

**Minutes of the Governance Committee Meeting  
November 26, 2007, 4pm**

Chairman Steve Brescia called the first meeting for the Orange County IDA Governance Committee to order at 4pm on the 26<sup>th</sup> of November.

First order of business was to discuss what the mission of the Governance Committee. It was stated that it is to be the steering committee, a watchdog for the IDA.

The committee is to continuously review the IDA By-Laws, agency policy and procedure to assure that the best practice is always maintained. They will make recommendations to the Board for any necessary changes or additions that would be to the best interest and mission of the IDA.

The first topic discussed was that of the General Liability Insurance needs for IDA projects. It had come to the attention of the IDA that in the past we have had a policy of requiring secondary general liability coverage for each project. This is in addition to the insurance coverage required by the IDA at the time of closing.

The Director reported that he had contacted our Board Counsel, Office of Risk Management and several insurance carriers regarding this policy. Bond Counsel informed us that to the best of their knowledge we are the only ones doing this requirement. In the closing documents with each applicant, insurance requirements are spelled out and clear as to the obligation of the project to indemnify, hold harmless, non-contributory responsibility for the Orange County IDA.

After further discussion the committee agreed to recommend to the Board that the policy of secondary general liability requirements be stopped.

It was suggested that a review of the formula to determine the dollar amount of general liability for each project be reviewed before closings. The Director will bring back that information to the next Governance Committee meeting.

Next item discussed was the need for a policy and procedure for handling Grant Request to the IDA.

It was agreed that committee would recommend to the Board a need to establish an application and a By-Law procedure in order to identify what types of projects would be fundable by the IDA and in conjunction with their mission statement. The County Executive, who comments regarding the IDA and the policy of Grants, joined the Committee at this time. Areas that in the past used to consider grant applications included employment generation, tourism, economic development attraction tool and a benefit to the entire County.

The Director will bring back a draft application for the Governance Committee at their next meeting.

The meeting was closed by the Chairman at approximately 5 pm.