Governance Committee Meeting Agenda
November 5, 2026 2:00 PM
IAED Office
119 E. Seneca Street, Suite 200
Ithaca NY

LIVE STREAM LINK: https://tinyurl.com/weo3tkk

Committee Members: Deborah Dawson (chair), Jeff Gorsky, Shawna Black, Ducson Nguyen

1. Privilege of the Floor
2. 2027 Board Appointments
3. TCIDA Bylaws Review
4. 2027 Memorandum of Agreement with IAED (TCIDA and TCDC)

BYLAWS

TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Revised: August 17, 1994, November 21, 2001, March 15, 2002, February 2, 2007
October 3, 2008, August 14, 2019

ARTICLE I - THE AGENCY

SECTION 1. NAME. The name of the agency shall be the "Tompkins County Industrial Development Agency," hereinafter referred to as the "Agency."

SECTION 2. SEAL OF AGENCY. The seal of the Agency shall be in the form of a circle, and shall bear the name of the Agency and the year of its organization.

SECTION 3. OFFICE OF AGENCY. The office of the Agency shall be at the Tompkins County Legislature, 121 E. Court Street, in the City of Ithaca, New York, but the Agency may have other offices at such other places as the Agency may from time to time designate by resolution.

ARTICLE II - THE ORGANIZATION

SECTION 1. TYPE. The Agency is a corporate governmental agency, constituting a public benefit corporation.

SECTION 2. TERM. The Agency shall be perpetual in duration.

SECTION 3. PURPOSES AND POWERS. The purposes and powers of the Agency shall be as set forth in 858 of the General Municipal Law as amended from time to time.

SECTION 4. MEMBERSHIP. Any one or more of the members of the Agency may be an official or employee of the County of Tompkins. In the event an official or employee of the County shall be appointed as a member of the Agency, acceptance or retention of said appointment shall not be deemed a forfeiture of his municipal office or employment, or incompatible therewith or affect his

tenure or compensation in any way.

The Agency shall consist of (7) seven voting members each having one vote who shall be appointed by the Legislature of the County of Tompkins and who shall serve at the pleasure of said Board.

All members shall be County residents. The membership as a group should have representatives from both urban and rural areas of the County and a member from the Tompkins County Area Development Board of Directors nominated by its Chair. The membership should embody skills that would complement the work of the Agency including substantial finance and/or business experience and experience in workforce and labor issues. The Agency will seek to have a diverse representative board including but not limited to race, gender, sexual orientation, disability and other legally protected classes.

The County Administrator, County Planning Commissioner, and County Finance Director shall serve as ex officio advisors to the Board.

SECTION 5. COMPENSATION. Members of the Agency shall receive no compensation for their services, but shall be entitled to the necessary expenses, including travel expenses, incurred in the discharge of their duties.

SECTION 6. QUORUM. A majority of the members of the Agency shall constitute a quorum, provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained. For the passage of any resolution or motion at meetings of the Agency, a majority of the whole number is required to perform and exercise said power, authority, and duty.

SECTION 7. TERM LIMITS. Members of the Tompkins County Industrial Development Agency who are also members of the Tompkins County Legislature shall be appointed annually by the Chair of the County Legislature subject to the approval of the Legislature, and shall serve at the pleasure of the Legislature.

Non-Legislator board members shall be appointed for a term of two years, with no more than three successive terms, subject to the approval of such

terms by the Legislature. A member shall continue to hold office and may be reappointed to successive appointments until his or her successor is appointed and has qualified.

SECTION 8. COMMITTEES. The Tompkins County Industrial Development Agency will have the following Committees: Advisory, Audit and Finance, and Governance.

Advisory: An Advisory Committee may be formed on an ad hoc basis when purposes arise and may consist of advisors including the Tompkins County Administrator, Tompkins County Chief Financial Officer, and the Tompkins County Commissioner of Planning.

Audit and Finance: The Audit and Finance Committee shall consist of at least three (3) members of the board with the chair of the committee being appointed by the chair of the board.

Governance: The Governance Committee shall consist of at least three (3) members of the board with the chair of the committee being appointed by the chair of the board.

ARTICLE III - OFFICERS

SECTION 1. OFFICERS. The officers of the Agency shall consist of a chair, a vice-chair**,** a secretary and a treasurer, who shall be voting members of the Agency.

SECTION 2. CHAIR. The Legislature shall designate the chair of the Agency. The Chair shall preside at all meetings of the Agency and, except as otherwise authorized by resolution of the Agency, shall sign all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting, the Chair shall submit such recommendations and information as (s)he may consider proper concerning the business affairs and policies of the Agency.

SECTION 3. VICE-CHAIR. The Vice-chair shall, in the absence of the Chair, fulfill the duties of the Chair.

SECTION 4. SECRETARY. The Secretary shall maintain or cause to be maintained the records of the Agency, shall act as secretary of the meetings of the Agency, record or cause to be recorded all votes, keep or cause to be kept a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to this office.

SECTION 5. TREASURER. The Treasurer shall maintain or cause to be maintained all funds of the Agency and shall deposit or cause to be deposited same in the name of the Agency in such bank (s) as the Agency may select. The Treasurer shall sign or cause to be signed all instruments of indebtedness, all orders, and all checks for the payment of money; and shall pay out and disburse said monies under the direction of the Agency. Except as otherwise authorized by Agency resolution, all such instruments of indebtedness, orders, and checks over $20,000 shall be countersigned by the Chair. The Treasurer shall keep or cause to be kept regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting an account of his transactions and also of the financial condition of the Agency.

SECTION 6. ADDITIONAL DUTIES. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, the bylaws of the Agency, or the rules and regulations of the Agency.

SECTION 7. OFFICERS. All officers except the Chair of the Agency shall be elected at the annual meeting of the Agency and shall hold office for one year or until the successors are elected.

SECTION 8. VACANCIES. Should any office become vacant, the Agency shall appoint a successor from among its membership at the next regular meeting, and such appointment shall be for the unexpired term of said office.

SECTION 9. ADMINISTRATIVE DIRECTOR. An Administrative Director may be appointed by the Agency, and shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. The Director shall be charged with the management of all projects of the Agency.

SECTION 10. CHIEF FINANCIAL OFFICER. The Chief Financial Officer of Tompkins County shall serve as the Chief Financial Officer of the Tompkins County Industrial Development Agency. Upon direction of the Treasurer, the Chief Financial Officer shall perform the duties of the Treasurer when needed.

SECTION 11. ADDITIONAL PERSONNEL. The Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel, including the Administrative Director, shall be determined by the Agency subject to the laws of the State of New York.

ARTICLE IV - MEETINGS

SECTION 1. ANNUAL MEETING. The annual meeting of the Agency shall be held in January of each year at the regular meeting place of the Agency.

SECTION 2. MEETINGS. Meetings of the Agency may be held as needed.

SECTION 3. SPECIAL MEETINGS. The Chair of the Agency may, when (s)he deems it desirable, and shall upon the written request of two additional members of the Agency, call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Agency or may be mailed to the business or home address of each member of the Agency at least two days prior to the date of such special meeting. Waivers of notice may be signed by any members failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all members of the Agency are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

SECTION 4. ORDER OF BUSINESS. The following shall be the order of business at the regular meetings of the Agency:

a. call to order

b. privilege of the floor
c. old business
d. new business
e. chair's report
f. staff report
g. approval of meeting minutes
h. adjournment

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Agency.

SECTION 5. MANNER OF VOTING. Voting on all questions coming before the Agency shall be by voice vote and the yeas and nays shall be entered in the minutes of such meetings.

ARTICLE V - AMENDMENTS

SECTION 1. AMENDMENTS TO BYLAWS. The Bylaws of the Agency shall be amended only with the approval of at least a majority of the members of the Agency at a regular or special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Agency.

Memorandum of Agreement
Tompkins County Area Development, Inc.
D/B/A Ithaca Area Economic Development &
Tompkins County Industrial Development Agency

AGREEMENT

AGREEMENT, made by and between Tompkins County Area Development, Inc. D/B/A Ithaca Area Economic Development, a not-for-profit corporation of the State of New York, having offices at 119 E. Seneca Steet, Suite 200, Ithaca, New York, 14850, hereinafter referred to as "IAED", and Tompkins County Industrial Development Agency, hereinafter referred to as "TCIDA."

WITNESSETH

WHEREAS, IAED, as the community's lead economic development agency, offers financial assistance, technical assistance and real estate development services. IAED administers a revolving loan program, the Tompkins County Development Corporation, and the Tompkins County Industrial Development Agency~~, and Tourism Capital Grant Program~~. IAED is responsible for creating and implementing the comprehensive economic development strategy for the county that provides leadership to create a supportive economic environment. IAED provides oversight for studies related to infrastructure and other issues necessary to support economic development. IAED is a growing capacity, through industry partnerships and internal operations, to provide direct workforce training for area employers.

WHEREAS, the TCIDA delivers economic incentives to business and industry to diversify and strengthen Tompkins County's tax base and enhance community vitality, by supporting job creation, business and industrial development, and community revitalization. The TCIDA strives to develop the local economy in an organized, sustainable and environmentally beneficial manner.

PURPOSE

WHEREAS, the purpose of the Memorandum of Agreement (MOA) is to establish a framework for cooperation and collaboration between IAED and the TCIDA to provide technical and administrative services to support the mission of the TCIDA and further economic development in Tompkins County. By formalizing this agreement, both parties seek to leverage their respective expertise, resources and networks to achieve shared objectives and foster meaningful outcomes for mutual benefit. This MOA serves as a statement of intent and commitment to work together toward common goals in good faith and operation.

SCOPE

WHEREAS, this MOA outlines the scope of collaboration between the IAED and TCIDA. It is understood that this MOA does not encompass all possible areas of collaboration and may be supplemented by additional agreements or arrangements as deemed necessary by the parties.

ROLES AND RESPONSIBILITIES

WHEREAS, this MOA outlines the specific duties and obligations of IAED and the TCIDA, in alignment with the shared objectives outlined in this agreement as follows:

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1. **IAED is tasked with the following:**

- Organize meetings of the Board of Directors and Committees of the Board
- Staff and take minutes of meetings
- Prepare action item list after each meeting, send to the TCIDA chair for review and approval, and follow up in a timely manner
- Facilitate live streaming of Board meetings and public hearings as outlined under NYS law
- Maintain IDA files and archives
- Distribute applications and supporting documents to the IDA
- Distribute PILOT agreements and other documents and information to County Assessor, County Finance Department, and appropriate taxing authorities
- Comply with project public hearing and taxing authority notification requirements
- Respond to questions about projects
- Assist attorney with closings
- Comply with NYS Public Authority Accountability Act regulations including filing of annual reports and other required information. Ensure Board certifies reports
- Compile information for annual audit, work with auditors in this regard, update information online as required by NYS, and keep IDA Board informed of process
- Create and maintain a web site as required by law
- Monitor legislation impacting the IDA
- Educate appropriate elected officials and their staff about the TCIDA's position on current or proposed legislation impacting IDAs and their projects
- Recommend and advise the Board concerning changes to applications, policies, and by-laws
- Educate board members on duties of public authorities
- Promote the availability of IDA incentives to potential applicants
- Meet with potential applicants to discuss IDA incentives, policies and procedures.
- Prepare applicants for IDA meetings
- Create community benefit analysis to accompany each project application
- Create job and wage report and annually review with IDA Board
- Document and review with IDA Board all projects that fall short of performance goals
- Ensure project compliance with IDA policies
- Implement recapture policy as necessary
- Review PILOT payments to ensure accurate PILOT billing by taxing jurisdictions
- Periodically compare actual assessments with those projected at time of application to help guide future tax payment and abatement estimates
- Meet with current customers on a periodic basis to monitor status of projects and provide updates to TCIDA Semi-Annually.

2. **The TCIDA is tasked with the following:**

- Define what reports and information are needed and how frequently such reports and information should be shared at TCIDA meetings and whether there needs to be specific time allotted on the agenda for report review
- The TCIDA Chair will consult with the IAED Chair prior to the Administrative Director's ~~2026~~ 2027 annual review to provide feedback from TCIDA members no later than December 1, ~~2026~~2027.

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3. Mutual tasks between IAED and the TCIDA:

- Administrative Director, IDA Chair, and IDA Vice Chair to meet before all IDA board meetings to set the agenda together and review open action items from prior board meeting(s).

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

1. The term of this agreement shall be from **January 1, ~~2026~~ 2027 through December 31, ~~2026~~2027**.

2. ~~Kellea Bauda~~Andrew Beckmann will serve as the Administrative Director.

3. TCIDA agrees to pay IAED a sum of $~~483,320~~491,486. Payments shall be made quarterly upon submission of an invoice.

4. The parties also acknowledge that payment is for the above referenced services to the TCIDA, administration of the Tompkins County Development Corporation, and contributing to economic development services for Tompkins County. IAED's ~~2026~~ 2027 workplan further outlines the economic development services provided for Tompkins County.

5. It is mutually agreed between the parties that an independent contractor relationship is hereby established under the terms and conditions of this Agreement.

6. The provision of this agreement shall be construed under the laws of the State of New York.

DATE: _____ _____

W. ~~Jodi Lee Denman~~Kurt Foreman, ~~Chairperson IAED Board~~IAED President

DATE: _____ _____

~~Rich John~~Deborah Dawson, Chairperson TCIDA Board

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Memorandum of ~~Agreement~~
Tompkins County Area Development, Inc. D/B/A Ithaca Area Economic Development &
Tompkins County Development Corporation, Inc.

AGREEMENT

AGREEMENT, made by and between Tompkins County Area Development, Inc. D/B/A Ithaca Area Economic Development, a not-for-profit corporation of the State of New York, having offices at 119 East Seneca Street, Suite 200, Ithaca, New York, 14850, hereinafter referred to as "IAED", and Tompkins County Development Corporation, hereinafter referred to as "TCDC".

WITNESSETH

WHEREAS, IAED, as the community's lead economic development agency, offers financial assistance, technical assistance and real estate development services. IAED administers a revolving loan program, the Tompkins County Development Corporation, and the Tompkins County Industrial Development Agency~~, and Tourism Capital Grant Program~~. IAED is responsible for creating and implementing the comprehensive economic development strategy for the county that provides leadership to create a supportive economic environment. IAED provides oversight for studies related to infrastructure and other issues necessary to support economic development. IAED is growing capacity, through industry partnerships and internal operations, to provide direct workforce training for area employers.

WHEREAS, the TCDC promotes economic development initiatives in Tompkins County by offering tax-exempt bonding opportunities to not-for-profit organizations.

PURPOSE

WHEREAS, the purpose of the Memorandum of Agreement (MOA) is to establish a framework for cooperation and collaboration between IAED and the TCDC to provide technical and administrative services to support the mission of the TCDC and further economic development in Tompkins County. By formalizing this agreement, both parties seek to leverage their respective expertise, resources and networks to achieve shared objectives and foster meaningful outcomes for mutual benefit. This MOA serves as a statement of intent and commitment to work together toward common goals in good faith and operation.

SCOPE

WHEREAS, this MOA outlines the scope of collaboration between IAED and the TCDC. It is understood that this MOA does not encompass all possible areas of collaboration and may be supplemented by additional agreements or arrangements as deemed necessary by the parties.

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

1. The term of this agreement shall be from **January 1, ~~2026~~ 2027 through December 31, ~~2026~~2027**.

2. For one dollar ($1.00) and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, IAED agrees to provide technical and administrative services as follows:

   - Organize meetings of the Board of Directors and Committees of the Board
   - Staff and take minutes of meetings
   - Maintain TCDC files and archives
   - Distribute applications and supporting documents to the TCDC
   - Comply with project public hearing and taxing authority notification requirements
   - Respond to questions about projects
   - Assist attorney with closings
   - Comply with NYS Public Authority Accountability Act regulations including filing of annual reports and other required information. Ensure TCDC Board certifies reports
   - Compile information for annual audit, work with auditors in this regard, update information online as required by NYS, and keep board informed of process
   - Create and maintain a web site as required by law
   - Monitor legislation impacting the TCDC
   - Educate appropriate elected officials and their staff about the TCDC's position on current or proposed legislation impacting LDC's and their projects
   - Recommend and advise the Board concerning changes to applications, policies, and by-laws
   - Educate board members on duties of local development corporations
   - Promote the availability of TCDC incentives to potential applicants
   - Meet with potential applicants to discuss TCDC incentives, policies and procedures
   - Prepare applicants for TCDC meetings
   - Document and review with TCDC Board all projects that fall short of performance goals
   - Create and update economic impact report
   - Comply with NYS reporting requirements
   - Meet with current customers on a periodic basis to monitor status of projects.

3. It is mutually agreed between the parties that an independent contractor relationship is hereby established under the terms and conditions of this Agreement.

4. The provision of this agreement shall be construed under the laws of the State of New York.

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IN WITNESS THEREOF, the parties hereto have executed this agreement as of the day and year first above written.

DATE: _____ _____

~~Jodi Lee Denman, Chairperson IAED Board~~W. Kurt Foreman, IAED President

DATE: _____ _____

~~Rich John~~Deborah Dawson, Chairperson TCDC Board

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