



**Wyoming County Business Center, Inc.  
Annual Governance Committee, April 13, 2026, 3:00 PM**

**AGENDA**

**1) Roll call to establish quorum**

**2) Administrative**

- A. Review and approve Governance Committee Minutes from March 7, 2025

**3) Recommendations to the Board**

- A. Appointment of Governance Committee Members
- B. Appointment of Finance and Audit Committee Members
- C. Appointment of Officers to the WCBC Board – recommend slate of Officers for the Board

**4) Review, Adopt and Re-adopt Governance Policies**

- A. Procurement Policy
- B. Acquisition & Disposition of Real Property Policy
- C. Conflict of Interest Policy

**5) Adjourn Governance Committee Meeting**

**GOVERNANCE COMMITTEE MEETING**  
**of the**  
**WYOMING COUNTY BUSINESS CENTER BOARD**

Thursday, March 07, 2025 @ 10:00 a.m. at the Wyoming County Agriculture and Business  
Center 36 Center Street Warsaw, New York

**MINUTES**

Chairman Gullo called the meeting to order at 10:03 a.m.

**1. Roll call**

In attendance were: Present were: James Pierce, President/CEO; Sam Gullo, Chairman; Dan Leuer, Vice-Chair; Brianna Stone, Secretary; Jim Brick, Treasurer; Rick Fish Jr., Director; Robin Marschlok, Jennifer Tyczka and Scott Gardner, Wyoming County IDA; and Kevin Zanner, Agency Counsel.

Guest: Joseph Kehm, EFPR Group P.C.

**2. Administrative**

**A. Review and Approve Finance and Audit Committee Minutes from March 06, 2024**

After review the Board moved to approve the Minutes from the March 06, 2024 Committee Meeting on a motion made by B. Stone. The motion was seconded by J. Brick and unanimously carried.

**3. Recommendations to the Board**

**A. Appointment of Governance Committee Members**

The Governance Committee agreed to recommend to the WCBC Full Board the appointment of all members of the WCBC Board to the Governance Committee on a motion made by R. Fish. The motion was seconded by D. Leuer and unanimously carried.

**B. Appointment of Finance and Audit Committee Members**

The Governance Committee agreed to recommend to the WCBC Full Board the appointment of all members of the WCBC Board to the Finance and Audit Committee on a motion made by R. Fish. The motion was seconded by D. Leuer and unanimously carried.

**C. Appointment of Officers to the WCBAC Board – recommend slate of Officers for the Board**

The Committee agreed to recommend to the WCBC Full Board the appointment of the following slate of officers to the WCBC Board: Sam Gullo, Chairman; Dan Leuer, Vice-Chair; Brianna Stone, Secretary; and J. Brick, Treasurer on a motion made by R. Fish. The motion was seconded by D. Leuer and unanimously carried.

**D. Review, Adopt and Re-adopt Governance Policies and Charter**

1. Procurement Policy

The Committee moved to recommend to the Full Board the re-adoption of the Procurement Policy on a motion made by B. Stone, seconded by J. Brick and unanimously carried.

2. Acquisition of Real Property Policy

The Committee moved to recommend to the Full Board the re-adoption of the Acquisition of Real Property Policy on a motion made by B. Stone, seconded by J. Brick and unanimously carried.

3. Disposition of Real Property Guidelines

The Committee moved to recommend to the Full Board the re-adoption of the Disposition of Real Property Guidelines on a motion made by B. Stone, seconded by J. Brick and unanimously carried.

4. Conflict-of-Interest Policy

The Committee moved to recommend to the Full Board the re-adoption of the Conflict-of-Interest Policy on a motion made by B. Stone, seconded by J. Brick and unanimously carried.

**4. Adjourn Governance Committee Meeting**

Having no further items to discuss the Committee adjourned at 10:13 a.m. on a motion made by R. Fish, seconded by D. Leuer and unanimously carried.

The Meeting was recorded on YouTube and may be viewed at this link:

<https://www.youtube.com/watch?v=7a28g-YecXo>

Minutes prepared by Robin Marschilok

# Wyoming County Business Center (WCBC)

## Procurement Procedures

### Amended and Restated 09-21-2022

#### A. Purchasing with Federal Award Funds

WCBC is committed to securing goods and services using grant funds from reputable and responsible suppliers in an equitable and competitive manner and in accordance with procurement standards under the Federal Uniform Grant Guidance (UGG), applicable state laws, the WCBC's Accounting Manual, the WCBC's Procurement Policy and the WCBC's Code of Ethics.

#### B. General Procurement Policies and Procedures

1. All procurement transactions will be conducted in a manner to provide, to the maximum extent practical, open, and free competition.
2. Buyers will avoid purchasing unnecessary items.
3. All contractor bids and quotations will be evaluated on the basis of product, quality, technical compliance with specifications, total cost and the contractor's acceptance of terms and conditions of the contract.
4. WCBC will follow the WCBC Procurement Policy except where the federal grant requirements require more stringent or specific procedures or standards.
5. All solicitations for competitive procurements will accurately describe technical requirements, qualitative factors, and minimum standards while avoiding detailed product specifications that restrict competition.
6. Before awarding a contract for professional services or construction, WCBC will evaluate potential contractors' performance histories, integrity records, and compliance with public policies and laws.
7. WCBC will document the history of the procurement and provide written explanation of how the cost was determined to be reasonable. WCBC will maintain files that document:
  - a. Selection of contract type (e.g. fixed-price or cost reimbursement);
  - b. Independent estimate of the cost for the contract;
  - c. Solicitation of bids or offers and responses from potential contractors or sole-source justification;
  - d. Determination that the price is reasonable;
  - e. Final contract including any clauses required by 2 CFR 200.327 and Appendix II of the UGG;
  - f. Amendments to the contract and contract administration actions; and,
  - g. Good faith efforts to use DBEs
8. All contracts, including small purchases, shall include the following procurement provisions, as applicable; EEO, anti-kickback & Davis Bacon (construction), contract work hours & safety standards, rights to inventions, clean air and water act compliance, anti-lobby requirement and non-award to debarred/suspended contractors and provisions in the contract or agreement for termination and Federal access to contract records as required by WCBC's agreement with EPA.

# Wyoming County Business Center (WCBC)

## Procurement Procedures

9. For any sole source procurement, a written justification will be prepared and kept on file.
10. The President/CEO will monitor the performance of contactors to ensure that the work described in invoices has been satisfactorily completed. The Project Engineer will review and approve pay applications from remediation contractors prior to submitting the payment request to the WCBC. WCBC will maintain contract files including: documents that verify completion of work, such as site photos, inspection reports and other work products; invoices/ payment requests; and verification of payment. The President/CEO Contractor will approve all contractor billing and handle any billing discrepancies.
11. All consultant agreements and subawards will be written agreements. Consultant's salary rate (excluding overhead) paid to individual consultants retained by recipients or by a recipient's contractors or subcontractors shall be limited to the maximum daily rate for a Level IV of the Executive Schedule, available at: <https://www.opm.gov/policy-data-oversight/pay-leave/salaries-wages/>, to be adjusted annually. This limit applies to consultation services of designated individuals with specialized skills who are paid at a daily or hourly rate. This rate does not include transportation and subsistence costs for travel performed (the recipient will pay these in accordance with their normal travel reimbursement practices).

### C. Procurement of Professional Services

Professional services valued at under \$35,000 will be procured as follows:

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

- a. Up to \$500 The discretion of the President/CEO or authorized designee.
- b. \$501 - \$5,000 Documented verbal quotations from at least three vendors.
- c. \$5,001 - \$20,000 Written/fax quotations from at least three vendors.

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

- a. Up to \$1000 The discretion of the President/CEO or authorized designee.
- b. \$1,001 - \$5,000 Documented verbal quotations from at least three vendors.
- c. \$5,001 - \$35,000 Written/fax quotations from at least three vendors.

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

For administrative and engineering service contracts or other professional services valued at \$35,000 or more, WCBC will issue a Request for Qualification (RFQ) or a Request for Proposals (RFP).

# Wyoming County Business Center (WCBC)

## Procurement Procedures

All Requests for Proposals for professional services will include a clear scope of work, specify requirements and capabilities that prospective contractors must meet, and state a preference to conserve natural resources and the environment.

WCBC will determine before issuing the RFP whether the contract will be “fixed price,” “cost-reimbursable,” or “time and materials.”

RFPs and RFQs will be publicized through the WCBC website, Contract Reporter and other transparent means to solicit proposals.

WCBC will conduct technical evaluations of proposals in accordance with the following procedures and criteria:

- a. Successful completion of similar work
- b. Familiarity with EPA-funded remediation project requirements
- c. Qualifications of personnel
- d. Reasonableness of cost

### **D. Procurement of Remediation, Site Work and Construction Contractors**

1. WCBC, with assistance from the Project Engineer, will solicit sealed bids from contractors for the brownfield remediation and site work. The bid notice will be advertised in the Batavia Daily, WCBC's official newspaper. Copies of the bid specifications will be provided to the Dodge Reports and/or other contract clearinghouses for review by interested bidders. The solicitation will remain open for at least 30 days as provided in 40 CFR 33.301(b) and WCBC will make the U.S. Small Business administration and the U.S. Minority Business Development Agency aware of the solicitation per 40 CFR 33.301(d).
2. The Project Engineer will review the contractor's qualifications and references and will forward a recommendation of contract award to the WCBC Board for approval. The Project Engineer will also provide to WCBC for its records a copy of the plan holders list, all of the bids submitted and the bid tabulation.

### **E. Purchase of materials and supplies**

1. WCBC will procure materials and supplies in accordance with the WCBC's procurement policy and all applicable EPA requirements.
2. WCBC will specify Domestic Preference requirements for iron, aluminum, steel, cement, and other manufactured products in all subawards, contracts, and purchase orders.
3. WCBC will specify in solicitations for material purchases valued at \$10,000 or more that the materials must contain the highest percentage of recovered materials practicable.

### **F. Debarment and Suspension**

Before the contract is made, the WCBC will verify the contractor's eligibility to receive federal funds and verify they are not vendors that are suspended and debarred via search of the SAM.gov website. Regardless of the cost of acquisition, the organization avoids purchasing unnecessary items. To verify that the entity is not excluded, WCBC will:

# Wyoming County Business Center (WCBC)

## Procurement Procedures

1. Check the System for Award Management (SAM);
2. Collect a certification from that person documenting that the person is not excluded; or
3. Add a clause or condition to the covered transaction with that person indicating that not being excluded is a condition of the agreement.

### **G. Conflicts of Interest**

1. All WCBC Officers, Directors and staff will adhere to the standards set forth in the WCBC Code of Ethic Policy when conducting business or performing work on the project.
2. Procurements shall not be made in which there will be, or it is perceived to be a conflict of interest including the engagement in any transaction of a representative or agent of Corporation with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of his or her official duties.

### **H. Disadvantaged Business Enterprise (DBE) Opportunity**

1. The WCBC will make good faith efforts to utilize small businesses, veteran-owned businesses, minority owned (MBE) and women owned (WBE) businesses (2 CFR 200.321).
2. WCBC, with assistance from the Project Engineer and/or the Program Administrator, will also search the State Directory of Minority and Women Owned Business Enterprises (M/WBE) to identify M/WBE firms that may be qualified to submit bids for contracts, subcontracts or supplies and materials for the project. A letter will be sent to the M/WBE firms identified in the search to inform them of the opportunity to bid on the project. The letter will include a copy of the bid notice.
3. Each procurement contract will include the following terms and conditions:  
The contractor shall not discriminate on the basis of race, color, national origin or sex in the performance of this contract. The contractor shall carry out applicable requirements of 40 CFR part 33 in the award and administration of contracts awarded under EPA financial assistance agreements. Failure by the contractor to carry out these requirements is a material breach of this contract which may result in the termination of this contract or other legally available remedies.

### **I. Record Keeping**

1. All correspondence with contractors will be included in the physical and electronic files for the federal award that will be maintained at the WCBC office.
2. WCBC will maintain all records pertaining to the project, including but not limited to purchase orders, packing slips, receiving documents, payment requests and proof of payment.
3. WCBC's financial management system identifies the source and application of funds with accounting records that show obligations, unobligated balances, assets, outlays, income and interest.
4. The WCBC will retain financial reports and supporting records for a minimum of 3 years

# Wyoming County Business Center (WCBC)

## Procurement Procedures

after the award is closed or as required by the EPA grant agreement.

### J. Cost or Price Analysis

1. For all procurements, WCBC will verify that the purchase price is fair and reasonable
2. For every procurement in excess of the Simplified Acquisition Threshold (30.45, 2 CFR 200.324) the WCBC will conduct and document a cost or price analysis to verify that the purchase price is fair and reasonable.
3. Price analysis or cost analysis will be used and documented as follows:
  - a. Price Analysis: WCBC will compare price quotations submitted and review information from other sources, such as established catalog or market prices, or prices for similar past purchases to determine that the price proposed is reasonable.
  - b. Cost Analysis: Evaluation of the separate elements that make up a contractor's total cost proposal or price to determine if they are allowable, directly related to the requirement, and reasonable for the value received. For engineering and other professional services, WCBC will review each component of the total cost to verify that they are necessary to complete the project, allowable under grant guidelines and reasonable in cost.
4. Where applicable, WCBC will consider and evaluate lease vs. purchase options to determine which is more economical.

### K. Procurement Approvals and Roles

1. Administrator: Submits purchase requisitions and invoices for contractual services to the President/CEO.
2. President/CEO: Reviews requisitions and invoices for contractual services, forwards approved requisitions and invoices to the Administrator. During this review, ensures that duplicate and/or unnecessary items are eliminated from the requisition for purchase of materials, verifies that materials, supplies are necessary for the project, and verifies that contractual services have been completed satisfactorily as described in the invoice.
3. Staff Clerk: Performs a final review, processes the requisition or invoice and submits order and payment to the vendor.
4. Staff Clerk: Receives orders, checks to ensure all items purchased were delivered, tags inventory as appropriate, registers warranties and forwards packing slips and inventory information to President/CEO.
5. President/CEO approves and submits copies of documentation to the Administrator.

### L. Maintaining Prequalification Status and Required Reporting

1. WCBC will prepare and submit Interim/Final Financial Status Reports (SF-425) as required to report cumulative expenses incurred under the grant award every quarter.
2. The WCBC will maintain qualification status by registering and updating information in the System for Award Management on an annual basis.

Adopted June 29, 2006  
Re-adopted 2007  
Re-adopted 2008  
Re-adopted 2009  
Re-adopted 2010  
Re-adopted 2011  
Re-adopted 2012  
Re-adopted 2013  
Re-adopted 2014  
Amended, Restated and Adopted 11-04-2015  
Re-adopted 2016  
Re-adopted 2017  
Re-adopted 2018  
Re-adopted 2019  
Re-adopted 2020  
Re-adopted 2021  
Amended, Restated and Adopted 09-21-2022  
Re-adopted 2023  
Re-adopted 2024  
Re-adopted 2025

Wyoming County Business  
Center , Inc

Disposition and Acquisition of  
Real Property Policy

**WYOMING COUNTY BUSINESS CENTER INC.**  
**PROPERTY DISPOSITION POLICY AMENDED**  
**AND RESTATED SEPTEMBER 21, 2022**

**SECTION 1. DEFINITIONS.**

A. “Contracting officer” shall mean the officer or employee of the Wyoming County Business Center, Inc. (hereinafter, the “Corporation”) shall be designated to be responsible for the disposition of property. The President of the Corporation is designated as the Corporation’s contracting officer.

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 New York State Public Authorities Law.

C. “Property” shall mean personal property in excess of five thousand dollars (\$5,000.00) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party

**SECTION 2. DUTIES.**

A. The 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 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 or 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 pursuant to which the 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 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 (\$15,000.00);

(C) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;

(D) the disposal will be to the State or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;

(E) Under circumstances permitted under subsection (iv) below.

(F) such action is otherwise authorized by law.

(iv) Exceptions to Publicly Advertising for Bids and Obtaining Fair Market Value

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

- (1) Transferee is a government or public entity and the terms of transfer require that ownership and use remain with the government or public entity; or
- (2) Purpose of transfer is within purpose, mission or statute of the Corporation; or
- (3) the Corporation provides written notification thereof to the Governor, the Speaker of the Assembly and the temporary President of the Senate. Such proposed transfer shall be subject to denial by the Governor, the Senate or the Assembly. Denial by the Governor shall take the form of a signed certification by the Governor. Denial by either House of the Legislature shall take the form of a resolution by such House. The Governor and each House of the Legislature shall take any such action within sixty (60) days of receiving notification of such proposed transfer during the months of January through June, provided that if the Legislature receives notification of a proposed transfer during the months of July through December, the Legislature may take any such action within sixty (60) days of January first of the following year. If no such resolution or certification is performed within sixty (60) days of such notification of the proposed transfer to the Governor, Senate, and Assembly, the Corporation may effectuate such a transfer. Any of the foregoing notwithstanding, with respect to a below market transfer by the Corporation that is not within the purpose, mission or governing statute of the Corporation, if the New York Not-For-Profit Corporation Law provides for the approval of such transfer by the Wyoming County Board of Supervisors and the transfer is of property obtained by the Corporation from Wyoming County, then such approval shall be sufficient to permit the transfer.

(B) If below FMV transfer is proposed, the following information is required to be provided to the Corporation's board and the public:

- (1) Description of Asset;
- (2) Appraisal of the FMV of the asset;
- (3) Description of purpose of transfer and the kind and amount of the benefit to the public resulting from the transfer, including, but not limited to, jobs and wages created or preserved and the benefits, if any, to the communities in which the asset is situated;

- (4) Value received compared to FMV;
- (5) Names of private parties to the transaction and value received;
- (6) Names of private parties that have made an offer, the value of offer, and purpose for which the asset would have been used.

(C) Board 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.

(D) In the event property is disposed of for less than FMV, the Corporation shall include in its annual report required under Section 2800(2) of the Public Authorities Law a detailed explanation of the justification for making the sale without competitive bidding and a certification by the CEO and CFO of the Corporation that they have reviewed the terms of the sale and determined that it complies with applicable law and this policy.

(v) 90 Day Notice of Negotiated Disposals:

(A) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:

(1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars (\$15,000.00);

(2) any real property that has an estimated fair market value in excess of one hundred thousand dollars (\$100,000.00), except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph;

(3) any real property disposed of by lease if the estimated annual rent over the term of the lease is in excess of \$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 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) not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Corporation making such disposal.

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

**THE WYOMING COUNTY BUSINESS CENTER, INC.**  
**REAL PROPERTY ACQUISITION POLICY**

The Wyoming County Business Center, Inc. (the “Corporation”), a New York not-for-profit local development corporation, in compliance with the New York State Public Authorities Law, has established these Guidelines for the Acquisition of Real Property (the “Guidelines”).

These Guidelines shall apply to the acquisition of real property throughout the year following their adoption and until such time as the Agency adopts new or revised Guidelines. The Members of the Corporation shall review and approve of these Guidelines, with any necessary modifications and revisions, on a no less than annual basis.

**1. Designation of Contracting Officer**

The Corporation hereby designates the Corporation’s CFO as the Corporation’s Contracting Officer, in compliance with the provisions of New York State Public Authorities Law. The Contracting Officer shall hold this position until the Members of the Corporation designate a new Contracting Officer or until such time as the Members adopt new Real Property Acquisition Guidelines.

The Contracting Officer shall be responsible for the administration and implementation of these Guidelines. The Contracting Officer shall cause these Guidelines to be posted on the Corporation’s website so that they are available to the general public.

**2. Application of Guidelines**

The procedures outlined in these Guidelines shall apply to the Corporation’s acquisition of all interests in real property except for acquisitions of interests in real property where the Corporation is involved for the benefit of a third party. As used in these Guidelines, “property” shall include all interests in real property.

The Corporation shall acquire real property in a prudent manner. All acquisitions of real property shall be made in accordance with the policy and applicable law and shall be approved by the Corporation's Board of Directors.

**3. Purpose**

The Corporation has adopted these Guidelines to comply with the provisions of New York Public Authorities Law and to protect the interests of the Corporation in the acquisition of real property by the Corporation for its own benefit. The purpose of the acquisition of real property by the Corporation shall be to further the purposes of the Corporation, as authorized by the Corporation’s certificate of incorporation, by-laws, or resolutions adopted by the Board of Directors of the Corporation, or for a purpose otherwise permitted under applicable State law.

#### **4. Fair Market Value**

Prior to acquiring any parcel of real property except for property being gifted to the Corporation, the Contracting Officer shall take reasonable measures to determine the fair market value of the property to be acquired. Fair market value of property that is unique in nature and therefore not subject to fair market value pricing shall be determined through an appraisal by a qualified professional. Prior to its acquisition, the fair market value of all real property shall be established by an appraisal conducted by a qualified professional. In the case of real property donated to the Corporation, an appraisal shall not be required. The Corporation shall negotiate the purchase price after determination of the fair market value.

The Corporation shall endeavor not to pay more than fair market value for any property being acquired. Where the property is such that it is required for Corporation purposes and other property will not suffice, the Corporation may under such circumstances pay such reasonable amount in excess of what it has determined to be fair market price in order to purchase the property. In such case the Corporation shall document the reasons why it is necessary to acquire such property for a price in excess of what it determined to be fair market price and shall include in its annual report required by Section 2800(2) of the Public Authorities Law, a detailed explanation of the justification for making the purchase for a price in excess of fair market value and a certificate by the Corporation's CEO and CFO that they have reviewed the terms of the acquisition and determined that it complies with applicable law and this policy.

#### **5. Environmental and Title Review**

Prior to the acquisition of any interest in real property covered by this policy, the Corporation shall take necessary steps to determine whether there are any environmental concerns including, if appropriate, obtaining a Phase I Environmental Report or conducting other environmental due diligence. The Agency shall comply with the New York State Environmental Quality Review Act, to the extent applicable to any property purchase.

The Corporation shall have its General Counsel review the title documents supplied in connection with the acquisition and shall require fee title insurance unless the General Counsel shall determine that title insurance should not be required.

The General Counsel shall handle the purchase on behalf of the Corporation and the Corporation shall pay such reasonable fees as are required in connection with such purchase.

## **6. Yearly Property Report**

Each year the Contracting Officer shall publish a report listing all real property acquired by the Corporation during the previous twelve-month period.

The report shall contain a full description of parcel of real property purchased, the price paid by the Authority, and the name of the individual(s) or entity that sold the property.

The Contracting Officer shall cause the report to be delivered to the Comptroller, the Director of the Budget, the Commissioner of General Services, and the New York State Legislature c/o the Speaker of the House and the Senate Majority Leader.

The Contracting Officer shall cause the report to be published on the Corporation's website.

Adopted June 29, 2006  
Re-adopted 2007  
Re-adopted 2008  
Re-adopted 2009  
Re-adopted 2010  
Re-adopted 2011  
Re-adopted 2012  
Re-adopted 2013  
Re-adopted 2014  
Amended, Restated and Adopted 11-04-2015  
Re-adopted 2016  
Re-adopted 2017  
Re-adopted 2018  
Re-adopted 2019  
Re-adopted 2020  
Re-adopted 2021  
Amended, Restated and Adopted 09-21-2022  
Re-adopted 2023  
Re-adopted 2024  
Re-adopted 2025

**THE WYOMING COUNTY BUSINESS CENTER, INC.**

**CONFLICT OF INTEREST POLICY**

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1. Purpose. This Conflict of Interest Policy (“Policy”) is adopted in accordance with the provisions of Section 2824(1) of the Public Authorities Law and Section 715-a of the Not-for-Profit Corporation Law. The purpose of this Policy is to protect The Wyoming County Business Center, Inc. (the “Corporation”) when it is considering entering into a transaction or arrangement that might benefit the private interest of a Related Party, and to set forth procedures for handling potential or actual Conflicts of Interest and Related Party Transactions. (All capitalized terms shall have the meanings set forth in this Policy.)

2. Definitions.

(a) “Conflict of Interest” means an actual or potential: (i) Related Party Transaction; or (ii) circumstance in which a Key Person, director or officer of the Corporation has an outside interest or activity that (A) influences, or reasonably appears to influence, his/her ability to exercise objectivity, (B) impairs, or reasonably appears to impair, his/her ability or independence in fulfilling his/her duties to the Corporation, or (C) reasonably tends to conflict with the proper discharge of his/her duties to the Corporation.

(b) “Financial Interest” means, directly or indirectly: (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement (provided, however, that an ownership interest not exceeding 2% of a corporation with shares traded on a nationally recognized exchange shall not be a Financial Interest); (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(c) “Key Person” means any individual, other than a director or officer, whether or not an employee of the Corporation, that: (i) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or (iii) alone or with others controls or determines a substantial portion of the Corporation’s capital expenditures or operating budget.

(d) “Related Party” means: (i) any director, officer or Key Person of the Corporation or any affiliate of the Corporation; (ii) any Relative of any individual described in clause (i) of this subparagraph; or (iii) any entity in which any individual described in clauses (i) or (ii) of this subparagraph has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

(e) “Related Party Transaction” means any transaction, agreement or any other arrangement in which: (i) a Related Party has a Financial Interest; and (ii) the Corporation or any affiliate of the Corporation is a participant. The following transactions, however, are excepted from the definition of Related Party Transaction: (iii) the transaction or the Related Party’s Financial Interest in the transaction is de minimis; (iv) the transaction would not customarily be reviewed by the Corporation’s Board of Directors (the “Board”) or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; and (v) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

(f) “Relative” means an individual’s spouse, domestic partner, ancestor, sibling (whole or half-blood), child (natural or adopted), grandchild, great-grandchild, and the spouse of such individual’s sibling, child, grandchild or great-grandchild.

### 3. Procedures for Disclosure and Resolution of Conflicts of Interest.

(a) Promptly after a Key Person, director or officer discovers a Conflict of Interest, he or she (hereinafter, an “Interested Person”) shall disclose the matter at a meeting of the Board of Directors or the Governance Committee, or by written or electronic communication to the Secretary of the Corporation. If disclosure is made to the Secretary, the Secretary shall direct the matter to the Board for discussion at its next regularly scheduled meeting or special meeting.

(b) The Board may request that the Interested Person explain the circumstances of the Conflict of Interest to the Board. The Interested Person shall not, however, be present at, participate in or attempt to influence the Board’s deliberation or vote regarding the Conflict of Interest.

- (i) If the Board determines that the agreement, transaction or arrangement is a Related Party Transaction, then the Board shall follow the procedures for Related Party Transactions set forth in Section 4 of this Policy.
- (ii) If the Board determines that a Conflict of Interest exists, but the agreement, transaction or arrangement does not constitute a Related Party Transaction, then the Board may proceed with its consideration of the transaction, provided however, that the Interested Person shall abstain from deliberation and voting regarding the transaction.
- (iii) If the Board determines that a Conflict of Interest does not exist, then the Board may proceed with its consideration of the