Financial LLC
3330 Skokie Valley Rd., Suite 301
Highland Park, IL 60035



Nareg Korogluyan can also be reached by phone at (847) 433-2600, Ext. 109, and he can be reached by email at Nareg@amosfinancial.com.

We will soon be reaching out to the parties to discuss the current status of this indebtedness. Please be advised that, pending any additional correspondence from us or our client, any actions taken by Webster Bank, N.A., as the prior holder, remain in full force and effect. Please be further advised that we reserve all rights with respect to this indebtedness, whether at law or in equity.

Thank you for your anticipated cooperation and assistance with the above and look forward to working with you. If you have any questions, please feel free to contact me at (315) 565-4548.

Very truly yours,

HANCOCK ESTABROOK, LLP

Robert D. Poyer

RDP/jsm
Enc.

cc: Garigliano Law Offices, LLP
449 Broadway
Monticello, New York 12701
Attention: Walter F. Garigliano, Esq.;

Harris Beach PLLC
99 Garnsey Road
Pittsford, New York 14534
Attention: Russell E. Gaenzle, Esq.;

Shawn Law Offices
30 North Street
Monticello, New York 12701
Attention: Henri Shawn, Esq.;

Harris Beach PLLC
100 Wall Street
New York, New York 10005
Attention: Jeffrey Storch, Esq.;

SUNY Sullivan
112 College Road
Loch Sheldrake, New York 12759
Attention: Dr. Kathleen Crabill, Officer in Charge; and



SUNY Sullivan
112 College Road
Loch Sheldrake, New York 12759
Attention: Dr. Nancy Hackett, Chair of Board of Trustees

RESOLUTION

A meeting of the Sullivan County Funding Corporation (“SCFC”) was convened in public session at 548 Broadway, Village of Monticello, Sullivan County, New York on February 12, 2024, at 11:15 a.m. local time.

The meeting was called to order by Chairperson Suzanne Loughlin and, upon roll being called, the following members of SCFC were:

	<u>PRESENT</u>	<u>ABSENT</u>
Suzanne Loughlin	[]	[]
Kathleen Lara	[]	[]
Carol Roig	[]	[]
Howard Siegel	[]	[]
Philip Vallone	[]	[]
Scott Smith	[]	[]
Paul Guenther	[]	[]
Sean Brooks	[]	[]
Ira Steingart	[]	[]

The following persons were also present:
Jennifer M. Flad, Executive Director
Ira Steingart, Chief Executive Officer
Julio Garaicoechea, Project Manager
Bethanii Padu, Economic Development Coordinator
Walter F. Garigliano, Esq., General Counsel

The following resolution was duly offered by _____, and seconded by _____, to wit:

Resolution No. __-24

RESOLUTION AUTHORIZING ISSUANCE OF REPLACEMENT BONDS RELATED TO THE \$7,442,000 SCFC TAX-EXEMPT REVENUE BONDS (SULLIVAN COUNTY COMMUNITY COLLEGE DORMITORY CORPORATION (“SCCCDC” OR “BORROWER”) PROJECT), SERIES 2014A; AND \$558,000 SCFC TAXABLE REVENUE BONDS (SULLIVAN COUNTY COMMUNITY COLLEGE DORMITORY CORPORATION PROJECT), SERIES 2014B (COLLECTIVELY, THE “BONDS”)

WHEREAS, by Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (hereinafter collectively called the “Act”), SCFC was established for certain charitable and public purposes including, among other things, relieving and reducing

unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

WHEREAS, on or about June 26, 2014 the Issuer issued the Bonds pursuant to a Bond Purchase Agreement and Loan Agreement by and among Issuer, Borrower and Sterling National Bank (“Sterling”); and

WHEREAS, on or about January 24, 2024, Amos Financial LLC (“AMOS”) purchased and acquired the bonds and all rights of the holder under the bond documents from Webster Bank, N.A., the successor by merger of Sterling; and

WHEREAS, AMOS has requested the Issuer issue replacement bonds in the name of AMOS, as Holder; and

WHEREAS, SCFC desires to authorize its Chairperson or Executive Director, each acting individually, execute and issue replacement bonds and execute such other documents, instruments or certificates as are necessary to cause the Bonds to be replaced.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF SCFC AS FOLLOWS:

- Section 1. SCFC authorizes the issuance of replacement bonds in the name of AMOS, as Holder, upon compliance by AMOS with the requirements of Section 3.03(c) of the Bond Purchase Agreement and Loan Agreement, by and among SCFC, SCCCDC and Sterling dated June 26, 2014, including providing any opinions required by Counsel to the Issuer.
- Section 2. SCFC authorizes its Chairperson or Executive Director, each acting individually, to execute and issue replacement bonds and execute such other documents, instruments or certificates as are necessary to cause the Bonds to be replaced, subject to AMOS reimbursing the Agency for all costs including reasonable attorneys’ fees, associated with the request by AMOS for replacement bonds to be issued.
- Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Suzanne Loughlin	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Kathleen Lara	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Carol Roig	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Howard Siegel	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Philip Vallone	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Scott Smith	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Paul Guenther	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Sean Brooks	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain
Ira Steingart	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Absent	<input type="checkbox"/> Abstain

The resolution was thereupon duly adopted.

STATE OF NEW YORK)
 ss.:
COUNTY OF SULLIVAN)

I, the undersigned Secretary of the Sullivan County Funding Corporation, DO
HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Sullivan
County Funding Corporation (the “Corporation”), including the resolutions contained therein,
held on February 12, 2024 with the original thereof on file in my office, and that the same is a
true and correct copy of the proceedings of the Corporation and of such resolutions set forth
therein and of the whole of said original insofar as the same related to the subject matters
therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was
duly given in accordance with Article 7 of the New York Public Officers Law, that all members
of the Corporation had due notice of the meeting and that the meeting was in all respected duly
held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 12th day of February,
2024.

Carol Roig, Secretary

SULLIVAN COUNTY FUNDING CORPORATION

PROCUREMENT POLICY

A. Introduction

1. Scope – In accordance with the Not-For-Profit Corporation Law (the "N-PCL") and the Public Authorities Accountability Act of 2005, as amended, the Sullivan County Funding Corporation (the "Corporation") desires to adopt procurement policies which will apply to the procurement of goods and services to be paid for by the Corporation for its own use and account.

2. Purpose – Pursuant to the N-PCL, the primary objectives of this policy are to assure the prudent and economical use of public monies in the best interests of the taxpayers of a political subdivision or district, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.

B. Procurement Policy

1. Determination Required – Prior to commencing any procurement of goods and services, the Executive Director or an authorized designee shall prepare a written statement setting forth the basis for (1) the determination that competitive bidding is not required for such procurement, and if applicable (2) the determination that such procurement is not subject to any requirements set forth in this policy. Such written statements shall be maintained by the Executive Director or such authorized designee in a specially designated procurement file.

2. Procedure for determining whether Procurements are subject to Competitive Bidding – The procedure for determining whether a procurement of goods and services is subject to competitive bidding shall be as follows:

a. The Executive Director or an authorized designee shall make the initial determination as to whether competitive bidding is required. Competitive bidding will be required for expenditures of (1) more than \$35,000 for the performance of any public works contract (services, labor or construction), and (2) more than \$20,000 for any purchase contract (acquisition of commodities, materials, supplies or equipment).

b. The Executive Director or such authorized designee shall review the purchase request against prior years' expenditures and a good faith effort will be made to determine whether it is known or can reasonably be expected that the aggregate purchases of a similar nature will exceed the above competitive bidding procedures shall be followed for said expenditure.

c. The Executive Director or such authorized designee shall present any legal issues regarding the applicability of the competitive bidding requirements stated herein to the Corporation's Counsel.

3. Methods of Competition to be used for Non-Bid Procurements and Exempt Procurements – Alternative proposals or quotations for goods and services shall be secured by use of written requests for proposals or written quotations, verbal quotations or any other method of procurement which furthers the purposes of this Section except for items excepted herein (see 7 below) or procurements made:

- a. through county contracts, or
- b. through State contracts, or
- c. from agencies for the blind or severely handicapped, or
- d. for articles manufactured in correctional institutions.

4. Procedures for the Purchase of Commodities, Equipment or Goods under \$20,000.

- a. Up to \$3,000: The discretion of the Executive Director or authorized designee.
- b. \$3,001 – \$10,000: Documented verbal quotations from at least three vendors.
- c. \$10,001 – \$20,000: Written/fax quotations from at least three vendors.

5. Procedures for the Purchase of Public Works or Services under \$35,000.

- a. Up to \$6,000: The discretion of the Executive Director or authorized designee.
- b. \$6,001 – \$20,000: Documented verbal quotations from at least three vendors.
- c. \$20,001 – \$35,000: Written/fax quotations from at least three vendors.

6. Basis for the Award of Contracts – Contracts will be awarded to the lowest responsible vendor who meets the specifications.

7. Circumstances justifying an Award to other than the Lowest Cost quoted.

- a. Delivery requirements;
- b. Quality requirements;
- c. Quality;
- d. Past vendor performance;
- e. The unavailability of three or more vendors who are able to quote on a procurement;

f. It may be in the best interests of the Corporation to consider only one vendor who has previous expertise with respect to a particular procurement.

8. Documentation

a. For each purchase made, the Executive Director or authorized designee shall set forth in writing the category of procurement that is being made and what method of procurement is specified.

b. The basis for any determination that competitive bidding is not required shall be documented, in writing, by the Executive Director or such authorized designee, and filed with the purchase order or contract therefore.

c. For those items not subject to competitive bidding such as professional services, emergencies, purchased under city contracts or procurements from sole sources, documentation should include a memo to the files which details why the procurement is not subject to competitive bidding and include, as applicable:

- (1) a description of the facts giving rise to the emergency and that they meet the statutory criteria; or
- (2) a description of the professional services; or
- (3) written verification of city contracts; or
- (4) opinions of Counsel, if any; or
- (5) a description of sole source items and how such determinations were made.

d. Whenever an award is made to other than the lowest quote the reasons for doing so shall be set forth in writing and maintained in the procurement file.

e. Whenever the specified number of quotations cannot or will not be secured, the reasons for this shall be indicated in writing and maintained in the procurement file.

9. Exceptions to Bidding

a. Emergency Situation – An emergency exists if the delay caused by soliciting quotes would endanger the health, welfare or property of the municipality or of the citizens. With approval by the Executive Director such emergency shall not be subject to competitive bidding or the procedures stated above.

b. Resolution Waiving Bidding Requirements – The Corporation may adopt a resolution waiving the competitive bidding requirements whenever it is determined to be impracticable.

c. Sole Source – Defined as a situation when there is only one possible source from which to procure goods and/or services and it is shown that the item needed has unique benefits, the cost is reasonable for the product offered and there is no competition available. In this situation, a request for a resolution waiving bidding requirements, as described above, is required.

d. True Lease – Prices will be obtained through quotations whenever possible. The award shall be made on the basis of goods and/or services to be provided, ability to meet the specifications desired and price.

e. Insurance – All insurance policies shall be procured in accordance with the following procedures:

(1) Premium less than \$10,000 – documented telephone quotations from at least three agents (if available).

(2) Premium over \$10,001 – written quotations/fax or proposals from at least three agents (if available)

f. Professional Services – This category includes services which require special education and/or training, license to practice or are creative in nature. Examples of professional services are: lawyers, doctors, accountants, engineers, artists, etc.

10. Minority and Women Business Enterprises – The Corporation shall comply with all applicable legal requirements relating to the hiring of such businesses.

11. Input from members of the Corporation – Comments concerning the procurement policy shall be solicited from the members of the Corporation from time to time.

12. Annual Review – the Corporation shall annually review its policies and procedures.

13. Unintentional Failure to Comply – The unintentional failure to comply with the provisions of this policy shall not be grounds to void action taken or give rise to a cause of action against the Corporation or any officer thereof.

Approved and adopted this 23rd day of November, 2011.
Modified and readopted this 9th day of March 2015.

**SULLIVAN COUNTY FUNDING CORPORATION
AMENDED AND RESTATED INVESTMENT POLICY**

I. INVESTMENT AND DEPOSIT POLICY

A. Introduction

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

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

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

4. Diversification – It is the policy of the Corporation to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling.

5. Internal Controls

- a. All moneys collected by an officer or employee of the Corporation shall be immediately deposited in such depositories and designated by the Corporation for the receipt of such funds.
- b. The Corporation shall maintain or cause to be maintained a proper record of all book, notes, securities or other evidences of indebtedness held by the Corporation for investment and deposit purposes.
- c. The Corporation is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

6. Designation of Depositories

The Corporation shall designate as depositories of its money those banks and trust companies authorized to serve as such pursuant to applicable law.

B. Investment Policy

1. Permitted Investments

Pursuant to the Not-For-Profit Corporation Law ("N-PCL"), the Corporation is authorized to invest moneys not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- a. Special time deposit accounts;*
- b. Certificates of deposit;*
- c. Obligations of the United States of America;**
- d. Obligations guaranteed by agencies of the United States of America where payment of principal and interest are guaranteed by the United States of America;**
- e. Obligations of the State of New York;*

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

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

2. Authorized Financial Institutions and Dealers

The Corporation shall maintain a list of financial institutions and dealers, approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. All financial institutions with which the local government conducts business must be credit worthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Corporation. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Chief Executive Officer or Chairperson of the Board of Directors is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. Such listing shall be evaluated at least annually.

3. Purchase of Investments

The Corporation may contract for the purchase of investments:

- a. Directly, including through a repurchase agreement, from an authorized trading partner.
- b. By participation in a cooperative investment program with another authorized governmental entity pursuant to the N-PCL where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the Board of Directors.
- c. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the Board of Directors.

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

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

4. Repurchase Agreements

Repurchase agreements are authorized subject to the following restrictions:

- a. All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
- b. Trading partners are limited to banks or trust companies authorized to do business in New York State and primary reporting dealers.
- c. Obligations shall be limited to obligations of the United States of America and obligations guaranteed by agencies of the United States of America.
- d. No substitution of securities will be allowed.
- e. The custodian shall be a party other than the trading partner.

C. Deposit Policy

1. Collateralization of Deposits

All deposits of the Corporation, including certificates of deposit and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:

- a. By pledge of "eligible securities" with an aggregate "market value" as provided by the N-PCL, equal to the aggregate amount of deposits from the categories designated in Exhibit A attached hereto.
- b. By an eligible "irrevocable letter of credit" issued by a qualified bank other than the bank with the deposits in favor of the Corporation for a term not to exceed ninety (90) days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.
- c. By an eligible surety bond payable to the Corporation for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations. The terms and conditions of any eligible surety shall be approved by the Board of Directors.

2. Safekeeping and Collateralization

Eligible securities used for collateralizing deposits shall be held by the depository bank or trust company subject to security and custodial agreements.

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

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for, the Corporation, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of backing for any other deposit or other liabilities. The

agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the Corporation a perfected interest in the securities.

Approved and adopted this 9th day of December, 2019.

60398-036

EXHIBIT A

SCHEDULE OF ELIGIBLE SECURITIES

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

(11) Zero Coupon obligations of the United States government marketed as "Treasury STRIPS".

**SULLIVAN COUNTY FUNDING CORPORATION
DISPOSITION OF REAL PROPERTY GUIDELINES
ADOPTED PURSUANT TO SECTION 2896 OF THE PUBLIC AUTHORITIES
LAW**

SECTION 1. DEFINITIONS

A. "Contracting officer" shall mean the officer or employee of the Sullivan County Funding Corporation (the "Corporation") who shall be appointed by resolution to be responsible for the disposition of property.

B. "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 Public Authorities Law.

C. "Property" shall mean personal property in excess of five thousand dollars (\$5,000) 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 Corporation shall:

(i) maintain adequate inventory controls and accountability systems for all property owned by the Corporation 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 Corporation shall

(i) publish, not less frequently than annually, a report listing all real property owned in fee by the Corporation. Such report shall 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 Corporation and the name of the purchaser for all such property sold by the Corporation during such period; and

(ii) shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly).

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 Corporation. The Corporation shall have the right to dispose of its property for any valid corporate purpose.

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

C. Method of Disposition. Unless otherwise permitted, the Corporation 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 Corporation and/or contracting officer deems proper. The Corporation 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, no disposition of real property, any interest in real property 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 and provided further, that no disposition of any other property, which because of its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar property, shall be made without a similar appraisal..

D. Sales by the Commissioner of General Services (the "Commissioner"). When the Corporation shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Corporation may enter into an agreement with the Commissioner of pursuant to which Commissioner may dispose of property of the Corporation under terms and conditions agreed to by the Corporation 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 Corporation, purporting to transfer title or any other interest in property of the Corporation 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 the 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 Corporation 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 Corporation, price and other factors considered; provided, that all bids may be rejected at the Corporation'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 has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significance, rarity, or other quality of similar effect, that would tend to increase its value, or if the personal property is to be sold in such quantity that, if it were 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);

(C) bid prices after advertising therefor 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 corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;

(E) under those circumstances permitted by subsection (v) below; 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);

(2) any real property that has an estimated fair market value in excess of one hundred thousand dollars (\$100,000), 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); or

(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 under Section 2(B) above not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Corporation.

(v) Disposal of Property for less than Fair Market Value ("FMV").

(A) No assets owned, leased or otherwise in the control of the Corporation may be sold, leased, or otherwise alienated for less than its FMV except if:

(1) the transferee is a government or public entity and terms of transfer require ownership and use to remain with the government or public entity; or

(2) the purpose of transfer is within purpose, mission of the Corporation; or

(3) the Corporation provides written notification to the Governor, the Speaker of the Assembly, and the Temporary President of the Senate; provided, however, that such notification is subject to denial

by the Governor, the Speaker of the Assembly, and the Temporary President of the Senate pursuant to the PAAA.

(B) If the Corporation proposes to make a transfer below FMV, the following information is required to be provided to the Corporation's Board of Directors and the public:

- (1) a full description of the asset;
- (2) an appraisal of the FMV of the asset;
- (3) a description of purpose of transfer, the kind and amount of the benefit to the public resulting from the transfer such as jobs and wages created or preserved;
- (4) a statement of the value to be received compared to FMV;
- (5) the names of any private parties participating in the transfer, and, if different than the information required by paragraph 4 immediately above, a statement of the value to the private party;
- (6) the names of other private parties that have made an offer for the asset being transferred, the value offered, and the purpose for which the asset would have been used.

(C) The Board of Directors of the Corporation must make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.

The guidelines are subject to modification and amendment at the discretion of the Corporation board and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Corporation is the Executive Director.

Approved and adopted this 23rd day of November, 2011.

SULLIVAN COUNTY FUNDING CORPORATION
548 Broadway
Monticello, New York 12701

Authority Mission Statement and
Performance Measurements for FY 2023

Name of Public Authority:
Sullivan County Funding Corporation

Public Authority's Mission Statement:

The Sullivan County Funding Corporation (SCFC) is a not-for-profit entity established in 2011, the primary goal of which is to promote economic welfare, recreation opportunities, prevent unemployment and economic deterioration, ensure the prosperity of Sullivan County's inhabitants, and promote tourism, agriculture and trade.

The creation of the SCFC provides a viable mechanism to accomplish commercial, recreational, and industrial development goals. Support of a healthy economy, the creation and retention of jobs, on a local, regional and State level is an important policy objective.

Date Originally Adopted: November 23, 2011, Resolution No. 2-11

Measurements:

The Sullivan County Funding Corporation (SCFC) shall annually review its Mission Statement and identify whether the SCFC continues to meet its stated mission, goals, and values; can quantify measures of improvement to better meet its stated mission, goals, and values; can become more effective and efficient; and is meeting the interests of SCFC and Sullivan County within the framework of its stated mission.

Performance Measurement Questions:

1. Have the board members acknowledged that they have read and understood the mission of the public authority?
2. Do the board members affirm its membership, board, committee, and management structure?

3. Has the agency complied with the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009?
4. Does the agency conduct business in an environment that fosters transparency?
5. Does the agency instill and uphold high ethical conduct within the entire organization?

Discussed, reviewed, and approved by the Sullivan County Funding Corporation Board of Directors-- Date: _____

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To be submitted to the ABO via website: info@abo.state.ny.us

**SULLIVAN COUNTY FUNDING CORPORATION
CONFIDENTIAL FY 2023 EVALUATION OF BOARD PERFORMANCE**

Please check (√) the most appropriate box.

CRITERION	AGREE	SOMEWHAT AGREE	SOMEWHAT DISAGREE	DISAGREE
Board members have a shared understanding of the mission and purpose of the Agency.				
The policies, practices and decisions of the Board are always consistent with this mission.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Agency and reviews these annually.				
The Board sets clear and measurable performance goals for the Agency that contribute to accomplishing its mission.				
The decisions of the Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.				
Board members are knowledgeable about the Agency's programs, financial statements, reporting requirements, and other transactions.				
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.				

The Board knows the statutory obligations of the Agency and if the Agency is in compliance with State law.				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.				
Board members have sufficient opportunity to research, discuss, question, and prepare before decisions are made and votes taken.				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.				
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.				
The Board has identified the areas of most risk to the Agency and works with management to implement risk mitigation strategies before problems occur.				
Board members demonstrate leadership and vision and work respectfully with each other.				

Date Completed: _____