



Jeffrey D. Crist, Chairman • **Dean Tamburri**, Vice Chairman • **Vincent Odock**, Secretary • **Susan Walski**, Board Member **Marc Greene**, Board Member • **Giovanni Palladino**, Board Member • **Linda Muller**, Board Member
William Fioravanti, Chief Executive Officer • **Lino J. Sciarretta**, General Counsel • **Daniel G. Birmingham**, Bond Counsel

Governance Committee Agenda

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a Governance Committee Meeting on December 17th, 2025, at 3:00 PM at the Orange County IDA Headquarters, 4 Crotty Lane, Suite 100, New Windsor, NY 12553 to consider and/or act upon the following:

Order of Business

- **Call Meeting to Order**
- **Roll Call**
- **Proof of Notice**
- **Minutes**
 - Approval of Minutes from the September 25th, 2025, OCFC Governance Committee Meeting
- **Old Business**
 - Policies Review & Revision
- **Adjournment**

To watch the livestream, please visit our website: www.ocnyida.com

Dated: December 3, 2025

By: William Fioravanti – Chief Executive Officer

**Orange County Industrial Development Agency 4 Crotty Lane, Suite 100 • New Windsor, NY 12553
Phone: (845) 234-4192 • Fax: (845) 220-2228 • Email: business@ocnyida.com**



ORANGE COUNTY FUNDING CORPORATION

Jeffrey Crist, Chairman • **Dean Tamburri**, Vice Chairman • **Vincent Odock**, Secretary
Susan Walski, Board Member • **Marc Greene**, Board Member • **Giovanni Palladino**, Board Member • **Linda Muller**, Board Member
Bill Fioravanti, Chief Executive Officer • **Lino J. Sciarretta**, General Counsel • **Daniel G. Birmingham**, Bond Counsel

Date: November 24, 2025
From: Jeffrey D. Crist
RE: Next Meeting Date

OCFC Governance Committee Meeting Notice

The next Governance Committee meeting of the
Orange County Funding Corporation is:

**Wednesday, December 17th, 2025
at 3:00pm**

**OCIDA Headquarters
4 Crotty Lane, Suite 100
New Windsor, NY 12553**

To watch the livestream, please visit our website: www.ocnyida.com

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Orange County Funding Corp.
4 Crotty Lane
New Windsor, NY 12553
(845) 234-4192

OCFC Governance Committee Minutes
Thursday, September 25th, 2025

Meeting Location: 4 Crotty Lane, Suite 100, New Windsor, NY 12553

Committee Members Present: Linda Muller (Chair), Jeffrey Crist, Giovanni Palladino, Dr. Vincent Odock

Committee Members Absent: Dean Tamburri

Staff Present: Bill Fioravanti, Kelly Reilly, Marty Borrás, Cayden Jones (AV), Rudy Zodda (General Counsel)

Others Present: Brian Sanvidge (NYS Appointed Monitor via Zoom)

I. Call Meeting to Order

The Chairwoman called the meeting to order at 3:18 p.m.

II. Roll Call

Mr. Fioravanti acknowledged the Committee, staff members, and guest present.

III. Proof of Notice

The Chairwoman acknowledged that the meeting was duly noticed.

IV. Minutes

A MOTION TO APPROVE THE AUGUST 6TH, 2025 OCFC GOVERNANCE COMMITTEE MEETING MINUTES AS PRESENTED WAS MADE BY MR. PALLADINO, SECONDED BY DR. ODOCK, AND PASSED UNANIMOUSLY.

V. Old Business

Policy Review and Revision: Mr. Fioravanti discussed the new format for Agency policies and stated that finalized versions of the first 7 will be presented to the Board at the October 2025 meeting for approval. The remaining 5 policies currently under review, would also be introduced for discussion.

VI. New Business

Fee Schedule: Mr. Fioravanti stated that the fee schedule was revised to be commensurate with the works that is required. He reviewed the changes and noted the typo regarding the application fee which was corrected. He discussed a new section added as a means for the OCIDA to be

reimbursed for expenses related to processing a project's public hearing, cost benefit analyses, annual compliance fees, and local labor monitoring fees.

A MOTION TO RECOMMEND ADOPTION OF THE NEW FEE SCHEDULE BY THE FULL BOARD WAS MADE BY MR. CRIST, SECONDED MY MR. PALLADINO, AND PASSED UNANIMOUSLY.

VII. Ethics Officer / By-Laws

Mr. Fioravanti noted some additions to the by-laws of revised language regarding official titles that are not currently filled. Mr. Sanvidge explained the need for identifying an ethics officer and Mr. Fioravanti further stated that position would be filled by the Chairman of the Board but, in the event of a conflict, the Chairperson of the Governance Committee would be appointed. The Chairwoman expressed concerns about the verbiage which was not clear about the Board's role in the approval process for filling a position that was not budgeted. She suggested that all non-budgeted positions be approved by the Finance Committee first and then by the full Board. The Committee agreed to revise the language and present the By-Laws at the October 2025 meeting.

VIII. Adjournment

A MOTION TO ADJOURN THE MEETING WAS MADE BY MR. PALLADINO, SECONDED BY DR. ODOCK, AND PASSED UNANIMOUSLY.

The meeting closed at 3:43 p.m.

**MANAGEMENT AGREEMENT BETWEEN THE ORANGE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY AND THE ORANGE COUNTY
FUNDING CORPORATION FOR SUPPORT SERVICES**

TOPIC: Administration

RESPONSIBLE DIRECTOR: CEO

**President and Chief Executive
Officer**

APPROVED BY:

Chairman, Board of Directors

EFFECTIVE DATE: December 17, 2025

SUPERSEDES: Any and all previous dates

UPDATED (date): September 22, 2025

REVIEWED (date): December 17, 2025

I. Statement and Purpose:

This agreement formalizes the relationship between the Orange County Industrial Development Agency (IDA) and the Orange County Funding Corporation (OCFC). Since both organizations share the same board members, offices, and executive officers, the agreement sets clear terms for the IDA to provide support services to the OCFC, ensuring compliance with state laws and continuity of operations without additional compensation.

II. Significant Principles:

- Both entities share the same board of directors, office location, and executive leadership.
- The agreement memorializes the shared management and support services.
- Each organization retains its own liability insurance and Directors and Officers coverage.

- The arrangement ensures compliance with state laws, rules, and regulations.

III. Procedure:

- The IDA assumes responsibility for carrying out the duties of CEO, COO, and CFO for the OCFC, as defined in the OCFC By-Laws.
- No compensation is provided to the IDA or its officers for these services.
- The agreement becomes effective January 1, 2021, and continues until terminated by either party.
- Amendments require resolutions passed by both Boards of Directors at official meetings.

IV. Evaluation:

- The agreement can be terminated at any time by either the IDA or OCFC.
- Compliance is maintained through adherence to state law and internal by-laws.
- Severability ensures the agreement remains enforceable even if any provision is deemed invalid.

THIS AGREEMENT is entered into as of the 1st day of January, 2021, by and between the Orange County Funding Corporation, a Not-For-Profit Corporation of the State of New York, with offices at 4 Crotty Lane, New Windsor, New York 12553, hereinafter “the OCFC” and the Orange County Industrial Development Agency, a public benefit corporation organized under the laws of the State of New York with offices at 4 Crotty Lane, New Windsor, New York 12553, hereinafter “IDA.”

WITNESSETH:

WHEREAS, the IDA is a public benefit corporation organized by Chapter 390 of the Laws of 1972 of the State of New York pursuant to Title I of Article 18-A of the General Municipal Law of the State of New York; and

WHEREAS, the OCFC is a Not-For-Profit Local Development Corporation incorporated pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York; and

WHEREAS, the IDA and OCFC have the same members constituting their respective Boards of Directors and share the same physical offices; and

WHEREAS, the IDA and OCFC have, through the adoption of their respective By-Laws, established the same corporate offices of Chief Executive Officer, Chief Operating Officer and Chief Financial Officer and have filled these positions with the same individuals for both; and

WHEREAS, the IDA and OCFC Boards believe that it is advisable to memorialize the management arrangement between the two corporations for support services.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, the parties agree as follows:

SECTION 1: TERMS

- A. The IDA agrees to perform the services and fulfill the duties of the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer of the OCFC as those duties are defined by the OCFC By-Laws.
- B. The IDA will be responsible for ensuring that the OCFC is in compliance with all State laws, rules, and regulations now in effect or which, in the future, may come into effect.
- C. For these services, neither the IDA nor its corporate officers performing the services under this Agreement, shall be entitled to any compensation.
- D. The IDA and the OCFC shall keep and maintain in effect at all times their own comprehensive liability insurance and Directors and Officers Errors and Omission Liability Policies.
- E. The IDA and OCFC shall have the right to terminate this Agreement at any time.

SECTION 2. GENERAL PROVISIONS.

- A. The text herein shall constitute the entire agreement between the parties and may only be amended by resolution of both Boards of Directors at a regular or special meeting of the respective Boards.
- B. This Agreement shall become effective as of January 1, 2021 and shall continue in effect until such time as either party exercises its right to terminate this Agreement as noted above.
- C. This Agreement shall be governed by the Laws of the State of New York.
- D. If any provision, or any portion thereof, contained in this Agreement is held invalid, illegal or unenforceable by a court of competent jurisdiction, the remainder of this Agreement shall be deemed severable, shall not be affected and shall remain in full force and effect.

IN WITNESS WHEREOF, the OCFC has caused this agreement to be signed and executed on its behalf by its Chief Executive Officer and the IDA has caused this agreement to be signed and executed on its behalf by its Chief Executive Officer, on the day and year first above written.

Orange County Funding Corp

Orange County Industrial Development Agency

BY:
Chief Executive Officer

BY:
Chief Executive Officer

**ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
WHISTLEBLOWER POLICY**

AREA: Governance

RESPONSIBLE DIRECTOR: CEO

AFFECTED DEPARTMENTS: Administration

Chief Executive Officer

APPROVED BY:

Chairman, Board of Directors

EFFECTIVE DATE: December 17, 2025

SUPERSEDES: Any and all previous dates

UPDATED (date): September 22, 2025

REVIEWED (date): December 17, 2025

I. Statement and Purpose:

The Whistleblower Policy is designed to protect individuals who, in good faith, report suspected violations of the Agency’s Code of Ethics or other instances of potential wrongdoing. It ensures that employees, officers, and board members can raise concerns without fear of retaliation, thereby fostering integrity, accountability, and transparency within the Agency’s operations.

II. Significant Principles:

- Protects whistleblowers from retaliation, harassment, or adverse personnel actions.
- Defines key terms such as “good faith,” “whistleblower,” “wrongdoing,” and “personnel action.”
- Encourages prompt and timely reporting of potential wrongdoing.
- Upholds confidentiality of the whistleblower’s identity and allegations as much as possible.

- Establishes accountability for retaliation, with disciplinary action up to termination.

III. Procedure:

- Whistleblowers may report wrongdoing orally or in writing to the CEO, General Counsel, or Board Chair.
- Reports must be made promptly and in good faith.
- The Agency will keep whistleblower identity and allegations confidential to the extent practicable.
- Reports will be investigated in a timely and reasonable manner; criminal conduct may be referred to law enforcement.
- Allegations of retaliation will be independently investigated and addressed.

IV. Evaluation:

- Effectiveness is measured by employees' willingness to report wrongdoing without fear of retaliation.
- Policy success depends on timely investigations and consistent enforcement of disciplinary actions.
- Confidentiality and non-retaliation provisions build trust and encourage compliance.
- Strong accountability mechanisms reinforce the Agency's commitment to ethical conduct and transparency.

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.

“Agency Employee” – All board members, officers and staff employed by the Agency whether full-time, part-time, employed pursuant to a contract and temporary employees.

“Whistleblower” – Any Agency employee who, in good faith, discloses information concerning wrongdoing by an Agency board member, officer, employee or concerning the business of the Agency itself.

“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 an Agency board member, officer or employee that relates to the Agency.

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

Obligation To Report Wrongdoing:

Any board member, officer or employee of the Agency who discovers or has knowledge of potential wrongdoing concerning other board members, officers or employees of the Agency, or a person having business dealings with the Agency or concerning the Agency itself, shall report such activity in accordance with the following procedures:

- (a) The Whistleblower shall disclose any information concerning wrongdoing either orally or in writing to the Managing Director, the Agency’s general counsel or Chairperson of the board.
- (b) The Whistleblower 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, in the case of suspected criminal conduct, referral to an appropriate law enforcement agency.

No Retaliation:

No board member, officer or employee of the Agency shall retaliate against any whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion or abuse of authority. Any attempts at retaliation are strictly prohibited and:

- (a) No Agency officer or employee who, in good faith, discloses potential violations of this Agency’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 will be thoroughly investigated by this Agency.
- (c) Any allegation of retaliation will be taken and treated seriously and irrespective of the outcome of the initial complaint and, in the event an Agency officer or employee is found to have retaliated against a whistleblower, such employee shall be subject to appropriate discipline which may include termination of employment.

**ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
AUDIT SERVICES POLICY**

AREA: Finance

RESPONSIBLE DIRECTOR: CEO/CFO

President and Chief Executive Officer

APPROVED BY:

Chairman, Board of Directors

EFFECTIVE DATE: December 17, 2025

SUPERSEDES: Any and all previous dates

UPDATED (date): September 22, 2025

REVIEWED (date): December 17, 2025

I. Statement and Purpose:

The Audit Services Policy is designed to preserve the independence, objectivity, and integrity of the Agency’s annual financial audit process. It establishes clear restrictions on auditor rotation, prohibits conflicts of interest, and limits the types of services an external auditor may provide. By doing so, the policy strengthens public trust, ensures compliance with New York State requirements for public authorities, and supports transparency and accountability in the Agency’s financial reporting.

II. Significant Principles:

- Rotation requirement: the lead audit partner cannot serve for more than five consecutive fiscal years.
- Prohibition on contemporaneous non-audit services unless specifically approved by the Audit Committee.

- List of prohibited services includes bookkeeping, financial systems design, valuation, actuarial, internal audit outsourcing, management functions, investment advisory, and legal services unrelated to the audit.
- Independence safeguard: no audit services may be provided if an Agency executive (CEO, CFO, etc.) was employed by the audit firm and participated in an audit within the prior year.

III. Procedure:

- Audit Committee selects and retains the certified independent public accounting firm.
- Prior to engagement, confirm compliance with restrictions on partner rotation, non-audit services, and employment conflicts.
- Obtain written Audit Committee approval for any permitted non-audit services.
- Maintain documentation of all approvals, confirmations, and auditor independence checks in Agency records.

IV. Evaluation:

- Annual review by the Audit Committee to ensure auditor independence and performance.
- Verification of compliance with five-year rotation and one-year employment restrictions.
- Oversight of Audit Committee approvals for any permitted non-audit services.
- Periodic policy review to align with evolving standards set by the Authorities Budget Office (ABO) and professional auditing guidelines.

- (A) The certified independent public accounting firm performing the Agency's audit will be prohibited from providing audit services if the lead (or coordinating) audit partner responsible for reviewing the audit, has performed audit services for the Agency in each of the five previous fiscal years;
- (B) The certified independent public accounting firm performing the audit shall be prohibited from performing any non-audit services to the Agency contemporaneously with the audit, unless receiving previous written approval by the Audit Committee including: (i) bookkeeping or other services related to the accounting records or financial statement of the Agency, (ii) financial information systems design and implementation, (iii) appraisal or valuation services, fairness opinions, or contribution-in-kind reports, (iv) actuarial services, (v) internal audit outsourcing services, (vi) management functions or human services, (vii) broker or dealer, investment advisor, or investment banking services and (viii) legal services and expert services unrelated to the audit; and

- (C) It shall be prohibited for any certified independent public accounting firm to perform for such Agency any audit service if the chief executive officer, comptroller, chief financial officer, chief accounting officer, or any other person serving in an equivalent position for the Agency, was employed by that certified independent public accounting firm and participated in any capacity in the audit of the Agency during the one (1) year period preceding the date of the initiation of the audit.

**ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
NOTICE POLICY**

AREA: Administration

RESPONSIBLE DIRECTOR: Director of Administration

President and Chief Executive Officer

APPROVED BY:

Chairman, Board of Directors

EFFECTIVE DATE: December 17th, 2025

SUPERSEDES: Any and all previous dates

UPDATED (date): December 9, 2025

REVIEWED (date): December 17, 2025

I. Statement and Purpose:

The Orange County Industrial Development Agency (IDA) adopted this Notice Policy to ensure compliance with New York State General Municipal Law regarding communication with local taxing jurisdictions. The policy establishes clear requirements for providing timely notices of benefits, deviations from tax exemption policies, and the expiration of payment in lieu of tax (PILOT) agreements, ensuring transparency and adherence to state law.

II. Significant Principles:

- Policy is rooted in the General Municipal Law and related enabling legislation.
- Ensures consistent, lawful communication with local taxing jurisdictions.
- Promotes transparency by notifying stakeholders of benefits, deviations, and agreement expirations.
- Applies specifically to resolutions under Sections 859-a(1) and 874(4)(b) and to PILOT expirations.

III. Procedure:

- Deliver copies of relevant resolutions and deviation notices electronically (with read receipts) to local taxing jurisdictions.
- For school districts, notices must also be sent to the district clerk and superintendent.
- If no read receipt is returned within 3 business days, follow-up with certified mail (return receipt requested).
- Maintain and track a list of all PILOT agreements with expiration dates.
- Notify affected jurisdictions at least two years before PILOT expiration (or immediately upon early termination), using electronic correspondence with delivery receipts.
- Agency may adopt additional procedures as needed to fulfill the policy's purpose.

IV. Evaluation:

- Compliance is judged by timely, verifiable delivery of required notices.
- Backup procedures (certified mail) ensure accountability when electronic confirmation is not received.
- Ongoing maintenance of a PILOT expiration list supports proactive communication.
- Policy effectiveness is tied to consistent adherence to statutory requirements and transparent communication practices.

The Orange County Industrial Development Agency (the “*Agency*”) has adopted this Notice Policy (the “*Policy*”) in accordance with Section 859-a(1)(a), 858(15) and 874(4)(b) of the New York State General Municipal Law to establish a policy for providing certain notices to local affected taxing jurisdictions. This Policy shall be consistent with and in compliance with the provisions of Chapter 1030 of Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “*Enabling Act*”) and Chapter 641 of the Laws of 1979 of the State of New York, as amended from time to time (said Chapter and the Enabling Act being hereinafter collectively referred to as the “*Act*”), and any other applicable law.

NOTICE OF BENEFITS AND DEVIATIONS: The Agency shall deliver a copy of the resolution adopted pursuant to subdivision one of Section 859-a (1) and/or any notice of deviation from the Agency's Uniform Tax Exemption Policy required by Section 874(4)(b), by electronic correspondence with a read receipt, to the chief executive officer of each affected local taxing jurisdiction. If the affected local taxing jurisdiction is a school district, the Agency shall deliver a copy of such resolution to the district clerk and the

district superintendent of each affected school district in accordance with the process set forth herein. If the Agency does not receive a returned read receipt within ten business days, the Agency shall follow up by sending the applicable documents by certified mail, return receipt requested.

NOTICE OF PILOT EXPIRATION. The Agency shall maintain a list of all payment in lieu of tax agreements and their expiration dates and notify each affected local taxing jurisdiction within two (2) years of the stated expiration of each such agreement or immediately upon an earlier termination. Any such notice shall be provided by electronic correspondence with a delivery receipt.

The Agency may establish such other procedures as may be necessary to effectuate the purpose and goals of this Policy and the Act.

Adopted: May 17, 2023, Effective January 1, 2023 (for all 859-a and 874(4)(b) resolution notices) and February 1, 2023 (for PILOT expiration notices).

**ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
TRAVEL POLICY**

TOPIC: Administration

RESPONSIBLE DIRECTOR: Director of Administration

**President and Chief Executive
Officer**

APPROVED BY:

Chairman, Board of Directors

EFFECTIVE DATE: December 17, 2025

SUPERSEDES: Any and all previous dates

UPDATED (date): December 9, 2025

REVIEWED (date): December 17, 2025

I. Statement and Purpose:

The Travel Policy ensures that all travel undertaken by Board members, officers, and employees of the Orange County Industrial Development Agency is conducted responsibly, with prior approval, and in a manner that guarantees accountability for public funds. The policy establishes clear standards for authorizing, reimbursing, and reporting travel expenses to prevent misuse and to align travel with official agency duties.

II. Significant Principles:

- Policy applies to all Board members, officers, and employees.
- Travel must be pre-approved to qualify for reimbursement.
- Personal travel expenses cannot be charged to the Agency.
- Responsibility and ethical reporting of travel costs is required.

III. Procedure:

- CEO must approve all reimbursable travel; if CEO is the traveler, the Chairman must authorize.
- Travelers may use personal vehicles if cost-effective or time-saving; reimbursement follows IRS mileage rates.
- Meals reimbursed at actual cost or per diem (whichever is less).
- Lodging reimbursed at actual expense, within location-based rate caps, with exceptions allowed for special circumstances.
- Miscellaneous expenses handled case by case.
- CEO sets and updates mileage rates, per diem allowances, and lodging caps on an annual basis based upon current USGSA rates.

IV. Evaluation:

- Effectiveness measured by adherence to pre-authorization and reimbursement rules.
- Compliance ensured through clear reporting and verification of expenses.
- Accountability maintained by prohibiting personal expenses and requiring ethical reporting.
- Oversight reinforced through specific approval responsibilities (CEO, Chairman).

Section 1. APPLICABILITY

This policy shall apply to every member of the Board (the “Board”) of the Orange County Industrial Development Agency (the “Agency”) and all officers and employees.

Section 2. APPROVAL of TRAVEL

All official travel for which a reimbursement will be sought must be approved by the Chief Executive Officer (CEO) prior to such travel. However, when the Chief Executive Officer will seek reimbursement for travel, such travel must be pre-authorized by the Chairman.

Section 3. TRAVEL EXPENSES

Travelers may use their private vehicle for business purposes if it is less expensive than renting a car, taking a taxi, or using alternative transportation, or if it saves time. The traveler will be reimbursed at prevailing IRS mileage rate.

Meals will be reimbursed at actual expense or a per diem rate, whichever is less. Lodging will be reimbursed at actual expense up to certain daily rate caps established for various locations. The applicability of such caps shall be determined on a case by case basis taking into consideration availability of lodging and other extenuating circumstances.

Reimbursement for miscellaneous expenses shall be determined on a case by case basis. Mileage rates, per diem allowances and lodging caps will be established and from time to time amended by the Chief Executive Officer. All determinations made pursuant to this section shall be made by the CEO. In the instance where such determinations regard travel by the Chief Executive Officer, the Chairman shall make such determinations.

Section 4. PAYMENT of TRAVEL EXPENSES

The Agency will reimburse all reasonable expenses related to meals, travel and lodging that were incurred by any director, officer or employee as a result of the performance of their official duties. All official travel shall be properly authorized, reported and reimbursed. Under no circumstances shall expenses for personal travel be charged to, or temporarily funded by the Agency. It is the traveler's responsibility to report travel expenses in a responsible and ethical manner in accordance with this policy.

**ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
FREEDOM OF INFORMATION LAW (FOIL) POLICY**

AREA: Administration

RESPONSIBLE DIRECTOR: Director of Administration

President and Chief Executive Officer

APPROVED BY:

Chairman, Board of Directors

EFFECTIVE DATE: December 17th, 2025

SUPERSEDES: Any and all previous dates

UPDATED (date): December 9, 2025

REVIEWED (date): December 17, 2025

I. Statement and Purpose:

The Freedom of Information Law (FOIL) Policy of the Orange County Industrial Development Agency (OCIDA) ensures transparency, accountability, and compliance with New York State Public Officers Law, Sections 84–90. This policy establishes the process by which the public may access Agency records, outlines the responsibilities of designated officers, and provides guidelines for handling requests, appeals, and applicable fees. Its purpose is to guarantee timely responses, protect sensitive information, and uphold the public’s right to government records while maintaining orderly and consistent recordkeeping practices.

II. Significant Principles:

- Public access to records is a legal right under New York State law.
- A designated Records Access Officer and Records Appeals Officer are responsible for managing requests and appeals.
- Transparency is balanced with necessary redactions to protect sensitive or restricted information.
- Fees are applied fairly and consistently in accordance with FOIL guidelines.

III. Procedure:

- Written requests must be submitted via mail or email to the Records Access Officer with sufficient detail to identify the requested record.
- The Records Access Officer responds within five business days; if records are delayed, a timeframe (generally within 20 business days) is provided.
- Denials must be issued in writing, including reasons for denial and information on the right to appeal.
- Appeals are submitted in writing to the Records Appeals Officer, who must issue a decision within 10 business days.
- Copies are provided electronically or in hard copy, with costs applied per the Agency's fee schedule.

IV. Evaluation:

- Annual review and update of the subject matter list of records maintained by the Agency.
- Regular monitoring of response times to ensure compliance with statutory deadlines.
- Tracking of appeals and outcomes to identify recurring issues or needed process improvements.
- Periodic review by the Board to ensure the policy continues to align with State law and best practices for transparency.

V. Definitions:

RECORDS ACCESS OFFICER:

The Records Access Officer of the Agency shall be appointed by the Chief Executive Officer at the Annual Meeting.

The Records Access Officer shall:

- A. Respond to all inquiries relating to the availability to the public of the OCIDA's records pursuant to the Freedom of Information Law within a specified five business days following receipt of request;
- B. Receive and process requests for access to records in the manner prescribed by law;
- C. Maintain and update on an annual basis, a current list, by subject matter or file categories, under which Agency records are kept.

RECORDS APPEALS OFFICER:

The Records Appeals Officer of the Agency shall be the OCIDA's General Counsel.

The Records Access Officer shall:

- A. Processes appeals from the denial of access to records or parts of records by the Records Access Officer within 10 business days of receipt of a written appeal.

FOIL REQUESTS:

- A. The request shall be submitted to the Records Access Officer in writing at either of the following addresses:
 - a. Mail:
Orange County Industrial Development Agency
4 Crotty Lane, Suite 100
New Windsor, New York 12553
 - b. Email: business@ocnyida.com
- B. The request shall be sufficiently detailed to identify the specific document requested.
- C. The request shall include the name, mailing address, email address, and telephone number of the requesting individual.
- D. The request shall specify whether the petitioner wishes to receive documentation via email or as a hard copy.
 - a. If the original record includes information, details and/or particulars requiring deletion, the individual requesting shall only be permitted to receive a copy of the record with deletions.
 - b. Copying of the record will be performed by the Records Access Officer upon payment of the fee established by the Board of Directors.
 - c. No original record may be removed from the Agency Office or other location where the record is kept.
- E. The request shall be answered within five business days (Monday through Friday) of the date the request is received. If the document/information is not immediately available, the Records Access Officer shall notify the requesting individual when the records will be available, generally no more than 20 business days.
- F. Should the Records Access Officer deny access, the decision shall be in writing, state the reason therefor, and inform the individual the right to appeal the determination within 30 days of the date of the denial.

FEES: Fees will be charged in accordance with the Freedom of Information Law. The following fees shall specifically apply:

- A. The fee for a copy of a record which does not exceed either 9” in width or 14” in length shall be twenty-five cents (25¢) per page. Fees for copies exceeding the 9 in by 14 in records shall be at actual cost of copying.
- B. The actual cost of the storage devices or media provided to the person making the request in complying with such request.
- C. There is no charge for electronic copies.

**ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
COMPENSATION, REIMBURSEMENT, AND ATTENDANCE POLICY**

AREA: Governance

RESPONSIBLE DIRECTOR: Director of Administration

President and Chief Executive Officer

APPROVED BY:

Chairman, Board of Directors

EFFECTIVE DATE: December 17th, 2025

SUPERSEDES: Any and all previous dates

UPDATED (date): December 9, 2025

REVIEWED (date): December 17, 2025

I. Statement and Purpose:

This policy establishes the standards for compensation, reimbursement, and attendance expectations for members, officers, employees, and agents of the Agency. It ensures compliance with the New York State General Municipal Law and the Public Authorities Accountability Act while promoting accountability, transparency, and fairness. The policy underscores that board members serve without salary but may be reimbursed for reasonable expenses, while officers and staff may receive Board-approved compensation. Attendance and participation are emphasized as vital to the effective governance and operations of the Agency.

II. Significant Principles:

- Board members serve without salary but may receive reimbursement for reasonable, Board-approved expenses.
- Officers, employees, and agents may receive compensation and expense reimbursement as approved by the Board.

- All members and officers are expected to fulfill their duties in accordance with the Agency's By-Laws.
- Excessive unexcused absences (more than five per year) may be reported to the Authorities Budget Office for review.

III. Procedure:

- Reimbursement requests must be submitted with documentation and approved by the Board before payment.
- Compensation levels for officers and employees are set and adjusted by Board resolution.
- Attendance of members and officers is tracked against meeting schedules.
- The Board enforces attendance expectations and monitors compliance with the By-Laws.

IV. Evaluation:

- Annual review of compensation levels and reimbursement practices by the Board to ensure compliance with statutory guidelines.
- Monitoring and reporting of board member attendance to identify patterns of excessive absence.
- Periodic assessment of whether compensation and reimbursement remain consistent with best practices and public accountability standards.
- Oversight reporting to the Authorities Budget Office when required.

Pursuant to and in accordance with Sections 856 of the General Municipal Law and the Public Authorities Accountability Act of the State of New York, the members of the board of the Orange County Industrial Development Agency shall serve without salary at the pleasure of the Orange County Legislature, New York, but may be reimbursed for reasonable expenses incurred in the performance of Agency duties at the approval of the Board.

The officers, employees and agents of the Agency shall serve at the pleasure of the Agency at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Agency duties at the approval of the Board.

The members of the Board and officers of the Agency shall be available as required to perform the operations of the Agency and as set forth within the By-Laws of the Agency, as may be amended, restated or revised by the Board from time to time. Board Members are encouraged to attend all meetings, but more than five absences per year may be reported to the IDA's oversight entity, the Authorities Budget Office. Said members and officers of the Agency shall

put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Agency and any other directives of the Board relating to same.